

## **SCTC Constitution and Bylaws**

(Pending Approval at 2013 Annual Meeting.)

### **ARTICLE I NAME**

Section 1 This organization shall be known as the San Carlos Tennis Club ("Club").

### **ARTICLE II PURPOSE**

Section 1 The Club's purpose shall be to promote tennis and related activities in the City of San Carlos and adjacent communities through the organization, offering and promotion of competitive and social tennis play and related events for players of all levels and ages.

### **ARTICLE III MEMBERSHIP**

Section 1 Membership in the Club is generally open to all persons. A member is a person who has filled out and signed a Membership form, and paid membership fees for the current year. The Board may, however, restrict membership from time to time as follows:

- a) A maximum number of members may be specified, if necessary, due to court availability.
- b) Residency requirements may be specified, if necessary, to comply with guidelines of any city, school or other owners/administrators of facilities used by the Club.

Section 2 Membership fee shall consist of INITIATION fees and DUES as follows:

INITIATION FEES: All new members shall pay an initiation fee. The fee is paid one time only unless membership lapses. The Board of Directors will set the initiation fee at its September meeting.

MEMBERSHIP DUES: Dues for the following calendar year are set by the Board of Directors annually.

Section 3 Membership Promotions: The Board of Directors may approve promotional rates for initiation fees and membership dues. Approval for such Promotions may occur at any monthly Board of Directors meeting. A simple majority vote is required.

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- Section 4 Membership dues are due and payable on January 1 of each year. The renewal period may begin as early as October 1 of the preceding year.
- Section 5 If renewals are not paid by January 31, membership shall lapse. Later renewals will be treated as new members and must pay the initiation fee.
- Section 6 Upon payment of dues, adult members (at least 21 years of age) shall be entitled to participate in all of the Club's activities and to vote in all Club elections. Non-adult members shall be entitled to participate in Club activities designated as open to Juniors, but shall not be entitled to vote in Club elections.
- All members in good standing will have a first priority opportunity to participate in Club activities. If there are slots available in Club activities, following a reasonable period of time to allow for member signups, non-members will be welcome to participate. All non-members will be expected to pay the applicable non-member fees at the time of registration for such activity.
- Section 7 Dues paid from January 1 through September 30 will apply only to that calendar year in which they are paid. Membership privileges will begin immediately and remain current until the end of the following membership year for those who join between October 1 and December 31.
- Section 8 Calendar year for Club membership shall be January 1 through December 31.
- Section 9 Club members must abide by all applicable SCTC, municipal and school rules and regulations
- Section 10 Membership is continuous until such time as the member fails to renew membership.
- Section 11 Members may be suspended from all Club activities for a period of one to six months for actions prejudicial or injurious to the Club, only upon a majority vote of the Board of Directors.
- Section 12 Members previously suspended in the current calendar year may be expelled for the remainder of the year for a subsequent action prejudicial or injurious to the Club, only upon a majority vote of the Board of Directors.

Section 13 A financial assessment may only be enacted once a year with a 2/3 vote of the Board, subject to penalties agreed upon.

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Section 14 In the event of severe financial need, a Board member may submit a request for waiver of membership fees by the first Board meeting in the new year, with justification of financial need acceptable to a majority of the Board for approval of such waiver. Board members who have not paid their membership fees or received a waiver of such fees from the Board by the first Board meeting will not be recognized as a Board member and will not have a vote at the meetings until their membership fees have been paid.

#### **ARTICLE IV MEETINGS**

Section 1 A General Membership meeting shall take place annually at a location designated by the Board of Directors.

Section 2 Board of Directors meetings will be held at least bi-monthly at the discretion of the President or by request of 25% of the Board, and are open to the General Membership.

The General Membership may raise new issues during the “new business” segment of the monthly Board of Directors meeting. SCTC members are encouraged to contact the Secretary to have new items, which they wish to have discussed or intend to raise in person, added to the meeting agenda.

Section 3 Members shall be notified of the date and place of meetings via the Club website. The dates of the Board of Director meetings will be posted in the website Calendar section and on the Home page of the website, at least two weeks prior to the date of the meeting.

Section 4 Special meetings may be called by approval of the Board of Directors or by petition of 25% of the Club Membership.

#### **ARTICLE V ELECTION TO THE BOARD OF DIRECTORS**

Section 1 Solicitation for volunteers to serve on the Board of Directors will be published on the SCTC website, at least one month in advance of the General Membership meeting. Volunteers for the Board should notify the Chair of the Nomination Committee (the Vice President, unless otherwise designated) in writing of the position for which they are volunteering.

Section 2 At the November Board of Directors meeting, the Chair of the Nomination Committee will present the nomination slate for the following year's Board of Directors.

It is recommended that the President serve two previous years on the SCTC Board of Directors prior to serving as president.

Approval of the nomination slate requires a majority vote of the Board of Directors present. The approved nomination slate will be presented to the general membership at the annual General Membership Meeting.

Section 3 Signatures from a minimum of 5% of the adult General Membership are sufficient to place an additional write-in nomination into candidacy for a competitive election for a position on the Board of Directors, up until 48 hours before the date of the annual General Membership meeting. All such write-in nominations, with all qualifying signatures and legibly printed adult member names, are to be presented in person to the Chair of the Nomination Committee or otherwise acknowledged in writing by the Chair of the Nomination Committee as having been received and accepted as a qualifying nomination, by the specified deadline for write-in nominations..

Section 4 Members shall not be elected to office without their consent.

Section 5 The election of the Board of Directors for the following year shall take place at the annual General Membership Meeting (normally held in December). Voting shall be by majority vote of those present and by proxy.

Section 6 Proxies for voting must be in writing and be signed by the member, including their legibly printed names, sufficient to confirm their voting eligibility. Proxies must be given to the Vice-President prior to the General Membership meeting being called to order. The Vice President is responsible for confirming the eligibility of any and all proxies submitted, and announcing all proxy votes qualified and included at the time of any voting.

Section 7 Members of the Board may be removed by a 2/3-majority vote of the full Board of Directors.

Section 8 If any Board position has not been filled at the annual election, and a volunteer comes forward at a later date, an election may be held at a regular Board meeting voted on by the Board of Directors and any Club members in attendance: majority vote rules.

## **ARTICLE VI BOARD OF DIRECTORS**

Section 1 The following positions shall comprise the Board of Directors:

- |                            |                                  |
|----------------------------|----------------------------------|
| 1 President, officer       | 12 USTA Director                 |
| 2 Vice President, officer  | 13 Inter-club Director           |
| 3 Secretary, officer       | 14 Junior Program Director       |
| 4 Treasurer, officer       | 15 Website Director              |
| 5 Tournament Director      | 16 Past President                |
| 6 Social-Fun Days Director | 17 Public Relations Director     |
| 7 Social-Evenings Director | 18 Holiday Party Director        |
| 8 Membership Director      | 19 Drop-In Director              |
| 9 Team Tennis Director     | 20 Court Coordinator Director    |
| 10 Ladder Director         | 21 Advanced Team Tennis Director |
| 11 Away Trip Director      |                                  |

When determined to be needed during the course of the year, to better serve the interests of the SCTC, the President with the approval of the Board, may designate and fill additional Board of Director positions.

Board members may be elected to fill more than one position. Multiple individuals may share one Board position. Officers are authorized to sign any legal, tax, banking or other official documents as required.

Section 2 All Board members shall be members of SCTC in good standing and serve a term commencing upon election and terminating with the installation of new Board members the following year. Note: Board members may be reelected under the normal election process.

Section 3 If a vacancy should occur in an office it shall be filled by appointment of the President (or by the Board of Directors, if the vacancy is the position of the President) with the approval of the

Board of Directors and shall be effective until that term expires.

Section 4 A simple majority of individual Board positions currently filled is required to be present at a properly convened Board meeting, in order to constitute a quorum for the transaction of business at a Board of Directors meeting. Present Board members will be counted once for EACH position they are filling on the Board for purposes of establishing quorum. The Chair of the meeting is responsible for determining and recognizing a quorum before convening a Board meeting for official business or voting.

In the event that a normal quorum cannot be established, but more than 25% of individual Board positions currently filled are present, the Chair may recognize a Provisional Quorum and convene the Board meeting (see special requirements concerning voting in Section 5).

Section 5 Each filled Board position is entitled to one vote. The Chair may only cast a vote to break a tie vote. At all Board meetings, properly convened and recognized as having achieved quorum by the Chair a simple majority vote of the Board positions present will be required to pass any motions coming before the Board.

Note that multiple individuals filling a single Board position do not receive multiple votes, whereas a single individual filling multiple Board positions does receive multiple votes. In the event that multiple individuals share one Board position, the Chair shall announce, at the time of acknowledging quorum, which individual shall be recognized as casting the vote for such shared Board position.

In the event that the Chair has recognized a Provisional Quorum in convening the meeting (and has not later improved that recognition to a normal Quorum during the meeting), then the passage of any votes shall require BOTH a majority of the Board positions present AND more than 25% of individual Board positions currently filled.

Section 6 To facilitate the expedient Board consideration, discussion and approval of matters, in the absence of a physical meeting of the Board, a protocol for the electronic submission, consideration and approval of matters by the Board is provided:

A proposal for a motion to the Board may be offered by any Board member, to the President or Vice President for discussion and revision. Only with the prior electronic or other written consent of the President or Vice President, the Board member may then

electronically present the final motion, as revised, simultaneously to the entire Board.

If a proposed motion is presented electronically to the Board by an individual, without the prior written consent of the President or Vice President, such proposed motion and any vote on such proposed motion shall have no standing as a decision of the Board.

Upon electronic presentation of a properly-consented motion to the Board, the motion must be seconded by another Board member, by electronic written communication to the Secretary. The Secretary shall then simultaneously notify the entire Board by electronic written communication who has seconded the motion and that it is open for electronic discussion. If no second is received by the Secretary within 48 hours, the motion dies.

Upon electronic communication from the Secretary that a motion has been seconded, the Board will have a minimum of a 48-hour period for written electronic discussion of the motion. Revisions to an electronically submitted motion shall be allowed during the electronic discussion process, with the approval of the original presenter and seconder of the motion, as in a physical meeting of the Board. In the event that a revision to the motion is approved by the original presenter and seconder, the 48-hour minimum period for electronic discussion shall restart.

Following the conclusion of any minimum required electronic discussion period and upon the direction from the President or Vice President to call for the vote, the Secretary shall electronically distribute a consolidated copy of all electronic discussion received by the Secretary on the motion, as properly revised (if applicable), and shall call for an electronic vote on the motion.

Board members are required to submit their electronic vote on the motion, to the Secretary, within 48 hours of the time at which the Secretary has electronically called for the vote.

Upon receipt of electronic votes demonstrating a majority of the full Board either in favor or opposing the motion, the Secretary shall promptly and simultaneously electronically notify the full Board of the approval or denial outcome achieved on the motion. At the end of the 48-hour voting period, the Secretary shall promptly and simultaneously electronically notify the full Board of the voting results by Board member.

The Secretary shall document the final language, presenter, seconder, date and voting results on the motion, as Minutes of an Electronic Meeting of the Board, for review and approval at the next meeting of the Board.

Section 7 Only the Past President immediately preceding the current President shall be recognized by the Chair for purposes of voting upon matters before the Board. Such immediate Past President shall have a vote on the Board for one (1) year following their term as President.

Section 8 The President may appoint, with the approval of the Board of Directors, any special Chairperson or committee to conduct the Club's affairs.

Section 9 An appreciation event honoring last year's Board will be held annually; arrangements to be made by a President-appointed committee.

### **ARTICLE VII DUTIES OF BOARD MEMBERS**

Section 1 All Board members are expected to attend physical meetings of the Board, and are expected to participate and respond to electronic voting called by the Secretary.

Section 2 President: Shall preside at all meetings of the Club and Board of Directors, and shall be the Chief Executive Officer of the Club.

Section 3 Vice President: Shall act in the absence of the President, and assist the President as required. The Vice President shall be responsible for maintaining a sufficient amount of liability insurance for the Club (minimum amount of coverage is dictated by the facilities use agreement(s) that SCTC has negotiated and are in effect with any applicable city, school or other provider of facilities). The Vice President will serve as our Community Tennis Association (CTA) liaison to the United States Tennis Association, and is responsible for maintaining the club's USTA memberships. In the absence of a Public Relations Director, the Vice President will attend and report on relevant city and community meetings. The Vice President will serve as the Nomination Committee Chairperson for the nomination of the following year's Board of Directors. The Vice-President will work to assure that all Board members have paid their membership fees or have completed the fee waiver application process, prior to the first meeting of the Board in the new year.

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Section 4 Secretary: Shall keep all records of Club meetings and meetings of the Board of Directors.

Section 5 Treasurer: Shall receive all money due to the Club and shall pay out money documented as properly due to other parties. All checks issued by the Club shall [be signed or electronically authorized by](#) the Treasurer or the President. All funds collected for the Club by the Board of Directors shall be received by the Treasurer and deposited in the Club's checking account. The Treasurer shall also be responsible for the preparation of [quarterly](#) financial statements, which shall be presented to the Board for review and approval. The [most recent Board-approved](#) financial statement [shall be published by the Treasurer in the Members-Only section](#) on the [Club](#) website.

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Section 6 Tournament Director: Shall be responsible for the organization and conduct of all Club tennis tournaments, excluding Team Tennis, Social-Fun Days, Competitive Fun Days, Social-Evenings, Inter-club Tournaments and Junior Tournaments. Tournament Director shall publicize tournament events on the SCTC website and at tennis facilities utilized at least one month before each tournament, and shall be responsible for keeping the tournaments calendar updated with the Court Coordinator.

Section 7 Social-Fun Days Director: Shall be responsible for the organization and conduct of all of the Club's Social and Competitive Fun Days that are held during the daytime.

Section 8 Social-Evenings Director: Shall be responsible for the organization and conduct of all of the Club's social events that are held in the evening hours.

Section 9 Membership Director: Shall be responsible for the procurement of membership dues and the maintenance of the Membership Directory, which shall be [available in the Members-Only section on the Club website](#). The Membership Director shall also be responsible for developing and executing recruiting plans for new members and for retaining current members.

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Section 10 Team Tennis Director: Shall be responsible for the organization and conduct of all intra-club team matches.

Section 11 Ladder Director: Shall be responsible for all Singles and Doubles Ladder activities, and shall mediate all disputes arising there from.

Section 12 Away Trip Director: Shall be responsible for making all arrangements for the Club's annual Away Trip.

- Section 13 USTA Director: Shall be responsible for making all arrangements for the Club's USTA League (USTA-sponsored) activities. The USTA Director will work closely with the Court Coordinator to assure that all scheduled USTA matches are correctly posted on the electronic calendar on the Club website. The USTA Director will work with the Court Coordinator to assure that all court fees are paid in full on a timely basis. [The USTA Director will enforce the requirement that SCTC USTA team members are paid-up current year members in good standing of the Club.](#)
- Section 14 Inter-club Director: Shall be responsible for the organization and conduct of all Inter-club tournament events.
- Section 15 Junior Program Director: Shall be responsible for planning, organizing and running all junior clinics, tournaments and other events during the year.
- Section 16 Communications & Website Director: Shall be responsible for the design, maintenance and timely posting of all submitted materials onto the Club's web site. C&W Director shall be responsible for assisting the President and other Board members in the assembly, editing, publication and distribution of the Club's electronic communication updates through the SCTC website, including email notifications and announcement distributions to members, and distribution by mail to any members without email access. C&W Director, with input from SCTC officers or Board as needed, will exercise approval authority over website and communications content.
- Section 17 Past President: Advise and assist the Board for one year after their term as President has ended.
- Section 18 Public Relations Director: Shall be responsible for all external communications (not otherwise assigned herein) with city officials, community representatives and the public. Public Relations activities, include attendance and reporting on relevant city and community meetings (San Carlos City Parks and Recreation Department's Site Advisory Council, Parks & Recreation Commission, City Council, etc., as appropriate), overall SCTC advertisements and promotions, leading tennis facilities improvement and addition initiatives, petitions, forms, flyers, signs and banners.

Section 19 Holiday Party Director: Shall be responsible for making all arrangements for the Club's annual Holiday Party.

Section 20 Drop-In Director: Shall be responsible for the organization and conduct of all Drop-In events.

Section 21 Court Coordinator Director: Shall be responsible for establishing, coordinating with other entities as necessary, maintaining and timely posting of annual and monthly calendars in the SCTC website, and in the protected display boxes at all tennis facilities utilized by SCTC. The Court Coordinator will work closely with all relevant school, city or other organizations to assure the availability of tennis courts for all activities authorized and organized by the Club. The Court Coordinator will assure that the court use fees are paid to any relevant school, city or other organizations on a timely and at least quarterly basis.

The Court Coordinator will work with Club officers to ensure that there is a current working contract for court use in place with any relevant school, city or other organizations.

Section 22 The foregoing shall constitute the Club's Board of Directors and shall control all affairs of the Club and carry out its objectives. The Board shall meet no less than quarterly at a place and time mutually agreed to by its members.

Section 23 It is the policy of the Club that the financial goal of all events and/or the annual programming of each committee or event series is to break even at a minimum and preferably to generate a revenue surplus (after subtraction of all direct event costs) to achieve specific financial performance goals set by the Board, in order to diligently meet the Club's annual operational financial requirements, including the building and maintenance of Board-authorized capital accumulation goals in financial reserve accounts for designated purposes. With the advance approval of the Board, certain Club events may receive a designated amount of subsidization to operate below the goal of breakeven at a minimum.

Section 24 Any irregular or unusual expense, or expenditure outside of Board-approved budget and/or normal operational expenditure levels, requires Board approval before the expense is committed to, payment made, or funds reserved.

## ARTICLE VIII AMENDMENTS

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Section 1 The Club's Constitution and By-laws may be amended at any business meeting of the Club upon a 2/3 vote of the membership present, providing that a written notice of the proposed Amendment has been presented to the Board and has been published to members through the SCTC website at least 3 weeks before the vote.

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Section 2 The Constitution and By-laws shall be posted on the Club's website.

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#### **ARTICLE IX RULES AND GUIDELINES**

Section 1 The Board of Directors can establish Rules and Guidelines for activities pertaining to the club. Rules and Guidelines shall be updated annually and posted on the Club's website.

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Section 2 Rules can be established or modified by a 2/3-majority vote of the Board of Directors.

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Section 3 Guidelines can be established or modified by a simple majority vote of the Board of Directors.

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