

Bylaws of the Seattle Tennis Club¹

Article I Membership

Section 1 – Classes of Membership. The classes of membership are as follows:

Resident

Active

Resident² Single Active Members

Resident Joint Active Members

Social

Resident Single Social Members

Resident Joint Social Members

Junior

Resident Junior Members with Senior Privileges (JSP)

Resident Junior Members

Emeritus

Single Emeritus Members

Joint Emeritus Members

Non-Resident

Active

Non-Resident Single Active Members

Non-Resident Joint Active Members

Social

Non-Resident Single Social Members

Non-Resident Joint Social Members

Junior

Non-Resident Junior Members with Senior Privileges

Non-Resident Junior Members

Special

Complimentary Members

World Class Tennis Player Members

Junior Development Members

There shall be no distinction between single and joint membership within any class except for certain guest privileges, the minimum food charge and voting powers, which are specifically set forth in Article VII herein. The number of members within each class shall be fixed from time to time by the Board of Trustees at its discretion.

The abbreviation “JSP” as used herein refers to Junior Members with Senior Privileges. Each reference herein to a “member” or “Member” refers to an individual who is a member of the

¹These footnotes attempt to explain various proposed changes to the Bylaws, noting in particular which are “**Clarifications**” proposed for the purpose of confirming the standing interpretation of certain Bylaw provisions and which respond to change of law made by the new Washington Nonprofit Corporation Act, RCW 24.03A (the “**New Statute**”). These footnotes are provided only for the purpose of informing members voting on the proposed Bylaw Amendment. They are merely explanatory, and are not part of the Bylaws.

²**Clarification.** This amendment completes the transition from when the senior membership categories were, technically, Active, Social and Non-Resident.

Club as described herein (whether or not such individual is considered a “member” of the Club under applicable law);³ each reference herein to a “membership” or “Membership” refers to either a Single membership or a Joint membership, with the two individuals that are members by way of Joint membership constituting a single “membership.” References to a class or category of membership that do not specify either Resident or Non-Resident refer to both Resident and Non-Resident memberships of that class or category.⁴ The abbreviation “RCW” as used herein refers to the Revised Code of Washington as modified from time to time, and a reference to a particular provision of the RCW includes a reference to any successor provision.⁵

Section 2 – Manner of Election of Members. All new applicants for Active and Social membership shall be proposed and seconded by eligible Active members. All procedures for the proposal and processing of such applicants shall be determined by the Board of Trustees and their election shall be by ballot of the Board of Trustees. Two adverse votes shall exclude an applicant. ~~New applicants may not apply for Nonresident membership, but Active, Social and Junior members with Senior Privileges⁶~~ Members may transfer to and from this status between Resident and Non-Resident membership of the same class under Guidelines and Policies prescribed from time to time by the Board of Trustees. Junior and JSP members and Junior members with Senior Privileges derive and, in the case of Junior members, retain their membership through parents who are Active members under Guidelines and Policies prescribed from time to time by the Board of Trustees. Emeritus memberships shall be available as described in Section 5. Junior Development membership may be extended on an annual basis by the Board of Trustees to outstanding junior tennis players upon recommendation of the Tennis Committee. Complimentary members shall be elected by the Board of Trustees. Spouses and registered domestic partners of ~~single~~ members may be elected to joint membership status under procedures set forth in Guidelines and Policies prescribed from time to time by the Board of Trustees. ~~“Registered domestic partner” refers to a person who has that status under Washington law as in effect from time to time, or substantially similar status under the law of another state. “Registered domestic partners” has the same meaning as “state registered domestic partners” in RCW 26.60.020, and also includes persons who have substantially similar status under the law of their state of residence and domicile (if not Washington).⁷~~ World Class Tennis Player memberships may be given by the Board of Trustees to World Class Tennis Players upon recommendation of both the Tennis Committee and the Membership Committee.

³**New Statute.** Under the New Statute, non-voting members are not “members” as defined in the statute. The New Statute explicitly recognizes that people who aren’t “members” as defined in the statute can still be members, as the Club itself uses the term.

⁴**Clarification.** Explicitly states how terms are already understood and interpreted.

⁵**Clarification.** Expressly defines abbreviations and addresses possible renumbering and other revisions of relevant statutes. Note that, before this amendment, the Bylaws did not directly refer to particular provision of the RCW.

⁶**Clarification.** Deletes language that has effectively been rendered irrelevant by a rule permitting applicants to apply for Resident membership and immediately transfer to Non-Resident.

⁷**Clarification.** This confirms the interpretation of the current provision by stating the definition more explicitly. The first part (“state registered domestic partners”) consists of people who have filed as such with the State of Washington. Note that, at present, only a couple that includes an individual over age 62 may do so. Originally, the Washington domestic partner statute also (and primarily) applied to same-sex couples. When Washington adopted same-sex marriage, those partnerships were converted into marriages. This provision also recognizes domestic partnerships that exist under the laws of other states, but only if the laws of the other state are applicable, *i.e.* if the couple are domiciled in the other state. This resolves some complicated interpretive issues as to how RCW 26.60.090 and 26.04.260 apply.

Section 3 – Qualification for Membership of Each Class. All applicants to be elected as Active or Social members shall be persons of good character who have attained 21 years of age. Only individual persons may be members of the Club. A corporation, limited liability company,⁸ partnership, association or other entity may not be a member of the Club. The derivative status of Junior members ~~and Junior member with Senior Privileges (“JSP”)~~ shall be extended to the children of Active members who are between the ages of 9 and 21, ~~and 21 and 25, respectively~~. The class of JSP is available only between the ages of 21 and 25 to (i) Junior members who convert to JSP at age 21, (ii) children of new Active members who become JSPs at the time a parent or parents are admitted as Active member and (iii) individuals who are married to JSP members, in each case in accordance with the Club’s Guidelines and Policies.⁹ Junior Development members shall be accepted between the ages of 9 and 21 and may remain in such status until age 21 upon the continued demonstration of satisfactory tennis performance. ~~The class of JSP is available only to Junior members and individuals who are married to JSP members.~~¹⁰ Guidelines and Policies for retention of each of the classes of junior membership and the transfer from one class thereof to any other class of membership shall be prescribed from time to time by the Board of Trustees. ~~Nonresident~~ Non-Resident members must maintain their permanent residence and domicile outside a radius of 50 miles from the Club property. Complimentary membership shall be of a temporary nature granted to distinguished individuals under terms and conditions that the Board of Trustees may prescribe on an individual basis. Emeritus membership shall be available as described in Section 5. World Class Tennis Player ~~Memberships~~ memberships may be given to World Class Tennis Players who are deemed worthy of such recognition by the Board of Trustees, such memberships to cease upon the player reaching age 35.

Section 4 – Rights of the Members of Each Class. In addition to rights enumerated herein, Active members shall have full privileges and use of all facilities of the Club. Social members shall have the use of only the restaurant, bar, social rooms and spectator viewing areas, and also such other facilities as may be approved by the Board of Trustees, subject to limitations imposed by the Board of Trustees. Junior members, ~~Junior members with Senior Privileges~~ JSP members and Junior Development members shall be entitled to use of such Club facilities as may be prescribed by the Board of Trustees. ~~A Nonresident~~ Notwithstanding the foregoing, a Non-Resident member shall be entitled to use of the Club facilities ~~most recently available to such members~~¹¹ only for limited periods of time under Guidelines and Policies prescribed from time to time by the Board of Trustees. Emeritus, Complimentary and World Class Tennis Player members shall be entitled to full use of all Club facilities. Each class of member shall be entitled to certain guest privileges, the extent and limitations of which shall be determined by the Board of Trustees.

⁸**Clarification.** Note that at the time the existing provision was written, limited liability companies did not yet exist. Suggested by our outside law firm.

⁹**Clarification.** Non-substantive clarifying language consistent with how this is already applied.

¹⁰**Clarification.** See preceding footnote.

¹¹**Clarification.** The former wording survives from the time when there was only one class of Non-Resident members per the Bylaws, so the “most recently available” reference was necessary to distinguish between Non-Residents who were formerly Social members and those who were formerly Active members. Those are now separate classes of membership.

Section 5 – Emeritus Memberships. Notwithstanding any other provision of these Bylaws (including without limitation the other Sections of this Article):

(a) *Eligibility.* A current member shall be eligible to convert to Emeritus membership when he or she:

- (i) reaches 80 years of age;
- (ii) has been an Active or Social member for at least 40 continuous years; and
- (iii) has been a Resident Active member for at least 20 years.

For this purpose, time as a member with the benefit of a dues waiver for military service and time as a Joint Emeritus member are included toward both the 40- and 20-year thresholds. A member shall be eligible for Emeritus membership only if he or she, by himself or herself, meets all three of the tests described above. However, the spouses and registered domestic partners of Emeritus members may become Joint Emeritus members without any other qualification or approval, but subject to subsection (d). Emeritus members may transfer to Active membership, and Active members who are eligible to convert to Emeritus membership may transfer back to Emeritus membership, from time to time in accordance with rules prescribed by the Board of Trustees, but without payment of any transfer or similar fee.

(b) *Privileges.* An Emeritus Member shall be entitled to full use of all Club facilities and guest privileges.

(c) *Dues and Charges.* No dues or assessments shall be charged to Emeritus members. No initiation or transfer fee shall be payable upon conversion to Emeritus member.

(d) *Death and Surviving Spouse or Partner.* Upon the death of a Joint Emeritus member, the surviving spouse or domestic partner must transfer within one year to another appropriate membership category and resume payment of the applicable dues and assessments unless the surviving spouse or domestic partner is or becomes eligible for Emeritus membership himself or herself within that one year period.

(e) *Other Matters.* As more fully set forth elsewhere in these Bylaws, Emeritus members: (i) shall not be entitled to vote in elections of the Board of Trustees, or to vote on any other matter; (ii) may not be members of the Nominating Committee; (iii) may not be voting members of any committee and may not be members of any “committee of the board” referred to in Article VI, Section 15;¹² (iv) may not be members of the Board of Trustees or officers of the Club; (v) may not propose or second applicants for Active or Social membership; and (vi) shall not be entitled to any distribution of assets upon the dissolution of the Club.

(f) *This Section Controls.* In the event of any conflict between the provisions of this Section and any other Section or part of these Bylaws, this Section shall control.

Section 6 – Membership Fees. The Board of Trustees shall fix from time to time the amount of initiation fees for the various classes of membership, and the terms and conditions upon which such fees shall be paid. Initiation fees shall include the charges, if any, for the transfer from one class of membership to another – for example, the change from ~~Junior~~ JSP membership to Social; or Active or ~~Nonresident~~. However, once a member has transferred to

¹²*Clarification/New Statute.* This just adds a more explicit reference to the meaning of the term “committee of the board.” It meant the same thing before.

another class, the fee prescribed at the time of transfer for such transfer cannot be increased nor may the terms of payment be made more burdensome.

Section 7 – Dues and Assessments. The Board of Trustees shall fix from time to time the dues and propose assessments to be paid by the members in each class, and the terms and conditions of payments. Dues may be revised and amended at the discretion of the Board of Trustees. Dues, when approved by the Board, and assessments, when approved by the membership, shall accrue on all classes of membership until the end of the month in which written resignation is received by the Board of Trustees.

Section 8 – Membership Interest. The assets of the Club – real, personal or mixed – are vested in the Club, under the control of the Active members. Membership shall not be transferable or assignable. The effect of divorce and death shall be covered by the membership guidelines approved by the Board of Trustees. Upon dissolution of the Club, the assets of the Club available for distribution pursuant to applicable law shall be distributed to the Active members, with an equal amount being distributed to each membership (whether Single or Joint), *provided that*, for the purpose of this sentence, any individual who was ever a Single or Joint Emeritus member shall not be considered to be an Active member, notwithstanding a conversion to that class before dissolution.

Section 9 – Membership Guidelines and Policies. The Board of Trustees shall have the power to adopt and to amend from time to time supplemental Guidelines and Policies not inconsistent with these Bylaws which shall govern the detailed aspects of application for, election to, transfers within, and the maintenance and enjoyment of the several classes of membership provided for herein.

Article II

Suspension and Expulsion

Section 1 – Suspension and Expulsion. Any member of the Club whom the Board of Trustees determines, in its sole discretion, has engaged in inappropriate conduct upon the premises, or conduct which disturbs the harmony or impairs the good name or prosperity of the Club, may, after hearing by the Board or its designee if desired by the member charged, be reprimanded, suspended from membership or expelled from the Club by a two-thirds vote of the entire voting membership of the Board of Trustees. Any determination or action described in this Section and made by the Board of Trustees (after a hearing, if desired by the member charged) shall be final, and shall not be subject to further review or appeal.

Section 2 – Financial Delinquency. If the indebtedness of any member to the Club is not paid within thirty (30) days after it becomes due, ~~the delinquent that member, and any or all of the members included in the same membership (and Junior members whose membership derives from such a member)~~¹³ may, without further notice or hearing, be suspended from the privileges of the Club, and if such indebtedness is not paid within sixty (60) days after it becomes due, the delinquent member (and such other members) may, without further notice or hearing, be expelled from the Club.

Section 3 – Reinstatement. Any member who has been expelled may apply for reinstatement, and the Board of Trustees may or may not reinstate that member on whatever

¹³**Clarification.** This is consistent with current practice and interpretation, but now using the term “membership” as explained on the first page.

terms or conditions that the Board of Trustees may deem advisable, provided that, if the Board of Trustees that expelled a member determined that such member would not be eligible for reinstatement, such member shall not be reinstated by a later Board of Trustees, nor shall such member be admitted to any class of membership.¹⁴

Article III Meetings

Section 1 – Annual Meeting. The annual meeting of the members of the Club shall be held in March of each year on a day designated by the Board of Trustees. If the Board fails to designate a day by December 15, the annual meeting shall be held on the last Wednesday in March.¹⁵ The Secretary shall mail written notice of the annual meeting at least thirty (30) days (and not more than fifty (50) days) in advance to all Voting Members. Only Single and Joint Active members (each, a “Voting Member”) shall be entitled to attend and vote at the annual meeting and special meetings of the members of the Club. Emeritus members shall be eligible to attend the annual and special meetings and to speak on matters before them, but shall be non-voting. The annual meeting may be recessed and reconvened at a later date for lack of a quorum or in order to complete its scheduled business.

Section 2 – Special Meetings. Special meetings of the members of the Club may be called at any time by the Board of Trustees or the President or, in his absence or disability, by the Vice President, or upon the written request of five percent (5%) of the Voting Members of the Club. Any such request by five percent (5%) of the Voting Members must be presented to the Board of Trustees at least ten (10) days prior to a regular monthly meeting of the Board. In the case of such a written request, a special meeting will be held within forty five (45) days following the regular meeting of the Board. The Secretary must mail written notice, stating the purpose of any special meeting, to Voting Members at least twenty (20) days (and not more than fifty (50) days) prior to said meeting. Any special meeting shall be limited to the subjects stated in the notice.

Section 3 – Location of Meetings. Annual and special meetings of the members of the Club shall be held at the Club or at another location determined by the Board of Trustees.

Section 4 – Quorum and Procedure. The presence of one hundred (100) or more Voting Members, in person or by proxy, constitutes a quorum for any meeting of the Club, *provided* that the quorum shall be fifty (50) for any matter stated in the formal notice of any annual meeting and *provided further* that there shall be a quorum for the limited purpose of electing Trustees, including the Tennis Captain, if fifty (50) Voting Members cast ballots in such election by delivering or mailing such ballots (whether or not such members are present at the annual meeting), and two (2) or more Voting Members are present at the annual meeting. Except for the casting of votes to elect Trustees, including the Tennis Captain, members must be present in person or by proxy at an annual or special meeting in order to participate therein, and may not participate ~~by telephone or similar communications equipment~~ through the use of any means of

¹⁴**Clarification.** Note that we have, rarely, expelled members and stated that they will not be eligible for reinstatement. This makes such a decision binding on future boards. Recommended by our outside law firm, based on experience with other clubs.

¹⁵**Minor practical change.** If a Board action to designate the date is overlooked, we can still send out a notice of the meeting on *some* date.

remote communication¹⁶ except if and to the extent approved by the Board of Trustees. ~~The most recent revision of Robert's Rules of Order shall govern as the parliamentary authority at all meetings of the Club. In the event that any question or dispute about parliamentary procedure or the applicable rules of order arises during any meeting, the person chairing the meeting shall refer to the most recent edition of Robert's Rules of Order, Newly Revised, to address the question or dispute.~~¹⁷

Article IV

Board of Trustees

Section 1 – Board Membership. The Board of Trustees shall consist of ten (10) voting Trustees, including the Tennis Captain, which is an ex officio position on the Board of Trustees. All Trustees, including the Tennis Captain, shall be elected as provided in these Bylaws.

Section 2 – Terms of Board Members. Except for the Tennis Captain, each ~~elected~~ Trustee shall serve for a term of three years, and three (3) Trustees shall be elected annually. The Tennis Captain shall serve for a term of one year, and shall be elected annually. All terms shall commence upon the adjournment of the annual meeting at which they are elected. No Trustee shall serve more than two consecutive terms.

Section 3 – Nominations. The Chair of the Nominating Committee shall be the most recent past President who is willing to serve and who, at the time of such service, is an Active Member and not a member of the Board of Trustees. At least one hundred twenty (120) days prior to each annual meeting, the Chair of the Nominating Committee shall appoint a Nominating Committee of not less than four (4) Active members (in addition to the Chair), at least two (2) of whom shall be male and at least two (2) of whom shall be female members, none of whom shall be a member of the Board of Trustees. The persons so named shall be selected from an eighteen-person pool made up of (i) the chair of each of the following committees:

Activities,
Finance,
House and Grounds,
Membership,
Athletic,
Food & Beverage,
Strategic Planning and Policy, and
Technology and Communications;

(ii) one additional member of each of the foregoing committees designated by the chair of such committee (each of whom must be an Active member); and (iii) two members of the Tennis Committee designated by the Tennis Captain (each of whom must be an Active member), *provided* that, if there are fewer than two (2) of a particular gender in the eighteen-person pool, the Chair of the Nominating Committee shall appoint one (1) (or, if necessary, two (2)) other Active members of that gender to serve on the Nominating Committee, so that the members appointed by the Chair includes at least two (2) males and two (2) females. The duty of the Nominating Committee is to make the nominations for the Board of Trustees, including the

¹⁶ *New Statute.* Conforming to the relevant wording in the New Statute.

¹⁷ *Clarification.* Makes the language consistent with the practice in our Club and most (if not all) others. Recommended by our outside law firm.

Tennis Captain. In determining nominations, the committee should have available for its consideration information regarding members' experience on committees of the Club. One (1) Active member shall be nominated for each Trustee position to be filled, including Tennis Captain. The names of those persons nominated shall be posted at the Clubhouse by the Secretary not less than sixty (60) days prior to the date of the annual election. Any Active member, however, may be nominated for Trustee, including Tennis Captain by a petition signed by no fewer than twenty-five (25) Voting Members who are in good standing at the time such petition is delivered to the Secretary, *provided* such petition is delivered to the Secretary at the Clubhouse at least forty-five (45) days prior to the annual meeting. The Nominating Committee, as described above, shall exercise the power to nominate candidates for election to the Board, which power is delegated to it by the Active members pursuant to this Section.¹⁸

Section 4 – Vacancies. In the event of a vacancy on the Board of Trustees, including the Tennis Captain position – caused by resignation, death, prolonged absence or disability of any member, or caused by such member ceasing to be an Active member of the Club – the vacancy shall be filled by the Board of Trustees, and the person elected shall serve out the unexpired term.

Section 5 – Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business, and the decision of a majority of the Board of Trustees present at any meeting shall be regarded as the action of the Board, except as otherwise herein provided.

Section 6 – Authority. (a) Except as otherwise provided in these Bylaws, the entire management of the Seattle Tennis Club shall be vested in the Board of Trustees.

(b) The Board of Trustees shall not have the authority and right to sell, lease or otherwise dispose of any of the Club's real property or to make or enter into any contract for a major addition to or a major reconstruction of any of the Club's principal facilities until such sale, lease, disposal, addition or reconstruction has been first approved by a majority vote of the Voting Members.

(c) Whenever the Board of Trustees adopts any plans for the expenditure of funds of the Club for capital improvement in an amount exceeding fifty percent (50%) of the annual operating revenue as stated on the preceding year's audited financial statement or takes any action requiring the imposition of an assessment upon the membership, such action shall not be effective until the Board of Trustees submits such plan or such assessment to a vote of the Voting Members and receives a majority approval of the Voting Members. Any capital improvement expenditure in a sum less than fifty percent (50%) of the annual operating revenue as stated on the preceding year's audited financial statement shall not require a vote of the members pursuant to this subsection (c) unless it requires the imposition of an assessment.¹⁹

¹⁸**New Statute.** Without this change, one might argue that, under the New Statute, the Nominating Committee could only *recommend* nominees to the Board, with the Board making the nominations. This would be inconsistent with the entire purpose of our nominating process, which was put in place – at the same time as “single slate” voting for Board members – to remove the nominations from Board control. This responds to a point raised by our outside law firm.

¹⁹**Clarification.** Among other things, this makes it clear that this sentence does not affect subsection (b) and does not eliminate the requirement for a vote on something that requires an assessment. This is consistent with the interpretation included in the Club's Rules & Policies, and longstanding practice. It resolves an issue that has at least been raised several times.

(d) Questions requiring membership approval shall be submitted to the membership at an annual meeting or a special meeting called for that purpose.

(e) The Board of Trustees shall not have authority to dissolve the Club, or otherwise wind up its affairs, without the approval of two-thirds of the Voting Members present at any meeting called for that purpose.

Section 7 – Loans. The Club shall not loan money or credit to any member, Trustee or officer. Nor shall the Club make any disbursement of income or retained equity to any member, Trustee or officer.

Section 8 – Meetings. At the first ~~regular~~ meeting (or first regular monthly meeting)²⁰ of the Board following the annual meeting of the membership the election of officers shall be held. This meeting shall be held by the end of March. Regular meetings of the Board shall be held approximately monthly at the call of the President or upon written request of three (3) Board members. ~~The Board may act by unanimous written consent in the absence of a meeting. In the absence of a meeting, the Board may act by unanimous written consent of each Board member entitled to vote (as defined in RCW 24.03A.570(2)).~~²¹ Members of the Board of Trustees may participate in a meeting of the Board by ~~means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time~~ one or more means of remote communication through which all of the Board members may simultaneously participate with each other during the meeting,²² and participation by such means shall constitute presence in person at a meeting.

Article V Officers

The officers of the Seattle Tennis Club consist of a President, Vice-President, Treasurer and Secretary, with precedence in the order as stated. Only Trustees, other than the Tennis Captain, are eligible to hold these offices. All officers are elected by the Board at the first ~~regular~~ meeting (or first regular monthly meeting) following the annual meeting of the ~~Club~~ membership, and serve for the term of one (1) year or until their successors are elected. The Board of Trustees may from time to time provide for additional officers, and fix their powers and duties. No individual may simultaneously hold more than one office.

Section 1 – President. The President is chair of all meetings of the members of the Club and of the Board of Trustees, except as may be otherwise provided in these Bylaws, or by the Board of Trustees. The President is the official representative of the Seattle Tennis Club, and possesses such powers and performs such duties as are provided in these Bylaws, and as may be designated from time to time by the Board of Trustees.

²⁰**Clarification.** Makes it clear that the Board can elect officers at the meeting immediately after the annual meeting (if it wants to do so). This eliminates the anomalous situation that could arise if the annual meeting were to fall *after* the regularly-scheduled March Board meeting.

²¹**New Statute.** This addresses the fact that the New Statute expressly takes account of a vote on something where a board member might be disqualified from voting, generally due to having a self-interest. Recommended by our outside law firm.

²²**New Statute.** Conforms to the relevant provision in the New Statute. Recommended by our outside law firm.

Section 2 – Vice President. The Vice President exercises the powers and performs the duties of the President in the event of the absence, disability, resignation or death of the President.

Section 3 – Treasurer. The Treasurer is the custodian of the funds of the Club. He or she possesses such other powers and performs such other duties as elsewhere herein provided, and as may be required from time to time by the Board of Trustees. In the joint absence of the President and the Vice President, the Treasurer assumes the duties and responsibilities of the President.

Section 4 – Secretary. The Secretary keeps the minutes of all meetings of the Active members of the Club, and exercises such other powers and performs such other duties as may be provided in these Bylaws, or required by the Board of Trustees.

Article VI Committees

Section 1 – Appointment. All committee members except the Tennis Captain are appointed by the President and approved by the Board of Trustees. Emeritus members may be appointed as non-voting members of advisory committees and may attend their meetings and participate in discussion, but shall not be voting members of any committee. The rights, powers and duties of all committees are at all times subject to the power of the Board of Trustees, and any member of any committee may be removed by a majority vote of the Board of Trustees. From time to time the Board of Trustees shall adopt written guidelines for each committee in which (1) the purpose and composition of the committee shall be established and (2) the committee is given guidance concerning the relationship of the committee to the officers, trustees and staff personnel.

Section 2 – Activities Committee. The Activities Committee shall review, and advise and make recommendations to staff and the Board regarding, all senior and junior social activities of the Club.

Section 3 – Finance Committee. The Finance Committee shall review, and advise and make recommendations to staff and the Board, regarding,

- (a) the revenue, expenses and disbursements of the Club, to ensure they are consistent with operating and capital budgets and properly accounted for,
- (b) the preparation of annual operating and capital expenditure budgets,
- (c) dues, assessments, initiation fees and other charges, to ensure they are sufficient to support the Club,
- (d) plans for, and the details of, financing (with debt or otherwise) capital expenditures and operations, to ensure the terms are favorable and do not expose the Club unduly to risk and
- (e) financial matters generally.

The Finance Committee shall prepare, with staff, and recommend annual operating and capital budgets to the Board of Trustees for approval. The annual operating and capital budgets must be approved by the Board of Trustees. No Club funds shall be disbursed without the authorization

of the Board of Trustees ~~or the Finance Committee~~.²³ The Treasurer shall be a member of the Finance Committee, with full voting rights.

Section 4 – House and Grounds Committee. The House and Grounds Committee shall review, and advise and make recommendations to staff and the Board regarding, all physical facilities of the Club, to ensure there is continuity in the look, feel, function and maintenance of the Club.

Section 5 – Membership Committee. The Membership Committee shall supervise the procedure to be followed in the election of applicants to membership in the Club, and shall direct and supervise all activities in connection with invitation to membership, except in the case of Complimentary, Emeritus and Junior Development members. The Membership Committee shall consider and report to the Board of Trustees on all applications for membership.

Section 6 – Tennis Committee. (a) The Tennis Committee shall review, and advise and make recommendations to staff and the Board regarding, (i) all tennis and pickleball activities of the Club, including tournaments, league play, staff professional court usage and general open play for eligible members and (ii) all other athletic activities that occur on the tennis and pickleball courts.

(b) The Tennis Committee shall formulate rules and policies for access to, allocation of and use of tennis and pickleball courts, subject to approval of the Board of Trustees. The ~~Tennis Committee and the~~²⁴ Tennis Captain ~~have~~ has the authority to enforce those rules. The Tennis Captain has the authority to suspend members from the use of the courts for periods up to thirty (30) days.

(c) The Chair of the Tennis Committee, known as the Tennis Captain, shall be elected annually for a term of one (1) year and shall be an ex-officio member of the Board of Trustees. The Ladies' Day Captain shall be a member of the Tennis Committee.

Section 7 – Athletic Committee. The Athletic Committee shall review, and advise and make recommendations to staff and the Board regarding, athletic activities of the Club other than tennis and activities on tennis courts, including

- (a) squash, basketball, swimming, massage services, fitness classes and boating and
 - (b) the equipment in and the use of the fitness room, the gymnasium, the swimming pool, the waterfront (beach and raft), the docks and the boathouse,
- to promote the enjoyment, health, well-being and overall fitness of the Seattle Tennis Club members.

Section 8 – Food & Beverage Committee. The Food & Beverage Committee shall review, and advise and make recommendations to staff and the Board regarding, the food and beverage operations of the Club.

²³*New Statute.* The Finance Committee is not a “committee of the Board” under the New Statute, because it is composed almost entirely of a non-Board members. Pursuant to the New Statute, it thus can make recommendations to the Board, but cannot take action itself. Recommended by our outside law firm.

²⁴*New Statute.* The Tennis Committee, like Finance, is not a “committee of the board.” See prior footnote. The Tennis Captain, on the other hand, is both a member of the Board and an officer. Recommended by our outside law firm.

Section 9 – Archives Committee. The Archives Committee shall preserve documents and articles relating to the Club’s history.

Section 10 – Strategic Planning and Policy Committee. ~~The Strategic Planning and Policy Committee shall be responsible for the development and continuing review of a long range strategic plan for the Club. The Strategic Planning and Policy Committee shall consider all aspects of the Club, including the Club’s finances, grounds, physical plant and facilities, membership, membership activities and operations.~~ The Strategic Planning and Policy Committee shall review, and advise and make recommendations to staff and the Board regarding, such ~~other~~ matters of planning and policy as the Board may direct from time to time.²⁵

Section 11 – Technology and Communications Committee. The Technology and Communications Committee shall review, and advise and make recommendations to staff and the Board regarding, (a) the use of technology to enhance the operations of the Club and (b) methods of communication between the Club (including the Board and staff) and the membership.

Section 12 – 401(k) Trustees. The 401(k) Trustees shall exercise such powers as are necessary to serve in a fiduciary capacity with respect to the Club’s 401(k) plan pursuant to the Employee Retirement Income Security Act of 1974, or any successor statute.²⁶

Section ~~12~~ 13 – Other Committees. The Board of Trustees may create other committees and subcommittees and provide for their power and duties.

Section ~~13~~ 14 – Names of Committees. The Board of Trustees may, at the recommendation of a committee referred to above, change the name of such committee to a name other than that set forth above.

Section 15 – Advisory Committees and Committees of the Board. Each of the standing committees named in Sections 1 through 11 above is an “advisory committee” and not a “committee of the board,” within the meaning of such terms as used in RCW 24.03A.575. The same is true of each other committee and subcommittee created by the Board of Trustees pursuant to Section 13 above, except for the following, which are “committees of the board:” committees and subcommittees whose members are all members of the Board of Trustees (or are other Active members, if and to the extent that, without their inclusion, it would impossible or impracticable for the Club to comply with applicable law other than the Washington Nonprofit Corporation Act). The Board of Trustees shall not delegate any of its authority to an advisory committee, and an advisory committee may not exercise any of the powers of the Board. A committee of the board may not take any action contrary to RCW 24.03A.575(5).²⁷

²⁵**Clarification.** This is consistent with current practice.

²⁶**New Statute.** This describes the facts that, per the New Statute, give the group of 401(k) trustees authority to act, even though all of its members are not Board members. We are required by federal law to have a committee of 401(k) trustees, and have had one for decades.

²⁷**New Statute.** This states the applicable law under the New Statute. Recommended by our outside law firm, in general, as to the whole Section.

Article VII

Elections and Voting

Section 1 – Conduct of Elections. As more fully described below, Voting Members of the Club may cast votes:

- (i) in each election of Trustees, including the Tennis Captain, by written ballot delivered or mailed to the Club and
- (ii) on each other matter submitted for a vote of the Voting Members, either by appearing in person at the relevant annual or special meeting or by appointing a proxy to cast a vote on behalf of such Voting Member at the relevant annual or special meeting, as provided below.

The Board of Trustees shall conduct all elections, both regular and special, and shall have charge of all matters pertaining thereto.

Section 2 – Voting Powers. Each individual Joint Active Member and each individual Single Active Member shall be entitled to one vote on any particular matter or, in the case of a single election to fill more than one position (including without limitation, the ordinary election of Trustees, including Tennis Captain), a number of votes equal to the number of positions to be filled in such election. Such votes may not be cumulated: no member may cast more than one vote for any single candidate. In the case of a joint Active membership, each individual shall have one vote (or each shall have a number of votes equal to the number of positions to be filled, as the case may be).

Section 3 – Ballots for Election of Trustees. Upon the close of nominations, the Secretary shall prepare a written ballot containing the names of all nominees for the office of Trustee, including Tennis Captain. The Secretary shall mail one or more copies of such written ballot to each Voting Member at his or her address as shown in the Club records not less than thirty (30) days before such meeting. In addition, any Voting Member may obtain a copy of such ballot, upon request at any time after it is mailed. Voting Members may cast ballots by delivering a marked ballot at the Club or by sending a marked ballot to the Club by first-class mail. The Board of Trustees or the President shall establish procedures to ensure (insofar as a reasonably practicable) that each individual Voting Member casts only one ballot in each election. Ballots that are (i) cast by Voting Members who are in good standing at the date of the relevant meeting and (ii) actually received at the Club on or before the relevant meeting is called to order shall be canvassed to determine the result of the election (*provided* that, if the annual meeting is held at a location other than the Club, the Board of Trustees may establish alternate rules for the delivery of marked ballots, which may require that all ballots delivered on the day of such meeting be delivered at the place of the meeting).

Section 4 – Canvassing of Ballots for Election of Trustees. Ballots shall be canvassed in the offices of the Club or at the site of the annual meeting by an election board consisting of not less than three (3) members appointed by the Secretary. Any Voting Member of the Club may be present at such canvass. The candidates for Trustee receiving the greatest number of ballots shall be declared elected. The candidate receiving the largest number of votes for Tennis Captain shall be declared elected. Promptly upon the conclusion of the canvass, the election board shall certify the results thereof to the President, who shall forthwith announce the result of the election.

Section 5 – Distribution of Proxies. When the Secretary mails notice of a meeting at which a matter other than the election of Trustees is to be submitted to a vote, he or she shall also prepare and mail to each Voting Member, with such notice, one or more copies of a form of proxy to be completed and signed by such Voting Member. That form shall:

(a) list each such matter then scheduled to be voted on at such meeting and provide three checkboxes for each matter, by which the recipient may indicate that he gives instructions to vote for that matter, against it, or to abstain from the vote,

(b) name as attorneys-in-fact three (3) individual members appointed by the Secretary for such purpose (none of whom shall be a member of the Board of Trustees), authorizing any one of them to cast the signatory's vote, but only as instructed by the signatory in the proxy,

(c) instruct each attorney-in-fact to vote in favor of approval of the minutes of prior meetings of the members of the Club,

(d) give the attorneys-in-fact discretion to vote on behalf of the signatory on matters incident to the conduct of the meeting, but only if that discretion is exercised in a manner consistent with the specific instructions and

(e) instruct each attorney-in-fact to cast the signatory's vote against any other resolution or matter that may come for a vote at the meeting.

At least one of the named proxies shall attend the meeting and shall cast all votes as directed by the signatories of effective proxies (including without limitation votes directed to be cast against proposals or recommendations of the Board of Trustees).

Section 6 – Proxy Rules. Proxies shall comply with the following additional limitations, restrictions and requirements:

(a) No proxy shall be effective unless it is made in writing and signed by the Voting Member granting such proxy himself or herself, and a copy thereof is delivered to the Secretary at least one hour before the relevant meeting is called to order.

(b) No proxy shall be effective for more than one meeting or for a period in excess of ninety (90) days, *provided* that a proxy that is effective when a meeting is called to order shall remain effective throughout such meeting, even if such meeting is recessed and reconvened or continued.

(c) Any proxy may be revoked (whether or not it purports to be irrevocable or is coupled with an interest) by a written statement to such effect delivered to the Secretary at least one hour before the relevant meeting is called to order, or in such other manner as the Board of Trustees or the President may determine is sufficient to revoke such proxy.

(d) No proxy may be given except by completing the form distributed by the Secretary as described in Section 5, and no proxy may name as attorney-in-fact or proxy any person other than the three individuals appointed as described in Section 5.

A proxy shall be ineffective if the Board of Trustees or Secretary determines that it does not comply with this Section and the other provisions of these Bylaws.

Article VIII

Indemnification

Section 1 – Action Instituted by Third Parties. The Club shall indemnify every person who was or is a party or is threatened to be made a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action approved by the Board of Trustees by or on behalf of the Club), by reason of the fact that he or she is or was a Trustee or officer of the Club, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the maximum extent permitted by applicable law.

Section 2 – Actions Instituted by or on Behalf of the Club. The Club shall indemnify every person who was or is a party or is threatened to be made party to any pending or completed action or suit by or on behalf of the Club to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee or officer of the Club, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit to the maximum extent permitted by applicable law.

Section 3 – Proper Indemnification. If and to the extent applicable law requires that any indemnification under Article VIII, Sections 1 and 2 be made only upon a determination or authorization by the Board of Trustees, such indemnification shall be made only upon such determination or authorization as is required by applicable law.

Section 4 – Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees, to the maximum extent permitted by applicable law.

Section 5 – Nonexclusive Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Trustees or otherwise, both as to action in his or her official capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

Section 6 – Insurance. The Club may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Club against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not the Club shall have indemnified him or her against such liability under the provisions of this Article.

Section 7 – Employees and Agents. The Board of Trustees may, in its sole discretion, indemnify any employee or agent to an extent not to exceed the indemnification of Trustees and officers provided in this Article.

Section 8 – Limitation of Trustees' Liability. A Trustee shall have no liability to the Club for monetary damages for conduct as a Trustee, except for acts or omissions that involve intentional misconduct by the Trustee, or a knowing violation of law by the Trustee, or for any benefit in money, property or services to which the Trustee is not legally entitled. If the Washington Nonprofit Corporation Act or the Washington Business Corporation Act (as incorporated into the Washington Nonprofit Corporation Act) is hereafter amended to authorize

corporate action further eliminating or limiting the personal liability of Trustee, then the liability of a Trustee shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act and the Washington Business Corporation Act (as so incorporated), as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Trustee of the Club existing at the time of such repeal or modification, or relating to an act or omission of such²⁸ Trustee occurring prior to such repeal or modification.

Section 9 – Nature of This Article. The provisions of this Article (like the other provisions of these Bylaws) are bylaws adopted by the members of the Club as contemplated by RCW 23B.08.560. The Club shall indemnify persons as described in this Article without regard to the limitations in RCW 23B.08.510 through 23B.08.550, and determinations need not be made in accordance with RCW 23B.08.550.²⁹

Article IX Miscellaneous

Section 1 – Non-member and Guest Privileges. The Board of Trustees shall have the power from time to time to determine the terms and conditions under which privileges of the Club may be granted to non-members and guests. Sponsoring members of guests shall automatically assume all liabilities for charges incurred by their guests.

Section 2 – Corporate Seal. The corporate seal of the Seattle Tennis Club shall consist of a circular disc with the words “Seattle Tennis Club, Seattle, Washington” in the outer circle, and the words “Corporate Seal, 1914” in the inner circle, a facsimile of which is hereto affixed.

Article X Amendments

These Bylaws may be amended by a majority vote of the Voting Members as set forth below. Any such amendment must be either (a) proposed by petition delivered to the Secretary at the Club at least forty-five (45) days before such meeting and signed by not less than five percent (5%) of the Voting Members who are in good standing as of date such petition is so delivered to the Secretary, or (b) proposed by a majority vote of the Board of Trustees.

Such amendment may be submitted to a vote of those Voting Members present in person or by proxy at any annual meeting of the Club or at any special meeting called for the purpose of considering such amendment. ~~At least thirty (30) days prior to such meeting of the Club, the Secretary shall mail notice to all Voting Members stating that amendment~~ The Secretary shall mail notice of such meeting as required by Section 1 or 2 of Article III,³⁰ and shall state therein that an amendment to the Bylaws has been proposed and further advising advise that the complete text of such proposed change or changes is available on the Club’s website and at the Club office. Further, such proposed amendment shall be posted on the ~~bulletin~~

²⁸**Clarification.** This corrects an apparent typo. It looks like a line got deleted at some point way, way back in history

²⁹**New Statute.** Refers to statutory provisions and states why, pursuant to the New Statute, the indemnification provisions are effective, though they are not in the Articles of Incorporation. Responds to a general point raised by our outside law firm.

³⁰**Clarification.** Refers to the general notice provision, which also has the not-more-than-50-days rule in it. This is required by law in any event. Noted by our outside law firm.

~~board~~ Club's website³¹ at least thirty (30) days prior to any such meeting. Only amendments of which notice has been given as required herein may be adopted.

Bylaws adopted March 20, 2002

Amended March 17, 2004

Amended October 13, 2004

Amended March 17, 2010

Amended March 19, 2014

Amended October 25, 2017

Amended March 24, 2020

Amended March 15, 2023

Reflecting proposed amendments to be voted on March 20, 2024

³¹*Modernizing Change.* There isn't even really an official "bulletin board" anymore, and the website is better.