

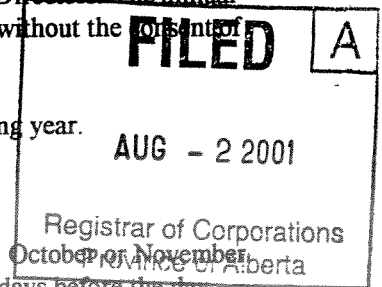
THE MOUNT PLEASANT TENNIS CLUB
BY-LAWS
(Incorporated April 3, 1957)

ARTICLE I - MEMBERSHIP

1. Any person may apply for membership in the Club in the appropriate category by submitting the required application form together with the entrance fee (where applicable) and the annual dues. Applications for membership are subject to approval by the Board of Directors.
2. Membership shall be divided into four categories as follows:
 - a. Junior Membership: A junior member (*nonvoting*) shall be a member under the age of 18 years on the first day of January in any year in which the junior is a member. Applications for Junior Membership must be endorsed in writing by a parent or guardian.
 - b. Senior Membership: A senior member shall be a member over the age of 60 years on the first day of January in any year in which he/she is a member.
 - c. Honorary Life Membership: An honorary life membership may be awarded at the discretion of the Board of Directors to any member who has made an outstanding contribution to the Club. Membership in this category is valid for the lifetime of the member and shall be limited to a maximum of five at any one time.
 - d. Regular Membership: A regular member shall be a member who is not a junior, senior or honorary life member, or a junior member who pays regular membership dues.
3. Members shall be governed by the by-laws of the Club and by the rules and regulations instituted by the Board of Directors or imposed by the governing bodies of tennis. Members may attend and vote in person at general meetings or special general meetings.
4. If the conduct of any member on or off the Club's premises is injurious to the character, interest or good order of the Club, or if any member wilfully commits a breach of the by-laws or rules and regulations, the Board of Directors may take such disciplinary measures as might be deemed proper. The Board of Directors may suspend a member, may request such member to resign or may expel such member. To expel a member requires a vote of not less than 75% of the members of the Board of Directors present at a meeting called to give the member an opportunity to be heard regarding the reasons for his/her termination of membership.
5. A member may resign from the Club by providing a letter to this effect. The resignation shall not absolve a member of any indebtedness to the Club, nor shall the member be entitled to demand or obtain a refund of fees or dues.
6. Entrance fees and annual dues shall be determined from time to time by the Board of Directors. The annual dues shall not be increased by an amount greater than 25% of the preceding year's dues without the consent of the majority of members present at an annual general meeting.
7. The membership year shall commence on April 1 and end on March 31 of the following year.

ARTICLE II - MEETINGS

1. An annual general meeting of members and friends will be held during the months of October or November. Notice of the meeting shall be mailed by the Secretary to each member at least fourteen days before the day



appointed for such meeting. Each member shall be entitled to one vote which must be recorded in person. The quorum at an annual general meeting shall be 25 members present in person.

2. The order of business at the annual general meeting shall be the following:

- (i) Call to order;
- (ii) Acceptance of minutes of past year's annual general meeting;
- (iii) President's report;
- (iv) Treasurer's report;
- (v) Reports of directors and/or committees;
- (vi) Election of Board of Directors;
- (vii) Other business;
- (viii) Adjournment.

3. Special general meetings of the Club may be called by the Board of Directors at any time and at the request of not fewer than ten members in good standing for the transaction of such business as specified in such request. The members shall be notified in writing ten days in advance. The quorum at a special general meeting shall be 20 members present in person.

ARTICLE III - DIRECTORS & OFFICERS

1. The affairs of the Club shall be managed by a Board of Directors elected annually and comprised of the following officers:

President

Vice President

Secretary

Treasurer;

and the following directors:

Director-Membership

Director-Facilities

Director-Tournaments

Director-Tournaments Assistant

Director-Social Events

Director-Social Events Assistant.

In the year immediately following that in which a member last holds the office of President, he/she shall assume the position of "Past President" and shall be entitled to exercise all the rights and privileges of a member of the Board of Directors.

2. Members under the age of 18 years are not eligible for election to the Board of Directors.

3. During their term of office the members of the Board of Directors shall be exempt from the payment of dues and shall not be entitled to any remuneration.

4. The Directors shall be elected by a majority of votes cast in person at the annual meeting.

5. A Nominating Committee comprised of one member of the Board of Directors and two members from the general membership shall present a list of candidates for officers and directors to the annual general meeting. Not less than 45 days prior to the date fixed by the Board of Directors for the annual general meeting, the Club shall publish a notice that the Nominating Committee will receive nominations for officers and directors up to a date specified in such notice.

6. Any two members may nominate any other member for officer or director by a letter in writing addressed to the Nominating Committee, provided that the member so nominated has endorsed his consent to such nomination

upon such letter. Should an insufficient number of candidates be nominated by this process, the annual general meeting may accept nominations at the meeting, providing the nominee is eligible for election and consents to the nomination.

7. The Club, by special resolution, may remove any Director before the expiration of his/her term of office, and by ordinary resolution may appoint another person in his/her stead. Any vacancies created by resignation or otherwise may be filled by appointment by the Board of Directors.

8. The Board of Directors shall have the power to do all such things as in their opinion that may be necessary or expedient to carry out effectively the objects of the Club.

9. The Board of Directors shall meet at least once a month during the playing season, or at any other time at the discretion of the President.

ARTICLE IV - DUTIES OF THE BOARD OF DIRECTORS

1. The directors elected at the annual general meeting shall assume their responsibilities and duties immediately following the meeting. Appointed directors assume their responsibilities and duties immediately following appointment.

2. The following shall be Officers of the Club with the following duties:

(a) **President**

The President, when present, shall preside at all meetings of the Club and the Board of Directors, preserve order, appoint all committees not otherwise provided for and ensure that the officers, directors and committees perform their respective duties. The President shall be ex officio a member of all committees of the Club.

(b) **Vice President**

During the absence or inability of the President, his/her duties and powers may be executed by the Vice President in addition to such other duties as may from time to time be assigned to him/her by the President, including the publishing of a news letter.

(c) **Secretary**

The Secretary shall be responsible for and have custody of all minute books, the corporate seal, the register of members and the correspondence of the Club. The Secretary shall perform generally all the duties usually pertaining to the office of the secretary of a club and subject to the direction of the Board of Directors shall be responsible for the certification of documents.

(d) **Treasurer**

The Treasurer shall be responsible for the keeping of proper books of accounts and shall have the custody of all funds and securities of the Club in such bank or banks or other financial institutions as the Board of Directors may direct. At every annual meeting of the Club the Treasurer shall submit financial statements for the preceding year. The Treasurer shall make a recommendation for the appointment of an auditor to the Board of Directors.

(e) **Other Directors**

The terms of reference, duties and powers of the other directors and any committees will be determined by the Board of Directors. Up-to-date descriptions will be kept in the Club's Handbook.

ARTICLE V - FINANCIAL AFFAIRS

1. Cheques drawn on the account(s) of the Club shall be signed by the Treasurer together with either the President or the Vice President.

2. Any payment out of the funds of the Club for specific projects or contracts in excess of two hundred (200) dollars shall be duly authorized by the Board of Directors.
3. The fiscal year shall commence on October 1 and end on September 30 of the following year.
4. The books of the Club must be audited once a year and the audit must be completed 10 days prior to the annual general meeting of the Club.
5. For the purpose of carrying out any projects or undertakings , the Club may borrow or raise funds from members, other persons , firms or financial institutions or grant security in such a manner as it sees fit, and in particular by the issue of debentures. The borrowing powers can only be exercised if approved by special resolution by a majority of 75% of members present at a special general meeting of the Club called for this purpose.

ARTICLE VI - MINUTES, BOOKS & RECORDS

1. The minutes, books and records of the Club may be examined by members in the Club premises at all reasonable times during the playing season, provided the Board of Directors is given adequate notice to make them available.

ARTICLE VII - MISCELLANEOUS

1. The seal of the Club shall be in such form as shall be approved by the Board of Directors and shall have the words *Mt. Pleasant Tennis Club Calgary* endorsed thereon, and shall remain in the custody of the Secretary and shall only be used when authorized by the Board of Directors. Documents upon which the seal is affixed shall require the signature of two members of the Board of Directors.
2. The Board of Directors shall from time to time employ legal counsel to assist in the conduct of the affairs of the Club and pay such fees as is appropriate in the circumstances.
3. The Board of Directors shall at all times maintain liability insurance to protect adequately all assets owned by the Club and to protect all members of the Board of Directors and employees of the Club against liabilities resulting from their actions in connection with the conduct of the affairs of the Club.
4. The by-laws of the Club may be rescinded, altered or added to by special resolution at an annual general meeting or special general meeting passed by the vote of not less than 75% of those members who, if entitled to do so, vote in person. Not less than 21 days' notice specifying the intention to propose the resolution must be given.