

THE CHAPEL HILL TENNIS CLUB, INC.

BYLAWS

ARTICLE I: CORPORATE NAME

The Club shall be known as **The Chapel Hill Tennis Club, Inc.**, incorporated under the laws of the State of North Carolina as a non-profit corporation for the purpose of providing recreational and social activities for its members.

ARTICLE II: CLUB MANAGEMENT

The Club Manager is responsible for ensuring that the facilities are utilized in a way that is consistent with the policies established by the Board of Directors and in a manner that is efficient, financially sound, safe and enjoyable for its members.

The Manager meets regularly with the senior staff to review and facilitate their programs. He or she serves as a liaison between senior staff and the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1: The management of the Club shall be vested in the Board of Directors consisting of 12 members, who shall serve without pay and who shall serve three-year terms.

Section 2: The Board of Directors (hereinafter "Board"), shall have the power to make and amend regulations and rules pertaining to the operation of the Club, and shall have responsibility for the entire management of the affairs of the Club, except as otherwise provided herein. The Board shall have authority to fix initiation fees, dues, and charges for all members and to revise the same from time to time.

Section 3: a) The Board may not take any action which would increase the long term debt of the Club without prior approval of the 2/3 vote of the membership present in person or by proxy at an annual or special meeting.

b) Short term borrowing against our line of credit is permitted. The purpose of this action is to meet seasonal or emergency financial needs.

Section 4: Nominations and elections of the Directors to fill the vacancies for those Directors whose terms expire shall be made in the following manner:

a) At least 60 days before each annual meeting, the President shall appoint a Nominating Committee for the vacancies occurring each year. The majority of this Committee must be non-Board members, yet the Board must be represented. The Nominating Committee shall notify all members of its intent to solicit nominees and shall receive suggestions for nominations for a period of not less than 21 days after such notification. Such Committee shall present members willing to serve as candidates for the vacancies occurring each year on the Board of Directors. Nominees shall give their written acceptance. The

Nominating Committee's report of nominations shall be sent by the Secretary of the Club to all members at least 15 days prior to the annual meeting.

- b) In addition to the nominations reported by the Nominating Committee, nominations may be received from the floor at the annual meeting, provided such nominees indicate acceptance.
- c) Election of the Board of Directors shall be held at the annual meeting of the members by written ballot. Each member eligible to vote shall vote for as many nominees as there are vacancies, and those nominees receiving the highest number of votes shall be declared elected to the Board for a term of 3 years provided that no person shall serve more than two (2) consecutive terms. For purposes of this Section, a partial term of less than two years, served by a director appointed pursuant to Article III, Section 5, shall not constitute a term; such service for a partial term of two years or more shall constitute a term. Any director who has served two (2) consecutive terms shall not be eligible to be elected again until at least two (2) full years after the expiration of such director's second term.

Section 5: The Board, by majority vote, may fill any vacancy on the Board for the unexpired term of such vacancy. In the event of multiple vacancies on the Board, the quorum requirement of Article III, Section 7, shall not apply for the purpose of filling the vacancies.

Section 6: Any Director who shall be absent from three consecutive meetings of the Board, without excuse satisfactory to the Board, may be deemed to have resigned from the Board.

ARTICLE IV: MEETINGS

Section 1: The **annual meeting of the members** shall be held in November of each year at a time and place to be selected by the Board.

Section 2: **Special meetings of the members** may be called by the Board upon its own motion, and shall be called at the written request of twenty-five percent (25%) of the members of the Club. Notice of the time and place of any special meeting of the members shall be sent by first (1st) class mail and postmarked at least seven (7) calendar days before such meeting. The notice of each special meeting shall state the object of the meeting and no other business shall come before such meeting.

Section 3: At any meeting of the members of the Club, ten percent (10%) of the members entitled to vote present in person or by proxy, but in no event less than 25 such members, shall constitute a quorum. At any meeting of the members, each member entitled to a vote shall be entitled to one vote on each matter submitted to a vote at such meeting, unless otherwise provided in the Bylaws or by law.

Section 4: A member may be represented at any meeting of the members by proxy, which proxy must be in writing and filed with the Secretary prior to the meeting.

- Section 5: The Directors shall hold a meeting of the Board at least once during each calendar quarter which is open to all Club members. Notice of the time and place of such meeting shall be sent to the Directors either by telephone, electronic mail or U.S. mail at least four days prior to the meeting and shall be on the Club's calendar.
- Section 6: **Special meetings of the Directors** may be called at any time by the President or by any three Directors. Notice of the time and place of any special meeting shall be mailed by the Secretary at least four days prior to the special meeting. The notice of any special meeting shall state the purpose for which the meeting is called. Notice by telephone is permitted when the President determines an emergency meeting to be necessary.
- Section 7: Seven Directors shall constitute a quorum at any meeting of the Board. All matters coming before the Board shall be decided by majority vote of the members present and voting at any special meeting at which a quorum is present unless a higher percentage is required by these Bylaws or by law. In the case of a tie vote, a motion shall fail.

ARTICLE V: OFFICERS

- Section 1: The officers of the Club shall be elected annually by the Board, and each officer shall be a member of the Board. At the first meeting of the Board following the annual meeting of the members, the Board shall elect the Club President. The President may, at his/her option, nominate the other officers subject to confirmation by a majority of seven of the twelve members of the Board. The Board by the same majority may remove any officer or declare any office vacant and elect a successor to fill the unexpired term.
- Section 2: The officers of the Club shall be a **President, a Vice President, a Secretary** and a **Treasurer.**
- Section 3: The President shall preside at all meetings of the members and Directors and ensure that there is adequate Club management to control and manage the business affairs, properties, and facilities of the Club under the general supervision of the Board. Additionally, the President shall facilitate constant communication between the Board and Management concerning general fiscal, procedural and facility business management of the Club. He, or she, with the Treasurer or the Secretary, shall execute on behalf of the Club all contracts, deeds, mortgages, deeds of trust, notes, bonds, and other instruments when authorized by the Board. At each annual member's meeting, he/she shall report on the affairs, activities, and condition of the Club for the preceding year. He/she shall perform other duties as the Board may direct.
- Section 4: The Vice President shall perform the duties of the President in the absence or disability of the President and such other duties as the Board may direct.
- Section 5: The Secretary shall record and keep the minutes of all members' and Directors' meetings, oversee membership records, and perform other duties as assigned by the Board.

Section 6: The Treasurer shall be the Chief Financial Officer with responsibility for all fiscal matters of the Club and for maintaining the financial strength of the Club and shall have the requisite authority to discharge these responsibilities consistent with the sound financial principles, the Bylaws of the Club and the relevant policies adopted by the Board. The Treasurer shall report on the financial operations and condition of the Club at each regular meeting of the Board and at the annual meeting of the members.

ARTICLE VI: COMMITTEES

Section 1: The President, Vice President, Secretary and Treasurer shall constitute the **Executive Committee**, which committee shall be vested with the powers of the Board, to be exercised when the Board is not in session, or in the absence of a quorum thereof. Three members of the Executive Committee shall constitute a quorum thereof. All actions taken by the Executive Committee shall be recorded and reported to the Board at its next meeting. All such actions are subject to ratification by the Board of Directors at the next meeting.

Section 2: The President shall, with the advice and consent of the Board, appoint members of the following committees:

1. Buildings and Grounds Committee
2. Membership Committee
3. Tennis Committee
4. Pool Committee
5. Finance Committee
6. Personnel Committee
7. Governance Committee

And such other committees as may be deemed advisable from time to time. Each of the above committees is authorized to make rules and regulations concerning the activities under its supervision, to become effective **only** when submitted to and approved by the Board and posted in the records book kept in the clubhouse. Each committee shall have duties and responsibilities as determined by the Board. A Committee Chair will be appointed by the President to preside over Committee meetings and activities.

ARTICLE VII: MEMBERSHIP AND VOTING RIGHTS

Section 1: Members of the Club shall be classified as **Family, Transient, Individual, Seasonal, Honorary, Institutional, and Young Adult**. Membership in the Club shall be open to any person interested in its purposes and objectives as stated in the Articles of Incorporation, and who is accepted for membership under these Bylaws.

Section 2: **Family Members** shall be persons who have paid the established Family Membership fee and who are accepted for membership under these Bylaws.

Section 3: **Transient Members** shall be persons temporarily residing in the community. If a Transient Member wishes to become a permanent member of the Club, one-half (1/2) his/her Transient Membership fee(s) may be applied toward the purchase of a Family or Individual Membership. The Club must be notified in writing and the balance between the Transient fee and the current Family or Individual fee paid prior to the expiration date of his/her Transient Membership. The Transient Membership shall be available only once

and the maximum length of said membership shall be one year. The Board reserves the right on a case-by-case basis to extend or revoke an application for Transient Membership.

- Section 4: **Seasonal Members** shall be families or individuals who have paid the established fees, and who are accepted for seasonal membership under these Bylaws. Seasonal memberships shall be limited to a period of months, or to a “season,” as defined by the Board, and shall be offered on a first-come, first-served basis each year. Fees for Seasonal family and individual memberships are to be determined by the Board, and shall be paid in full in advance. The Seasonal Members shall not have voting privileges
- Section 5: **Individual Members** shall be unmarried persons and persons so designated by the Board who have paid the established Individual Membership fee, and who are accepted for membership under these Bylaws. Also, the Board is to “permit Individual Membership to any one person, whether married or not, if there are no children in the home who use the Club, and if the spouse absolutely does not use the facilities.” Conversion from Family to Individual Membership under this Section shall not entitle them to a refund of initiation fees, and any right to a refund under Article VII of these Bylaws is waived. For conversion from Individual to Family Membership, payment of the difference between the current Individual and Family initiation fees is required.
- Section 6: **Honorary Membership** in the Club may be authorized by the Board. An Honorary Member may not vote or hold elective office in the Club. Dues and guest fees may not be charged to any Honorary Member, but he/she must abide by the rules and regulations of the Club in all other matters
- Section 7: **Institutional Members** shall be bona fide organizations who have paid the established Family Membership fee and whose membership has been approved by the Board. The membership shall remain the property of the organization purchasing it. Previously authorized Institutional Memberships are ratified. Institutional Memberships accepted after December 31, 1971 shall expire after eight years from date of their acceptance unless renegotiated at the established fee for a Family Membership. The Institution shall inform the Club in writing of the name and address of the employee it designates to use the membership. Designees shall not be changed more often than every six months. Dues for an Institutional Membership shall be the established dues for Family Members and shall be continuous. No leaves of absences shall be granted to an Institutional Member or its designate.
- Section 8: **Young Adult memberships** shall be available to persons ages 21 to 30 and will require payment of half of either the Individual or Family initiation fees (as appropriate), at the time of acceptance by the Club. The remainder will be paid in full at the thirtieth birthday of Young Adult Member.
- Section 9: **Dependents of a member** shall be entitled to the use of all the facilities of the Club to which such member is entitled, subject to the rules and regulations of the Club. Dependents are **spouses of members; members’ children who have not reached their 21st birthday, or who have reached their 21st birthday and are financially dependent upon the member; and parents who reside with members and are financially dependent on them.** By paying the initiation fee and dues applicable to a Family Membership, an unmarried member with no dependents shall be entitled to invite to the Club one guest per day without payment of guest fee.

- Section 10: **Senior Members** shall be individuals or couples who are age 65 or older and will receive a 25% reduction in the initiation fee and will pay the current family or individual quarterly dues.
- Section 11: At annual or special meetings, each membership shall have one vote. **Voting privileges** are limited to the following membership classes provided they are active and in good standing:
a) Family
b) Individual
c) Institutional
Husband and wife may **not** hold elective office at the same time unless they own separate memberships.
- Section 12: Memberships shall not be transferable, except as authorized in these Bylaws. The **owner and holder** of a Family or Transient Membership shall be the person designated in the application for membership. If this cannot be determined, the **owner and holder** shall be the person in whose name the membership is recorded in the Club records. A married couple or domestic partners in the same membership may change the owner from one to the other by requesting in writing that Club records be so changed. If a married couple or domestic partners in the same membership are divorced or separated, the membership shall continue in the name of the **owner and holder**, unless the parties agree otherwise and request the membership in both names, to be held jointly. If a married couple or domestic partners holding joint membership become divorced or separated after obtaining a family membership, the membership shall be transferred to the sole name of the member who will retain the membership. If the other spouse or partner wants to become an individual member he or she may do so, without paying an initiation fee. Otherwise the individual who does not retain the family membership will no longer be a member of the Club.
- Section 13: The maximum number of memberships at the Chapel Hill Tennis Club shall be 900 and shall not include those who are on a leave of absence. However, the actual number of memberships offered may be less, and shall be at the discretion of the Board, in cooperation with the Club Manager.
- Section 14: Members **may resign** by written notice to the Board, provided all dues and accounts are paid for the current period. Resigning members shall not be liable for dues or fees for any month subsequent to the month in which the registration is received by the Board.
- Section 15: The Board may give **special** Club privileges to persons under the age of 21 upon such terms and conditions as deemed advisable in the interest of promoting tennis and swimming.
- Section 16: For a **non-dues-paying leave of absence**, Family or Single members shall apply in writing to the Board. The “minimum period” for a non-dues-paying leave of absence shall be 9 months; the “maximum period” shall be 3 years. The Board may, for good cause, grant a written request to extend the maximum period. A non-dues-paying leave of absence shall be granted only if the entire family resides outside a 60-mile radius of the Club during the approved period or the member has a justifiable hardship during the approved period. The member on a non-dues-paying leave of absence must pay a carrying charge each year of the leave. The amount will be specified by the Board and noted in the Club’s “Rules and Regulations.” The member will be allowed one guest visit per month, guest fee to be paid by an active member. Leave of absence members will

notify the Club in advance of their return, and will be given priority should there be a waiting list for membership.

ARTICLE VIII: MEMBERSHIP FEES

Section 1: The membership fee for the first 100 Family (**Charter**) Members shall be Three Hundred Dollars (\$300.00). The membership fee for Family Memberships Number 101 – 300 shall be Three Hundred Fifty Dollars (\$350.00). Membership fees for Family memberships Number 301 and above and for Single and Transient Memberships shall be established by the Board.

Section 2: The **100 Charter Family Members** who resign their memberships by reason of moving their residence from a 25-mile radius of the Club shall, on written application to the Board, be entitled to a one-hundred percent (100%) refund of the membership fee paid on their admission to the Club. Family memberships Number 101 – 300 who resign their memberships by reason of moving their residence from a 25-mile radius of the Club, shall on written application to the Board, be entitled to a seventy-five percent (75%) refund of the membership fee paid on their admission to the Club. There shall be no refund of membership fees, nor any portion thereof, to Family Memberships Number 301 and above, nor to Single, Transient, or Institutional Members.

ARTICLE IX: DUES

Dues for all memberships shall be determined by the Board of Directors and shall be payable quarterly and in advance on or before the tenth (10th) day of the first month of each calendar quarter.

ARTICLE X: INDEBTEDNESS

Section 1: All charges, fines and fees other than dues shall be determined by the Board.

Section 2: All accounts (including dues, charges and fines), are due the first day of the quarter for which they are billed. Accounts not paid by the 30th day of the quarter will be assessed a late fee. Any member whose account is not paid by the 60th day of the quarter will be suspended from the use of the club. To reverse suspension a “rejoin fee” is required. Accounts not paid at 90 days will suffer termination of membership. The Chapel Hill Tennis club reserves the right to pursue unpaid accounts via legal process.

ARTICLE XI: PENALTIES, SUSPENSION, AND EXPULSION

Section 1: For a violation of any Bylaw or rule or regulation of the Club, or any conduct by any member or dependent which may endanger the good order, welfare, or character of the Club, the President, with the approval of the Executive Committee, may withdraw privileges of the Club from such member or dependent for not more than thirty (30) days.

Section 2: If the President determines that any member or dependent has probably committed a serious violation of the Bylaws, rules, or regulations of the Club, or has engaged in conduct which may endanger the good order, welfare, or character of the Club, he shall refer the matter to the Board. The Board shall direct a written notice to the offending person, stating: 1) the nature of the offense, 2) that the person may appear at a stated meeting of the Board, to be held at least three days hence, 3) that he/she may present in

person or by letter any matters concerning the charges, 4) that he/she may resign immediately by paying all dues and charges and so notifying the Board in writing, and 5) that the Board may take any lawful action, including suspension or termination of the membership.

Section 3: A member of the Board may be removed from office by a two-thirds (2/3) vote of the members of the Club present at a general or special meeting.

ARTICLE XII: AMENDMENTS

These Bylaws and any portion thereof may be amended, altered, or repealed by the affirmative vote of two-thirds of the membership present and voting at an annual meeting or special meeting.

ARTICLE XIII: FISCAL YEAR

The Board shall determine the Fiscal Year of the Club such that it is consistent with the guidelines for the Club's 501(c)(7) Corporate status.

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