

**AMENDED AND RESTATED**  
**BY-LAWS**  
**OF**  
**WAYNE RACQUET CLUB, INC.**  
**A CORPORATION NOT FOR PROFIT**

*Wayne Racquet Club, Inc. hereby amends the By-Laws through the Amended and Restated By-Laws set forth herein that supercede and replace the original statement of By-Laws and all amendments thereto in their entirety, except as expressly noted otherwise herein.*

**ARTICLE I. CONSTRUCTION**

*SECTION ONE. GENDER. The use of the masculine gender in these By-Laws or in the Club Rules shall be deemed to include the feminine gender, whenever the context so requires.*

*SECTION TWO. HEADINGS. The headings herein are inserted for convenience and reference, and in no way define, limit or describe the scope or intent of any provision.*

*SECTION THREE. SEVERABILITY. Each provision of these By-Laws shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of these By-Laws is held to be invalid or illegal in any respect under applicable law, regulation or rule, such invalidity or illegality shall not affect the validity or legality of any other provision of these By-Laws and these By-Laws shall be reformed and construed as if such invalid or illegal provision had never been contained herein.*

**ARTICLE II. OFFICES**

*SECTION ONE. PRINCIPAL OFFICE. The principal office of the corporation (hereinafter referred to as the "Club") in the State of New Jersey shall be located at 170 Colfax Road, in the Township of Wayne, County of Passaic. The Club shall operate as a non-profit corporation organized under New Jersey statutes and as such enjoys Federal tax-exempt status under Section 501(c) (7) of the Internal Revenue Code.*

*SECTION TWO. OTHER OFFICES. The Club may have such other offices, either within or without the County of Passaic, State of New Jersey, as the Board of Governors (hereinafter referred to as the "Board of Governors" or the "Board") may determine or as the affairs of the Club may require from time to time.*

**ARTICLE III. PARLIAMENTARY AUTHORITY**

*SECTION ONE. The parliamentary authority for all matters of procedure not specifically covered in these By-Laws shall be Robert's Rules of Order Newly Revised.*

**ARTICLE IV. MEMBERS**

*SECTION ONE. The Club shall have four (4) classes of members. The designation of such classes and qualifications and rights of the members of such classes shall be as follows:*

- (1) Family – Husband and wife and children under the age of twenty-one (21).*
- (2) Couple - Husband and wife.*
- (3) Single - Composed of three age categories: 19 - 29; 30 - 35; and 36 and over.*
- (4) Junior - Individuals under the age of 19 years.*

*Ad hoc classes of membership with the respective qualifications, rates and rights may be created and implemented in the sole discretion of the Board as part of its efforts to market the Club to prospective members.*

*SECTION TWO. MEMBERS. All persons interested in tennis are eligible for membership unless membership is hereafter limited by action of the Board pursuant to Section Eight (Voting Rights) below or if otherwise ineligible pursuant to these By-Laws.*

*SECTION THREE. VOTING RIGHTS. Provided a member shall have been a member of the Club for at least the prior calendar year, each such member shall be entitled to one vote on each matter submitted pursuant to these By-Laws for a vote by the members, except that: (1) a Family or Couple shall each have two votes; and (2) Juniors shall not have a vote.*

*SECTION FOUR. TERMINATION OF MEMBERSHIP. The Board of Governors, by affirmative vote of two-thirds of all of the members of the Board present at such meetings, unless a Board member has submitted his vote in writing by personal delivery, electronic mail or United States mail to the Secretary prior to the meeting, may suspend or expel a member for cause hereinafter defined after an appropriate hearing is held.*

*“Cause” shall be defined as follows:*

- (1) Behavior, which is offensive to members and the Club, including but not necessarily limited to, undue offensive language or gross physical display of anger;*
- (2) Conduct, which is contrary to common etiquette, or in violation of the Club Rules;*
- (3) Any other conduct deemed unacceptable by the Board; or*
- (4) Default in the payment of dues, financial assessments or other money owed.*

*SECTION FIVE. RESIGNATION. Any member may resign at any time by filing a written resignation either personally, by United States mail or electronic mail with the Secretary, but such resignation shall neither entitle the member so resigning to a refund of any dues, assessments, or other charges that have been paid prior to such resignation nor relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid as of the date of resignation.*

**SECTION SIX. REINSTATEMENT.** *On written request signed by a former member, whose membership was terminated pursuant to Section Four (Termination of Membership) above, and filed with the Secretary, the Board, by the affirmative vote of a majority of the members of the Board, may reinstate such former member to membership on such terms as the Board deems appropriate.*

**SECTION SEVEN. TRANSFER OF MEMBERSHIP.** *A membership in the Club is not assignable or otherwise transferable.*

**SECTION EIGHT. LIMITATION OF MEMBERSHIP.** *The Board shall determine the number of members of the Club in order to limit the number in an effort to prevent overcrowding of the tennis courts. If the Board acts as such to limit membership, the Board shall create and maintain a list of interested parties who wish to become members. Such list shall be maintained on a first-on first-selected basis as a new membership becomes available whether through the turnover of membership or if the Board decides to increase the number of members.*

#### **ARTICLE V MEETINGS OF MEMBERS**

**SECTION ONE. ANNUAL MEETING.** *An annual meeting of the members (hereinafter referred to as the "Annual Meeting") shall be held at the principal office of the Club or at such other place as may be designated by the Board, during October or November of each calendar year for the purpose of electing new members of the Board and for the transaction of such other business as may come before the meeting.*

**SECTION TWO. SPECIAL MEETINGS.** *Special meetings of the members (hereinafter referred to as a "Special Meeting") may be called by the President, a majority of the Board, or not less than one third of the members having voting rights.*

**SECTION THREE. NOTICE OF MEETINGS.** *A written or printed notice stating the place, date, and hour of any meeting of members shall be delivered either personally, by United States mail, or by electronic mail to each member entitled to vote at such meeting, neither less than five (5) nor more than ten (10) days before the date of such meeting, by or at the direction of the President, by the Secretary, by the Officers (defined in Article VI, Section One below) or as permitted by these By-Laws the persons calling the meeting. In case of a Special Meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent via United States mail, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his address as it appears in the records of the Club, with postage thereon prepaid. If sent by electronic mail, the notice of the meeting shall be deemed to be delivered when the message containing the notice has been received by the electronic mail server of the sender's Internet Service Provider.*

**SECTION FOUR. QUORUM AT MEMBER MEETINGS.** *The members holding twenty (20) per cent of the votes that may be cast at any meeting shall constitute a quorum at such meeting.*

*Each member present at such meeting and all proxies received pursuant to Section Five below before such meeting shall count towards the determination of a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.*

**SECTION FIVE. PROXIES.** *At any Annual Meeting or Special Meeting, a member entitled to vote may vote by proxy executed in a physical writing or in electronic format by the member or by his duly authorized attorney in fact and physically deposited in the receptacle so marked at the Club, given to the Secretary in person, or sent by United States mail or by electronic mail to the Secretary. The proxy shall be valid on a per meeting basis (including any adjournment thereof) provided no proxy shall be valid after one (1) year from the date of its execution.*

**SECTION SIX. VOTING BY MAIL.** *Where members of the Board are to be elected by the general members, such election may be conducted by United States mail or electronic mail in such manner as the Board shall determine.*

**ARTICLE VI. BOARD OF GOVERNORS**

**SECTION ONE. GENERAL POWERS.** *The affairs of the Club shall be managed by its Board of Governors, all of whom must be members of the Club. Subject to any limitations in the Certificate of Incorporation, the New Jersey Statutes and these By-Laws, the Board shall have all corporate powers, except that the Board may not: (1) authorize any capital expenditure in excess of fifty thousand dollars (\$50,000); (2) encumber, assign any rights or any interest in the real property or improvements thereto owned or leased by the Club; or (3) dispose of the real property owned or leased by the Club without prior authorization by the members of the Club at the Annual Meeting or at a Special Meeting of the members called for that purpose. The Board shall prepare, amend, approve and enforce the Club Rules for the use of the Club and other pertinent matters. The Board shall prepare an annual budget and, upon request by United States mail or by electronic mail to the Treasurer, share the annual budget with each member of the Club who makes such request. The Board, through the Treasurer, shall be responsible for debt retirement, depreciation accruals, financial assessments of members to fund capital expenditures and procurement of insurance coverage including, but not limited to, Directors and Officers immunity, allocating funds to reserves for major capital projects, governmental permits for capital projects, taxes and other requirements pertinent to property owned or leased by the Club except as excluded expressly herein.*

**SECTION TWO. AMENDMENT OF BY-LAWS.** *The Board shall have the power to amend these By-Laws by a majority vote of the members of the Board present at a meeting of the Board, provided there is a quorum, and, notwithstanding anything to the contrary in these By-Laws, subject to the amendment being ratified by a 2/3 majority of the members of the Club present in person or by proxy at the Annual Meeting or at any Special Meeting of the members called for that purpose. All such amendments shall be memorialized in writing and signed by the President and the Treasurer.*

**SECTION THREE. NUMBER, ELECTION AND TENURE** *The Board shall consist of nine persons, which shall include four officers as further defined in Article VII below. The five Board members who are not officers shall each serve three-year terms. Board members shall be appointed for three years with the terms of three members expiring each year, provided there are sufficient candidates for replacement. If there are insufficient candidates, the Board may elect to retain a departing member(s) for whom there is no replacement for an additional year. Each new member of the Board shall be elected by a majority vote of the members of the Club present in person or via proxy at the Annual Meeting or pursuant to Article V, Section Six above. The names, titles and terms of both the newly elected and the current members of the Board shall be captured in the minutes of the Annual Meeting. A member of the Board whose term has expired may be eligible for nomination and appointment again one calendar year after expiration of his term. A member of the Board may be removed with or without cause by a majority vote of the members of the Board present at a regular meeting of the Board or a meeting called specifically for that purpose, provided at least eight members of the Board are present at such meeting. The member to be removed may vote at that meeting.*

**SECTION FOUR. REGULAR MEETINGS.** *The Board shall have regular meetings to be held at a date, hour and place as determined by the Board.*

**SECTION FIVE. SPECIAL MEETINGS.** *Special meetings of the Board may be called by the President or any two members of the Board. Such person or persons authorized to call special meetings of the Board shall specify a date, time and place. Notice of each such meeting and the purpose should be given to each member of the Board as specified immediately below in Section Six (Notice Requirements).*

**SECTION SIX NOTICE REQUIREMENTS.** *Notice of any regular or special meeting of the Board shall be given at least five (5) days previously thereto by written notice delivered personally, sent by United States mail or sent by electronic mail to each member of the Board at his address as shown in the records of the Club. Any member of the Board may waive notice of any meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.*

**SECTION SEVEN. QUORUM AT BOARD MEETINGS.** *A majority of all members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board unless expressly specified otherwise in these By-Laws. If less than a quorum is present at any meeting, a majority of those present may adjourn the meeting to a future date, provided notice of the date, time and place of such adjourned meeting shall be given by the Secretary to each member of the Board.*

**SECTION EIGHT. MANNER OF ACTING.** *The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-Laws.*

**SECTION NINE. VACANCIES.** *Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining members of the Board though less than a quorum of the Board. A member of the Board so elected to fill a vacancy shall be elected for the unexpired term of his predecessor.*

**SECTION TEN. COMPENSATION.** *Board members and officers of the Club shall in all cases receive no compensation for their time and/or services in such capacities, but any and all losses, liabilities, and attorneys' fees, incurred by him in connection with any claim asserted against him by action in court or otherwise, by reason of his being a member of the Board of Governors shall be the responsibility of the Club. Such indemnity shall extend to all past, current, and future members of the Board and Officers. Indemnity shall be limited only to claims based on allegedly negligent acts or omissions during and in the course of such Board member's or Officer's performance in such official capacity and not otherwise. Claims arising from the willful or intentional wrongdoing of such indemnitee shall not give rise to any right of indemnity by the Club. Further, indemnity shall be limited to cases and circumstances in which such Indemnitee was not found to be grossly negligent or to any malicious, willful, or intentional wrongdoing by him.*

## **ARTICLE VII. OFFICERS**

**SECTION ONE. OFFICERS.** *The four Officers of the Board shall be a President, Vice President, Treasurer, and Secretary.*

**SECTION TWO. ELECTION AND TERM OF OFFICE.** *The Officers of the Board shall be elected annually by the Board and shall serve coterminously with their terms as individual members of the Board unless an Officer elects to resign from his term as an Officer. An Officer who resigns may continue for the remainder of his term as a member of the Board if requested as such by the resigning Officer.*

**SECTION THREE. VACANCIES.** *A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term of such office.*

**SECTION FOUR. PRESIDENT.** *The President shall be the principal executive officer of the Club and shall, in general, supervise and control all of the business and affairs of the Club. He shall preside at all meetings of the members and of the Board. He may sign, subject to any approvals required by these By-Laws, along with the Secretary or any other proper Officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these By-Laws or by statute to some other Officer or agent of the Club; and, in general, he shall perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board.*

**SECTION FIVE. VICE-PRESIDENT.** *In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to the restrictions on the President. The Vice-President shall perform such other duties as from time to time may be assigned to him individually by the President or collectively by the Board.*

**SECTION SIX. TREASURER.** *If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club from any source whatsoever, and deposit all such monies in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him individually by the President or collectively by the Board.*

**SECTION SEVEN. SECRETARY.** *The Secretary shall keep the minutes of the meetings of the Board in one or more electronic or physical books of record provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Club records and of the seal of the Club and see that the seal of the Club is affixed to all documents, the execution of which on behalf of the Club under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the contact information including, but not limited to, the addresses for United States mail and electronic mail of each member, which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or collectively by the Board.*

#### **ARTICLE VIII. COMMITTEES**

**SECTION ONE. GENERAL** *The President may designate one or more committees and a chair thereof. The names of such committees and the associated members, and any subsequent changes, shall be made known promptly to the remaining members of the Board.*

**SECTION TWO. NOMINATING COMMITTEE** *Notwithstanding Section One (General) above, the Board shall establish and maintain a standing Nominating Committee for the purpose of identifying candidates for appointment to the Board to fill vacancies due to the expiration of the terms of individual members of the Board.*

#### **ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**SECTION ONE. CONTRACTS.** *The Board may authorize, subject to the requirements for membership approval of actions within these By-Laws, any Officer or Officers, agent or agents of the Club in addition to the Officers so authorized by these By-Laws, to enter into any contract or*

*execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.*

**SECTION TWO. CHECKS, DRAFTS, OR ORDERS FOR PAYMENT.** *All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by such Officer or Officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board.*

**SECTION THREE. DEPOSITS.** *All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board may select.*

**SECTION FOUR GIFTS.** *The Board may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Club.*

#### **ARTICLE X. DUES**

**SECTION ONE. ANNUAL DUES.** *The Board may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Club by members of each membership class and any other matters regarding dues or rates.*

**SECTION TWO PAYMENT OF DUES.** *Dues shall be payable by April 15<sup>th</sup> of each year. Failure of the Board to exercise its rights in whole or part under these By-Laws regarding default in the payment of dues of one or more members of the Club does not lessen or extinguish such rights and the Board may exercise such rights at any time in the future.*

**SECTION THREE. DEFAULT AND TERMINATION OF MEMBERSHIP.** *When any member of any class of membership shall be in default in the payment of dues, his membership may thereupon be suspended or terminated by the Board in the manner provided in Article IV (Members) of these By-Laws.*

#### **ARTICLE XI. BONDS**

**SECTION ONE. NEW BONDS.** *The condition precedent of purchasing a bond in order to be a member in the Club remains eliminated in accordance with the amendment ratified at the Annual Meeting on December 15, 1983. No new bonds shall be issued and existing bonds shall be permitted to be sold by holders, at any price, or other transfer, as described in Article XI, Section Two (Transfer of Existing Bonds) below.*

**SECTION TWO. TRANSFER OF EXISTING BONDS.** *A bond may be transferred subject to the process, requirements and conditions set forth in the bond and in these By-Laws. A member or his attorney may request to transfer a Bond by making a request in writing to the President. The President shall decide as to deny or agree to the transfer. Any bond so transferred shall not be redeemable for a minimum period of ten (10) years, the period to run from the date of*

*transfer, unless the Club by its By-Laws determines that a longer or shorter period shall apply. Any such bond may only be transferred or sold one time.*

*SECTION THREE. REDEMPTION OF EXISTING BONDS. A bond may be redeemed subject to the process, requirements and conditions set forth in the bond and in these By-Laws. A member or his attorney may request to redeem a bond by making a request in writing to the Treasurer. The Treasurer shall inform the President prior to making payment for such redemption and, upon receiving the concurrence of the President, receive the original bond, make payment and document such redemption in the records of the Club.*

**ARTICLE XII. MISCELLANEOUS**

*SECTION ONE. BOOKS AND RECORDS. The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having any of the authority of the Board, and shall keep a physical or electronic record giving the names and addresses of the members entitled to vote. For the purpose of convenience, a list of the members of the Club with their respective contact information and voting status shall be posted conspicuously at the principal office. All books and records of the Club may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.*

*SECTION TWO. FISCAL YEAR. The fiscal year of the Club shall begin on the first day of April and end on the last day of the following March in the following year.*

*SECTION THREE. CORPORATE SEAL. The Board shall maintain a corporate seal and affix the seal as appropriate for the transaction of business and otherwise . The Treasurer shall be the steward of the corporate seal.*

*SECTION FOUR. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the New Jersey Corporations and Associations Not for Profit Act or under the provisions of the articles of incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.*

*IN WITNESS WHEREOF, Wayne Racquet Club, Inc. has caused the Amended and Restated By-Laws to be adopted as the By-Laws of Wayne Racquet Club, Inc. on this \_\_\_day of \_\_\_\_\_, 2020.*

*Wayne Racquet Club, Inc.*

*Wayne Racquet Club, Inc.*

*By: \_\_\_\_\_*

*By: \_\_\_\_\_*

*President*

*Treasurer*

*Deborah Blood*

*Barbara Keil*

AMENDED AND RESTATED BY-LAWS – Cont'd

*State of New Jersey*

*County of [Enter County]*

*At Wayne in said county and state on the \_\_\_\_\_day of \_\_\_\_\_, 2020, personally appeared Deborah Blood and Barbara Keil who acknowledged the foregoing instrument by each of them to be his free act and the free act of Wayne Racquet Club, Inc.*

*Before me: \_\_\_\_\_*

*Notary Public*

*End of Document*