

BYLAWS
RANCHO PENASQUITOS TENNIS ASSOCIATION
(A NONPROFIT CALIFORNIA CORPORATION)

ARTICLE I - NAME AND PURPOSE

Section 1.1 Name

The organization shall be known as the RANCHO PENASQUITOS TENNIS ASSOCIATION, also known as Rancho Penasquitos Tennis Center, a California nonprofit corporation, hereinafter referred to as the Association.

Section 1.2 Purpose

The Association is organized exclusively for charitable, educational and public purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, as well as making distributions to local government for public purposes. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The Association's specific purpose is to foster and develop the game of tennis; to encourage social and competitive play of all levels. To accomplish this, it's purpose is to finance, manage, develop, maintain and perpetuate the tennis facilities owned by the City of San Diego within the community of Rancho Penasquitos at Canyonside Community Park. Association facilities are for the use and benefit of the public and members of the Association. Members are solicited and encouraged to join on a nondiscriminatory basis.

ARTICLE II - MEMBERSHIPS AND MEMBERS

Section 2.1 Classes of Memberships

The following is a list with definitions of the various classes of memberships and members of the Association. The age of a member at the time of payment of the annual dues determines which class of membership applies. All paid members are eligible for all privileges of the Association, except as noted below. (As used below, "vote" pertains to Association matters and "hold office" pertains to Association officers.) Members must be 18 years of age or older to vote or hold office.

A. Family Memberships. This class of membership includes the husband and/or wife and dependent children under age 19. This class also includes a dependent child under the age of 24 if the child is enrolled as a full-time student at a school for any five calendar months during the calendar year (as defined by IRS guidelines). Family memberships do not include in-laws, cousins, etc. who may also reside at the same

household. Family memberships are entitled to two votes by adults sharing a family membership.

B. Adult Memberships. This class of membership is for individuals who are 18 years of age or older. Adult memberships are entitled to one vote.

C. Junior Memberships. This class of membership is for individuals who are under 18 years of age. Junior memberships are not entitled to a vote.

D. Senior Memberships. This class of membership is for individuals who are 65 years of age or older. Senior memberships are entitled to one vote.

E. Senior Couple Memberships. Both members must be at least 65 years of age or older. Senior couple memberships are entitled to two votes.

F. Special Memberships. The Board may determine a special temporary membership category or a special Lifetime Membership category as needed to address the needs of the Association. These categories may be set by the Board through a Board vote and written policy or standing rule.

Section 2.2 Definitions

Definitions, in addition to those contained in the above section, are set forth below. Ages refer to the ages as of the joining or anniversary date.

A. Adult: A person who is 18-64 years old.

B. Association: Rancho Penasquitos Tennis Association, a California nonprofit corporation.

C. Board: Board of Directors of the Rancho Penasquitos Tennis Association.

D. City: As the context requires, the term "City" refers to the City of San Diego, The City Manager or the Director of Parks and Recreation.

E. Guest: Anyone who is granted the use of the Association facilities subject to the payment of a required guest fee in the amount as specified by the Board, and further subject to such rules as prescribed by the Board for regular court use and who is using the Association facilities with a member.

F. Inactive member: A member whose dues are more than 30 days in arrears.

G. In Writing: Includes electronic mail.

H. Junior: A person who is not yet 18 years old.

I. Members: Those persons qualified as Class "A" through "F" in Section 2.1.

J. Non-member: Anyone, other than an inactive member, who is granted the use of the Association facilities subject to the payment of a required fee in the amount as specified

by the Board, further subject to such rules as prescribed by the Board for regular court use.

K. Officers: The President, Vice-President, Treasurer, Recording Secretary, and Membership Secretary of the Association.

L. Senior: A person who is 65 years of age or older.

Section 2.3 Acceptance of Members

Applications for memberships and the required dues shall be submitted to the Association. The Membership Secretary shall determine the proper membership class of the applicant(s) prior to acceptance of the applicant(s). Any question the applicant(s) or Membership Secretary might have in regard to an applicant's membership class that is not clearly answered by the Association's Bylaws will be referred to the Board. Any such question requiring a decision by the Board will be decided by a majority vote of the Board.

The Rancho Penasquitos Tennis Association does not discriminate against any person on the basis of race, religion, color, gender, sexual orientation, age, national origin, disability, veterans status or any other status or condition protected by law.

Section 2.4 Membership Changes

When in accordance with the Association Bylaws regarding acceptance of members, the following membership changes may be effected:

A. An Adult or Junior Membership may be changed to a Family Membership, with a renewal date that will be the same as that of the original membership, by payment of additional dues amounting to the difference in cost of the original and new membership classes and prorated to the renewal date.

B. A Family Membership may be changed to one or more Family, Adult or Junior Memberships, with a renewal date that will be the same as that of the original membership, by payment of additional dues amounting to the difference in cost of the original and new membership(s) and prorated to the renewal date. There will be no refunding of any amount of membership fees should the new membership(s) cost less than the original membership.

Section 2.5 Membership Status

Membership Delinquency: Membership renewals must be paid no later than one month plus five days after the renewal date in order to avoid being dropped from the membership roster. After the five day grace period, the delinquent member will be subject to initiation fees and new member policies as determined by the Board of Directors. Five days after the membership renewal date, late members' privileges will be terminated. If there is a current waiting list, the late member(s) will be moved to the bottom of the membership waiting list if they wish to reinstate their membership.

Section 2.6 Revocation of Memberships

A. Revocation of Membership shall be affected only by a majority vote by the Board. Such revocation action shall be only for cause and only after due notice and an opportunity of the member involved to be heard before a meeting of the Board.

B. Refunds: In the event a revocation of membership occurs, the member's membership dues previously paid may be partially refunded, as appropriate, as determined by the Board.

Section 2.7 Cause for Revocation of a Membership

A. A serious violation of any Association rule, statute, or City of San Diego Ordinance, or for repeated violations of any Association or City rules, or the Rules of Tennis Sportsmanship.

B. Activities detrimental to the Association.

C. Conduct reflecting unfavorably upon the Association, or using the name or influence of the Association without proper authority or for any personal gain or advantage.

D. Gross unsportsmanlike conduct or gross disregard of the rights and privileges of other members or guests of the Association.

Section 2.8 Reinstatement of a Member

If a revocation of membership has occurred, the membership may be reinstated by Board action. This reinstatement will be conditional upon payment of the appropriate dues and/or fees.

Section 2.9 Temporary Suspension of Membership Privileges

A.. Temporary suspension of membership privileges shall be affected only by a majority vote by the Board. Such action shall be only for cause, after due notice and an opportunity of the member involved to be heard before a meeting of the Board.

B. Refunds: In the event of a temporary suspension of membership privileges, the member's membership dues previously paid will not be refunded and the full amount of dues for renewal are due and payable in advance of the renewal date (anniversary date) of the membership in compliance with Section 3.1A .

Section 2.10 Cause for Temporary Suspension of Membership Privileges

A. A serious violation of any Association rule, statute, or City of San Diego Ordinance, or for repeated violations of any Association or City rules, or the Rules of Tennis Sportsmanship.

B. Activities detrimental to the Association.

C. Conduct reflecting unfavorably upon the Association, or using the name or influence of the Association without proper authority or for any personal gain or advantage.

D. Gross unsportsmanlike conduct or gross disregard of the rights and privileges of other members or guests of the Association.

Section 2.11 Reinstatement of Membership Privileges

A reinstatement date for membership privileges will be set at the time of the Board's vote to temporarily suspend the member's privileges. The reinstatement will be automatic.

Section 2.12 Transferability of Membership

All classes of memberships in the Association are not transferable. (See Section 2.4 for changes in membership status.)

Section 2.13 Non-liability of Members, Directors, and Officers

No member, Director, or Officer of this Association shall be personally liable for the debts, liabilities or obligations of the Association.

ARTICLE III - DUES, FEES AND DEBTS

Section 3.1 Dues, Fees and Special Assessments

A. Dues and/or Fees for each Membership classification shall be determined by resolution of the Board. Dues are payable annually in advance of the member's renewal (anniversary) date. Initiation fees will follow the policies as established by the Board. All changes in dues/fees shall be subject to prior approval of the City.

B. Special Assessments shall be made only with the approval of a two-thirds majority of the membership voting for such an assessment.

Section 3.2 Expenditures

A. General: All monies received by the Association shall be used to administer, maintain and improve the tennis facilities under the control of the Association. No part of the dues, fees, or assessments of the Association shall be used for direct benefit of any person or group. Nor shall they be used to promote any commercial endeavor, except as hereinafter stated.

1. Tournament revenues may go toward community projects if specified on the tournament entry form.

2. Social activities money maybe set aside for social events (e. g., barbecues, league refreshments and entry fees).

B. Annual Budget: An annual budget will be approved by majority vote of the Board at the beginning of the fiscal year. Fiscal year runs June 1 through May 31.

C. Expenditures by the Association must be within the budget. The Board of Directors must approve any change in the budget. Expenditures in excess of budgeted amounts must be approved by majority vote of the Board on a case-by-case basis.

D. Expenditures Authority: No member or committee shall have the express or implied authority or power to commit the Association to any expenditure or liability without prior approval of the Board.

Section 3.3 Debts

A. No member or committee shall have the power or the authority to raise any funds in the name of the Association, except as specifically authorized by the Board. No member or committee shall be empowered to commit the Association to any indebtedness without prior approval of at least two-thirds of the members of the Board prior to incurring the indebtedness.

B. The Petty Cash fund shall be limited to an amount determined by the Board and controlled by the President and Treasurer.

ARTICLE IV - GENERAL MEMBERSHIP MEETINGS

Section 4.1 Annual General Membership Meetings

A. An annual general membership meeting shall be held in May of each year. The time, date and place of the annual membership meeting shall be determined by the Board. Notice of the time, date and place of the meeting shall be sent to the members at least 30 days prior to the scheduled meeting.

B. The annual general membership meeting shall be held for the purpose of electing new Board members and providing a forum for public discussion of business. The election of new Board members shall be announced at this meeting.

C. Any member may invite one or more guests; however, such guests may not participate in any annual membership meeting discussion, unless specifically recognized by the Chair, nor vote on any measure before the general membership of the Association.

D. The Board shall announce in writing to all members at least 15 days in advance of the annual membership meeting, those issues to be brought up for vote. Only those issues so announced shall be brought up for vote.

E. Robert's Rules of Order shall apply to all general membership meetings of the Association.

Section 4.2 Special General Membership Meetings

A special general membership meeting shall be called at the written request of 50 members or 10 percent of the voting membership, whichever is less; or by a majority of the Board members. This meeting shall be held no later than 30 days thereafter. The

date, time, place and issues to be discussed shall be announced in writing to all members 15 days in advance of the meeting. Only those issues so announced shall be brought up for discussion or vote.

Section 4.3 Quorums

At Annual or Special General Membership Meetings, quorums are as defined below.

A. Quorum for voting general membership: 10 percent of the voting membership of the Association or 50 voting members, whichever is less.

B. Quorum for the transaction of business by the Board: a majority of Board members (such as voting to break a tie in a Board election).

Section 4.4 Order of Business

The Board shall determine the Order of Business for the Annual Membership Meeting and any Special General Membership Meeting.

ARTICLE V - BOARD OF DIRECTORS, ELECTIONS, AND BOARD MEETINGS

Section 5.1 Composition of the Board of Directors

A. The Board shall consist of members of the Association who hold voting privileges in the Association as defined in Section 2.1 and who have been elected to serve on the Board by the Association Membership. No person who is receiving wages, a salary or a stipend from the Association shall serve on the Board while in such a status. (Refer to Article XIII – Conflict of Interest)

B. The Board shall consist of up to eleven members. These members shall hold the following positions: President, Vice-President, Treasurer, Recording Secretary, Membership Secretary and up to six Members-at-Large. The Members-at-Large shall perform such duties as determined by the President or the Board.

Section 5.2 Authority of the Board

The Board is responsible for the activities of the Association. This authority shall include, but not be limited to jurisdiction over the following:

- A. Election of Officers of the Association.
- B. The determination and collection of all dues fees and assessments.
- C. The expenditure of funds.
- D. The use and management of Association facilities and equipment.
- E. Revocation or suspension of memberships and the issuance of written or verbal warnings to any member.

F. Revision of the Bylaws as needed.

Section 5.3 Elections

A. Board members shall be elected annually from among and by the voting membership by written ballot at the annual membership meeting. The election of Board members shall be staggered so that approximately half are elected one year and half the following year.

B. Ballots with the list of nominees shall be published at least 30 days prior to the annual meeting. Write-in candidates will be accepted up to the time of the election. To be counted, ballots must be received by the Association by the time of the election.

C. The ballot shall specify the number of Board members to be elected: this number is henceforth referred to as "N". Each voter shall have "N" votes but may give no more than one vote to each candidate. In the event of a tie for the final place(s) on the Board, the current Board shall break the tie by majority vote.

D. The "N" candidates who receive the highest number of votes shall be elected to the Board.

E. The Board shall count the ballots at the annual membership meeting and announce the results of the election at the meeting and in the following newsletter.

F. When a Board position is vacated midterm, the Board will decide by majority vote whether the position will be filled (1) directly by the Board or (2) by the voting general membership in a special election (as detailed in Section 5.4).

G. If the Board decides on the first option, the Board will elect the new Board member from the general voting membership by two-thirds vote.

Section 5.4 Special Elections

A. Filling Board Positions Vacated Midterm: if the Board so decides (see Section 5.3.G), a special election will be held to elect a new Board member to fill a position vacated midterm. Candidates will be from new nominees and write-in candidates.

B. Recall Election: A recall election shall be held if requested by a written petition of at least 25 percent of the voting membership of the Association. Upon establishment of a quorum for voting general membership, as defined in Section 4.3, a majority vote of the voting membership will be required for a successful recall of a Board member. If such a petition is received, the Membership Secretary shall verify the signatures thereon and if an adequate number appears, notify the President who shall call a special election, such election date to be no later than 60 days, nor earlier than 30 days from the date the petition is officially submitted to the Board.

C. Other Special Elections shall be held to address issues and procedures when a vote of the membership is required, such as the approval of revisions or amendments to the Bylaws of the Association.

D. Procedure:

1. If the Board decides to hold a special election to fill one or more Board positions vacated midterm, the Board shall so notify the general membership at least 45 days prior to the election. Those members desiring to stand for election for the un-expired term of the vacated position shall so notify the Recording Secretary, in writing no later than 30 days prior to the date of the election.
2. The mailing, return and counting of ballots for a special election shall follow, as closely as possible. The election procedure for a general election previously described except that a special Board meeting may be called to expedite the election results and the seating of a new member of the Board, if one is elected.
3. For Recall Elections or other Special Elections, the voting may be by votes cast in person or by mail at a Special Meeting held for that purpose. For Recall Elections, the affected Board member(s) and the opposition shall be afforded the opportunity to appear and state their position and reasons for the requested action.

Section 5.5 Recording the Election Results

- A. The Recording Secretary of the Association shall enter the results of any elections in the Board Minutes and notify newly elected members of the Board to attend the next regular or special Board Meeting.

Section 5.6 Term of Office

- A. The term of office of each regularly-elected Board member shall be two years.

The Board of Directors will elect its Officers and other positions each year.

- B. New regularly-elected Board members shall take office at the June regular meeting of the Board.
- C. Any specially-elected Board member will take office at the next meeting of the Board and shall complete the original Board member's term of office.

Section 5.7 Board Resignation, Termination and Absences

- A. A Board member may resign by submission of a written resignation to the Board.
- B. A Board member may be deemed to have resigned if the Board member, without having communicated to the Board in advance good cause for such absence, has 3 unexcused absences in a year.
- C. A Board member may be removed for reasonable cause by a unanimous vote of the rest of the Board of Directors membership.
- D. In the event of a Board member resignation, the position will be filled as detailed in Section 5.3.G.

E. If the Board member resigning or being replaced is an Officer of the Association, an election by the Board will be held at the next regular Board meeting to select a successor.

Section 5.8 Board Meetings

A. All meetings shall be held at a place within the City of San Diego as designated by the Board.

B. Regular Meetings shall be held monthly at such time and place as may be designated by the Board and shall be open to the public. The date and place for the subsequent meeting normally shall be announced at the conclusion of each monthly meeting. The Recording Secretary or Association Office Manager shall post notice of the time, place, and date of all Board meetings at the principal office of the Association.

C. Special Meetings of the Board may be called by the President or, if the President is absent or unable or refuses to act, by any two Board members; such meetings shall be held at the place, within the City of San Diego, designated by the person or persons calling the meeting.

D. A quorum for the transaction of business by the Board shall be a majority of Board members. Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

E. All meetings of the Board shall be governed by Robert's Rules of Order, as such rules may be revised, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with law.

F. Board meetings shall be presided over by the President of the Association or in his absence, in order listed, by the Vice-President or in the absence of both, by a Board member appointed by the President or by a chairman chosen by a majority of the Board members present. The Recording Secretary of the Association shall act as Secretary of the Board. In case the Recording Secretary is absent from any meeting of the Board, the presiding officer shall appoint any Board member to act as Secretary for the meeting.

G. Meetings of the Board shall be open to all members. The Board may meet in executive session, closing the meeting to open discussion, for the sole purpose of discussing personnel matters or litigation.

H. Members shall be given the right to address the Board at each regular meeting. The presiding officer shall determine the appropriate manner in which members are recognized.

Section 5.9 Standing Rules

The Board by the affirmative vote of at least two-thirds of the members of the Board may establish, change or revise the Standing Rules of the Association. Standing Rules may be used to define the current policies and procedures decided upon by the Board. Standing Rules shall remain in effect until revoked or changed by the Board.

Section 5.10 Written Consent

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if two-thirds of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the entire Board without a meeting and that the Bylaws of this Association authorize the Board members to so act and such statement shall be prima facie evidence of such authority.

Section 5.11 Acts and Decisions

Every act, or decision made, by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the entire Board, unless the law, the articles of Incorporation of this Association, or these Bylaws require a greater number.

ARTICLE VI - OFFICERS OF THE ASSOCIATION

Section 6.1 Number and Titles

This Association shall have as Officers a President, a Vice-President, a Treasurer, a Recording Secretary and a Membership Secretary.

Section 6.2 Qualification and Election

Officers of the Association shall be elected annually by the Board from among the Board members at its June regular meeting following the annual election of the Board.

Section 6.3 Duties of the President

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, supervise and control the affairs of the Association. The President shall perform all duties incident to this office and such other duties as provided in these Bylaws or as may be prescribed by the Board. The President shall represent the Association at the San Diego Tennis Council and the Rancho Penasquitos Recreation Council meetings and any other public entities relative to RPTA. If the President is unable to attend such meetings, he may designate a representative to attend in his stead.

Section 6.4 Duties of the Vice-President

The Vice-President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President shall

supervise and oversee the operations of the Association's office and Administration. The Vice-President shall perform such other duties as may be prescribed by the President or the Board.

Section 6.5 Duties of the Treasurer

The Treasurer shall have charge and custody of all funds of the Association, shall deposit or oversee deposit of such funds as required by the Board; shall keep and maintain adequate and correct accounts of the Association's properties and business transactions; shall render reports and accountings to the Board and to the members as required by the Board or members, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be assigned by the President or the Board.

Section 6.6 Duties of the Recording Secretary

The Recording Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes of all Board, annual, and special meetings, overseeing sending out meeting announcements, distributing copies of minutes to each Board member and assuring that corporate records are maintained; and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned by the President or the Board. Original signed minutes shall be kept on file in the general offices of the Association as specified in Section 9.1.

Section 6.7 Duties of the Membership Secretary

The Membership Secretary shall supervise and oversee the keeping of the records of membership, verification of the eligibility and proper membership class of applicants for membership, notification of members of upcoming renewal dues, and shall perform such other duties as may be assigned by the President or the Board. Membership documents, applications, records and waiting lists shall be kept on file in the general offices of the Association.

ARTICLE VII - COMMITTEES

Section 7.1 Appointment of Committees for Specific Purposes

The Board may designate committees for specific purposes. The designation of the committee shall provide for the appointment of its members and chairperson, shall state its purposes, and shall provide for its termination.

Section 7.2 Finance Committee

The Treasurer is the chair of the Finance Committee, which includes at least one other Board member and the head of office administration. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, an annual budget with staff and other Board members. Annual reports are required to be submitted to the Board showing income, expenditures and pending income.

ARTICLE VIII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 8.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement; or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 8.2 Signing of Checks and Notes

Except as otherwise specifically determined by resolution of the Board, as provided in Section 8.1 or as otherwise required by law, checks, drafts promissory notes, orders for the payment of money and other evidences of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President or any, Corporation Officer or agent so designated by the Board. If the Treasurer and/or the President are unable to sign the above-named checks, notes, etc. on a timely basis, the Vice-President and/or the Recording Secretary shall have signature authority.

Section 8.3 Deposits

All funds of the Association shall be deposited in the Association account(s) in such banks, trust companies or other depositories as the Board may select.

ARTICLE IX - CORPORATE RECORDS AND REPORTS

Section 9.1 Minutes of Meetings

The Association shall keep at its principal office, or at such other place as the Board may order, a book of minutes of all Board and member meetings. Minutes will include time, place, people present, type of meeting, topics discussed and votes taken. If the meeting was a Special Meeting, the minutes will also contain how it was authorized and how the membership was notified.

Section 9.2 Books of Account

The association shall keep and maintain adequate and correct records of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 9.3 Review of Financial Records

Association financial records, including federal and state income tax returns and other filings with the State of California, shall be reviewed annually by a qualified non-Board member for accuracy and reasonableness. The reviewer shall be approved by the Board.

Section 9.4 Inspection of Records by Members

The books of account, exemption application, tax returns and minutes of the Board, members, and any committees shall be opened to inspection on the written demand of any voting member at any reasonable time, for a purpose reasonably related to the interest of the member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of inspection other than at a members meeting shall be made in writing to the President or Recording Secretary of the Association.

ARTICLE X - FISCAL YEAR

Section 10.1

The fiscal year of the corporation shall run from June 1 through May 31.

ARTICLE XI - BYLAWS

Section 11.1 Effective Date of Bylaws

These Bylaws or Amendments thereof, after approval by the City of San Diego shall become effective immediately on their adoption unless provided otherwise.

Section 11.2 Amendment of Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of a nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote or written assent of a two-thirds majority of members voting of the voting membership. Prior to amending these Bylaws, 15 days advance notice to the membership shall be required. The notice shall include the language to be amended.

Section 11.3 Certification and Inspection

The original, or a copy, of the Bylaws amended or otherwise altered to date, certified by the Recording Secretary of the Association shall be recorded and kept in the principal office of the Association and shall be open to inspection by the members at all reasonable times during Association hours.

ARTICLE XII - PROHIBITION AGAINST SHARING CLUB PROFITS AND ASSETS

Section 12.1

No member, Board member, Officer, employee or other person connected with this Association, or any private individual, shall receive at any time, any of the net earnings or pecuniary profit from the operations of the Association, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by

resolutions of the Board; and no such person or persons shall be entitled to share in the distribution of; and shall not receive, any of the corporate assets on dissolution of the Association.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state, or local government, for a public purpose. Such distribution of assets upon dissolution shall be in accordance with any permit or agreement with the City of San Diego currently in affect at the time so long as such agreement also complies with provisions of the Internal Revenue Code described above. It is the intent of this organization that upon dissolution, the funds would be available for expenditure within the geographical area from which the funds were derived.

ARTICLE XIII - CONFLICT OF INTEREST

Section 13,1

The Club's Board of Directors adopted a conflict of interest policy and updates it as necessary. A copy is on file in the Club's office. All Board of Directors receive and sign a conflict of interest statement annually.

ARTICLE XIV - TENNIS PROFESSIONALS

Section 14

A. The Lessee may contract with a Tennis Professional under such terms and conditions as are necessary to earn, out the Lessee's responsibilities. The terms of the contract with the Tennis Professional may include the sales rights to operate a "Pro-Shop", to provide tennis lessons on a fee basis and other such terms or conditions as may be required by the Board. The Tennis Professional may not serve as a Board member of the Lessee's organization but shall attend Board meetings to provide information and advice when requested.

B. Any contract between the Association and a Tennis Professional shall be reviewed annually or as directed by the Board.

ARTICLE XV - CONSTRUCTION

Section 15

As used in these Bylaws:

A. The present tense includes the past and the future tenses, and the future tense includes the present.

B. The masculine gender includes the feminine and neuter.

- C. The singular number includes the plural, and the plural number includes the singular.
- D. The words "shall" and "will" are mandatory and the word "may" is permissive.

Approved

Park and Recreation Dept. by

Signature_____ Title_____ Date_____

Revised May, 2012