

**BY-LAWS OF THE  
SEDGWICK FARM TENNIS CLUB, INC.**

422 Dewitt Street, Syracuse, New York

I. NAME, LOCATION, AND OBJECTIVES

1.1 Name and Location. This corporation shall be known as Sedgwick Farm Tennis Club, Inc. (hereinafter referred to as "the Club") and shall be located in or near the City of Syracuse, County of Onondaga, New York.

1.2 Objectives. The objectives of the Club are the establishment, maintenance, and operation of a non-profit private tennis club in a manner consistent with the New York Not-For-Profit Corporation Law.

II MEMBERSHIP

2.1 Membership and Termination. Membership and termination of membership shall be determined by the Membership Committee, subject to the approval of the Board of Directors.

2.2 Membership Classifications. Membership classifications are as follows:

(a) Family or Senior (includes husband and wife and their unmarried children under 25 years of age and living at home);

(b) Student or Junior (under 18 years of age or up to 25 years of age if a full-time student in college).

2.3 Annual Meeting. The annual meeting of the membership shall be held during the third week of October in each calendar year. Written notices of the annual meeting shall be mailed at least ten days in advance to each member. At the annual membership meeting, a report regarding activities during the preceding year shall be submitted by the Secretary and a report regarding the financial status of the Club for the preceding year shall be submitted by the Treasurer.

2.4 Special Meetings. Special meetings of the members may be convened by the members entitled to cast ten percent of the total number of votes

entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The secretary of the corporation upon receiving the written demand shall promptly give notice of such meeting, or if he fails to do so within five business days thereafter, any member signing such demand may give such notice. The President or the Board of Directors may call a special meeting of the membership at any time.

2.5 Quorum. The attendance of one-third of the members, or if one-third be nine or more, the attendance of not less than nine members, in person or by proxy, shall constitute a quorum at meetings of the membership.

2.6 Vote. Each family membership shall have one vote only and each senior member shall have one vote at any meeting of the membership. Student and junior members are not entitled to vote.

### III. DIRECTORS

3.1 Duties and Number of Directors. The management of the Club shall be vested in a Board of Directors which shall be responsible for the property, finances, and affairs of the Club and which shall, through its officers and organization, authorize all acts necessary to maintain and enhance the interests and welfare of the Club and its programs. The Board of Directors shall consist of not less than seven and not more than twenty-one members.

3.2 Election and Term. Names of eligible candidates for the Board of Directors shall be submitted at the annual meeting of the membership by the Nominating Committee. The directors shall be elected by a majority of the votes cast. At the first annual meeting of the membership after the adoption of these By-Laws, one-half of the total number of directors shall be elected for two year terms, and one-half shall be elected for one year terms. At subsequent annual meetings, directors shall be elected to replace those whose terms are expiring (i.e., one-half of the total number of directors), and shall serve two year terms.

3.3 Removal and Vacancies. Each director shall be subject to removal before the expiration of his term by the majority vote of the Board of Directors, and vacancies on the Board occurring for any reason between annual meetings may be filled for the unexpired term by a majority vote of the remaining directors.

3.4 Meetings. The annual meeting of the Board of Directors shall be held within 30 days of the annual membership meeting. The President shall preside at all meetings of the Board. The Board of Directors shall meet at least three times annually, in addition to the annual meeting of the Board of Directors. The President, or in the absence of the President, the Vice President, shall call a special meeting of the Board of Directors at the written request of one-third of the members of the Board of Directors as then constituted. The President may call a special meeting of the Board of Directors or committees thereof at any time.

3.5 Notice and Quorum. Notices of each meeting of the Board of Directors shall be given by the President or the Secretary of the Club to each member of the Board not less than ten days before the meeting. At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum and may decide any question that comes before the meeting. Any director may waive notice of any meeting of the Board of Directors.

#### IV. OFFICERS

4.1 Officers Enumerated. The officers of the Club shall be President, Vice President, Secretary, and Treasurer. There may be such other officers as the needs of the Club may require from time to time.

4.2 Election and Appointment. The officers shall be elected by the Board of Directors from its membership at the annual meeting of the Board to be held not later than 30 days after the annual membership meeting. The Board of Directors may, at any time, by resolution, appoint other officers. Any person may hold more than one office, except that the offices of President and Secretary may not be held by the same person.

4.3 Nomination of Officers. The Nominating Committee shall furnish the name of one person for every office to be filled to the Board of Directors' meeting at which officers are to be elected. The persons so named shall be deemed nominated for such office, but additional persons may be nominated by any director.

4.4 Term of Office. All officers shall serve for one year or until the next annual election of directors, except that the Board of Directors may remove any officer, at pleasure, by a majority vote of the entire Board of Directors. officers may be elected to succeed themselves.

4.5 President. The President shall preside at all meetings of the Membership and of the Board of Directors, if present thereat. The President shall be the chief executive officer of the Club and will perform such other duties as usually pertain to that office. Subject to the authority of the Board of Directors and the Executive Committee, he shall have general charge of the affairs of the Club. The President shall be ex officio a member of all committees.

4.6 Vice President. In the event of absence or disability of the President, the Vice President shall assume the duties of that office. The Vice President shall have such other powers as may be specifically assigned by the Board of Directors.

4.7 Secretary. The Secretary shall be responsible for minutes of the meetings of the Board of Directors and shall be custodian of Club records. The Secretary shall have such other powers as may be specifically assigned by the Board of Directors.

4.8 Treasurer. The Treasurer shall be responsible for all monies accruing to the Club and shall keep a full account of all monies received and disbursed, shall see that all records are properly audited and shall render a statement of financial operations and assets to the Board of Directors at its request. The Treasurer shall have such other powers as may be specifically assigned by the Board of Directors. In addition, the Board of Directors may elect a Treasurer or Treasurers for special purposes, including fund-raising efforts, and such Treasurer or Treasurers shall report and account to the Board of Directors with respect to the performance of assigned duties.

4.9 Other Officers. Other officers shall have such powers as may be specifically assigned to them by the Board of Directors.

## V. COMMITTEES

5.1 Nominating Committee. At least two months prior to the annual meeting of the membership, the President shall appoint a Nominating Committee of three directors. This Committee shall consider the qualifications of persons whose names have been submitted for election as directors and officers. Any member of the Club may submit in writing to the Nominating Committee the names of persons recommended to be directors and/or officers.

5.2 Membership Committee. The President shall appoint a Membership Committee composed of three directors. It shall be the responsibility of the Membership Committee to consider applications and to act thereon.

5.3 Executive Committee. There shall be an Executive Committee comprised of the officers of the Club. The Executive Committee shall have full authority to manage the affairs of the Club subject to the Board of Directors.

5.4 Other Committees. The President may appoint such other committees as he or the Board of Directors deems necessary to fulfill the objectives of the Club.

## VI. INDEMNIFICATION OF DIRECTORS

6.1 Indemnification. Each and every director of this corporation including a person who has been a director and whose term of office has expired, shall be indemnified by the Club against any and all expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of his or her being or having been a director of the Club, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duties as such director; and such right of indemnification shall not be deemed exclusive of any other rights to which he or she may be entitled under any by-laws, agreement, vote of the Board of Directors, or otherwise.

## VII. SEAL

7.1 Form of Seal. The corporate seal shall have inscribed thereon the name of the corporation, and the words, "Incorporated 2007", indicating the year of its incorporation. The seal shall be circular in shape. One or more duplicate dies for impressing such a seal may be kept and used.

## VIII. AMENDMENTS

8.1 Method of Amending By-Laws. These By-Laws may be amended, altered, or repealed, in whole or in part, by the affirmative vote of two-thirds of the Directors at a duly called regular or special meeting of the Directors, providing notice

of the proposed revision or amendment is made in writing to all Directors at least ten days prior to the meeting at which the vote is to be taken, or by the affirmative vote of two-thirds of the members of the Club represented, in person or by proxy, at a duly called regular or special meeting of the membership, providing notice of the proposed revision or amendment is made in writing to all members of the Club at least ten days prior to the meeting at which the vote is to be taken.

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