

Timberhill Racquet Club Bylaws

ARTICLE I -- Office

Section 1

The principal office of the corporation shall be in the City of Corvallis, Benton County, Oregon. The books of the corporation shall be kept at the principal office of the corporation unless otherwise directed by the action of the Board.

ARTICLE II -- Directors

Section 1

The Board of Directors shall consist of nine members. The Board of Directors shall consist of President, Vice President, Secretary, Treasurer, Past President, and members-at-large. The Staff will be non-voting members of the Board.

Section 2

The members of the Board shall be elected by the voting members of the Club for two-year terms beginning in January. Four new members of the Board will be elected in November of each year.

Section 3

The Directors shall serve until their successors begin their terms.

Section 4

Vacancies on the board shall be filled by a majority vote of the remaining Directors. The replaced Director shall serve out the term of his/her predecessor.

Section 5

Meetings shall be held at a time set by resolution of the Board, or on three-days written notice when called by either the President or any two members of the Board. A meeting may be held upon less than three-days notice when consented to by all the Board members.

Section 6

A Director may be removed with cause by a two-thirds vote of all the other Directors.

Section 7

The Board shall authorize officers and the manager to execute contracts on behalf of the corporation, either generally or specifically. No indebtedness may be incurred except as authorized by the Board.

Section 8

All funds shall be deposited in appropriate bank accounts, checking or savings. All checks, drafts, or orders over \$3500 for payment of money shall be signed by any two or more persons authorized by the Board.

Section 9

A majority of the Board shall constitute a quorum and a majority of those present at the meeting shall be sufficient to pass any measure except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 10

The Board shall have authority to manage and control the affairs of the corporation.

Section 11

A five percent dues raise at the beginning of the budget year shall be automatic unless overruled by two-thirds vote of the Board.

Section 12

The Board of Directors will appoint a Long Range Financial Planning Committee (LRFPC) consisting of three (3) voting members to be staggered in terms of six (6) years. Members of the LRFPC may not serve in consecutive terms except with the approval of the Board of Directors. In addition, a member of the Board of Directors will be appointed by the President to serve as a non-voting member of the LRFPC. The LRFPC shall be responsible for the following:

1. Assist the Board of Directors in long range projects for club maintenance, enhancement, and expansion,
2. Create a schedule and financial plan to accomplish these goals.
3. Be responsible to assist in the preparation of the annual budget in conjunction with the Club Manager and the Treasurer with recommendation of the proposed budget for the Board of Director approval,
4. Review all proposed expenditures in excess of \$1500 and make recommendation for reviewed expenditures prior to Board of Director's final approval. If the LRFPC action on expenditures is in excess of 45 days, the Board may review expenditures for final approval.

In the event a vacancy occurs, the Board shall appoint a voting member of the Club to fulfill the term of the committee member. The Board may remove a committee member by a two-thirds vote of the full Board of Directors at a regular meeting.

Section 13

The Board shall have the following powers without limitation on its general powers:

1. To make and enforce the Club Rules and Club Policies which are necessary for the use and enjoyment of the Club.
2. To determine penalties to be imposed for violation of the Club Rules and Club Policies.

3. To suspend members for non-payment of sums owed the club.
4. To award special memberships.
5. To appoint all committees and remove the members thereof.
6. To terminate any membership for cause when the Board determines that such termination is necessary for the best interest of the Club.
7. To award contracts of up to \$1000 on a non-competitive basis. Contracts for an amount in excess of \$1000 shall be awarded on a competitive basis except where the Board determines that competitive bidding is not desirable, incorporates the reasons in its minutes, and posts a copy of such minutes on the Club bulletin board for a period of not less than ten days prior to the award of any such non-competitive contract.

ARTICLE III -- Meeting of Members

Section 1

The annual meeting shall be held during the month of November at a time and place set by the Board of Directors on not less than ten day's notice.

Section 2

Special meetings shall be held on not less than ten day's notice. The President, any three members of the Board of Directors, or ten percent of the voting members may call a special meeting.

Section 3

The presence in person of 25% of the **voting** members shall constitute a quorum for any meeting.

Section 4

If a quorum is not present the meeting may be adjourned to a future time set by the presiding officer.

Section 5

The members may vote by mail if so ordered by the Board of Directors.

ARTICLE IV -- Notices

Section 1

Notices shall be given by mail, telephone or by posting on the Club bulletin board.

ARTICLE V -- Officers

Section 1

The officers shall be President, Vice President, Secretary and a Treasurer. No person may hold more than one office, but with the approval of the Board of Directors, these positions may be shared by more than one person. The officers shall be elected by the Board of Directors from its membership. Officers shall serve during the calendar year, starting January 1st, following their election. Responsibilities are as follows:

Section 2

President(s): The President shall be the principal executive officer of the club and shall in general, supervise and control the business and affairs of the Club. The President shall preside at all meetings of the members and of the Board: He/She may sign, with the Secretary or any other proper Officer of the Club authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other Officer or agent of the Club: and in general, shall perform all other duties as may be prescribed by the Board from time to time.

Vice President(s): In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice President shall perform such duties as from time to time may be assigned to him/her by the President or by the Board. The Vice President(s) shall normally assume the position of President for the next year.

Treasurer(s): The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The Treasurer(s) shall also be the liaison to the LRFPC. The Treasurer shall periodically open bank statements to provide verification of check processing. The Treasurer should sign TTC paychecks and any checks greater than \$3,500. The Treasurer shall occasionally track bad debt reversals.

Secretary(s): The Secretary shall keep the minutes of the Board, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

Section 3

The Board of Directors may appoint other necessary officers and agents.

Section 4

Any officer may be removed by a two-thirds vote of all of the Board of Directors.

ARTICLE VI -- Memberships

Section 1

The Board of Directors shall define membership classes, set memberships caps, and set procedures for approving new members, terminations, and leave of absence. The membership classes as defined in the Club Policies are:

1. Family Membership
2. Couple Membership
3. Single Membership
4. Work Membership
5. Junior Membership
6. Transient Membership
7. Trial Membership
8. Special Membership

Family, Couple, Single and Work Memberships comprise the voting members and each Membership has one vote.

ARTICLE VII -- Staff

Section 1

The Board of Directors shall hire staff and review his/her/their contracts on an annual basis.

ARTICLE VIII -- Voting

Section 1

The right to vote shall be vested solely in the Family, Couple, Single, and Work members. Each such Membership shall have one vote.

ARTICLE IX – Fiscal Year

Section 1

The fiscal year of the Corporation shall start on July 1 and end on June 30.

ARTICLE X --Nominating Committee

Section 1

Starting in the month of July of each year, the Board of Directors as a whole shall nominate at least one candidate for each vacancy on the board. The nominations shall be filed with the Secretary not later than the regularly scheduled October meeting of the Board. The vacancies on the board shall be filled with the candidates receiving the most number of votes in the order of their vote totals starting with the highest.

ARTICLE XI -- Miscellaneous

Section 1

The staff having access to corporation funds shall be bonded in an amount determined by the Board of Directors.

Section 2

Membership shall not be denied to, nor shall any member be discriminated against, because of gender, sexual orientation, ethnicity, race, religion, political beliefs, or national origin.

Section 3

No gambling shall be permitted on the Club premises, except as authorized by the Board of Directors.

ARTICLE XIII -- Amendments

Section 1

These bylaws may be amended by a two-thirds vote of all the Directors or by a vote of two-thirds of all voting members of the corporation. In the event of conflict of amendments adopted by the board of Directors and by the voting members, those adopted by the voting members shall control.

Revision History

October 2002 – Major review and rewrite of this document.

March 2004 – Added this revision history