

# **BY-LAWS OF THE SADDLEBROOKE TENNIS CLUB (STC)**

## **ARTICLE 1. NAME**

The name of this organization shall be the Saddlebrooke Tennis Club (STC), a non-profit club, hereinafter referred to as STC.

## **ARTICLE 2. PURPOSE & FISCAL**

The purpose of STC is to encourage equitable participation by all Saddlebrooke residents who are interested in Tennis.

The Fiscal Year shall be January 1 through December 31.

## **ARTICLE 3. AUTHORITY AND LIMITATIONS.**

STC will operate in compliance with all Saddlebrooke Homeowners' Associations (hereinafter to be SBHOAs) by-laws and regulations, but will not conduct business or obligate funds in the name of said Homeowner's Associations.

## **ARTICLE 4. MEMBERSHIP**

**Section 1. ELIGIBILITY.** No person shall be denied membership because of race, color, gender, sexual orientation, religion or national origin. Membership shall be open to all Homeowners, Permanent Residents, Renters and Guests who meet the eligibility requirements of Saddlebrooke Homeowners' Associations (SBHOAs). Membership in the STC requires the payment of dues.

**Section 2. MEMBERSHIP LEVELS.** There are 3 types of membership.

A. Regular membership requires all eligible persons to pay the full annual dues. Regular members are entitled to all benefits and activities offered by STC.

B. Associate membership requires payment of one-half of the full annual dues. Associate membership is available to all eligible persons who reside in Saddlebrooke for three (3) months or less in the calendar year. Associate members are entitled to all benefits and activities offered by STC.

C. Social membership requires payment of one-half of the full annual dues. Social membership is available to all eligible persons who wish to support the STC and attend social events. Social members may not participate in Organized Play (OP) or play in STC events.

**Section 3. DUES.** Dues shall be based on an annual budget developed by the Board of Directors and shall be presented to the members at the Annual Membership Meeting. Dues shall be approved by the Members. Dues are payable to the Treasurer on or before December 31, for the following year, and are considered delinquent if not paid by that date. Nonpayment of dues results in being denied membership and all attendant benefits.

For the first year of an individual's membership only, and only for new Regular members, persons joining STC after August 31 will pay one-half the current full annual dues. This is not available for Associate or Social memberships.

**Section 4. VOTING.** All members may attend meetings and are eligible to vote on all matters requiring a membership vote. All membership votes will be decided by a majority of those voting.

## **ARTICLE 5. THE BOARD OF DIRECTORS**

**Section 1. DIRECTORS.** The Directors of the STC shall be: President, Vice President, Treasurer, Secretary, Director-at-Large.

**PRESIDENT:** The President is the Chief Administrator of the STC. The President plans the agenda and presides over all BoD and membership meetings, is an ex-officio member of all committees except the Nominating Committee, appoints the Chairpersons of

committees with BoD approval, negotiates and signs all contracts with the approval of the BoD, makes interim appointments as needed with the BoD approval, pays bills and signs checks in the absence of the Treasurer, conducts annual job performance evaluations of all STC coordinators and submits a copy to the SBHOA#1 Human Resources manager. The President shall also coordinate scheduled facilities event usage with the appropriate SBHOAs staff member as needed.

**VICE PRESIDENT.** The Vice President performs the duties of the President in his or her absence, and any other duties assigned by the President.

**SECRETARY.** The Secretary records the minutes of all STC BoD meetings, including Work Sessions and Executive meetings, and all Membership meetings; posts these Minutes (except Executive meetings) on the STC website, these Minutes to be posted first in Draft form for more timely availability and then in final form when approved; is in charge of all records of STC except for Financial records; reserves all rooms as needed for BoD and Membership meetings; gives notice, including the agenda, of all BoD and Membership meetings at least 72 hours in advance; keeps the attendance roster at all BoD, and Membership meetings; provides all correspondence; provides, in written or verbal form, any reports required by the SBHOAs BoD.

**TREASURER.** The Treasurer is the chief financial officer responsible for collecting and accounting for the annual dues, and all other monies. Develops an annual budget and presents it to the BoD for approval, pays all approved bills, prepares monthly financial reports for review at monthly BoD meetings and posts them on the STC website, prepares Federal and State Tax returns, prepares and submits an annual report, prepares a 1099 form for any contractor work performed, provides for an audit of the year's financials which is presented at the next year's February BoD meeting.

**DIRECTOR-AT-LARGE.** Performs duties as assigned by the President and/or BoD.

**Section 2. ELIGIBILITY.** Any member in good standing may be elected to the Board of Directors (BoD). No employee of the STC, direct or indirect, may serve as a Director.

**Section 3. TERM OF OFFICE.** All elected Directors shall serve for one (1) year, from January 1 to December 31. Directors may not serve more than two (2) consecutive years in the same position, or more than four (4) consecutive years in total.

A Director may be relieved of office for malfeasance or behavior considered to be contrary to the proper discharge of the duties and responsibilities of the BoD, by a majority vote of the BoD.

Any vacancy occurring on the BoD during the term of office shall be filled by a majority vote of the BoD, except the Presidency. If the President resigns, the Vice President will automatically assume the office.

**Section 4. DUTIES.** It is the duty of the BoD to conduct, manage and control the affairs and business of STC. The BoD 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.

1. A majority of the Board, present either in person or electronically, shall constitute a quorum.
2. The BoD will present the annual budget for the following year at the Annual November Membership meeting. The budget will be posted for members to review at least one (1) week prior to the meeting.
3. The BoD will make no individual capital expenditure greater than \$1500.00 without a vote of approval from the membership.
4. The BoD will incur no debt for which funds are not currently available. The outgoing BoD must leave sufficient funds in the

treasury to satisfy the unpaid bills and obligations incurred by its administration.

5. The BoD will present the results of the financial audit of the prior year's financials at the February BoD meeting.

6. The BoD 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 short limited time or until the end of the calendar year.

7. The BoD will interview for STC employees, provide Job Descriptions as needed, make decisions regarding the hiring of said employees, make recommendations for the termination of said employees, set requirements and goals for the employees, and assist the President of the BoD in providing performance evaluations. All decisions will be provided to the General Manager of SBHOA#1 for review and compliance with employment laws.

## **ARTICLE 6. MEETINGS.**

**Section 1. REGULAR BoD MEETINGS.** The Board of Directors (BoD) will hold regular monthly meetings, except June, July, & August if they feel it unnecessary; and as needed to conduct the business of STC.

A majority of the BoD, whether attending in person or electronically, shall constitute a quorum. A majority vote shall prevail.

All such meetings shall be open to the membership and provide an opportunity for members to address the BoD. The BoD must provide the agenda, date, time, location, and access information if the meeting is available on an electronic platform, to the members 72 hours prior to the meeting.

**Section 2. WORK SESSIONS.** The President may request a Work Session for the BoD. No actions may be taken or policies approved.

Work Sessions are open to the membership. The agenda, date, time, location, and electronic access as needed, must be provided to the members 72 hours prior to the meeting.

**Section 3. EXECUTIVE SESSIONS.** The BoD can hold an Executive session as needed to discuss employment, discipline or legal matters. These meetings are held in closed session, i.e. they are not open to the membership

**Section 4. MEMBERSHIP MEETINGS.** The BoD will hold the Annual Membership Meeting on the second Wednesday in November. Other membership meetings will be held in January, April and September. Dates for these meetings will be determined, and provided to the members, by the BoD.

The BoD will present the next year's Annual Budget, the proposed dues for the next year, and the results of the voting for the BoD slate at the November meeting. And any other business as required.

The agenda, date, time, location, and electronic access as needed, must be provided to the members 72 hours prior to any membership meeting.

Any member may request that an item be put on the agenda of a membership meeting by informing any Board member 10 days in advance of the meeting. If the request is approved by a majority vote of the BoD, the item will be put on the agenda. If the request is denied the BoD will explain the reason it was denied.

Upon the written request of 50 members, the President shall call a special membership meeting. Notice and purpose of a special meeting must be provided to the members 10 days prior to the meeting. Only business stated in the notice may be transacted. The quorum for a special meeting is 5% of the membership, present either in person or electronically.

Voting on motions at a membership meeting is limited to items noted on the meeting's published agenda.

A quorum of 5% of the membership is needed for a vote. A simple majority of the votes will prevail. However, votes to rescind or amend an action previously approved requires a two-thirds vote of approval unless such a motion's specific wording is provided in the agenda, in which case a simple majority is required.

**Section 5. MEETING BY REMOTE COMMUNICATION.** Any one or more members of the BoD, or the membership when required or the BoD so determines , may participate in a meeting of the BoD or membership, by means of a video conference or other communications equipment. Participation by such means requires that all participants be able to hear each other at the same time.

**Section 6. ELECTRONIC VOTING.** Items requiring a membership vote, including, but not limited to, capital expenditures, Rules changes, and elections will be by electronic vote whenever possible.

The BoD will decide whether to vote in-person, electronically, or a combination of both methods. A BoD meeting or other meeting or other method must be used prior to the vote, so the membership is informed on the matter to be voted on.

## **ARTICLE 7. COMMITTEES**

**Section 1.** The BoD shall establish standing, ad hoc, and special committees as needed. The President will appoint, with Board approval, the Chair of each committee, except the Nominating Committee.

The purpose of each committee will be set by the BoD. No STC Director may serve as a committee chairperson. The committee chairperson is responsible for recruiting sufficient members to carry out the committee's purpose. Committees will report to the BoD.

Committee reports will be recorded in the BoD and Membership meeting minutes.

Each committee will create and maintain a written description of their purpose, and the duties of the Chair and the committee.

**Section 2. NOMINATING COMMITTEE.** The nominating committee provides the slate of candidates for election to the BoD. The committee is comprised of five (5) members. Two members are carryovers from the previous year. Three members shall be recruited by the remaining members and/or chosen from those who volunteer. If three or fewer members volunteer, they will be appointed to the committee and the BoD will appoint the balance as needed. If four or more members volunteer, the BoD will select three. The committee members select the Chair. No employee of STC, direct or indirect, or member of the BoD, or Chair of the HOA#1 Tennis Committee may serve on this committee. No member of this committee can serve for more than two consecutive years.

**Section 3. RULES COMMITTEE.** The Rules Committee proposes policies and rules for the effective and equitable use of the tennis facilities for STC Members and Saddlebrooke residents. Changes to the Rules requires the approval of the BoD, the STC membership, SB HOA#1 and SBHOA#2. The committee is comprised of the chair, the STC Senior Coordinator, the chair of the STC By-Laws committee, the chair of the HOA#1 Tennis Committee, and other members as appointed by the chair.

**Section 4. BY-LAWS COMMITTEE.** The by-laws committee reviews and recommends amendments to the by-laws of STC.

**Section 5. OTHER COMMITTEES.** The BoD may appoint other committees as needed. Examples include, but are not limited to, long range planning, maintenance, new members, and social.

## **ARTICLE 8. ELECTION OF DIRECTORS**



Elections shall take place just prior to the November Annual Membership Meeting (if electronic only) or at the November Annual Membership Meeting (if in-person only) or both, if a combination of in-person and electronic voting is used. A quorum of 5% of the membership must vote. The BoD shall set the start and end dates and times of the vote. Candidates with a plurality of votes will be considered elected. The results will be announced at the November Annual Membership Meeting.

The Nominating Committee shall nominate one candidate for each office. Nominees must be regular members of the STC in good standing.

Other nominations may be made to the Nominating Committee with the written consent of the person being nominated. These nominations will be accepted by the Nominating Committee up to 20 days prior to the September membership meeting.

Other nominations may be made “from the floor”, with the consent of the nominee, at the September membership meeting.

All candidates, whether from the Nominating Committee or by request, shall be announced to the membership at the September membership meeting. The Secretary will also post a brief bio of each candidate.

If there are multiple candidates for one or more positions, the election will be considered contested, and the voting shall be by secret ballot and provisions must be made for absentee ballots.

**ARTICLE 9. TRANSITION OF ADMINISTRATION.** The outgoing BoD will meet with the incoming BoD prior to January 1. The outgoing BoD shall review all outstanding and unfinished business with the new BoD, with the purpose of providing the incoming Board enough information to be proactive on all matters being transitioned. The BoD will also turn over all payables, and all records. The new BoD shall use this transition period to become familiar with their duties and

responsibilities, including the STC by-laws, rules, policies and procedures.

## **ARTICLE 10. AMENDMENTS.**

**Section 1.** Amendments to the by-laws may be proposed by the BoD, the By-Laws Committee, or by written petition addressed to the Secretary and signed by fifty (50) members.

Amendments proposed by such petition shall be promptly considered by the By-Laws Committee and the BoD and must be submitted to the members for approval with the BoD recommendation (yes or no) within 90 days of receipt by the Secretary.

**Section 2.** Amendments or revisions to the by-laws must be approved by a two-thirds majority of the members voting . A copy of the proposed revisions or amendments shall be posted, for review by the members, 30 days prior to the vote and be available in the Tennis Center.

**Section 3.** All proposed amendments to these by-laws shall be approved by the SBHOAs.

## **ARTICLE 11. DISCIPLINE.**

**Section 1.** Members are expected to exhibit conduct that will ensure fellowship, sportsmanship, and protection of the tennis facilities at all times. This includes not allowing abusive language, physical abuse or threat, discourteous conduct, harassment in any form against a member, resident, guest or employee, or any action that impairs their rights and privileges.

**Section 2.** A complaint against a member must be made in writing by two STC members and presented to the BoD within five days of the incident. The BoD will notify the charged member by certified mail. The BoD may investigate the matter or appoint a 3-person ad hoc committee. The BoD will consider the charges and if a committee is

appointed, their recommendation, in Executive session. The charged member may participate in the Executive session and present any evidence the member believes is reasonably necessary to refute the charges.

**Section 3.** By a majority vote, the BoD can dismiss the charges, give a warning, place the member on probation, suspend the member's STC activities for a specified period, or expel the member from STC. When determining the penalty, the BoD may consider prior complaints filed against the charged member.

**Section 4.** The proceedings shall remain confidential, but the charges and the decision of the BoD shall be published in the next BoD meeting minutes.

## **ARTICLE 12. OTHER**

**Section 1. GOVERNING RULES.** The rules contained in Robert's Rules of Order Newly Revised shall govern meetings where they are not in conflict with these by-laws.

**Section 2. PARLIAMENTARIAN.** The BoD may appoint a member to serve as parliamentarian to interpret and apply Robert's Rules of Order.

**Section 3. STC RULES APPROVAL.** The STC membership and SBHOA#2 and SBHOA#1 shall approve the STC Rules.

**Section 4. LIABILITY.** To the fullest extent permitted by law, neither the STC, any STC Director, nor any committee member shall be liable for any action or inaction made in good faith which STC, a Director or a member reasonably believed to be within the scope of their duties.

**Section 5. NOTICE.** When required under these by-laws, notice shall be given electronically and by posting on the bulletin board at the Tennis Center.

## **ARTICLE 13. DISSOLUTION**

**Section 1.** If dissolution is considered, the members will be electronically polled (or by paper ballot if e-mail is unavailable) for their vote. An affirmative vote of two-thirds (2/3) of the membership is required to dissolve the STC.

**Section 2.** Dissolution will not be initiated until all outstanding debts are satisfied. In the event of dissolution, whether voluntary, involuntary, or by operation of law, none of the property of the STC, proceeds, or assets shall be distributed to any member. All material possessions will be sold. Any remaining assets will be turned over to SBHOA#2 and SBHOA#1, both non-profit corporations.

ADOPTED BY THE MEMBERSHIP: (Date) \_\_\_\_\_

SIGNATURES:

\_\_\_\_\_

STC President

\_\_\_\_\_

STC Vice President

\_\_\_\_\_ (Date) \_\_\_\_\_

Fitness, Wellness & Recreation Committee Chair

\_\_\_\_\_ (Date) \_\_\_\_\_

Saddlebrooke One General Manager