

**BYLAWS OF  
INDIAN VILLAGE TENNIS CLUB**

(Revised November 15, 1992, July 1,1997, October  
10,1999 and May 5, 2013)

**ARTICLE I – ORGANIZATION**

Section 1 - NAME:

The name of this corporation shall be INDIAN VILLAGE TENNIS CLUB and is referred to in these Bylaws as the "Club."

Section 2 - LOCATION:

The office of the Club shall be located at 1502 Parker, Detroit, Michigan, but nothing contained in these Bylaws shall prevent the holding of meetings or the transaction of any business pertinent to the Club at such other places as the Board of Directors of the Club (the "Board") shall, from time to time, determine.

Section 3 - PURPOSE:

The purposes for which the Club is formed are: (i) the encouragement of recreation and athletics, and particularly, but not limited to, various types of sports and pastimes, including tennis, (ii) to maintain a social organization through its clubhouse, tennis courts, recreational and other facilities, and (iii) to do any and all lawful things necessary for the fulfillment and accomplishment of the foregoing purposes.

Section 4 - FISCAL YEAR:

The fiscal year of the Club shall be from January 1st to December 31st of each year.

**ARTICLE II – MEMBERSHIPS**

Section 1 - There shall be Class "A," Class "B," Class "B" Intermediate and Emeritus "A" memberships and such other classes as may be established by a majority vote of the Class "A" members present at a duly called meeting. The Board shall, from time to time, establish the dues and assessments for all classes and categories of membership. Memberships are not transferrable. The Club prohibits discrimination because of gender, race, color, national origin, ancestry, religion or any other basis protected by federal, state or local law.

Section 2 - CLASS "A" MEMBERSHIP:

- A. The number of Class "A" members shall not exceed fifty (50).
- B. Class "A" members shall be entitled to all of the privileges of the Club, the use of any

and all the facilities provided at the Club; and have all right, title and interest in the property and assets of the Club. They shall have the right to vote at any of the Club meetings and shall be eligible to hold office and serve on the Board. In the event of liquidation of the Club, the assets of the Club, after payments of all debts and costs of liquidation, shall be divided equally among the then Class "A" members.

C. Each Class "A" member's status and the premium paid to become a Class "A" member shall be noted in the Club's records.

D. A Class "A" member may resign from Class "A" membership status by delivering a written resignation to the Secretary. At a meeting of the Board, the resignation shall be acted upon and the member's Class "A" status shall be terminated. Upon request, the member shall be reimbursed by the Club for the premium paid by the member to become a Class "A" member.

E. Upon the death of a Class "A" member membership in the Club shall terminate and the Club shall, upon request, reimburse the deceased's estate for the premium paid by the member to become a Class "A" member.

F. The Class "A" members at each annual meeting shall adopt a list of members of the Club recommended for Class "A" membership. If a vacancy in the Class "A" membership occurs during the year the vacancy may be filled by the Board from such list.

### Section 3 - CLASS "B" AND CLASS "B" INTERMEDIATE MEMBERSHIPS:

A. A Class "B" member shall be an individual who has reached his or her thirtieth (30th) birthday on or before April 1 of any year.

B. A Class "B" Intermediate member shall be an individual who has attained the age of twenty-one (21) years, on or before April 1 of the year in which he or she applies for membership and not reached the age of thirty (30) prior to April 1 of any year.

C. All Class "B" and Class "B" Intermediate members shall be approved for such membership by the Board, and confirmed by Class "A" members on a yearly basis at the annual meeting. Such members shall have all of the rights and privileges of Class "A" members, except property rights, the right to vote, and the right to hold office or serve on the Board.

D. (i) An application for membership, in such form as prescribed by the Board, must be signed by the applicant and bear the signatures of two sponsoring members in good standing, who are not Board members or officers of the Club. Each application shall be referred to a Membership Committee for investigation and report to the Board. Upon receipt of the report from the Membership Committee, the Board shall meet and act upon the application as soon as possible. Five (5) affirmative votes shall be necessary to elect any applicant to membership.

(ii) In lieu of a Board meeting to approve membership applications, the Board may elect to use the following procedure, or such other procedures as the Board determines in writing to be practical and effective for the timely review and approval/denial of membership applications:

The President or Vice President shall electronically transmit a copy of the signed application to each Board member's email address requesting review of the application and either approval, denial or a request for additional information. Applications unanimously approved shall be deemed accepted for membership. For purposes of this streamlined approval process, no response from a board member within three (3) days of the email transmission date of the application shall be deemed an approval of the application. Applications not unanimously approved by this method shall be reviewed at a Board meeting. The President or his/her designee shall report at the next scheduled Board meeting the Board actions taken with regard to membership applications submitted for consideration pursuant to this paragraph.

Section 4 - EMERITUS "A" MEMBERSHIP:

A. Any Class "A" member who has reached the age of 60 by April 1 of any year and has been a member of the Club for at least ten (10) years prior thereto, or any Class "A" member who has reached the age of 55 by April 1 of any year and has been a member of the Club for at least twenty-five (25) years prior thereto, may elect to become an Emeritus "A" member with the approval of the Board.

B. Class "A" members wishing to become Emeritus "A" members must tender a written request to the Club, and if approved by the Board, shall become Emeritus "A" members and, if requested, be reimbursed by the Club for the premium paid to become Class "A" members.

C. Emeritus "A" members shall have the same rights and privileges as Class "B" members.

Section 5 - SUSPENSION/EXPULSION:

Any member of the Club may be suspended (for a time determined by the Board) or expelled from the Club for reasons deemed sufficient by the affirmative vote of not less than six (6) members of the Board at any regular or special meeting, but only after ten (10) days' written notice of the reasons for the suspension/expulsion have been given to such member and, if requested by the member, an opportunity to be heard on said reasons by the Board. If a Class "A" member is expelled by the Board, the expelled member, upon his/her request, shall be reimbursed by the Club for the premium paid to become a Class "A" member, less any outstanding amounts due the Club.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1 - ORGANIZATION:

The entire business and management of the Club shall be under the control and direction of a Board of Directors, consisting of nine (9) members elected at the Annual Meeting of the Class "A" members of the Club.

Section 2 - ELECTION OF THE DIRECTORS:

A. At each Annual Meeting of the Class "A" members there shall be three (3) Directors

elected for a term of three (3) years, expiring respectively at the Annual Meeting corresponding to the expiration of their term. Except as may otherwise be provided in these Bylaws, Directors shall serve not more than two (2) consecutive full terms. Two Class "A" members residing in the same household may not serve on the Board concurrently.

B. There shall be a standing Nominating Committee of three (3) Class "A" members elected by the Class "A" members at each Annual Meeting. At the time of such election the President, with the approval of the Board, shall appoint a Chairperson for the Committee from among the three elected Committee members. The Committee shall prepare a list of qualified Class "A" members to be nominated by it at the next Annual Meeting to fill expiring seats and vacancies on the Board. At the next Annual Meeting, the Committee shall nominate a minimum of three (3) Class "A" members, who, if elected, agree to serve as Board members. Vacancies on the Nominating Committee occurring between Annual Meetings shall be filled by the President with Board approval as to the Chairperson and by the Chairperson as to other Committee members. In the event of a vacated Board seat, the Nominating Committee at the Annual Meeting shall nominate at least one Class "A" member for that vacated position. The election for that vacated seat shall be conducted separately from the election for the other three (3) expiring seats.

C. Any Class "A" member may nominate other candidates for the Board from the floor at the Annual Meeting.

D. Voting for Directors may be in person or by proxy and shall be by secret written ballot. However, any Class "A" member not present for two consecutive Annual Meetings shall lose his or her right to vote by proxy. The right to vote by proxy shall be reinstated after the member attends an Annual Meeting. At the Annual Meeting, the President shall appoint two (2) Class "A" members to be tellers of the election. Each ballot must be fully voted in order to be counted. Each Class "A" member shall have one (1) vote for each candidate. The candidates receiving the highest number of votes shall be declared elected. In case of a tie for the third position, the winner shall be selected by a run-off vote between the tied candidates. The result of the count shall be reported to the meeting. The actual vote count will not be announced unless requested by an "A" member present at the meeting. In any case, the Secretary shall record the actual vote count in the meeting minutes.

E. Any Director may resign at any time by providing written notice to the Board. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor may be appointed by the Board as provided in section F. below.

F. If any vacancies occur among the Directors, the remaining Directors may, by a majority vote, elect a successor to hold office until the next Annual Meeting, at which time a successor shall be elected for the unexpired period of the vacated Director's term.

### Section 3 - BOARD OF DIRECTORS POWERS:

The business and property of the Club shall be managed and controlled by the Board, with such powers as are in these Bylaws, including the power to make and enforce policies, rules and regulations governing the use and management of the Club House, grounds and other facilities of the Club. The Board shall determine which Officers of the Club may, in

addition to the Treasurer, have signature authority over the financial accounts of the Club.

Section 4 - COMMITTEES:

The Board, by resolution adopted by majority vote of the Directors, may designate one or more committees, each committee to be composed of such "A" and "B" members as the committee Chairperson, with the advice and consent of the President, agree upon to serve on the individual committees. The Chairperson of a committee shall be appointed and removed by the President, with the approval of the Board. The supervision of the management, affairs and sports of the Club shall be divided among appropriate officers and committees, but no officer or committee shall, without prior Board authority, make any expenditure or incur any debt on behalf of the Club other than ordinary operating expenses.

**ARTICLE IV – OFFICERS**

Section 1 - OFFICERS:

The officers of the Club shall be a President, Vice President, Secretary, and a Treasurer. Any Officer may resign at any time by providing written notice to the Board. The resignation will be effective on receipt of the notice or at a later time designated in the notice. If an Office becomes vacant then, subject to Section 3, paragraph B. below, a successor may be appointed by the Board.

Section 2 - ELECTION/QUALIFICATIONS OF OFFICERS:

After the new Directors have been elected at the Annual Meeting of Class "A" members, the Board will immediately go into session, if a quorum is present, otherwise as soon as possible thereafter, and elect from the Class "A" members new officers, who shall hold office for one (1) year from their election and until their successors are elected. Each officer shall be elected on separate ballots by secret vote. Those elected will take office forthwith. The candidates for President and Vice President must be either current or past members of the Board.

Section 3 - DUTIES OF OFFICERS:

A. THE PRESIDENT shall be the chief executive officer of the Club and shall preside at all meetings of the Club and of the Board. The President shall call and give notice of all meetings of the Board and of the Club membership, as herein provided. The President shall be an ex officio member of all committees. The President shall make annual reports to the Board and Class "A" members. The President shall perform such other duties as may be required by the Board.

B. THE VICE PRESIDENT shall perform all of the duties of the President in his/her absence. If the office of the President should become vacant, the Vice President shall hold the office of President until a new President is elected at the next annual Board meeting.

C. THE SECRETARY shall attend all meetings of the Club, all meetings of the Board and act as Secretary thereof. The Secretary shall keep a correct roll of all members of the Club

and Board and tally attendance at the Board and Annual Meetings. The Secretary shall be the custodian of the corporate seal and affix it to all such written documents as may require it. The Secretary shall conduct or cause to be conducted all official correspondence of the Club and shall see that all such correspondence is properly preserved and filed. The Secretary shall perform such other duties as may be assigned by the Board.

D. THE TREASURER shall keep the financial accounts of the Club, be a signatory for all Club accounts, receive all monies and deposit same in the Club depositories, pay bills when properly approved, and preserve receipts for all payments. The Treasurer shall, at each meeting of the Board, give a report of the financial condition of the Club and submit a detailed annual report at the Annual Meeting covering the preceding fiscal year. The Treasurer shall perform such other duties as may be assigned by the Board. If the Treasurer is not also a Board member then, at the Board's discretion, the Treasurer may serve as an ex-officio (voting or non-voting) member of the Board.

## **ARTICLE V - MEETINGS**

### **Section 1 - ANNUAL MEETINGS OF CLASS "A" MEMBERS:**

The annual meeting of Class "A" members shall be held in the Club House, or at such other place as may be determined by the Board, on the third Sunday of October each year (the "Annual Meeting"). Notice of the meeting shall be mailed (or sent by electronic transmission if the member has provided the Club with an electronic address) to each Class "A" member by the Secretary at least five (5) days before the date of the meeting.

### **Section 2 - SPECIAL MEETING OF CLASS "A" MEMBERS:**

Special meetings of the Class "A" members shall be called by the President at the request of the Board, or upon written request of five (5) Class "A" members in good standing filed with the Secretary. A notice giving the time and place of the meeting, and stating the nature of the business to be transacted, shall be mailed (or sent by electronic transmission if the member has provided the Club with an electronic address) by the Secretary to each Class "A" member at least five (5) days prior to the meeting.

### **Section 3 - ANNUAL BOARD MEETING:**

The annual meeting of the Board shall be held immediately following the Annual Meeting.

### **Section 4 - BOARD MEETINGS/ACTION WITHOUT MEETING/NOTICES:**

A. Meetings of the Board shall be held on the call of the President, acting on his/her own initiative or upon written application of three (3) members of the Board. Such meetings shall be held at the Club House or such other place and time to be designated by the President. Notice of Board meetings shall be given to the Board members at least three (3) days prior to the time set for the meeting.

B. Action required or permitted to be taken at a Board meeting may be taken without a meeting if, before or after the action, all members of the Board consent to the action in writing or by electronic transmission. The consent has the same effect as a vote of the Board. The President or his/her designee shall report at the next scheduled Board meeting

the Board actions taken pursuant to this subsection in order that the Secretary's minutes describe the action taken.

C. A Director may participate in a Board meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

D. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, a Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Section 5 - QUORUM OF CLASS "A" MEMBERS:

A majority of the Class "A" members (including proxies) shall constitute a quorum at any meeting of Class "A" members, but less than that number may adjourn the meeting to a fixed date. Voting by written proxy shall be allowed.

Section 6 - QUORUM OF BOARD MEMBERS:

A quorum at any meeting of the Board shall consist of five (5) Directors, except in the case of action upon the expulsion or reinstatement of a member, when seven (7) Directors shall be necessary to constitute a quorum. Unless the President is also a Board member, the President shall not vote on matters before the Board, except in case of a tie. Action shall be by a majority of the Directors present, except where otherwise provided by these Bylaws. At any meeting, where there is less than a quorum, a majority shall adjourn the meeting from time to time.

**ARTICLE VI - ACCOUNTS**

Section 1 - DUES:

Dues shall be payable annually in advance. Indebtedness and accounts for supplies and services furnished shall be payable monthly.

Section 2 - ACCOUNTS:

As soon as practicable after the end of each month the Treasurer shall cause to be rendered to each member a statement of his/her indebtedness to the Club, which indebtedness is payable by the 10th of the month. If the account remains unpaid on the 10th of the following month, credit may be stopped and the member's name, amount of indebtedness and the date on which the indebtedness was incurred may be posted on the Club bulletin boards. If the amount is not paid by the end of the month during which it was posted, the member may be suspended (upon written notice from the Club), subject to reinstatement by the Board at its discretion. If accounts remain unpaid for a third month, the Board may expel the member or take such other action as it deems advisable.

## **ARTICLE VII - AMENDMENT OF BYLAWS**

Amendments to these Bylaws may be made at an Annual Meeting, or at any special meeting of the Class "A" members. Notice of proposed amendments, with the wording thereof, shall be mailed (or sent by electronic transmission if the member has provided the Club with an electronic address) to each Class "A" member at least five (5) days in advance of the meeting. Action on such amendments shall be by a vote of two-thirds (2/3) of the Class "A" members present.

## **ARTICLE VIII - PERSONAL LIABILITY OF VOLUNTEER DIRECTORS, VOLUNTEER OFFICERS, AND OTHER VOLUNTEERS**

Section 1 - A volunteer Director, as defined in Public Act 162 of 1982, as amended (the "Act") or a volunteer Officer is not personally liable to the corporation or its shareholders or members for monetary damages for a breach of the Director's or Officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of a Director or Officer for any of the following:

- i. A breach of the duty of loyalty to the corporation, its shareholders, or its members.
- ii. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- iii. A violation of section 551 (1) of Public Act 162 of 1982, as amended.
- iv. A transaction from which the Director or Officer derived an improper personal benefit.
- v. An act or omission occurring before the effective date of this Article.
- vi. An act or omission that is grossly negligent.

Section 2 - The Club assumes all liability to any person other than the corporation, its shareholders, or its members, for all acts or omissions of a volunteer Director occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer Director's duties.

Section 3 - The Club assumes the liability for all acts or omissions of any Club volunteer occurring on or after the effective date of this Article if all of the following are met:

- i. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- ii. The volunteer was acting in good faith.
- iii. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- iv. The volunteer's conduct was not an intentional tort.
- v. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 or the Public acts of 1956.

Section 4 - In the event that the Act is amended to further eliminate or limit the personal liability of volunteer directors, volunteer officers, or other volunteers, then the liability of a



director, officer, or other volunteer of the Club shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal, modification, or adoption of any provision in these Bylaws which is inconsistent with this article, shall not adversely affect any right or protection of any Club volunteer or the Club existing at the time of such repeal, modification, or adoption.

