

# Santa Clara Tennis Club Bylaws

## Adopted July 31, 2017

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### ARTICLE I — Name

The name of this organization is the Santa Clara Tennis Club ("SCTC"), a non-profit corporation, incorporated in the City of Santa Clara, California.

### ARTICLE II — Objectives

The specific purpose of this organization is to promote and support participation in the sport of tennis through educational, competitive and social activities in the City of Santa Clara, California.

### ARTICLE III — Membership

Section 1. Membership in the club shall be open to people of all ages who are interested in tennis. The membership of the Club shall be divided into four (4) classes:

- a. Adult (18 or over as of January 1).
- b. Junior (under 18 as of January 1).
- c. Family (includes any number of adults and any number of junior children residing in the same household).
- d. Honorary — Honorary Members shall be persons unanimously elected by the Board of Directors ("Board"). They shall be exempt from SCTC membership dues and shall enjoy all member privileges at the discretion of the Board. There shall never be more than ten Honorary Members at one time. They shall not be entitled to vote nor hold office.

In addition, a membership shall be designated as either "Resident" or "Non-Resident", depending upon whether the member, or family, resides in the City of Santa Clara, California.

Section 2. The majority of SCTC members shall be resident members as required by the City of Santa Clara. If a non-resident applies for a new membership in the Club, admission is permitted only if the non-resident membership remains a minority. Otherwise, the applicant shall be added to the waiting list. New, non-resident members will be invited to join from the waiting list on a first-come, first-served basis. There shall be no restrictions on the number of resident members.

Section 3. Membership shall expire at 11:59 PST on December 31. Any member who fails to pay the annual dues or assessment within the time allotted by the official notice of dues or assessment is no longer a member in good standing and may, by a majority vote of the Board, be dropped from membership.

Section 4. An adult member in good standing is entitled to one (1) vote.

Section 5. A member may be expelled from the SCTC for committing an offense contrary to the United States Tennis Association ("USTA") rules of conduct upon a majority vote of the Board at a meeting called for the purpose and for which notice has been given to the general membership of the Club, if requested by the member involved. No member shall lose their membership in the Club because of residence status, provided membership dues are paid by December 31. Any member of the SCTC may be expelled or suspended for a period of time, after notice and hearing before the Board, for violation of the SCTC Bylaws or operating rules adopted or approved by the Board, or for personal conduct which is such a flagrant violation of common courtesy or respect for the rights of other members as to indicate such action is warranted. A majority vote of the Board shall be required for suspension or expulsion.

Section 6. The SCTC may adopt policies for the reinstatement of any membership that has automatically terminated pursuant to the SCTC Articles, without requiring a new application or payment of an additional membership fee. Any member who commits fraud or any criminal act against the Club, or commits any other act that significantly harms the interests of the Club or its members, will be deemed to have voluntarily withdrawn from membership by virtue of such action.

Section 7. Membership in good standing is required for participation in Club-sponsored USTA league & interclub teams.

Section 8. Any member of the SCTC may resign by filing a written notice with officers of the Board accompanied by the surrender of any Club property.

#### ARTICLE IV — Meetings

Section 1. There shall be regular Board meetings held during the calendar year between January and November. At the first meeting of the year the previous year's income and expense statement and a balance sheet shall be presented. Plans for the coming year shall also be presented by the appropriate officers and committee chairmen. The schedule of the monthly meetings for the next year shall also be set.

There shall be an annual membership meeting held at the end of the Club's calendar year. The President shall make a report of the work of the Club for the year and shall present a statement of the estimated expenses for the year. It is at this meeting that officers will be elected for a two-year term of office. The date of the first meeting of the following year will be announced via email notice after the last meeting of the year.

Section 2. Special meetings of this organization may be called by the President when deemed it in the best interest of the organization. Notices of such meetings shall be published. Such notice shall state the reasons that a special meeting has been called and the business to be transacted at such meeting.

Section 3. In occasions of a need for expediency, the Board or any committee of the SCTC may

vote via electronic means. These votes need to include a description of the action to be taken and provided to all the members of the Club, Board or committee before the action can be voted on. Such electronic consent will have the same effect as a physical vote and will be effective when the number of members representing half of the Board members or committee members plus one signs off.

#### ARTICLE V — Board of Directors

Section 1. The Board of Directors ("Board") shall consist of four Officers and as many additional Directors as required to efficiently and effectively conduct the affairs of the Club. If the current Board sees a need for additional Directors, the President, with the consent of the Board, may appoint additional Directors.

Section 2. A quorum shall consist of a majority of the total number of the members of the Board.

Section 3. The Board shall designate standing and special committees necessary to conduct Club business and shall appoint chairmen for those committees.

Section 4.

a. The President and Treasurer of the Board serve for a two-year period, from the first meeting of the year to the first meeting of the second year. If at the end of the two-year period there are no available candidates to fill the vacated position, they may extend their current position for an additional year, not to exceed three years. Other Board members have no term limits.

b. The Officers of the Board shall be elected or confirmed during the annual general meeting.

c. Should a vacancy occur in any position, it shall be filled by action of the Board.

d. All members of the Board serve on a voluntary basis. They are entitled to receive entry to SCTC mixers at no cost and are also entitled to a complimentary dinner at the annual meeting. In lieu of a complimentary dinner, the Board may vote to provide some other inducement such as an article of clothing for example: a jacket, vest or cap to identify members of the Board and promote the Club.

No Board member receiving a complimentary entry/dinner is eligible for prizes at those functions. Board members also have the option of paying for their dinner to be entitled to prizes from the drawing.

#### ARTICLE VI — Officers

Section 1. The Officers of the Club ("Officers") shall consist of the President, Vice President, Secretary, and Treasurer.

Section 2. The duties of the Officers are:

a. The President shall preside over the Board and General Membership meetings and shall be the chief executive officer of the Club.

b. The Vice President shall assume all duties of the President in his/her absence and such duties as may be delegated by the President or Board of Directors.

c. The Secretary shall give notice of meetings and keep minutes of the Board meetings and such duties as may be delegated by the President or Board of Directors.

d. The Treasurer shall be responsible for all monies received or distributed by the SCTC. The Treasurer shall maintain accurate and current records, and shall present a financial statement of the previous year at the first Board meeting of the year.

## ARTICLE VII — Directors

Section 1. The Directors of the SCTC shall include at least one Director responsible for an activity of the SCTC to include, without limitation, clinics, communications, interclub, ladders, membership, social, tournaments and USTA governance.

Section 2. The duties of Directors are:

a. The Director of Clinics shall be responsible for the coordination and supervision of the Club's tennis clinics. This Director shall propose a schedule and curriculum, in consultation with the Board-approved instructor, to the board and manage the clinics as they occur.

b. The Director of Communication shall be responsible for the dissemination of information on Club activities to the membership. This Director shall ensure the publication of the Club's newsletter at least nine times a year, oversee website content including the verification of its accuracy; and direct the web administrator to ensure that all changes and inclusions to the website have been approved by the Board.

c. The Director of Interclub competition is responsible for organizing and overseeing interclub play. This Director shall solicit participation in interclub play from Club members and coordinate scheduling of matches with other clubs in consultation with City of Santa Clara staff.

d. The Director of Ladders shall be responsible for organizing and overseeing ladder play. This Director shall solicit participation in ladder play from SCTC members and maintain the ladder.

e. The Director of Membership shall be responsible for soliciting, processing and maintaining records for Club membership. This Director shall also provide verification for league and tournament eligibility as well as direct the web administrator to ensure accuracy of membership.

f. The Social Director shall be responsible for arranging social events that will promote

interaction among Club members and shall submit a schedule to the Board for its approval. This Director is also responsible for providing food and beverages at social events conducted by the SCTC as well as arranging for catering or coordinating with volunteers to provide provisions.

g. The Director of Tournaments is responsible for organizing and overseeing Tournament play. This Director shall solicit participation in Tournament play, produce a draw, and coordinate scheduling of the Tournament, in consultation with City of Santa Clara staff.

h. The USTA Director, also known as the USTA Representative, shall be responsible for organizing and overseeing USTA league play. This Director shall solicit participation in USTA play from SCTC members, supervise the captains of USTA teams that play for the SCTC, supervise and advise on deadlines set by USTA, schedule match dates for league teams in consultation with City of Santa Clara's chosen management companies, and assist in any USTA-sanctioned events.

i. Directors of Special Projects are assigned as needed by the President and approval by the Board.

#### ARTICLE VIII — Duties of Members

It shall be the duty of each member of the Club to abide by these Bylaws, obey the operating rules, and participate in the game of tennis in a sportsmanlike manner. It shall also be the duty to enforce, without duress, those rules and Bylaws on other members. All flagrant violations should be reported to the Board.

#### ARTICLE IX— Amendments

The Bylaws may be altered, repealed, or added to by an affirmative vote of not less than two-thirds of the voting members present at any meeting of the Club, provided a quorum is present and that notice of such amendments is included when the notice of the meeting is given to the membership.

#### ARTICLE X--Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.