

Key to understanding the changes in this document:
[**bold bracketed**] text = current language which is to be deleted
bold underlined text = new language which is to be inserted

BUCKINGHAM RACQUET CLUB

BY-LAWS

(Created 1968; as amended 1/25/1977, 1/27/2001 and 1/28/2012)

The BUCKINGHAM RACQUET CLUB (**hereinafter referred to as “the Club”**) is a nonprofit corporation organized in 1968 in the Commonwealth of Pennsylvania.

ARTICLE I A. – Definitions.

Male gender shall include the female gender throughout these By-Laws.

Spouse shall mean husband or wife wherever used.

ARTICLE I. – Purpose of the Club.

To provide a place to play, teach and enjoy tennis.

ARTICLE II. – Officers.

The executive officers of the Club shall be a president, a vice-president, a treasurer, and a secretary, and such other officers and assistant officers as the needs of the Club may require, each of which offices shall be filled by a [**certificate**] **current dues paying** member of the Club elected at the annual meeting to serve until the next annual meeting. Should any such office become vacant, the Board of Directors shall be empowered to fill the vacancy for the balance of the unexpired term or, in the alternative, to call a special meeting of the Club membership to hold an election for that purpose.

ARTICLE III – Directors.

a. The business of the Club shall be managed by its Board of Directors, nine (9) in number, each of whom shall be a **[certificate] current dues paying** member of the Club. Four (4) of the directors shall be the officers designated in the preceding Article. The other five (5) directors shall be elected for terms of three (3) years, excepting that at the first annual meeting of the Club two (2) directors shall be elected to serve until the fourth annual meeting, two (2) until the third annual meeting, and one (1) until the second annual meeting.

b. The meetings of the Board of Directors may be held upon the call of the president or upon the request of any three (3) directors. **[Written]** **[n]**Notice of every meeting shall be given to each director at least three (3) days prior to the meeting date. A majority of the nine (9) directors (including vacancies) shall be necessary to constitute a quorum for the transaction of business, and the acts of at least five (5) of the directors present at the meeting shall be the acts of the Board of Directors.

c. Minutes of each meeting shall be recorded by the secretary or, in his absence, a director appointed so to act by the presiding director. The president, vice-president or, in their absence, the director having the greatest seniority as a director, shall preside at the meeting. A copy of the minutes of each meeting shall be sent to all directors and upon request to any other member of the Club.

d. Should a vacancy occur in the Board of Directors, it shall be filled in the same manner as prescribed in Article II relating to Club officers.

ARTICLE IV. – Membership and Playing Privileges.

a. Certificate Members.

[A person] A Certificate Member is an individual who has purchased a membership certificate in the Club for the sum of Five Hundred Dollars (\$500.00) and paid any initiation fee in full, or is current on an installment plan to purchase the certificate and pay any initiation fee. [subject, however, to his payment of annual dues and compliance with the Club’s rules and regulations,] [shall be] A Certificate Member is entitled to all membership privileges together with the right of one vote at all meetings of the membership and the right to proceeds in the event of dissolution of the Club subject, however, to his payment of annual dues as set forth in Article V of these By-Laws and compliance with the Club’s Rules and Regulations. [Such vote may be exercised by such member’s spouse in case of the absence of the member if the spouse is also a family member whose dues have been paid.] Upon full payment of \$500.00 for the certificate and any initiation fee, such member shall receive a Club certificate evidencing this type of membership.

[b. Junior Membership Extension

A junior member of a family that has a certificate membership shall at age 22 through 25 be entitled to an Extended Junior Membership upon payment of senior membership dues until age 26, at which time said person shall be given immediate senior membership and certificate upon payment of the cost of the certificate.]

[c]b. [Playing Privileges.] Non-Certificate Members.

All playing privileges and use of the Club of a [c]Certificate [and noncertificate] [m]Member[ship] shall extend to the [named member, that] Certificate M[m]ember’s spouse or significant other, [those] family

members of the [named] Certificate M[m]ember's household under age 22 and to [an] [e]Extended [j]Junior [m]Members only, provided the assessed dues for [those persons] these individuals have been paid. **These individuals are Non-Certificate Members and have no rights to vote or receive any proceeds in the event of the dissolution of the Club.**

c. Extended Junior Membership.

A junior member in the family of a Certificate Member shall at age 22 through 25 be entitled to an Extended Junior Membership upon payment of senior membership dues until age 26, at which time said person shall be given immediate Certificate Membership upon payment of the cost of the certificate.

ARTICLE V. – Annual Dues.

Annual dues covering all operational expenses of the Club and the carrying charges on its financing assessed by the Board of Directors together with certificate payments shall be payable to the Treasurer by the date set each year by the Board of Directors. Any member who does not pay his full assessment **for annual dues or [and] certificate obligation or initiation fee** by the date set by the Board of Directors shall be considered delinquent. The playing privileges of a delinquent member shall be suspended, **his use of the Club shall be suspended, his ability to serve on the Board of Directors shall be revoked, and, if he is a certificate member, his right to vote [not recognized] shall be suspended, and his right to proceeds in the event of the dissolution of the Club shall be suspended** during the period of delinquency.

In making the dues assessment, the Board of Directors shall specify the amounts allocated for operations and for financing, and may levy interim dues assessments for payment of the latter if the circumstances so require.

ARTICLE VI. – Redemption of Membership.

A certificate member or his estate may effect the redemption of his [or her] fully paid certificate by written request to the Board of Directors. Such redemptions will be made by the Board only when a subsequent incoming member replaces at least the capital contribution of the withdrawing member. Nothing herein shall prohibit the sale or transfer of a fully paid certificate with the approval of the Board. **The redemption of a certificate shall immediately terminate any and all rights, interests, or privileges whatsoever that person (as well as that person's spouse or significant other, family member, household member or that person's Extended Junior Member) has to the Club.**

Any certificate member who accepted membership to the Club after 2011 and who has not paid annual membership dues for five (5) consecutive years shall be deemed to have given up their membership and any and all rights, interests, or privileges whatsoever to the Club (including, but not limited to, their right of redemption of his certificate) and, upon notice of the expiration of the annual dues deadline, their membership shall, without any additional notice, be terminated.

ARTICLE VII. – Rules and Regulations.

The Board of Directors shall promulgate such Rules and Regulations as it from time to time considers appropriate for the Club and shall cause [due] notice to be given to all members. [Named] **All** members shall be

responsible for enforcement of the Rules and Regulations, and, in the event of any damage or injury to the Club or its property, caused by the actionable conduct of a person, including a guest, having Club privileges through a **Certificate [m]Member**, that **Certificate [m]Member** shall be obligated to make restitution to the Club as though the conduct had been his.

The Board of Directors has the power and authority to terminate any and/or all rights, interests, or privileges to the Club for any member or guest of a member who the Board determines to be in persistent violation of the Club's Rules and Regulations.

ARTICLE VIII. – Transaction of Certain Business.

The Club shall not borrow money, or purchase, sell, lease, or otherwise dispose of real estate, or make any capital improvements to real estate, unless and until it has been so authorized by a two-thirds (2/3) vote of **[those]certificate members or their proxy** present at a membership meeting duly held at which at least a quorum was present, after **[due]** notice was given, stating, inter alia, that such action was one of the matters to be considered at such meetings.

All checks of the Club must be signed by the Treasurer or any two officers, upon authorization of one other officer.

ARTICLE IX. – Duties of Officers.

a. The President shall be the chief executive officer of the Club; he shall preside at all meetings of the members and directors; he shall have general and active management of the affairs of the Club. He shall be Ex-Officio a member of all committees and shall have the general powers and

duties of supervision and management usually vested in the office of President.

b. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.

c. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the Club and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the Club and, when authorized by the Board, affix the same to any instrument requiring it.

d. The Treasurer shall have custody of the Club funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club, and shall keep the moneys of the Club in a separate account to the credit of the Club. He shall disburse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Club.

ARTICLE X. – Membership Meetings – Annual Meeting.

a. The annual meeting of the members shall be held on any date in January of each year after ten (10) days' **[written]** notice to all certificate

[and noncertificate] members, when they shall elect officers and directors and transact such other business as may properly be brought before the meeting.

b. Special meetings of the members may be called at any time by the President, or the Board of Directors, or by any five (5) members of the Club, upon ten (10) days' **[written]** notice.

c. No business may be transacted at a membership meeting unless a quorum shall be present. A quorum shall consist of at least 30 % of the **non-delinquent certificate** members **[, both certificate and non-certificate,]** **[in good standing]**. Except as to action taken pursuant to Article VIII **and Article XII** here**[of]in**, a majority vote for all business shall be sufficient.

ARTICLE XI. – Amendments.

a. These By-Laws may be altered, amended, or repealed by a three fourths vote of the **non-delinquent** certificate **[and noncertificate]** members of the Club present at any regular or special meeting duly convened after ten (10) days' notice to **[the] certificate** members of that purpose.

ARTICLE XII. – Dissolution.

a. The Club may be dissolved by a three fourths vote of the **non-delinquent** certificate **[and noncertificate]** members of the Club present at any regular or special meeting duly convened after the (10) days' notice to **[the] certificate** members of that purpose.

b. Upon sale or liquidation of all Club assets and after payment of all obligations, each certificate **[and noncertificate]** member, **subject to**

Article IV a., shall be paid a share of the proceeds in proportion to the amount he has paid on his membership certificate.

ARTICLE XIII. – Notice.

a. **Whenever notice is required to be given to any member under the provisions of these By-Laws, it shall be by e-mail to that member's last known e-mail address as published in the Club's Membership Book for that year or to an alternate e-mail address provided by the member to the Club. Any member who has not provided the Club with an e-mail address shall receive notice via regular United States mail to that member's last known address as published in the Club's Membership Book for that year or to an alternate address provided by the member to the Club.**

b. **Notice shall be deemed to have been given to the member when it was sent via e-mail or when it was deposited in the United States mail.**

c. **Notice of a meeting shall specify the place, day and hour of the meeting and any other information required by any other provisions of these By-Laws.**

ARTICLE XIV. – Voting and Other Action by Proxy.

a. **Every certificate member who is not delinquent as set forth in Article V of these By-Laws, shall be entitled to vote at any meeting as set forth herein. Alternatively, any certificate member who is not delinquent may authorize another certificate member who is also not delinquent to act for them at a meeting by way of proxy.**

b. The presence of, or vote or other action at a meeting by a proxy of a certificate member shall constitute the presence of, or vote or other action of that certificate member.

c. Every proxy shall be in writing and, at a minimum, shall set forth the name of the certificate member, the name of the proxy for the certificate member, the signature and date of signing by the certificate member and indicate when the proxy shall expire. Failure to meet these minimum requirements shall render the proxy invalid.

d. All proxies are revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of the proxy shall not be effective until written notice has been given to the Secretary, Vice-President, or President of the Board of Directors.

c. In the event a certificate member designates more than one proxy for any particular time period than all proxies will be invalid for that certificate member during the time period in which their exists more than one proxy for that certificate member.

ARTICLE X[III]V.

For any situation not covered by these By-Laws Robert's Rules of Order shall govern.