

San Marino Tennis Foundation

By-laws

As of

June 24, 2014

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**BY-LAWS
OF
SAN MARINO TENNIS FOUNDATION**

Article I

The operating name of the SAN MARINO TENNIS FOUNDATION shall be “San Marino Tennis Foundation.”

Article II

Corporate powers. The corporate powers of this corporation shall be vested in the Board of Directors.

Article III

Annual Membership Meetings. The annual meetings shall be held at the San Marino Public Library or at such other place as may be designated by the President on the first Monday of February of each year at 7:30 P.M. Notice of the annual meeting shall be to each member at his last known address at least ten (10) days by the secretary prior to the annual meeting. When both husband and wife are members, one notice addressed to both shall be sufficient. At that meeting, the President, Secretary and Treasurer shall render their reports concerning the finances and general business of the foundation, and such other business shall be transacted as shall be brought before the meeting.

The Secretary shall call the roll at the opening of the meeting, and should there be no quorum present, the President shall adjourn the meeting to a later date as he deems proper.

The order of business shall be as follows:

- 1. Reading of minutes of the previous meeting.**
- 2. Report of officers.**
- 3. Election of officers and directors.**
- 4. Miscellaneous business.**

At any meeting of the Foundation; twelve (12) members entitled to vote, personally present or presented by proxy or by email, shall constitute a quorum for the election of officers and directors and all other business. Such vote shall be valid as if majority of the regular members were present.

Article IV

Membership. There shall be four classes of membership in the foundation. The number of members shall be subject to limitation by the Board of Directors. New members shall include only those persons who are residents of the San Marino Unified School District or are employed by the San Marino Unified School District or the City of San Marino or are admitted as Associate Members as set forth below. Membership shall continue for the life time of the member provided the applicable membership fees are paid.

1. Regular Member. Regular memberships shall be restricted to individuals who are residents within the boundaries of the San Marino Unified School District (the “District”), individuals whose children attend a school within the boundaries of the District, or individuals employed within the District. Provided an individual qualifies for regular membership, and pays the membership fee, that person shall be upon admission, a “Regular Member.” Subject to the Board of Director’s approval, any Regular Member

may remain a Regular Members although no longer qualified for admission as a Regular Member, if, after more than two (2) year of membership as a Regular Member any of the foregoing requirements for membership as a Regular Member no longer apply. In no event shall a Regular Member who no longer qualifies for admission remain a Regular Member for a period longer than 2 years. A Regular Member shall be entitled to vote at any and all meetings of the membership.

A “Family Membership” consists of Regular Members of the immediate family and dependents living in the same household. In the case of a Family Membership, each individual is a Regular Member and each individual is entitled to one vote

A Family membership includes the same privileges as a Regular Member as to uses of the facility, excepting that special rules may be established by the Board of Directors as to priorities insofar as persons under the age of 18 years old are concerned. Status as a Regular Member will remain so long as the monthly fees are paid and residence is maintained in the San Marino Unified School District or the individual is employed by the San Marino Unified School District or the City of San Marino or as otherwise provided in this paragraph.

2. Associate Member. Associate membership may be granted by the Board of Directors to any Regular Member who has been a Regular Member in good standing for the immediate two (2) years prior to the date of application as an Associate Member but has changed residency from within the San Marino Unified School District or is no longer employed by the San Marino Unified School District or the City of San Marino or the Board of Directors does not approve applicant as eligible to remain a Regular Member. An Associate Member shall have all rights and privileges of a Regular Member except that

Associate Members will not have voting rights in the Foundation. An Associate Member shall pay a Membership Fee and the Annual dues determined by the Foundation. The Board of Directors will limit the number of Associate Memberships to a maximum of ten percent (10%) of the total individuals comprising all classes of memberships. Applications for Associate Membership will be considered in the order by which they have been received.

3. Honorary Member. Honorary membership may be obtained by application to the Board of Directors subject to majority approval, at a duly noticed meeting of the membership of said meeting. Honorary Members shall have no voting or other rights or privileges of membership in the Foundation.

4. Inactive Member. Inactive membership may be obtained by application to the Board of Directors by any member who is not in arrears in payment of fees or other monetary obligations to the Foundation. If granted, the member will no longer be entitled to any rights and privileges with regard to the Foundation and the payment of monthly fees will be suspended. At any time, upon request, an Inactive Member may be restored to their prior membership status (Regular, Honorary, etc.) by the Board of Directors. Upon restoration of regular membership, the member shall pay half the current annual dues amount if they request restoration after July 1st; the member will pay the full current annual dues amount if they request restoration on or before July 1st. Any member shall be precluded from applying for inactive status for three years following restoration of active status.

Article V

Requirements of Membership. A membership shall be given to a member only after donation of the required membership fee to the Foundation in an amount specified by the Board of Directors, which sum shall be utilized for the construction, maintenance, operation and repair of the tennis facilities maintained and operated by the Foundation in Lacy Park. The amount of the membership fee shall be as fixed from time to time by the Board of Directors.

Article VI

Transfer of Membership. In general, memberships are nontransferable excepting that a request for a transfer of Membership in the Foundation may be approved by the Board of Directors in its sole and absolute discretion and so long as the individual receiving the transferred membership meets the requirements for membership as set forth herein.

Article VII

Fees.

(a) Fees shall be paid annually in advance and shall be fixed from time to time by the Board of Directors.

(b) Fees for new members who join during the calendar year shall be prorated.

(c) A late fee will be assessed if a member does not pay their annual dues by February 15th (the amount of the late fee to be set by the Board of Directors). Membership shall be suspended for any member who has not paid their annual dues by March 31st.

(d) A suspended member may request reinstatement from the Board of Directors. The suspended member shall, upon approval of the Board of Directors, be reinstated to full

membership upon such terms as may be designated by the Board of Directors. Upon reinstatement, the member shall pay the full current annual dues amount if they request reinstatement before July 1st; the member will pay half the current annual dues amount if they request reinstatement on or after July 1st. In addition to paying the late fee and the appropriate annual dues amount, the member will also be required to pay a reinstatement fee (the amount of the fee to be set by the Board of Directors).

Article VIII

Expulsion; Suspension from Membership.

(a) Any member's membership may be suspended or terminated by the vote of at least two-thirds of the Board of Directions entitled to vote and after hearing by the Board of Directors, provided that such member shall have been served by mail or email at least thirty (30) days prior to the time fixed for the hearing by written copy of the reasons for the proposed suspension or termination made against such member and a written notice of the time and place of the hearing.

(b) No member's membership shall be suspended or terminated unless a reason shall be first given to the member whose membership is being suspended or terminated and such reasons are made, signed and filed with the Secretary and served as aforesaid and unless a hearing be accorded and at such hearing the member be found to have committed the offense(s) stated in the notice.

(c) The Board of Directors may prescribe the rules for the conduct of the hearing and may decide the issues presented without the personal appearance or testimony of the member, provided however, that the member shall be afforded the opportunity to address

the reasons for the proposed suspension or termination in writing submitted at least 5 days prior to the time for hearing. The decision and all rulings by the Board of Directors shall be final and conclusive and shall not be subject to review by any other tribunal and the member suspended or terminated shall have no recourse through any civil action whatsoever. This article is an express condition of membership in the Foundation and acceptance or continuation of membership in the Foundation shall be conclusively presumed as evidence of a member's acceptance of this condition of membership.

Article IX

Election of Directors and Officers.

(a) Election of Directors. The corporate powers of this corporation shall be vested in a Board of Directors consisting of twelve (12) directors, each of whom shall be a Regular Member in good standing of this corporation. Seven (7) directors shall constitute a quorum for the transaction of business at a regular or special meeting, or adjournments thereof. Six (6) directors shall be elected every year for a period of two (2) years. Any vacancy occurring during a director's term of office shall be filled by the appointment of a replacement director by a majority vote of the Board of Directors at a meeting thereof at which a quorum is present. The replacement director will complete the term of the director whose directorship has been vacated. No director will serve for more than (2) consecutive terms.

(b) Election of officers. A President may serve up to a two (2) year term. The Vice-President, Secretary and Treasurer shall be elected for a term of one year at the Annual Meeting of the Members.

Article X

Nomination and Election of Directors and Officers. A nominating committee composed of three (3) Regular Members shall be appointed by the Board of Directors at least thirty days prior to the annual meeting. At the annual meeting, a slate of recommended officers shall be presented and the members present at that meeting shall vote to elect officers and directors. Nominations shall also be accepted from the floor. Voting shall be by individuals only and no person may cast more than one ballot. Voting proxies will be accepted. Officers and directors shall take office immediately upon election. Each office will be voted separately and simple majority of the vote shall elect.

Article XI

Special Membership Meetings. Special meetings of the members may be called by the President. Special meetings shall also be called by the Secretary at the written request of three directors or ten Regular Members at large. Notices of all special meetings, stating the purpose thereof, shall be mailed to each member at his last known address at least ten days prior to the special meeting.

Article XII

Regular and Special Meetings of the Board of Directors.

(a) Regular meetings of the Board of Directors shall be held at least once each calendar quarter at such time and place as may be designed by the President.

(b) Special meetings of the Board of Directors shall also be called by the Secretary at the written request of three members of the Board of Directors or by the President.

(c) At all meetings of the Board of Directors, seven (7) members shall constitute a quorum.

Article XIII

Duties of the Directors. In addition to such duties as set forth under the Articles of Incorporation and in other parts of these by-laws, the directors shall have such additional duties as shall ordinarily pertain to the title of their offices, including, but not limited to, the control of the affairs and business of the corporation, the making and rules and regulations, not inconsistent with the by-laws of the Foundation, for the guidance of the officers and the proper management of the affairs of the Foundation, the use by members and all others of tennis facilities.

Directors shall cause the minutes of their meetings to be recorded and shall cause a full statement to be rendered to the membership at large at the regular annual meetings showing in detail the assets of the club and the condition of its affairs.

The directors shall appoint a Tennis Professional who shall, as their agent, (1) cause the observance by all persons of the ground rules of the club; (2) control court play; designate reservation of courts; (3) cause a men's and women's tennis ladder to be maintained at all times; and (4) foster inter and intra club competition and a tennis clinic for the youth of this area.

Article XIV

Duties and Authority of Officers and their Agents.

(a) The President. (1) The President shall direct and supervise the affairs of the club in its management operation and shall make his report to the membership at large at the annual meeting. (2) The President may appoint the following committees: Long-range Planning Committee, Rules Committee, Tournament Committee, Ladder Committee, Social Committee, Way and Means Committee and Membership Committee.

(b) The Vice-President. The Vice-President shall, in the absence of the President, assume all the duties and responsibilities of the President.

(c) The Secretary. The Secretary shall give notice of all meetings and shall keep the minutes of all meetings. The Secretary shall be custodian of all official records of the organization.

(d) The Treasurer. The Treasurer shall report a balance sheet and a profit and loss statement to the President and the Board of Directors, quarterly, and at the annual meeting, to the Foundation membership. The Treasurer shall further receive all funds of the foundation and pay them out only by joint signature with such other person or persons, as the Board of Directors shall designate. Prior approval of the Board of Directors will be obtained before any funds are withdrawn from the bank or paid on behalf of the Foundation. The Board of the Directors will establish maximum amounts for the normal and usual expenditures for monthly operations. In addition, all other extraordinary expenditures must, prior to incurrence of the obligation, be approved by the Board of Directors.

Article XV

Indemnification and Insurance.

(a) **Indemnification.** This corporation shall, and hereby does, to the maximum extent permitted by law (including the California General Corporation Law (the “Law”), indemnify each of its Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or officer of this corporation and shall advance to such Director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Article XV, a “Director” or “officer” of this corporation includes any person who is or was a director or officer of this corporation. The Board of Directors of this corporation may in its discretion provide by resolution for the indemnification of, or advance of expenses to, other agents of this corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under applicable law.

(b) **Personal Liability of Volunteer Directors or Executive Officers.** To the fullest extent permitted by Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Director or volunteer executive officer of this corporation, caused by the Director’s negligent act or omission in the performance of that person’s duties as a Director or officer, provided that the person’s act or omission was (i) within the scope of the Director’s or executive officer’s duties, performed in good faith and not reckless,

wanton, intentional or grossly negligent, and (ii) either the damages are covered by liability insurance or the Director or executive officer and the Board of Directors had made all reasonable efforts in good faith to obtain available liability insurance.

(c) **Insurance.** This corporation shall have power to purchase and maintain liability insurance and/or other forms of insurance on behalf of this corporation and/or its agents, employees, officers and Directors (“Insureds”) affording coverage for claims and/or liabilities asserted against or incurred by this corporation and/or any Insured acting in the capacity of an agent, employee, officer, and/or Director of this corporation arising out of the Insured’s status as such, whether or not this corporation would have the power to indemnify the Insured against such liabilities under the provisions of this Article XV, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify for a violation of Section 5233 of the Law (or any successor provision thereto).

(d) **Chapter 42 Taxes.** In no case shall this corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended (“Code”). Further, if at any time this corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article XV if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

(e) **General.** If any part of this Article XV shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Article XVI

Amendment. These by-laws may be amended or repealed and new by-laws adopted by the vote of a majority of the members of the Board of Directors at any directors' meeting, except that a by-law fixing or changing the number of directors may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the corporation.

Article XVII

Executive Committee. The Board of Directors may appoint an Executive Committee and other committees, and delegate to the Executive Committee and of the powers and authority of the board in the management of the business and the affairs of the corporation, except the power to adopt, amend or repeal by-laws. The Executive Committee shall be composed of three (3) or more directors.

Article XVIII

Roberts Rules of Order, Revised, shall govern the proceedings of general, regular and special meetings of the Foundation and its constituent parts except as otherwise provided in these by-laws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

**(1) That I am the duly elected and acting secretary of SAN MARINO
TENNIS FOUNDATION, a California corporation; and**

**(2) That the foregoing by-laws constitute the amended by-laws of said
corporation as duly adopted.**

**IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the
seal of this corporation this 24th day of June 2014.**

**Tami McGovern
Secretary**