

**BYLAWS OF THE
SADDLEBROOKE TENNIS CLUB (STC)
(REVISED NOVEMBER 14, 2012)**

ARTICLE I. NAME

The name of the organization shall be SaddleBrooke Tennis Club (STC).

ARTICLE II. PURPOSE

The purpose of the STC is to promote programs encouraging participation in tennis at all skill levels for members of the club. It will provide an active program of tennis by organizing men's, women's and mixed play, conducting tournaments, social events, intra-club and inter-club activities, supporting league play and encouraging fellowship and good sportsmanship. The STC is also responsible to the SaddleBrooke community for the administration of an effective and equitable court reservation system.

ARTICLE III. MEMBERSHIP

SECTION 1. ELIGIBILITY: Membership shall be open to all Member/Homeowners, Permanent Residents, Renters and Guests meeting the requirements of the Rules and Regulations of SaddleBrooke Homeowners' Associations One and Two. Membership in the STC is based upon the payment of dues.

SECTION 2. MEMBERSHIP: There shall be two types of membership:

- A. Regular membership is available to all eligible persons who pay the full annual dues. Regular members shall be entitled to all benefits and activities offered by the club.
- B. Associate membership is available to all eligible persons who reside in SaddleBrooke for three months or less in the calendar year. Associate members shall be eligible to participate only in organized play, club socials and parties.

SECTION 3. DUES: Following a recommendation regarding dues for the upcoming year by the Board of Directors, the dues shall be set by a vote of the members present at the November membership meeting. Regular membership dues are paid at the full rate established by the club. Associate members shall be charged one-half (1/2) of the full annual rate. Annual dues for regular members shall become payable to the Treasurer on or before December 1 and will be considered delinquent if not paid by December 31. Nonpayment of dues results in being dropped from the membership and denied participation in STC activities. For the

first year only, new regular members joining the association after January 1 will pay one twelfth (1/12) of annual dues for each month remaining in the first year. There shall be no prorating of dues for associate membership.

ARTICLE IV. THE BOARD OF DIRECTORS

SECTION 1. There shall be the following elected directors:

- A. President**
- B. Vice President**
- C. Secretary**
- D. Treasurer**
- E. Director-at-Large**

SECTION 2. No employee of the STC, direct or indirect, shall be permitted to serve as a director.

SECTION 3. A director may be relieved of office by a majority vote of the Board of Directors for malfeasance of office or behavior considered to be contrary to the proper discharge of the obligations and responsibilities of the office.

SECTION 4. VACANCIES: Any vacancy occurring in the elected offices during the year shall be filled for the unexpired term of office by a majority vote of all the members of the Board of Directors except that the Vice President shall fill a vacancy in the office of President automatically.

SECTION 5. General management of the STC's affairs shall be entrusted to the Board of Directors. The Board shall be subject to the orders of the members, and none of its acts shall conflict with actions taken by a vote of the membership.

SECTION 6. The Board of Directors shall prepare an annual budget for the following year to be presented at the November membership meeting. The budget shall be made available to the membership at least one week prior to that meeting.

SECTION 7. The Board of Directors shall make no capital expenditure greater than \$1000.00 unless it has been approved by a vote of the membership.

SECTION 8. The Board of Directors shall incur no debt for which funds are not currently available. The outgoing Board of Directors must leave sufficient funds in the treasury to satisfy the unpaid bills and obligations incurred by its administration.

SECTION 9. The Board of Directors shall ensure that a review of the STC's financial activities is performed at least annually, and that the results be reported at a membership meeting.

SECTION 10. The Board of Directors may appoint one or more non-voting advisors to provide continuity or guidance regarding any aspect of STC management. Such appointments may be for a limited period or may extend until the end of the calendar year.

SECTION 11. The Board of Directors shall make recommendations regarding the hiring, termination and performance evaluation of Tennis Center employees to the General Manager of Homeowners' Association One.

SECTION 12. The Board of Directors shall appoint a member to serve as Parliamentarian to interpret and apply Robert's Rules of Order.

SECTION 13. The Board of Directors shall serve as the Board of Directors of the SaddleBrooke Tennis Association (STA) Charity Fund.

ARTICLE V. COMMITTEES

SECTION 1. APPOINTMENT AND REPORTS: The Board of Directors may appoint and charge committees to advance the work of the STC. (See Appendix I for a list of traditional committees.) With the exception of the Nominating Committee, the President appoints the committee chairpersons with the approval of the Board. No STC director shall serve as a committee chairperson. The chairperson is responsible for recruiting sufficient committee members to carry out the committee's charge. Committees shall report to the Board and subsequently to the membership. Reports shall be recorded in the minutes of Board and Membership meetings.

SECTION 2. NOMINATING COMMITTEE: The Nominating Committee, which selects a slate of candidates for election to the STC Board of Directors, shall consist of five members. Two of the five shall be members of the prior year's committee selected by that committee to carry over to the next year. The remaining three shall be elected by the membership at the April membership meeting. Candidates will be asked to volunteer from the floor. Members unable to attend the meeting may notify the Secretary in advance to volunteer and will be eligible for selection. If three or fewer members volunteer, they will be appointed to the committee, and the Board will appoint the balance. If four or more members volunteer, a secret written ballot will immediately be held; the three with the greatest number of votes will become members of the Nominating Committee. The committee members shall select the chairperson. No employee of the STC, direct or indirect, or director of the STC or chair of either HOA Tennis Committee shall serve on this committee nor may any member serve for more than two consecutive years.

SECTION 3. RULES COMMITTEE: The Rules Committee proposes policies and rules and obtains their approval from the STC for the effective and equitable use of the tennis facilities by the STC and SaddleBrooke residents. In

addition to the chair, the committee is comprised of the STC Senior Coordinator, chair of STC Bylaws Committee, chairs of the HOA#1 and HOA#2 Tennis Committees, and other members appointed by the chairperson.

SECTION 4. BYLAWS COMMITTEE: The Bylaws Committee reviews and recommends adoption of amendments to the bylaws of the STC.

ARTICLE VI. ELECTION OF DIRECTORS

SECTION 1. SLATE OF CANDIDATES: The Nominating Committee shall develop a slate of candidates for presentation at the September membership meeting. The Committee shall nominate one candidate for each office. Nominees are required to be regular members of the STC. This slate shall be posted two weeks before the September meeting. Immediately following the report of the Nominating Committee at the September meeting, additional nominations from the floor can be made. No person shall become a candidate for office without his or her consent. The Secretary shall post the approved slate of candidates, along with a brief resume of each candidate, following the September meeting.

SECTION 2. ELECTION PROCESS:

- A. Elections shall take place at the November membership meeting. In a contested election, voting shall be by secret written ballot and provisions shall be made for absentee ballots.**
- B. Each candidate shall be considered elected who receives a plurality of votes.**

SECTION 3. TERM OF OFFICE:

- A. The Board of Directors shall be elected for a term of one year to serve from January 1 to December 31.**
- B. Directors may not serve more than two consecutive years in the same position or more than four consecutive years total.**

SECTION 4. TRANSITION OF ADMINISTRATION: The outgoing Board of Directors shall meet with the incoming Board of Directors prior to January 1. At that meeting, the outgoing Board of Directors shall review unfinished business, expenditures and payables and turn over all records to the new Board. During this transition period, new board members shall become familiar with their duties and responsibilities, including the STC's bylaws, rules, policies and procedures and the parliamentary authority that governs the club.

ARTICLE VII. DUTIES OF DIRECTORS

SECTION 1. PRESIDENT: The President shall:

- A. Preside at all meetings of the Board of Directors and membership meetings of the STC;**
- B. Appoint the committee chairs with the approval of the Board of Directors;**
- C. Make interim appointments as needed with the approval of the Board of Directors;**
- D. Sign all contracts with the approval of the Board;**
- E. Review and sign the Federal and State tax returns for the STC and the STA Charity Fund;**
- F. Approve HOA#1 time sheets for work performed by the Tennis Center coordinators;**
- G. Pay bills and sign checks in the absence of the Treasurer;**
- H. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the club.**

SECTION 2. VICE PRESIDENT: The Vice President shall perform the duties of President in his or her absence and perform such other duties as are assigned by the President.

SECTION 3. SECRETARY: The Secretary shall:

- A. Give notice of all board and membership meetings, including agendas, at least 96 hours in advance;**
- B. Keep the attendance roster and take and timely post minutes for all Board, Membership and Special meetings (excepting matters discussed in Executive Sessions);**
- C. Handle correspondence and notices for the STC as directed by the President;**
- D. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the club.**

SECTION 4. TREASURER: The Treasurer shall:

- A. Collect and account for all monies due or belonging to the STC;**
- B. Develop an annual budget and present it to the Board of Directors for approval;**
- C. Pay all authenticated bills of the STC, prepare Federal and State tax returns, prepare monthly financial reports, and submit an annual report upon completion of the term of office;**
- D. Maintain a current membership list;**
- E. Serve as Treasurer of the STC Charities (aka SaddleBrooke Tennis Association Charity Fund);**

- F. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the club.

SECTION 5. DIRECTOR-AT-LARGE: Perform such duties as assigned by the President and/or Board of Directors.

ARTICLE VIII. CLUB YEAR AND MEETINGS

SECTION 1. CLUB YEAR: The fiscal year of the STC shall begin December 1 and end November 30.

SECTION 2. REGULAR MEETINGS: There shall be membership meetings held on the third Wednesday of January, second Wednesday of April, third Wednesday of September and the second Wednesday of November; however, the President may change these dates for good reason. The quorum for such meetings shall be twenty-five (25) members.

SECTION 3. SPECIAL MEETINGS:

- A. The President of the Board of Directors may call special membership meetings; or
- B. Upon the written request of fifty (50) members, the President shall call a special membership meeting;
- C. Notice and purpose of special meetings shall be posted ten days in advance of such meetings. No business other than that stated in the notice may be transacted. The quorum for special meetings shall be twenty-five (25) members.

SECTION 4. AGENDAS FOR MEMBERSHIP MEETINGS: The President and Board of Directors develop the agenda for membership meetings, which shall be published at least 96 hours in advance. However, any STC member may request that an item be included on the agenda by informing any Board member at least ten (10) days in advance of the meeting. If the request is approved by a majority vote of the Board, it will be placed on the agenda. If the request is denied, the requesting member will be advised of the rationale for denial.

SECTION 5. ORDER OF BUSINESS. The order of business at regular membership meetings shall be:

- A. Call to order
- B. Introduction of guests and new members
- C. Announcements
- D. Approval of the Minutes
- E. Treasurer's report
- F. Report of Directors
- G. Committee reports

- H. Unfinished business
- I. Correspondence
- J. New business
- K. Comments and questions from members
- L. Adjournment

SECTION 6. MOTIONS. Voting on motions at a membership meeting is limited to items announced in the meeting’s published agenda. Motions will pass or fail based on a majority vote. However, motions to rescind or to amend an action previously adopted require a two-thirds vote unless notice of the intent to propose such a motion, including specific wording, is provided in the agenda, in which case a majority vote is required for passage.

SECTION 7. ITEMS OF SPECIAL IMPORTANCE: Issues not otherwise addressed in the bylaws and considered by at least three members of the Board to be of “special importance” shall be voted on by the membership by absentee ballot. Prior to any action to refer, the Board shall hold at least one informational meeting on the item, so as to give all members the opportunity to fully understand the matter. All votes shall be cast by written ballot or electronically. The Secretary shall be responsible for establishing procedures to ensure a fair and timely vote and for tallying and certifying the results. The issue will pass or fail based on a majority vote unless otherwise required by the bylaws.

SECTION 8. BOARD OF DIRECTORS MEETINGS: The President shall call Board meetings prior to membership meetings and as needed to conduct the business of the STC. A quorum of the Board of Directors’ meetings shall be a majority of the Board of Directors. Unless otherwise required by the bylaws, a majority vote shall prevail to conduct business. All Board of Directors’ meetings, except those that pertain to personnel matters or disciplinary hearings, which shall be held in Executive Session, shall be open to the membership and shall provide an opportunity for members to address the Board with comments and questions.

SECTION 9. BOARD OF DIRECTORS WORK SESSIONS: The President may call work sessions for the Board of Directors; however, no actions may be taken or policies approved at such meetings. The agenda, time and location of work sessions shall be publicized, and members are invited to attend and provide comments on items under discussion.

ARTICLE IX. GOVERNING AUTHORITY

SECTION 1. The rules contained in *Robert’s Rules of Order Newly Revised* shall govern meetings where they are not in conflict with the bylaws or other rules of the club.

SECTION 2. The STC shall adhere to the Rules and Tennis Committee Charters of SaddleBrooke Homeowners’ Associations One and Two.

SECTION 3. The STC shall not be conducted nor operated for profit, and no remainder or residue from dues or donations shall benefit any member or individual except for expense reimbursement and authorized contracts

SECTION 4. The STC membership and HOA#1 and HOA#2 shall approve the STC Rules.

ARTICLE X. AMENDMENTS

SECTION 1. Amendments to the bylaws may be proposed by the Board of Directors, the Bylaws Committee or by written petition addressed to the Secretary signed by fifty (50) members. Amendments proposed by such petition shall be promptly considered by the Bylaws Committee and Board of Directors and must be submitted to the members for approval with recommendation of the Board. The Board must submit the amendments to the membership for a vote within three months of the date when the Secretary received the petition.

SECTION 2. The bylaws shall be amended or revised by an affirmative vote of two-thirds (2/3) of the votes cast by members at a meeting designated for that purpose. A copy of the proposed amendment(s) shall be posted for 30 days prior to the meeting. Copies of the proposed amendment(s) will be at the Tennis Center during this 30-day period and made available to any member upon request.

ARTICLE XI. DISCIPLINE

SECTION 1. So that all STC members may enjoy participation in tennis activities, members must exhibit conduct that will ensure fellowship, sportsmanship and protection of tennis facilities. A claim against the good standing of any member may be made when an action or behavior results in the destruction/abuse of tennis facilities or discourteous conduct, abusive language, physical abuse or threat, harassment in any form against a member, resident, guest or employee, or any action that impairs their rights and privileges. The complaint must be made in writing by at least two STC members, and filed with the Board of Directors within five days of the alleged incident.

SECTION 2. Upon receipt of the claim, the Board shall notify the charged member by certified mail. The Board may then appoint a three person ad hoc committee to investigate the claim and make a written report, including a specific recommendation, to the Board within ten calendar days of the committee's appointment. The Board may extend this period for good cause. If the Board feels the claim may be equitably resolved without an investigation, it may attempt to do so.

SECTION 3. If a committee is formed, the charged member shall be notified by the Board in writing of the committee's report at least five days prior to any

Board consideration of the recommendations. The Board shall consider the charges and the committee's recommendation in an Executive Session. The charged member shall have the right to participate in the Executive Session and to present such evidence as the member believes is reasonably necessary to refute the charges.

SECTION 4. By a majority vote of the Board, the charges may be dismissed or the charged member may be given a warning, placed on probation, suspended from STC activities for a specified period, or expelled from the club. In determining a penalty, the Board may consider prior complaints filed against the charged member.

SECTION 5. The proceedings of the ad hoc committee and the Board shall remain confidential, but the final determination of the Board, including charges and decision, shall be published in the Board's minutes.

ARTICLE XII. DISSOLUTION

SECTION 1. This club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the STC members. In the event of dissolution of the club, whether voluntary, involuntary or by operation of law, none of the property of the club, any proceeds thereof, or any assets of the club shall be distributed to any member.

SECTION 2. In the event of dissolution, all material possessions of the organization shall be sold. After all debts of the organization have been paid, the remainder shall be disposed of in a manner determined by a majority of the dissolving members.

ARTICLE XIII. LIABILITY

To the fullest extent permitted by law, neither the STC, STC Director or committee member shall be liable for any action or inaction made in good faith which the Club, Director or member reasonably believed to be within the scope of their duties.

ARTICLE XIV. NOTICE

When required under the bylaws or rules, notice shall be given electronically and by posting on the bulletin board at the Tennis Center.

Revised and adopted this fourteenth day of November 2012.



**Karen Hemmingsen
President**

CERTIFICATE OF ADOPTION

The undersigned Secretary does hereby certify that the foregoing revised Bylaws were adopted by a two-thirds vote of the members at the regular meeting held on the fourteenth day of November 2012.



**David R. Lamb
Secretary**

APPENDIX I COMMITTEES

This Appendix contains a listing of the STC's traditional committees. The Board has the right to appoint these and/or other committees and to amend the purpose of the club's committees without approval of the membership. For information on the Nominating, Rules and Bylaws Committees, see Article V.

SECTION 1. LONG RANGE PLANNING COMMITTEE. Identifies and develops alternate solutions to issues facing the STC, focusing on years 2-5.

SECTION 2. MAINTENANCE COMMITTEE. Identifies needed maintenance, repairs and equipment and coordinates with the HOA maintenance staffs and the HOA Tennis Committees to determine optimal solutions.

SECTION 3. MEMBERSHIP/ORIENTATION COMMITTEE. Recruits new members and provides information regarding the club's policies, procedures and rules, and conducts orientation sessions and follow ups with new members to ensure that their tennis experience is positive.

SECTION 4. SOCIAL COMMITTEE. Plans and organizes various social events sponsored by the STC throughout the year.

SECTION 5. TOURNAMENT COMMITTEE. Plans and organizes the annual club championship and other tournaments and events sanctioned by the STC.