

IDLE HOUR TENNIS CLUB, INC. BY-LAWS

(Revised Oct 2009)

The operations and running of IHTC shall be based on the By-Laws. Robert's Rules of order (newly revised 10th Edition) shall be used as a reference for all parliamentary proceedings.

ARTICLE I

Name

This association shall be called the IDLE HOUR TENNIS CLUB, INC., a non-profit corporation.

ARTICLE II

Purpose

The purpose of this Club is to promote the game of tennis, fair play, good sportsmanship and social responsibility within the territory designated as the USTA/Middle States Section by the United States Tennis Association. The Club does, by these presents, adopt the precepts and purposes of the USTA/Middle States and the United States Tennis Association as its own and intends to maintain active membership and representation in such fraternal tennis organizations.

ARTICLE III

Officer's and Director's Duties: Election

Section 1 General

The government and management of the Club shall be vested in a Board of Directors. The Officers and Directors shall be members of the Club in good standing. The Board of Directors shall consist of 14 members including the following five officers: the immediate Past President, President, Vice President, Secretary, Treasurer and nine elected Directors.

Section 2 Election

The President, Vice President, Secretary, and Treasurer shall be elected for a term of two years at an annual meeting, and shall serve until their respective successors are elected and qualify. Three Directors shall be elected at each Annual Meeting for three-year terms. When a Director has served continuously for six years, he or she shall not be eligible for re-election as a Director until one year has elapsed. All elections of Officers and Directors shall be by ballot of active senior members. If a member of the Board misses two consecutive meetings without good reason or is otherwise unable to fulfill his or her obligations as a member of the Board, then he or she may be removed by a two-thirds vote of the entire Board.

Section 3 President

The President shall preside at all meetings of the Club and the Board of Directors. The President shall appoint all Committees. The President shall sign all written contracts of the Club, except as otherwise provided in Section 9 of this Article, and shall perform such other duties as the Board of Directors of the Club may direct. The President shall be ex-officio member of all committees. The President shall be exempt from all dues.

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Section 4 Vice-President

It shall be the duty of the Vice-President to discharge all the duties of and exercise all the powers of the President in the President's absence or disability and to perform such other duties as may be assigned to the Vice-President from time to time by the President of the Board of Directors. The Vice-President shall be exempt from all dues.

Section 5 Secretary

It shall be the duty of the Secretary to give notice of all meetings of the Club and of the Directors and keep the minutes of such meetings. These minutes shall be posted monthly on the bulletin board. The Secretary shall conduct the correspondence and shall keep the records and the seal of the Club. The Secretary shall notify in writing all officers and directors of their election. The Secretary shall be exempt from all dues.

Section 6 Treasurer

It shall be the duty of the Treasurer to keep the accounts of the Club and report thereon at each regular meeting of the Board of Directors. The Treasurer shall make a full report in writing to the Club at the annual meeting, and submit the accounts for audit whenever so requested by the Club or by the Board of Directors. The Treasurer shall pay all bills which have been certified as correct by the Chairperson of the committees in charge of the expenditures, and approved by the President. The Treasurer shall collect the dues and other revenue of the Club from every source and deposit the same in a banking institution approved by the Board of Directors. The Treasurer shall perform such other duties as the Board of Directors shall from time to time direct. The Treasurer shall be an ex-officio member of the Finance Committee. The Treasurer shall be exempt from all dues.

Section 7 Membership Chairperson

In recognition of the level and amount of work required of the Membership Chairperson, they shall be exempt from all dues.

Section 8 Bonding

The Treasurer and such other Board members handling funds of the Club shall be put under Bond in an amount deemed necessary by the Board of Directors.

Section 9 Contracts

All contracts requiring payment related to the daily and ordinary business of this Club must be signed by the President and one other officer. All refurbishment proposals must be approved by the Board of Directors. All contracts providing for receipt of funds by the Club must be reviewed and approved by the Board of Directors and signed by the President. As otherwise provided in Section 5 of Article IV, all contracts providing for major renovations or major capital improvements that would require the establishment of a loan or the placement of a lien on any Club property, must be first approved by the membership at the Annual Meeting or a special meeting.

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ARTICLE IV

Board of Directors: Powers and Duties

Section 1 General

The Board of Directors shall have entire supervision and control of the affairs, money, and property of the Club. It shall have full power to carry out the corporate objectives of the Club according to its charter, except where otherwise provided by the By-laws and to waive, amend or modify rules as they apply to an individual situation within reasonable discretion provided it is compliant with the By-laws.

Section 2 Meetings

The meetings of the Board of Directors shall be held monthly from March to September inclusive.

Section 3 Quorum

A majority of the members of the Board of Directors shall constitute a quorum.

Section 4 Vacancies

The Board of Directors shall fill by appointment all vacancies on the Board of Directors that may occur between regular elections. Officers and Directors so appointed shall hold office until the next annual election.

Section 5 Limitation of powers

The Board of Directors shall not borrow money in excess of Five Hundred Dollars (\$500) or purchase, sell, lease, mortgage or otherwise dispose of any real estate, unless and until a resolution authorizing the same shall have been approved and authorized by two-thirds of the members present at a regular or special meeting, duly convened upon proper written notice of the purpose therefore, which notice shall be mailed to the members by the Secretary.

Section 6 Limited Liability of Directors and Officers

Pursuant to Title 42 of the Pennsylvania Consolidated Statutes, Section 8364, as added by Liability Act No.145 of November 28, 1986, effective January 27, 1987, a Director or Officer of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

1. The Director or Officer has breached or failed to perform the duties of such Director's office, as set forth in Section 8363 of Title 42 of the Pennsylvania Consolidated Statutes, as added by Act No.145 of November 28, 1986 including such Director's duties as a member of any committee of the Board of Directors upon which such Director may serve, in good faith, in a manner such Director or Officer reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and/or

2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. In performing his or her duties, a Director or Officer may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers, directors or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the

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matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director or Officer reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director or Officer does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director or Officer reasonably believes to merit confidence. A Director or Officer shall not be considered to be acting in good faith, however, if such Director or Officer has knowledge concerning a matter which would cause his or her reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors and Officers may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or Officer or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Section 6 shall not apply to a Director's and Officer's responsibility or liability under any criminal statute or a Director's or Officer's liability for payment of taxes under any local, State or Federal law.

- A) **Advancement of Expenses:** Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit, or proceeding shall be paid by the Club in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Club.
- B) **Continuing Right to Indemnification:** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or director or employee or representative of the Club and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE V
Committees

Section 1 Standing Committees

The following committees shall be appointed annually, each having a minimum of three members:

Finance Committee,	Pro Committee,	Social Committee,
Nominating Committee,	Rules Committee,	Property Committee,
Membership Committee,	Insurance Committee,	Tennis Committee,
Website Committee,	Landscape-Beautification Committee.	

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A member of the Board shall be a member of the Property, Membership, Rules, Social and Tennis Committees. The Chairperson of the Nominating Committee shall be a Past President.

Section 2 Additional Committees

The Board of Directors may create such additional committees as the Club may require.

Section 3 Powers Defined

At the time of their appointments, the Board of Directors shall define the duties and powers of all committees.

ARTICLE VI

Elections and Meetings

Section 1 Annual Meeting

The Annual Meeting of the Club shall be in October of each year, at such time and place as the Board of Directors may determine. Notice of the meeting shall be sent by U.S. mail and/or electronic mail by the Secretary to each member at least 15 days in advance of the meeting date. Eight percent of voting members shall constitute a quorum. The order of business at the annual meeting shall be as follows:

1. Review and approve the minutes and the Treasurer's report
2. Report of the President,
3. Report of the Treasurer
4. Report of Committees
5. Unfinished or deferred business
6. Election of Officers and Directors
7. Ratification of Acts of Directors
8. New Business
9. Adjournment

Section 2 Special Meetings

Upon the written request of ten percent (10) of voting members or at the request of the Board of Directors, the President shall call a special meeting of the Club, notice of which shall be sent by U.S. mail and /or electronic mail to each member by the Secretary at least fifteen days(15) prior to said meeting. This request, as also the notice of any special meeting, shall state the objectives for which the meeting is called, and no business shall be transacted except as specified therein. Ten percent (10) of the voting members shall constitute a quorum at any such meeting of the Club. The purpose of a special meeting is for the Board of Directors to hear the concerns of the general membership on a specific issue. Special meetings may not be used by a member to overrule a suspension by the Board.

ARTICLE VII

Membership: Rights and Duties

Section 1 General

All applications for membership in any class except that of honorary members shall be

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proposed to the Chairperson of the Membership Committee by an active senior member and seconded by two other active senior members. After review by the Membership Committee, the applicant's name shall be posted on the Bulletin Board in the Club House for at least ten (10) days. The Membership Committee shall then report to the Board of Directors as to the desirability of the proposed member for final approval. The Board of Directors shall vote by electronic paper or ballot upon the admission of the applicant at its next meeting. A majority vote of the Board shall be sufficient to accept an application.

Section 2 Honorary

Honorary members may be elected only at the Annual Meeting of the Club by a two-thirds vote of the members present. They shall be entitled to all the privileges of the Club except the right to vote or hold office and shall not be liable for any dues or assessments.

Section 3 Senior Membership

Senior members (those 25 years of age and older) shall be entitled to all the privileges of the Club. Senior membership shall be limited to a maximum of 525 members, and the Board of Directors shall at its discretion have the power to reduce this limit. Standby additions after April 1st shall not count against this number.

Section 4 Junior Membership

Junior members shall be under twenty five (25) years of age on the first of January in any year and shall be entitled to all the privileges of the Club House and grounds insofar as they do not interfere with the comfort and convenience of the Senior members. They shall not have the right to vote or hold office. They shall also be subject to such restrictions as may be necessary from time to time as made by the Board of Directors. Such members shall be Juniors at least two (2) years before they are eligible for Senior Membership without paying an entrance fee. Junior members of one (1) year must pay one-half of the regular entrance fees when passing the age limit for Juniors and becoming Senior members. Junior members who do not become senior members by age of 27 forfeit any special consideration regarding entrance fees.

Section 5 Standby Membership

A Standby Membership can be requested by any member who is temporarily unable to play because of (1) Medical problems (2) Moving out of the local area and/or (3) Working out of the local area. Standby members have no playing or voting privileges. Membership in this category is limited to two consecutive years unless extended by the Board at its discretion. Standby members can return to one of the regular membership categories upon payment of the regular dues.

Section 6 Reinstatement of Members

Former Senior members who have resigned while in good standing and who reapply for membership within ten (10) years shall not be required to pay an additional entrance fee. They shall be placed on the preferred waiting list after submitting the proper application and fee.

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**ARTICLE VIII
Suspension and Expulsion
Section 1 General**

Any member(s) may receive a letter of reprimand, be suspended for an infraction of any By-law or Rule of the Club, or for acts or conduct which may be deemed disorderly or injurious to the interests or hostile to the objectives of the Club. Notice will be given to the accused member(s) by the Rules Committee Chairperson to appear before the Rules Committee. The member(s) may appear alone or with witnesses. The Rules Committee will send a written notification to the member(s) giving the accused the date and time for a hearing before the Rules Committee. The member(s) charged with an offense shall have the option to meet with member(s) bringing the complaint by requesting the same in writing. Both parties have the right to bring witnesses. The number of witnesses will be limited to three (3) for each side, unless increased at the discretion of the Rules Committee. After such meeting the committee shall notify the Board of its recommendation(s). The Board will consider the committee's recommendations(s) and may accept, reject or alter the recommendation of the committee by a majority vote. The accused member(s) will be notified in writing of the Board's decision within ten (10) days. Upon receipt of the said notification, the accused member(s) will have seven (7) days to appeal to the Board. After such meeting, the committee shall notify the Board of its recommendations(s). The Board will consider the committee's recommendation and will reach a decision by majority vote. The accused member(s) will be notified in writing of the Board's decision. Upon receipt of said notification, the accused member(s) has/have seven (7) days in which to appeal to the Board.

Section 2 Right of Appeal

Upon written receipt of a request to the Board of Directors from any member upon whom a sanction has been imposed, the President shall call a meeting of the Board to hear any appeal of the decision of the Board of Directors. At such meeting the action of the Board of Directors may be modified or annulled by a majority vote of the Board of Directors. This decision shall be binding and final with no further appeals.

Section 3 Tennis Business on Club Grounds

Engaging in any tennis business* on Club grounds or within 100 yards of Club grounds is strictly prohibited except by written permission of the Board of Directors. The Board may suspend or revoke the membership of both the seller and/or the buyer. See Article VIII section 2 for "right of appeal" by the member(s).

*Note: Tennis Business is defined as Tennis instruction, stringing or repair of tennis racquets, selling tennis paraphernalia (i.e., shirts, caps, grips, tennis shoes, tennis balls, etc.) for monetary or other consideration. Advertising any of these services within 100 yards of club grounds is prohibited.

Section 4 Forfeiture of Interest

In the case of death, resignation or expulsion of any member, the member shall forfeit all their interest in the property of the Club, real or personal.

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**ARTICLE IX
Finances**

Section 1 Entrance Fees And Annual Dues

The Board of Directors may upon a majority vote 1) suspend, 2) Reduce, or 3) Reinstate the Entrance Fee for senior membership in Idle Hour Tennis Club. Annual dues and any special assessments shall be determined by an authorizing resolution, and be approved and authorized by two-thirds of the membership present at a regular or special meeting duly convened upon proper written notice of the purpose therefore, which notice shall be mailed to the members by the Secretary.

Section 2 Payable

Dues for current members are payable by March 1 of each year.

Section 3 Delinquent Payments

The Board of Directors shall terminate the membership of any member whose dues are not paid by April 1st of the current year, and whose delinquency is not explained to the satisfaction of the Board. Thereupon, such member's interest in the Club shall cease.

Section 4 Use of Funds

All funds of the Club shall be employed to meet operating expenses, capital improvements, reduction of indebtedness, creation of general or specific reserves, or any other expense related to the promotion of the purposes of the Club. None of the profits, earnings, or assets of the Club, wherever situated, shall inure to the benefit of any member, officer, or director of the Club. A committee chairperson or the tennis director may authorize expenditures up to \$500. Expenditures between \$501 and \$1,000 require the written or electronic authorization of the President and two other officers. Except for tax and utility bill payments, any expenditure exceeding \$1,000 must be approved by the Board of Directors. All checks in excess of \$5,000 must be signed by two officers.

Section 6 Reserve Fund

A reserve fund will be set up and maintained in the amount of \$125,000. This fund will be used exclusively to repair major damage (greater than \$10,000) to the courts, fencing, dikes, land, utilities, and Club House (amount not covered by insurance) caused by natural events (floods, winds lightning, etc.) Any interest earned by this fund will remain in the fund until the total value of the fund reaches \$150,000, at which time future interest on the total value of the fund will be added to the current assets and become available for general operating expenses. The face value of the fund may be increased from time to time if determined necessary by the Board. This fund cannot be expended for any other purpose unless specifically approved by the membership at an Annual or Special Meeting.

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ARTICLE X
Dissolution

Upon dissolution of the Club, all debts and obligations shall first be paid and satisfied to the fullest extent possible, and any excess of funds existing after assets liquidation and payment of obligations, shall be paid over to Philadelphia Youth Tennis, and in the event that Philadelphia Youth Tennis is not then in existence, such funds shall be paid over to USTA/Middle States, and in the event that USTA/Middle States is not then in existence, then such funds shall be paid over to a non-profit organization, one of whose purposes is the promotion of tennis.

ARTICLE XI
Amendment of By-laws

These By-Laws may be amended by a recommendation of the Board at any annual or special meeting. Approval of amendment(s) shall be by two-thirds of the membership present. Written notice of the proposed amendment(s) shall be posted and mailed to the members by the Secretary at least ten days prior to any such meeting. It is the right of any member to recommend to the Board a By-Law change as long as the change is presented at a Board Meeting prior to the Annual meeting.