

BYLAWS OF THE SADDLEBROOKE TENNIS CLUB (STC)
REVISED NOVEMBER 13, 2019
BY-LAWS OF THE SADDLEBROOKE TENNIS CLUB (STC)

ARTICLE I. NAME
ARTICLE 1. NAME

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

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

ARTICLE II. PURPOSE

ARTICLE 2. PURPOSE & FISCAL

The purpose of the STC is to promote programs encouraging participation in regular and POP tennis at all skill levels for members of the club. It will provide an active program of regular and POP tennis by organizing men's, women's, and mixed play, conducting tournaments, social events, intra-club and interclub 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.

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 III. MEMBERSHIP

ARTICLE 4. MEMBERSHIP

SECTION 1. ELIGIBILITY: Membership shall be open to all members/homeowners, permanent residents, renters, and guest meeting the requirements of the rules and regulations of Saddlebrooke one and two. Membership in the STC is based upon the payment of dues.

Article 4. 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

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

- A. Regular membership is available to all eligible persons who paid the full annual dues. Regular members shall be entitled to all benefits and activities offered by the club.
- 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 is available to all eligible persons who reside in Saddlebrooke for three months or less in a calendar year. Associate members shall also be eligible to participate in organized play, club socials, parties, and special STC events.

- 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 is available to all eligible persons who wish to support the STC and attend social events. Social members may not participate in organized Play or Play in STC events.
- 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.

All members may attend meetings and are eligible to vote at membership meetings.

Article 4. 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.

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 November membership meeting. Regular membership dues are paid at the full rate established by the club. 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 club after August 31 shall pay half the current rate of a full membership. Associate and social members shall be charged one half (1/2) of the full annual rate. There shall be no prorating of dues for associate or social membership.

Article 4. 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.

ARTICLE IV. THE BOARD OF DIRECTORS

ARTICLE 5. 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

Article 5. Section 1. DIRECTORS. The Directors of the STC shall be: President, Vice President, Treasurer, Secretary, Director-at-Large.

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

Article 5. 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: 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.

Article 5. Section 3. 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.

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 members of the Board of Directors except that the Vice President shall fill a vacancy in the office of President automatically.

Article 5. Section 3. 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 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.

Article 5. 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.

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.

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.

SECTION 7. The Board of Directors shall make no capital expenditure greater than \$1,000.00 unless it has been approved by a vote of the membership.

3. The BoD will make no individual capital expenditure greater than \$1500.00 without a vote of approval from 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.

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.

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 the membership meeting.

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

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.

SECTION 11. The Board of Directors shall make recommendations regarding the hiring, termination, and performance of Tennis Center employees to the General Manager of HOA1.

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.

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

Article 12. Section 2. PARLIAMENTARIAN. The BoD may 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.

(Removed from new bylaws.)

ARTICLES V. COMMITTEES

ARTICLE 7. COMMITTEES

SECTION 1. APPOINTMENTS AND REPORTS: The Board of Directors may appoint and charge committees to advance the work of the STC. (See Appendix 1 for a list of traditional committees) With the exception of the Nominating Committee, the President appoints the committee chairperson, 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 reported in the minutes of the Board and Membership meetings.

Article 7. 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, which selects a slate of candidates for election to the STC Board of Directors, shall consist of 5 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 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

the HOA #1 Tennis Committee shall serve on this committee nor may any member serve more than two consecutive years.

Article 7. 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 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 the STC Bylaws Committee, chair of the HOA #1 Tennis Committee and other members appointed by the chairperson.

Article 7. 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. BYLAWS COMMITTEE: The Bylaws Committee reviews and recommends adoption of amendments to the bylaws of the STC.

Article 7. Section 4. BY-LAWS COMMITTEE. The by-laws committee reviews and recommends amendments to the by-laws of STC.

Article 7. 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 VI. ELECTIONS OF DIRECTORS

ARTICLE 8. ELECTION OF DIRECTORS

Article 8. 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.

SECTION1. SLATE OF CONDIDATES: 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.

Article 8. 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.

SECTION 2. ELECTION PROCESS

ARTICLE 8. ELECTION OF DIRECTORS

A. Elections shall take place at the November membership meeting. In a contested election, voting shall be by secret ballot and provisions shall be made for absentee ballots.

B. Each candidate shall be considered elected who receives a plurality of votes.

ARTICLE 8. 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.

SECTION 3. TERM OF OFFICE:

A. The Board of Directors shall be elected for a term of one year to serve from January to December 31.

B. Directors may not serve more than two consecutive years in the same position or more than four consecutive years total.

Article 5. 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.

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 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 VII. DUTIES OF DIRECTORS

ARTICLE 5. THE BOARD OF DIRECTORS

SECTION 1. PRESIDENT: The President shall:

- A.** Preside at all meetings of the Board of Directors and the 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.** Pay bills and sign checks in the absence of the Treasurer;
- F.** Conduct yearly evaluations of job performance for all STC coordinators and submit a copy to the HOA #1 Human Resource department;
- G.** Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the club.

Article 5. Section 1. 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.

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.

Article 5. Section 1. VICE PRESIDENT. The Vice President performs the duties of the President in his or her absence, and any other duties assigned by the President.

SECTION 3. SECRETARY: The Secretary shall:

- A.** Reserve a room and give notice of all board and membership meetings, including agendas, at least 96 hours in advance;
- B.** Keep the attendance roster and take 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.

Article 5. Section 1. 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.

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.** Prepare a 1099 tax form for any contractor work performed;

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

Article 5. Section 1. 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.

SECTION 5. Director-at-Large: Perform such duties as assigned by the President and/or Board of Directors.

Article 5. Section 1. DIRECTOR-AT-LARGE. Performs duties as assigned by the President and/or BoD.

ARTICLE VIII. CLUB YEAR AND MEETINGS

ARTICLE 6. MEETINGS.

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

Article 2. The Fiscal Year shall be January 1 through December 31

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.

Article 6. 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.

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 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.

Article 6. Section 4. 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.

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 denied, the requesting member will be advised of the rationale for denial.

Article 6. Section 4. 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.

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

(Removed from new bylaws – The Secretary has all past minutes to use for an example)

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.

Article 6. Section 4. Voting on motions at a membership meeting is limited to items noted on the meeting's published agenda.

SECTION 7. ITEMS OF SPECIAL IMPORTANCE: Issued 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. The Secretary shall be responsible for establishing procedures to ensure a fair and timely vote for tallying and certifying the results. The issue will pass or fail based on a majority vote unless otherwise required by the bylaws.

(This section is redundant. The Board already has the authority to call meetings and to put items to the membership for a majority vote)

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.

Article 6. 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 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 6. 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.

Article 6. 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. **(Added to new bylaws to account for electronic participation)**

Article 6. 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. **(Added to new bylaws to account for electronic participation)**

ARTICLE IX. GOVERNING AUTHORITY

ARTICLE 12. OTHER

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 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. The STC shall adhere to the Rules and Tennis Committee Charters of Saddlebrooke Homeowner's Associations 1 and 2.

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

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.

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

ARTICLE X. AMENDMENTS

ARTICLE 10. 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 a 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 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. 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) will be at the Tennis Center during this 30-day period and made available to any member upon request.

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 XI. DISCIPLINE

ARTICLE 11. 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.

Article 11. 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. 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.

Article 11. 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. 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.

Article 6. 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. 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.

Article 11. 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 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 11. 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 XII. DISSOLUTION

ARTICLE 13. DISSOLUTION

SECTION 1. The 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, proceeds thereof, or any assets of the club shall be distributed to any member.

Article 13. 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. In the event of dissolution, all material possessions of the organization shall be sold. After all debts of the organization have been paid, any remaining assets will be turned over to SBHOA#1 and SBHOA#2, both non-profit corporations and owners of their respective facilities and courts.

ARTICLE XII. LIABILITY

To the fullest extent permitted by law, neither the STC, STC Director nor 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 12. 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

ARTICLE XIV. NOTICE

When required under the bylaws or rules, notice shall be given electronically and by posing on

bulletin board at the Tennis Center.

ARTICLE 12. 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.

Revised and adopted this 13th day of November 2019

Cindy Madsen

Cindy Madsen, 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 thirteenth day of November 2019.

Lucy Gerritzen

Lucy Gerritzen, Secretary

APPENDIX – COMMITTEES

(The Appendix has been removed. Covered under Article 7. Section 5. OTHER COMMITTEES)
Article 7. 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.

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#1 and HOA#2 maintenance staffs and the HOA#1 Tennis Committees to determine optimal solutions.

SECTION 3. MEMBERSHIP/PRIENTATION COMMITTEE. Recruits new members and provides a welcome packet with information regarding the club's policies, procedure and rules, and follows up 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.

We acknowledge the receipt and contents of the STC Bylaws set forth this
13th day of November 2019

Signed _____ Date _____

Saddlebrooke One General Manager

Signed _____ Date _____

Saddlebrooke Two FWR Chairperson