

BYLAWS OF THE RIVER CITY RACQUET LEAGUE

The River City Racquet League is a nonprofit corporation organized to provide an atmosphere for socially competitive women's tennis. Following are bylaws governing this corporation.

Definitions

Officers Defined

The officers of the corporation shall be the President, President-Elect/Secretary, Immediate Past President, Vice President, and Treasurer, and such other officers whose duties may be fixed from time to time by the board of directors and who are to be elected in accordance with the provisions of Article III.

Board of Directors Defined

The board of directors shall be composed of a division director from each of the league's active divisions, the President and the President-Elect/Secretary. The division director must be registered in the league division she represents.

ARTICLE I: OFFICES

The principal office of the corporation shall be located at, Louisville Tennis Club, 2011 Herr Ln, Louisville, KY 40222, unless the Board should by resolution, designate another principal office. The corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the corporation may require from time to time.

ARTICLE II: MEMBERS

There shall be no members of this corporation.

ARTICLE III: OFFICERS

A. Officers Defined

The officers of the corporation shall be the President, President-Elect/Secretary, Immediate Past President, Vice President, and Treasurer, and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this article.

B. Election and Term of Office

Officers are elected by the board of directors. Each officer shall hold office until her successor shall have been duly elected and shall have qualified or until her death or until she shall resign or shall have been removed in the manner hereinafter provided. The officers of the corporation for the upcoming league year shall be elected every year by the board of directors at a meeting held no later than May 31. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled, or new offices created and filled at any meeting of the board of directors. Term of office shall be one league year, with the exception of Treasurer which shall be a three-year term. Officers may be re-elected for successive terms, but no person other than the Treasurer shall hold an office for more than three successive terms. Past Presidents will rotate off of the Board for a minimum of three years.

C. Removal

Any officer elected or appointed by the board of directors may be removed by the board of directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

D. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

E. President

The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the corporation. She shall be responsible for calling meetings of the board as specified in these bylaws and for appointing any professional consultants, with approval of the board. The President is an ex officio member of the board of directors. The President is responsible for the filing of any forms or reports required by state law.

F. President-Elect/Secretary

The President-Elect/Secretary shall assist the President and shall conduct board meetings in the absence of the President. She shall also chair the Rules Committee and conduct the business of that committee in accordance with provisions of the written Rules of RCRL. She shall serve as corporate secretary and as such she shall: (1) keep the minutes of the board of directors' meetings in one or more books provided for that purpose, and email the minutes to board members no later than seven days before the next meeting; (2) see that all

notices are duly given in accordance with the provisions of these bylaws or as required by law; and (3) be custodian of the corporate records, including but not limited to: minutes, current bylaws, state articles of incorporation, state filings and contracts/agreements with paid administrators. The President-Elect/Secretary is an ex officio member of the board of directors.

G. Immediate Past President

The Immediate Past President shall perform such duties as may from time to time be assigned to her by the President or the board of directors. Including but not limited to Directors training and Nominating Committee Chair. She is expected to attend board meetings and may participate in discussion of any issue with voice but without vote.

H. Vice President

The corporation may have one or more vice presidents, who shall be responsible for planning an annual function, for purchasing and distributing awards, and, when directed by the Board, for assembling and distributing league directories and or rules. Vice Presidents are expected to attend board meetings and may participate in discussion of any issue with voice but without vote.

I. Treasurer

The Treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; (2) file any returns, reports or forms required by the Internal Revenue Service of the corporation, and (3) in general, perform all duties incident to the office of treasurer of a corporation and such other duties as from time to time may be assigned by the President or by the board of directors. The Treasurer shall give a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the board of directors shall determine, with any premium for such bond to be paid by the corporation. The Treasurer shall attend meetings of the board of directors and may participate in the discussion of any matter with voice but without vote. The Treasurer will provide all RCRL financial records for review to persons selected by the Board at the conclusion of each fiscal year.

J. Offices May Not be Combined

Any of the offices may not be combined in any given year.

K. Administrators

The Board may choose to use additional Administrators to help with administrative duties such as, but not limited to, scheduling. Administrative positions will be non-voting and must be approved by the Board. Any compensation for administrative positions must also be approved by the Board. Performance of Administrators will be evaluated by the Board yearly.

ARTICLE IV: DIRECTORS

A. The business and affairs of the corporation shall be managed by its board of directors.

B. Number of Directors

The number of directors of the corporation shall be as stated in the articles of incorporation, but may be increased or decreased from time to time to reflect the number of active league divisions.

C. Composition of Board

The Board of Directors shall be composed of a division director from each of the league's active divisions, the President and the President-Elect/Secretary. The division director must be registered in the league division she represents, and shall represent the teams in her division on a fair and equal basis.

D. Election and Term of Office

The division directors shall be elected for the upcoming year by the board of directors at a meeting to be held no later than May 31. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled any meeting of the board of directors. Term of office shall be one year, beginning on July 1. In the event that the division co-director (defined below), is not elected or is unable to succeed to the office of division director, the division director may be re-elected for a successive term, but no individual may serve as director of a particular division for more than two consecutive terms.

E. Division Co-Directors

1. In addition to a division director, each division shall have a co-director. Co-directors are elected by the board of directors in the same manner and for the same terms as directors. Co-directors are required to attend board meetings, but are not members of the board. They may participate in the discussion of any issue with voice but without vote.

2. Co-directors must be registered in the division which they represent. Whenever possible, the division director and co-director should not be members of the same team.
3. It is expected that the co-director will be elected by the board to succeed the division director in the next year.
4. The division co-directors will serve on the Rules Committee.

F. Limitation on Terms of Office

In addition to the provisions in the bylaws pertaining to successive terms of a particular office, no individual other than the Treasurer may serve in a combination of roles of officer, division director, or co-director for more than six consecutive years. The Treasurer may serve beyond the six consecutive years in that capacity only by Board of Directors vote. The vote must take place each year. An officer that reaches the six consecutive year limit while in the presidency cycle (president-elect -> president -> past president) shall continue to serve until completion of the presidency cycle.

G. Meetings

1. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular, special or emergency meeting of the Board of Directors need to be specified in the notice.
2. The board shall meet monthly at the time and place set out in the Rules of RCRL, or as published from time to time on RCRL's website.
3. Special meetings of the board of directors may be called by or at the request of the President, or by a majority of the directors in office. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed or emailed to each director at her business address. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such 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. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice.
4. Emergency meetings of the Board of Directors may be called by or at the request of the president in a time of crisis (for example, but not limited to, pandemic, natural disaster or civil unrest). Notice of any emergency meeting shall be given by written notice delivered personally, mailed or emailed to each director at her business address.

H. Quorum and Voting

1. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to

time without further notice. Directors must be present at board meetings to vote.

2. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.
3. Board meetings may be attended by telephonic or other electronic connection permitting two-way communication between meeting attendees. Persons attending any meeting pursuant to this provision shall be counted as present at any meeting attended hereunder for all purposes, including quorum and voting.
4. Only the division directors may vote. However, in the event of a tie vote, the President may vote to break a tie. In the event that the President-Elect is serving in lieu of the President, she may vote to break a tie.

I. Informal Action

Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors and included in minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

J. Compensation

No director shall receive compensation for her services as director; however, any expenses incurred by any director by reason of her duties or responsibilities as such may be paid by the corporation; provided, that nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

K. Committees

1. The Board of Directors shall have the authority to establish such committees as it may consider necessary or convenient for the conduct of its business.
2. The Board shall have a Nominating Committee chaired by the Past President. The Nominating Committee shall consist of a minimum of three (3) members of the Board of Directors appointed by the Board of Directors or the Past President at least ninety (90) days prior to the annual election for the purpose of nominating a slate of candidates for open positions on the Board of Directors.
3. The Board shall have a Rules Committee composed of league co-directors, which shall draft proposed league rule changes and present such proposals to the board for consideration. Additional provisions regarding the composition and procedures for the Rules Committee will be set out in the Rules of RCRL.
4. The Board may establish a Grievance Committee as set out in the Rules of RCRL.

L. Budget

A working budget shall be drafted by the Officers and presented to the Board by July 30. The Board must approve a working budget by August 31. This budget is for guidance and may be amended by the Board during the course of the year.

ARTICLE V: RULES OF RCRL

In addition to the bylaws, RCRL has a set of Rules, which are published. The Rules govern operational matters of interest to all captains and players. The board reviews and revises these Rules annually. The Rules shall be posted on the RCRL website.

ARTICLE VI: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

A. Contracts

1. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Records of any contract/agreements with consultants or service providers should be kept by the Secretary. These contracts/agreements should be reviewed by the Board every 3 years unless there is a change to the contracts/agreements at which time the Board must be informed and approve all changes.
2. Contracts or agreements for services such as but not limited to Directory printing, awards, venue rental and food should be presented to the Board for approval. When items exceed or fall outside the working budget for that fiscal year, at least 2 additional proposals must be presented to the Board for consideration.

B. Loans

No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

C. Checks, Drafts, Orders, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Two signatures are required on each check written.

D. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

E. Charitable Contributions.

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the Board of Directors.

ARTICLE VII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the corporation shall end upon the 30th day of June.

ARTICLE IX: WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of the articles of incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, 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.

ARTICLE X: AMENDMENT OF BYLAWS; PUBLICATION

These bylaws shall be reviewed by no less than two officers and one other representative of the Board every 3 years and any recommended revisions must be presented to the Board of Directors for approval. These bylaws shall be published and available to all players and captains in the league on the RCRL website.

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