

Penn Yan Tennis Club Inc.
By-Laws Adopted October 9, 2022

Article 1

Purposes and Policy

The purpose of the Penn Yan Tennis Club Inc, DBA Penn Yan Racquet Club, a not for profit 501(c)(7) corporation, is to own and maintain an indoor tennis, pickleball & racquetball facility for the enjoyment of its members.

Article II

Location

The principal office of the corporation is located at 10 Elmwood Drive Penn Yan NY 14527

Article III

Members

Section 1.-Membership shall be of five types. Charter membership shall consist of original members who made a contribution in an amount approved by the Board of Directors (Family and Single). Full-membership shall consist of persons who pay full annual dues (Family and Single). Pickleball membership allows members to participate at the club during designated 'open' times (Family and Single). Summer memberships shall be full members for the designated period of June 1 through September 30 (Family and Single). Team Tennis membership for local school districts that want to have access to court time at the facility. Only Charter and Full members shall have voting rights ("voting members") and each voting membership shall have one vote. (Family Memberships receives one vote)

A. Single Membership – shall be one individual

B. Family Membership – is an individual plus their spouse/partner and any children living in their residence till the age of 26 that remain full time students.

Section 2- Annual membership dues shall be for 1 year to align with the Club's Fiscal Year. Summer membership dues shall be for the period of four months.

Section 3- The Board of directors, by a majority vote, may suspend or expel a member for cause. Any member may resign by filing a written resignation with the President or Secretary.

Section 4- The annual meeting of the organization for the purpose of electing the directors and for the transaction of any other business shall be held the 2nd Sunday of October each year. If a voting member is not able to attend, he or she can designate a proxy to vote on their behalf. The Board may designate other methods for members to vote.

Section 5- Special meetings of the organization may be called at any time by the Board of Directors or by any 10 voting members, upon their filing with the Secretary a written request for the meeting stating the purpose or purposes of the proposed meeting.

Section 6- Advance notice of all meetings shall be given to the members by the Secretary. All notices shall be sent by mail and/or email at least 10 days in advance of the date set for the meeting.

Section 7- At any meeting of the organization, those voting members present in person shall have authority to transact all business that may come before the meeting if passed by a majority of those present plus proxies.

Article IV Directors

Section 1- The concern, direction, and management of the affairs of the corporation shall be vested in the Board of Directors.

Section 2- Only voting members are eligible for election as Directors.

Section 3- The Board of Directors will be divided into three groups with staggered terms such that one third of the Directors shall be elected at each annual meeting by a majority of those voting members present plus proxies for a term of three years.- There is no limit to the number of terms a board member can serve.

Section 4- The Board of Directors shall consist of at least 5 members, but no more than 9 members. At any time when the number of Directors shall be fewer than five Directors in office, no act of the organization shall be void at any time merely because there are fewer than 5 Directors in office.

Section 5- After the election of Directors at the annual meeting, Directors shall elect a slate of officers to include: President, Vice President, Secretary & Treasurer. Basic responsibilities of these officers and other Directors are as follows:

- President. The President runs board meetings, appoints committees and performs other duties as directed by these bylaws. As president, this individual represents the organization in public by giving speeches, writing articles and attending functions on behalf of the organization
- Vice President. Serving directly under the President, the Vice President serves as the board's leader when the President is not present, such as during official board meetings.
- Secretary. The secretary of a board takes minutes at board meetings, then submits those minutes for amendment or approval by the board. The secretary keeps its records and its non-financial legal documents, including its bylaws, articles of incorporation and minutes of historical meetings.
- Treasurer. The treasurer of a board keeps the organization's financial records, writes and signs checks, approves purchases and invoices and otherwise oversees and keeps an eye on the organization's finances. The treasurer also prepares and delivers a treasurer's report at each of the board's official meetings and approves the organization's annual tax filing. The treasurer is also responsible for ensuring the upkeep of property and Directors & Officers insurance coverage.
- Directors. Directors who do not have one of the previously discussed roles often volunteer to head committees such as a marketing or website committee. These Board members attend meetings, receive updates and vote on Board matters. They have the right to make motions, discuss them and vote on them. All committees will have at least one Director on the committee

Section 6- In case any Director shall by death, resignation, incapacity to act or otherwise, cease to be a Director, his or her successor shall be chosen by the Board to serve until the next annual meeting, at which time the remainder of the term will be filled by vote of the membership

Section 7- Business meetings of the Board of Directors shall be held in Penn Yan at least 2 times a year.

Section 8- Special meetings of the Board of Directors may be called by the President or by the Secretary when requested to do so by any three Directors. These meetings will be documented in the same manner as standard Board meetings.

Section 9- A majority of the Board of Directors shall constitute a quorum.

Section 10- The officers of the organization shall have and may exercise all the powers of the Board of Directors when the Board is not in session. The officers shall adopt such rules and regulations as they deem prudent for the management of the corporation.

Section 11- Directors shall be classified as volunteers and shall not receive any salaries or fees for their services but may be reimbursed for any expenses in fulfilling their duties.

Article V

Fiscal year

The fiscal year of the organization shall commence October 1 of each year.

Article VI

Sale or dissolution

Upon sale or dissolution of the organization, net assets from the sale will be distributed per New York State law.

Article VII

Amendments

These Bylaws may be amended by the voting members at any annual meeting or any special meeting of the members provided that a proposal to amend shall be submitted in writing to the Secretary with signatures of at least 5 voting members at least 30 days prior to the meeting. The Secretary shall include the text of the proposed amendment in the notice of the meeting.

Article VIII

Conflicts of Interest

Section 1-The Penn Yan Tennis Club, Inc. have approved a conflict of interest policy as required by the New York State Not for Profit Revitalization Act of 2013 on 9/10/2018.

Section 2- Directors and Officers and others as determined by the Board shall sign the conflict of interest policy statement as a basis to participate in governance, activities, and other matters. The Secretary will maintain the signed conflict of interest policy statements in an orderly and accessible fashion.