

**BYLAWS  
OF  
VENTURA TENNIS CLUB  
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

**ARTICLE I**

**OFFICES**

**Principal Office and Mailing Address**

1.01 The principal office of the Corporation for its transaction of business is located in the City of San Buenaventura, County of Ventura, California. The mailing address of the Corporation is P.O. Box 3005, Ventura, CA 93006.

**Change of Address**

1.02 The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in Ventura, County of Ventura, California and/or the mailing address. Any change of the principal office and/or address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

**ARTICLE II**

**MEMBERS**

**Classification of Members**

2.01 The Corporation will have two classes of members, Personal and Family. An eligible person, over the age of eighteen (18) years, may apply for either a Personal Membership, which membership applies solely to that person and conveys those rights applicable to a Personal Membership, as set forth below, on that person, or a Family Membership, which conveys those right applicable to a Family Membership, as set forth and limited below, on that person and other residents at that same address. A person may not hold and attempt to exercise rights under more than one Personal Membership, or under a Personal Membership and a Family Membership, at the same time, i.e., he or she may not vote twice, or sign up for and/or play twice in the same tournament, etc.

**Eligibility for Membership**

2.02 Any natural person, of, or over, the age of eighteen (18) years, is eligible to apply for either a Personal or Family Membership in the Ventura Tennis Club and to be such a member. Either a Personal or Family Membership requires one adult, over eighteen (18) years of age. If an adult, over the age of eighteen (18) years, applies and pays for a Family Membership, that Family Membership extends certain, but not all, membership rights, as set forth and limited below, on other residents at that same address.

**Admission to Membership**

2.03 Any natural person, eligible for membership under Section 2.02 of these Bylaws will be admitted to membership upon the submission by that person of a completed and signed application in the form then prescribed by the Board of Directors and payment of any

applicable application/initiation fee, as specified in Section 2.04, and the first annual dues, as specified in Section 2.05 of these Bylaws.

### **Application/Initiation Fee**

2.04 An application fee, as determined from time to time by resolution of the Board of Directors, may be charged for, and, if imposed, shall be payable with, applications for membership received thereafter. Any such application fee is separate from dues and is nonrefundable. Former members who do not continue in membership, by resigning, failing to pay fees and/or dues or by failure to pay annual dues on their subsequent anniversary dates, are liable for the application fee just as brand new members. At the current time, there is no application/initiation fee, though the Corporation, through its Board of Directors, reserves the right to change this and is empowered to do so.

### **Annual Dues**

2.05 Annual dues payable to the Corporation by members will be in the amount determined, from time to time, by vote and resolution of the Board of Directors at a regular meeting of the Board of Directors, applicable to applications received after the date of resolution. The Board reserves and has the right to charge different rates for Personal as opposed to Family Memberships. Dues are payable for the first year at the time of, and as a condition of, admission to membership and, to renew, annually thereafter at the time, or times, as may be fixed by the Board of Directors, currently on or before the last day of the month following the anniversary month of the member who wishes to continue in membership. A member, on learning of an increase in annual dues determined by the Board of Directors may avoid liability for such increased dues, by resigning before he or she is responsible for paying such a dues increase, or by simply not renewing. However, former members who decide to rejoin the Ventura Tennis Club will have to pay a (new) application fee, if the Corporation has instituted one, in addition to dues, just as if they were a new member – joining for the first time. Annual dues of continuing members are due on or before the last day of the month following the month of their anniversary of joining the Club (i.e., there is a one-month grace period for continuing members to get their renewal dues in, see 2.15 ). Dues are nonrefundable, with the sole exception being that, if the Board of Directors terminates a member, it will return a prorated refund of dues prepaid by that former member.

### **Assessments**

2.06 Memberships are nonassessable.

### **Rights and Privileges of Members**

2.07 Holders of Personal Memberships in good standing are: entitled to receive member newsletters, when and if printed by the Corporation; to play in member tournaments, when and if held by the Corporation; to participate in any Club ladders and functions administered by the Corporation at the price set for members; to run for and to hold office in the Corporation or on the Board of Directors of the Corporation; to vote in Corporation elections; and to volunteer for and help run tournaments and other functions and/or volunteer activities administered by the Corporation, all provided they sign, or have signed, the appropriate releases and waivers of the Club. The number, type, range, scheduling and pricing of these activities is to remain in the sole determination and discretion of the Board of Directors and there are no vested rights to any particular activity, number of activities, scheduling of activities, continuation of activities, or particular pricing of activities. Holders of personal memberships are also entitled to request a copy of the membership list, with the understanding and agreement that the list is solely for the purposes of arranging tennis matches and club functions and is not to be used for business solicitation, business advertisement, or other purposes.

With regard to Family Memberships, only one (1) adult, over the age of eighteen (18) years of age, per Family Membership in good standing, is entitled to run for or hold office in the Corporation or on the Board of Directors of the Corporation and to vote in Corporate elections. In the case of Family memberships in good standing, the sole person able and entitled to vote and hold office will be that person, over the age of eighteen (18) years, designated on the application for Family Membership as the person to vote or hold office under that Family Membership. Other adult residents, over the age of eighteen (18) years, at that same address, encompassed under the definition of Family Membership, may volunteer for and/or help run tournaments and other functions administered by the Corporation, provided they sign, or have signed the appropriate releases and waivers, but they may not vote.

One copy of the newsletter, if and when printed by the Corporation, will be mailed to the address designated on applications for Family Memberships. Family memberships are entitled to a copy (read: one copy per family membership) of the current member list on request with the understanding and agreement that the list is solely for the purposes of arranging tennis matches and club functions and is not to be used for business solicitation, business advertisement, or other purposes.

In the case of Family Memberships, all of the residents of that same, single address have the opportunity to play in member tournaments, when and if held by the Corporation and to participate in any Club ladders and functions administered by the Corporation at the price set for members, provided, and on condition that, in the case of any and all persons under eighteen (18) years of age playing under a Family Membership, a parent, legal guardian, or other adult, legally responsible for that minor, signs all required applications, consents, releases and waivers pertaining thereto.

The Board of Directors has the right to adjust, from time to time, by vote and resolution of the Board of Directors, the rights and privileges of members, such as by way of example and not by way of promise or limitation, increasing the number of votes available under Family Memberships in subsequent elections, if it, in the future, increases the dues for Family memberships to near, or over, the cost of two Personal Memberships.

### **Responsibilities of Members**

- 2.08 In addition to paying dues and any applicable initiation fee, and abiding by these bylaws, members are responsible for complying with all laws, state and federal, with the ordinances of the City of San Buenaventura and/or any other city or county where the Club holds an event, tournament or other function, and with the rules governing the Camino Real Park Tennis Courts and/or other facility where the Club holds an event, tournament or other function. In addition, no member will swear, scream, or use abusive language toward another member or other participant in any Club meeting, event, tournament or other function.

### **Number of Members**

- 2.09 There is no limit on the number of members the Corporation may admit.

### **Membership Book**

- 2.10 The Corporation shall keep a membership book containing the name, address and class of each member in written form, or in any form, capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The "Book" is subject to the rights of inspection required by law and as set forth in Section 2.11 of these Bylaws.

### **Inspection Rights of Members – Demand**

- 2.11 (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 8331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 8332, and unless the Corporation provides a reasonable alternative as permitted by this section 2.11 of these Bylaws, a member satisfying the qualification set forth may do either or both of the following:
- (1) Inspect and copy the record of all of the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or
  - (2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of ten (10) business days after the demand is received, or the date specified in the demand as the date as of which the list is to be compiled.
- (b) The rights of inspection set forth in Section 2.11(a) of these Bylaws may be exercised by the following:
- (1) Any member, for a purpose reasonably related to that person's interest as a member; or
  - (2) The authorized number of members for a purpose reasonably related to the members' interest as members.
- (c) The Corporation, within ten (10) business days after receiving a demand pursuant to Section 2.11(a) of these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.11(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reason(s) the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11(a) of these Bylaws.
- (d) The membership list is only to be used for the purposes of arranging tennis matches and club business. It is not to be used for personal, non-tennis and non-club related purposes, such as solicitation of business or advertisement and is not to be sold, lent or otherwise transferred to any other person(s) or entity(entities).

### **Certificates of Membership**

- 2.12 The Corporation will not issue membership certificates. However, the Corporation reserves the right to issue membership/identity cards or similar devices to members to serve to identify members entitled to membership rights and privileges.

### **Nonliability of Members**

- 2.13 A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

### **Memberships Are Not Assignable or Transferable**

- 2.14 Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value, or otherwise. The only way someone can become a member is pursuant to Section 2.03 of these Bylaws.

### **Termination of Membership – Causes**

- 2.15 (a) The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:
- (1) The voluntary resignation of a member, with notice as prescribed by Section 2.14(b) of these Bylaws;
  - (2) When a membership is paid and issued for a period of time, the expiration of that period;
  - (3) The death of a member, in the case of Personal Memberships, and the death of the adult applicant (in the case of Family Memberships). To continue a Family Membership after the death of the adult Applicant, for the remainder of the period for which dues have been paid, another adult resident of that address will need to notify the Club and provide the Club with that person's information – no Family Membership may be maintained without at least one adult, over the age of eighteen (18) years ;
  - (4) The non-payment of application fees and/or dues, either by way of payment of any such fees and dues by check, money order, etc. returned for insufficient funds, or other form of nonpayment and/or failure of funds. In the case of continuing members, automatic termination also occurs for failure to pay, by the last day of that month which immediately follows the month in which the member's anniversary of joining the Ventura Tennis Club falls, that member's annual dues, in the amount then in effect, to renew his or her membership for the following year. (It is not the Club's responsibility to bill for, or collect fees and dues, rather it the Member's duty to timely pay annual dues, if he or she wishes to renew his or her membership, to remain a member in good-standing and avoid a new application fee); or
  - (5) Cancellation/Termination, by the Board of Directors, of the membership, for violation, by the member, of these bylaws and/or the rules applicable to Camino Real Park tennis courts, or other venue of a tournament, or event. In canceling and/or terminating a membership, the following procedures will be used: At least fifteen (15) days prior notice of the intent to cancel/terminate the membership, with the reasons therefore, will be given, by first class or registered mail to the last address of the member(s) involved shown on the Corporation's records. This notice will provide the opportunity to request a hearing on the matter before the Board not less than five (5) days before the effective date of the expulsion/termination/cancellation. The Board is vested with the absolute discretion to interpret these bylaws and to determine if the bylaws have been violated. Majority vote of the Board after the hearing decides the matter. Any action challenging a cancellation/termination/expulsion, including any claim of defective notice, must be commenced within one (1) year after the date of the cancellation/termination and/or expulsion.
- (b) The membership of any member of the Corporation shall terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or mailed to them, via United States first class mail, postage prepaid, at the mailing address of the Corporation.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

#### **Place**

3.01 Meetings of the members will be held at any location, within the City of Ventura, State of California, as may be designated from time to time by resolution of the Board of Directors.

#### **Regular Meetings**

3.02 Regular meetings of members will not be held.

#### **Special Meetings**

3.03 Special meetings of the members, for the purpose of change to the bylaws, election or removal of Directors, or other lawful and proper purpose, may be called by the Board. Special meetings of the members, for a lawful and proper purpose, may also be called by written petition signed by 5 percent or more of the members of the Corporation entitled to vote.

Special meetings will be held at a date, time and place within the City of Ventura as may be determined by the Board of Directors.

#### **Notice**

3.04 The notice of a meeting of the members will state the place, date and time of the meeting. The notice will also state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

Written notice of every meeting of members must be given not less than ten (10) nor more than ninety (90) days before the meeting to each member who is entitled to vote at the meeting. Written notice may be given by way of a Club newsletter, printed and distributed in advance of the meeting and, to the extent legally permissible, may, alternatively, be given by e-mail. If notice is given by newsletter, and the newsletter is mailed out on less than a first-class-postage-basis, it will be mailed not less than twenty (20), but not more than ninety (90), days prior to the meeting.

In the case of a specially called meeting of members, properly called by any member(s) other than the Board, the Board will forthwith cause notice to be given to the members entitled to vote. The notice will state that a special meeting will be held, at a location, within Ventura, CA, set by the Board, at a date and time that is not less than thirty-five (35) nor more than ninety (90) days after receipt of the qualifying request and such notice will be given within twenty (20) days of the qualifying request.

No meeting of members may be adjourned for more than forty-five (45) days.

If notice is given by mail or e-mail, the notice must be addressed to the member entitled to vote at the address or e-mail address appearing on the books of the Corporation or at the address given by the member entitled to vote for the purpose of notice. For purpose of notice, the address(es) given by the member on the Application will be deemed the address(es) of record, given by that member, for notice. The Secretary of the Corporation will execute an affidavit or the giving of notice for the meeting of members.

### **Waiver, Consents, and Approvals**

- 3.05 The transactions of any meetings of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records and totaled and summarized in the minutes of the meeting.

### **Quorum**

- 3.06 A quorum at any meeting of members consists of ten percent (i.e. 10%) of the voting power of the members of record, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

### **Loss of Quorum**

- 3.07 The members present at a duly called or held meeting at which a quorum initially is present in person may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

### **Adjournment for Lack of Quorum**

- 3.08 In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted except as provided in Section 3.07 of these Bylaws.

### **Voting of Membership- Entitlement**

- 3.09 Each Personal Member is entitled to one vote on each matter submitted to a vote of the members. The Personal Member is that person, over eighteen (18) years of age, identified on the application as the person in whose name the Personal Membership was taken out. Each Family Membership is also entitled to that number of votes, currently one, determined by resolution of the Board of Directors. The Family Member(s) entitled to exercise the vote(s) allowed are the Family Member(s), over the age of eighteen (18) years, identified, on the application for that Family Membership, as the Member(s) who will be voting. All votes count equally.

### **Record Date of Membership**

- 3.10 The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. The record date, both for the purpose of determining the members entitled to notice of any meeting of members and for the purpose of determining the members entitled to vote at any meeting of members, is 40 days before the date of that meeting of members. The Board will also fix, in advance, the record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action. This date may not be more than sixty (60) days before that other action.

### **Cumulative Voting Not Authorized**

3.11 Cumulative voting is not authorized for the election of directors or for any other purpose.

### **No Proxy Voting**

3.12 Members entitled to vote are not permitted to vote or act by proxy.

### **Action Without Meeting by Written Ballot**

3.13 Any action that may be taken at a meeting of members may be taken without a meeting, provided the following ballot requirements are satisfied:

- (1) The Corporation distributes a written ballot to every member entitled to vote on the matter.
- (2) The ballot states the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the corporation.
- (3) The number of votes cast by ballot within the time period equals or exceeds the quorum required to be present at a meeting authorizing the action.
- (4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes was the same as the number of votes cast by ballot.

### **Directors to be Elected by Written Ballot**

3.14 Directors will be elected by written ballot.

### **Solicitation of Ballots**

3.15 Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.13 of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, and with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted, with reasonable time given to return the ballot by mail and/or to drop it off at a club-approved receptacle maintained for that purpose, such as a box at the "clubhouse" at Camino Real Park, if the Club elects to provide such a receptacle. All ballots, including those mailed in or dropped off, shall be personally signed by the member voting and are subject to verification.

### **Voting by Written Ballot**

3.16 The form of written ballots distributed to ten (10) or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by that written ballot. The form must also provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any matter the vote must be cast in accordance with that choice. In any election of Directors, any form of written ballot in which the Directors to be voted on are named as candidates and that is marked by a member "withhold"

or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld may not be voted either for or against the election of a Director.

### **Revocation of Ballots Not Allowed**

3.17 A written ballot, once cast, may not be revoked.

### **Conduct of Meetings**

3.18 (a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person will be Chairman of and preside over the meetings of the members.

(b) The Secretary of the Corporation will act as the secretary of all meetings of members. However, in his or her absence, the Chairman of the meetings of members will appoint another person to act as secretary of the meetings.

(c) The Robert's Rules of Order, as amended from time to time, governs the meetings of meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

### **Inspectors of Election**

3.19 (a) Before any meeting of the members, or any action by written ballot, the Board may appoint any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on the request of any member must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot on request of any member. The number of inspectors will either be one or three. If appointed at a meeting on the request of one or more members, the majority of members represented in person must determine whether one or three inspectors are to be appointed.

(b) The inspectors of election must perform the following duties:

- (1) Determine the eligible members of record - entitled to vote and the number thereof, the number constituting (or that will constitute a quorum), and the presence or absence of a quorum.
- (2) Receive votes, ballots, or consents.
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.
- (4) Count and tabulate all votes, ballots and consents;
- (5) Determine, consistent with these bylaws, when the voting stops;
- (6) Determine the result;
- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members;

The inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

- (c) If there are three inspectors of election, the decision, act, or certificate of a majority of those inspectors is effective in all respects as the decision, act, or certificate of all.
- (d) On request of the Chairman or any member, the inspector(s) of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

## **ARTICLE IV**

### **DIRECTORS**

#### **Number**

4.01 The Corporation will have five (5) Directors. Collectively, the Directors will be known as the Board of Directors or the Board.

#### **Qualifications**

4.02 The Directors of the Corporation must be residents of the State of California, 18 years of age or older, able to and willing to attend meetings in Ventura, California and members, in good-standing, of the Corporation. They will have and maintain, at all times while they are a Director, a mailing address, a telephone (with either an answering machine or voice mail) and an e-mail account with a working e-mail address.

#### **Terms of Office**

4.03 Each Director holds office for a term of one (1) year from the date of the Director's election, and until the Director's successor is elected and qualifies under Section 4.02 of these Bylaws. If a Director is removed at a special meeting of the members called and held under Section 3.03 of these Bylaws and/or handled by written ballot, as provided, in Section 3.13 of these Bylaws, that Director will hold office until his or her removal and his or her successor is elected and qualifies.

#### **Nomination**

4.04 Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law before printing and distributing written ballots for the election of Directors.

#### **Election**

4.05 (a) The Directors will be elected by written ballot as authorized by Section 3.16 of these Bylaws.

- (b) The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws, without limitation on the number of terms they may serve.

### **Compensation**

- 4.06 The Directors serve without compensation. If a Director pays or incurs a Corporation -related-expense, which has been pre-approved by a majority of the Board of Directors, he or she is entitled to be reimbursed by the Corporation.

### **Place and Open Nature of Meetings**

- 4.07 The Board will determine the date, place and time of all meetings of the Board of Directors, with the restriction that all meetings are to be held in the City of Ventura, California. All board meetings are open the general membership.

### **Regular Meetings**

- 4.08 The Board shall hold a minimum of nine (9) regular meetings per year, the place, date, and time of which Regular meetings the Board will determine and set. Board Meetings are open to all members and the Board will make a good faith effort to set and give the membership notice of the date, time and place of regular meetings in advance.

### **Special Meetings**

- 4.09 Special meetings of the Board may be called by the Chairman of the Board, the President, the Vice President, the Secretary, or any two (2) Directors. Special meetings may be held on four days' notice by first class mail, postage prepaid, or on 48 hours' notice delivered personally, by telephone or cell phone (including a message left on a voice messaging system, fax or text message), or electronically (via electronic mail, i.e., E-mail). Directors will provide each other with their address, one or more telephone number(s), and an e-mail address.

The provider of such notice will save and maintain evidence of giving notice.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

### **Quorum**

- 4.10 A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

### **Transactions of the Board**

- 4.11 Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any such action(s) taken is/are approved by at least a majority of the required quorum for that meeting. The Board does not have authority for deficit spending and is not empowered to bring the Corporation into debt. The Board is to strive to maintain, at all times, a reserve adequate to pay normal expenses and foreseeable contingencies of the Corporation for the upcoming twelve months, i.e., the Board is to strive to maintain a reserve sufficient to pay Corporation related expenses that will and that will likely be payable in the next twelve months. Expenditures of Club funds of over One Hundred and Fifty Dollars (\$150.00) require Board pre-approval.

### **Conduct of Meetings**

4.12 The Chairman of the Board or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation, or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

### **Adjournment**

4.13 A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given, before the time of the rescheduled meeting, to the Directors who were not present, in person or by communications equipment, at the time of the adjournment.

### **Action Without Meeting**

4.14 Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors, individually or collectively, consent in writing to that action. Such written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors. Though actions without meetings are herein allowed, it is the expressed preference of the Corporation for meetings, so as to allow input and debate and this policy should be considered in any dispute in which abuse of the this section is alleged.

### **Removal of Directors For Cause**

4.15 The Board may declare vacant the office of a Director for cause on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of any felony, or a misdemeanor crime of fraud, force, harassment, adult or child sexual abuse, or moral turpitude;
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Sections 7230 et. seq. on Directors who perform functions with respect to assets held in trust;
- (4) The Director has failed to attend three meetings of the Board since election.

### **Removal of Directors Without Cause**

4.16 Any and all of the Directors may be removed without cause if, while the Corporation has fewer than 50 members, removal is approved by a majority of all members pursuant to Corporations Code Section 5033; or where the Corporation has more than 50 members, removal is approved by the members within the meaning of Corporations Code Section 5034.

### **Resignation of Director**

4.17 Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

### **Vacancies in the Board—Causes**

4.18 Vacancies of the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

### **Filling Vacancies By Directors**

4.19 Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a director, pursuant to either Section 4.15 or Section 4.16 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in of these Bylaws; or (3) a sole remaining Director.

### **Filling Vacancies by Members**

4.20 Vacancies created by removal of Directors may only be filled by the approval of the members within the meaning of Corporations Code Section 5034. The members may elect a Director at any time to fill a vacancy not filled by the Directors.

## **ARTICLE V**

### **OFFICERS**

#### **Number and Titles**

5.01 The officers of the Corporation shall be: a President, a Vice President/Secretary, a Treasurer, a Newsletter Editor, a Web Administrator/Ladder Chair and a Social Director.

#### **Duties of Officers**

5.02 The duties of the officers shall be as follows:

President: The President presides at all meetings, works with the City, co-opens Corporation bank accounts and co-signs Corporation checks (in cooperation and conjunction with the Secretary/Treasurer) and signs, on behalf of the Corporation, contracts, etc.. All Corporation checks and contracts, etc. involving and/or obligating the Corporation have to be for a permissible Corporation purpose. Any checks, expenditures and contracts in excess of One Hundred and Fifty Dollars (\$150.00) have to be pre-approved by the Board of Directors. The President is also responsible for those duties usually delegated to Presidents.

Vice-President/Secretary: The Vice-President/Secretary assists the President. In the President's absence, the Vice-President/Secretary performs duties usually performed by the President. The Vice-President/Secretary also records and maintains the minutes of the Corporation and oversees tournament organization.

Treasurer: The Treasurer maintains current financial accounts, ledgers, and records, co-establishes Corporation bank accounts and co-signs Corporation checks in cooperation and conjunction with the President. All Corporation checks and funds are to be expended only for permissible Corporation purposes. Any contracts, checks, or expenditures over One-Hundred and Fifty Dollars (\$150.00) are to be pre-approved by the Board of Directors. The Treasurer reconciles all Bank Statements on a timely basis and provides a 12 month financial summary once a year, which is to be

published in the newsletter and/or on the website for the information and benefit of the members. The Treasurer also prepares and maintains the VTC Membership Book and Roster which contains such information on members as: date joined, paid status and membership anniversary.

Newsletter Editor: The Newsletter Editor is responsible for publishing and distributing the VTC newsletter and other Club publications.

Webmaster/Ladder Chair: The Webmaster/Ladder Chair maintains the VTC web page and a current list of VTC Challenge Ladders. The Chair arbitrates ladder rules and disputes and his or her decision in the interpretation and decision of such matters is final. He or she compiles, updates and provides, to the Newsletter Editor and to the members (via the web page), the ladder match results and player standings on the ladders.

Social Director: The Social Director plans, schedules and manages Club social events, parties, volunteer activities and trips. The Social Director acts as an Ambassador for the Club, the tennis center at Camino Real Park and the game of tennis in general, makes an effort to introduce members to each other, the public to the Ventura Tennis Club and newcomers to the game of tennis and strives to create an atmosphere of camaraderie, good sportsmanship, growth in skill and confidence, and love of the game that transcends wins and losses on the tennis court.

### **Appointment and Term of Officers**

- 5.03 Officers are chosen by the Board and serve at the pleasure of the Board. Members of the Board of Directors may be chosen and serve as Officers. Officers, while serving at the pleasure of the Board, serve one year maximum terms, co-extensive with the terms of the Directors, unless they are removed or they resign prior to the expiration of their term of office. Any officer may resign at anytime on written notice to the Corporation.

### **Compensation of Officers**

- 5.04 The Officers serve without compensation and without expectation of compensation. In the event that a majority of the Board determines that a certain necessary or important Corporation task, normally to be performed by an Officer without compensation, pursuant to these Bylaws, can be economically handled by an outside contractor for an amount that is within the Corporation's budget, the Officer spot that would normally handle that task is vacant and there is no member willing to step in and perform that task, the Board is empowered to contract for and pay Corporation money for the performance of that task, conditioned upon and subject to Board approval, but, in no event for longer than a period of one year. If a Board member or member disagrees, they may volunteer to do that task for free, if the matter has not already been contracted out.

## **ARTICLE VI**

### **CORPORATE RECORDS, REPORTS AND SEAL**

#### **Keeping of Records**

- 6.01 The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board and committees of the Board. The Corporation must also keep a record of its members, giving their names and addresses and the date(s) of their joining and leaving Club. This latter record is the Membership Book. Minutes will be kept in written form to begin with, or if made on computer, shall also be printed out, and also stored in hard copy. Other books, accounts, ledgers and other records will be kept in

either written form or in any other form capable of being converted into written form. Statements from all Corporate bank accounts will be requested in printed, paper form and paper copies or photocopies of all corporation checks will be requested. Contracts entered into by or on behalf of the Corporation will be maintained.

### **Annual Financial Report**

6.02 The Treasurer and the Board of the Corporation will cause an annual (i.e., 12 month) report on the finances of the Corporation to be published every year for the benefit and information of the members. This report may be published by means of the newsletter, the web page, or other Club mass publication and will notify the members' of their right to receive a copy pursuant to Corporations Code Section 8321(a). Except then the Corporation does not have more than 100 members or more than \$10,000 in assets *at anytime during the fiscal year*, on the written request of a member, the Board must promptly cause the most recent annual report to be sent to the requesting member. The annual report will be prepared not later than 120 days after the close of the Corporations fiscal year. The annual report must contain in appropriate detail all the information required by Corporations Code Section 8321(a), specifically:

- (1) A balance sheet as of the end of the fiscal year and an income statement and a statement of changes in financial position for the fiscal year;
- (2) A statement of the place where the names and addresses of the current members are located; and
- (3) Any information concerning certain transactions and indemnifications required by Corporations Code Section 8322.

The annual report must be accompanied by any report of independent accountants. However, if there is no report by independent accountants, the certificate of any authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

### **Annual Statement of Certain Transaction and Indemnifications**

6.03 The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed and sent with the annual report described in Section 6.02 of these Bylaws.

### **Corporate Seal**

6.04 The Board of Directors may adopt a corporate seal. If such a seal is adopted, the Vice-President/Secretary will maintain custody of the seal and it shall be affixed in all appropriate cases to all corporate documents. However, the failure to adopt a seal, or, if the Corporation adopts a seal, the failure to affix it, does not affect the validity of any instrument.

### **CERTIFICATE OF SECRETARY OF VENTURA TENNIS CLUB**

I hereby certify that I am the duly elected and acting Vice-President/Secretary of this Corporation and that the foregoing Bylaws, comprising fifteen (15) pages, constitute the Bylaws of this Corporation as approved by the Board of Directors on December 12, 2007 and by the Members by vote held on January 9, 2008.

Dated:

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Andy Hoerer, Vice-President/Secretary