

# Bylaws of the Senior Tennis Players Club, Inc.

## Article 1: Mission Statement

The primary purpose of the Senior Tennis Players Club (STPC) is to provide tennis playing and related opportunities to people 50 and older for their mental, physical, and social well-being; and to support the growth of such opportunities.

## Article 2: Organization Structure

The Senior Tennis Players Club, Inc. is incorporated under the Minnesota Nonprofit Corporation Act to provide opportunities for its members within the limitations set forth in its current Articles of Incorporation and the above Mission Statement. The Board of Directors (Board) is responsible for overall management of the STPC in compliance with these Bylaws, the Articles of Incorporation and applicable Minnesota Statutes. The Board will elect its officers, who shall also be the officers of the STPC. Operations of the STPC shall be carried out by the officers and individuals or committees as specified in these Bylaws. Individuals or committee chairpersons heading standing committees and activities shall be appointed by the President with advice and consent of the Board.

## Article 3: Membership

Section 3.1 Eligibility. Each member of STPC shall be at least 50 years of age and interested in tennis. Individuals who desire to become members of STPC shall do so by applying for such membership, and by meeting the criteria for and by paying the annual dues in advance.

Section 3.2 Dues. The Board of Directors shall set the dues or other payments to be made by the members of STPC.

Section 3.3 Honorary Members. The Board of Directors may confer one year honorary memberships upon any individual or individuals based upon such criteria as the Board of Directors shall from time to time determine.

Section 3.4 Limitation on Membership Rights. The members of STPC shall not, as such, have any right, title, or interest in the real or personal property of this corporation, nor shall members have voting rights.

## Article 4: Board of Directors

**Section 4.1 Management.** The control, business and management of the affairs of STPC shall be entrusted to and vested in the Board of Directors composed of a minimum of 5 members, and up to a maximum of 13. A quorum shall be a majority of the members of the Board.

Only duly elected members of the Board shall be entitled to vote on any matter which properly comes before the Board; and in no event shall any Independent Contractor be a sitting member or voting member of the Board.

Any vote requiring a majority or 2/3 vote of the Board members present, or of the entire Board, may be called in telephonically. A telephonic vote, in this circumstance, will be allowed if the physically absent member cannot be present at the meeting. To vote telephonically the member will need to call in to be counted as part of the quorum at the start of the meeting and will forfeit his/her right to a secret ballot and confidentiality. An e-mail vote will be accepted if a member is unable to be present and is also unable to call in telephonically. In this circumstance the e-mail will need to be sent to the entire Board within 12 hours of the vote.

**Section 4.2 Director Term of Office.** The terms of directors shall be three years and shall be staggered so that approximately one-third (1/3) of the directors are elected each year by majority vote of those Board members present. A director's term of office shall terminate on the last day prior to the date of the April Board of Directors meeting.

Following the first 3 year term, a member may be reelected to the Board 1 year at a time by a majority vote by those present. The total consecutive years served by a Board member shall not exceed 6 years.

Any Board member who has served for 6 years may be reelected to the Board after a 1 year interval.

Upon 14 days written notice to the Board as a whole, any director may be removed, with or without cause, by a two thirds (2/3) vote of the Board by secret ballot. In the event that a Board member cannot be present to vote, see Section 4.1.

Any vacancy occurring because of the death, resignation or removal of a director may be filled by the Board for the remaining term of such director by a majority vote of those present.

Directors are expected to attend all meetings of the Board. Two or more unexcused absences from Board meetings may result in removal from the Board in accordance with the procedure described above.

**Section 4.3 Selection of Directors.** Each year a Nominating Committee shall be appointed by the President to prepare a slate of candidates to fill new directorships and/or those directorships about to expire. Notice of Board vacancies should be communicated to the entire membership prior to the completion of the slate of new Board candidates.

After the Nominating Committee submits the slate of candidates, the Board will elect candidates to fill vacant Board positions by secret ballot at its regular January or February meeting. A

candidate can be elected by a majority vote of all Board members present. New Board member terms begin at the April Board meeting. Newly elected Board members are encouraged to attend at the February/March Board meeting prior to the start of their term in April.

**Section 4.4 Meetings.** The Board shall hold regular meetings at least once every other month. Regular or special board meetings may be held by telephonic means.

**Section 4.4.1 Special Meetings.** A special meeting of the Board may be called by the President, or three or more members of the Board. Anyone entitled to call a special meeting of the Board shall inform the entire Board of the purpose of the meeting, and shall make a written request to the President and/or Secretary to call the meeting. The President and/or Secretary shall notify the Board members immediately of the need and purpose to hold the special meeting, which will be followed by noting the time and place of the meeting.

A special meeting, if by telephonic means, may be convened 48 hours from the date of request of the President or the 3 Board members.

An in-person special meeting can be convened within 72 hours from the date of request of the President or the 3 Board members. If a member is restricted from physically being present at the in-person special meeting, they may call in telephonically. If calling in telephonically to an in-person special meeting, a Board member must call in to be part of the quorum.

**Section 4.5 Non-Board member speaking at meetings without prior request.** During the first 10 minutes of a regular Board meeting, STPC members who have not requested time to speak prior to the Board meeting, may speak for a cumulative time of 10 minutes. If the Board feels it is appropriate, the Board may by majority vote add that item to the day's meeting agenda or table it for future consideration.

**Section 4.5.1 10/5/5 Rule.** Non-Board members requesting to be included on the agenda Meetings of the Board shall be open to members of STPC, however, they must abide by the 10/5/5 rule if they wish to be on the agenda in a meeting. The 10/5/5 rule states that a guest/s may speak for a maximum cumulative time of 10 minutes at any meeting given that s/he has submitted prior written notification to the President and/or to three other Board members 5 days in advance of the meeting regarding the their requested agenda item. Any written communication to be presented to the Board meeting by said guest shall have a maximum of 5 pages.

**Section 4.6 Meeting of the Board in Executive Session.** The Board may decide to go into Executive Session. If and when the Board wants to go into Executive Session, the President or a member of the Board shall make a motion and state the reason for going into Executive Session. That motion shall be recorded by the Secretary in the minutes. The Board members shall discuss the motion and take a vote. A majority vote is required to go into Executive Session. If the Board goes into Executive Session, it shall be for discussion and all such discussion shall be confidential, subject to appropriate discipline for any breach of confidentiality. A straw vote (unofficial poll) may also be taken to gauge the sentiment of the Board during an Executive Session. Minutes of an Executive Session shall be taken, read, and approved only in an Executive Session, and shall remain confidential.

## Article 5: Executive Committee of the Board of Directors

Section 5.1 Executive Committee. The Board of Directors shall have an Executive Committee which shall be comprised of the President, the Vice President, Secretary, Treasurer, and one other Board member selected by the President. The President shall serve as chairperson of this committee.

None of the actions of this committee shall conflict with that of the Board of Directors as a whole. It is always a subordinate body to the Board. The Executive Committee cannot modify any action of the Board.

This Committee shall be responsible for the governing role of the Board of Directors of STPC. The oversight of the Executive Committee includes the Bylaws, Policies and Procedures Manual, and Nominating Committees.

Minutes of the proceedings of all Executive Committee meetings, including reporting of all actions taken, shall be distributed to the Board in a timely manner. Any action shall be confirmed by a majority of the Board.

## Article 6: Officers

Section 6.1 Officers. The officers of STPC shall be the President, Vice President, Secretary, and Treasurer.

Section 6.2 Selection of Officers. At the November or December Board meeting, the Board shall elect its officers. The newly elected officers will assume office at the April Board meeting. In the interim, the newly elected officers will be under mentorship with the current officers. Voting will take place by secret ballot with a majority vote of all Board members present.

Section 6.3 Terms of Office. The terms of the officers are normally for one year. Outgoing officers will serve until their successors are duly elected and installed. The term of an officer may be extended, but for no more than one year at a time, by a majority vote of those present by secret ballot, subject to the officer's acceptance.

Upon 14 days written notice to the Board as a whole, any officer may at any time be removed, with or without cause, by a two thirds (2/3) vote of the Board, following the same procedures as in section 4.2.

If the Board determines that it is appropriate, any one Board member, except the President, may hold more than one office at the same time.

Section 6.4 President. The President shall preside at all meetings, enforce the observance of all Bylaws, establish and appoint the members of all Board committees where not otherwise

specified. S/he shall have the authority to call special meetings of the Board, pursuant to section 4.4 of these Bylaws, and perform such other duties pertaining to the office as s/he or as the Board may determine as appropriate.

The President shall have the authority to fill all vacancies on committees, and to remove any member from any committee subject to any disapproval by 2/3 of the all members of the Board. The President shall also have general supervision of the affairs of STPC. He or she shall have signature authority to sign all checks, certificates, evidences of indebtedness, and other instruments executed by STPC, and shall perform all other duties required by or incident to his or her office, or as determined as necessary or appropriate by the Board. Expenditures of \$1000 or more shall require a majority of the Board approval.

**Section 6.5 Vice President.** The Vice President shall preside at all meetings in the absence of the President and act for the President when the President is unavailable.

**Section 6.6 Secretary.** The Secretary shall keep accurate minutes of all of the meetings of the Board, and shall deliver copies of the minutes to all Board members as soon as possible after each meeting.

S/he will also maintain other records as may be requested by the Board.

**Section 6.7 Treasurer.** The Treasurer shall supervise custody of all of the money and securities of STPC and keep record books of the accounts. S/he or a designated Board member shall deposit all monies received in such banks as the Board may designate. He/she shall have signature authority to sign checks, notes, and other evidences of indebtedness in collaboration or with notification to the President or other appropriate officer of the Board, up to \$1,000. and shall perform all other duties incident to the office that are properly required of the office.

The Treasurer shall make regular accounting to STPC of its finances, including income and expenses from special social and tennis activities sponsored by STPC.

The Treasurer shall be authorized to select an assistant, subject to Board approval who shall assist as appropriate as may be requested by the Treasurer and/or the President. The Treasurer shall continue to perform all monetary duties.

**Section 6.8 Additional Officer duties** An officer shall arrange for the Board meeting place and notify the Board members of meeting time, place, and purpose.

## Article 7: Standing Committees and Activities

**Section 7.1 Appointment and Terms.** Unless specified otherwise in these Bylaws, standing committee chairpersons and members shall be appointed for one year by the President at the beginning of the President's term. The President may reappoint any committee chairperson or member for an additional year.

**Section 7.2.1 Bylaws Committee.** As the Board determines a need for changes to Bylaws, a Committee to review such shall be constituted. The Committee shall be constituted of the President, Vice President, Secretary and such other members of the Board who may wish to

serve. This Bylaws Committee may at any time draft such changes, additions and or deletions to the Bylaws as may be appropriate in accordance with the procedures set forth pursuant to section 9.3 of these Bylaws.

Section 7.2.2 Board of Directors Nominating Committee. See section 4.3

Section 7.2.3 Policies and Procedures Manual Committee. As the Board may determine a need for the adoption of various policies and/or procedures, and/or changes to any existing written Policies and Procedures (see Policies and Procedures Manual) the President may establish a Committee and appoint and elicit any members that wish to serve to draft and/or review any such existing or new policies and/or procedures.

Section 7.3 Budget and Finance Committee. The members of this committee shall be appointed by the President and is composed of the President, the Treasurer, and at least two other Board members who wish to serve on this committee. This Committee shall:

- prepare an annual budget to be presented to the Board at its January meeting.
- make recommendations for pricing (e.g. drills, membership dues, roster, newsletter etc).
- evaluate investment strategies.

Section 7.4 Audit Committee. The President shall appoint an Audit Committee of at least three persons, including two members of the Board and/or an outside accountant. An audit shall take place every two years. The Committee shall select a chairperson from among their members. The Committee is responsible for establishing policy in this area, defining the scope of each audit, implementing the audit and insuring that the audit report is provided in its entirety in a timely manner to all board members.

Section 7.5 Communications Committee. This committee is responsible for, and shall oversee the preparation, production and content of, the STPC E-Update, the Senior Tennis Times, the interactive website, and all other intra- and inter-communication between the STPC and the public. The frequency of all printed and electronic communications will be determined annually by the Board. Expenditures of all communications should be reported and evaluated monthly to the Board.

The website shall be kept current.

**Section 7.6 Marketing & Development Committee.** This Committee shall plan, assist and coordinate promotion of the STPC and its activities. It shall be the prime interface with the media, be informed in advance of all other contacts with the media, and coordinate all media interface. This committee shall also be responsible for development activities (e.g. fund raising, donations etc). All marketing and development expenditures should be evaluated and reported monthly to the Board.

Section 7.7 Membership Committee. This committee shall establish and implement such membership policies and processes as the Board determines and as may be described in any Policies and Procedures Manual adopted by the Board.

This committee shall: (a) establish and maintain membership records and trend data and report this information to the Board; (b) insure that all members up for renewal are being communicated with and their renewals processed; and, (c) foster communication with new members by welcoming them through written and telephonic means to inform and assist them about ways to become involved in STPC activities.

**Section 7.8 Long Range Planning Committee.** This committee shall review each of the STPC's ongoing activities throughout the year. These reviews shall examine and evaluate the goals or objectives and finances of each activity and how well they are being met through membership participation and budgeted costs. The results of these reviews along with any recommendations for altering, eliminating any current activity, and/or establishing any new activity shall be presented to the Board in a written report to be delivered to all members of the Board annually at the October monthly meeting of the Board.

This Committee shall be comprised of the President and at least two other members of the Board, who will either be appointed by the President or any other members of the Board who may wish to serve.

**Section 7.9 Report to Membership.** The Board shall provide all members with an annual report. This report will summarize activities of STPC, status and progress towards meeting goals and incorporate a financial report.

**Section 7.10 Club History Committee.** One member of the Board and/or volunteer shall be responsible for maintaining a file of newspaper clippings, photographs, activities, tapes, and other records or information related to the history and development of STPC.

## Article 8: Miscellaneous

**Section 8.1 Governing Procedures.** Robert's Rules of Order shall supplement these Bylaws and the Policy and Procedure Manual in the activities of the Board and its subsidiary committees and other activities to the extent they do not conflict with these Bylaws and the Policy and Procedure Manual.

**Section 8.2 Parliamentary Procedure and Parliamentarian** All meetings of the Board, committees, and or subcommittees shall be governed by rules of parliamentary procedure. The Board of Directors may appoint a Parliamentarian to offer guidance in the application of Robert's Rules of Order. The Parliamentarian may be a member, or an honorary member of the STPC.

**Section 8.3 Authority to Borrow Encumber Assets.** No officer, agent, employee, or member of STPC shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of authority delegated by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances. The Board on an ongoing basis shall make every reasonable effort to establish and

maintain a Reserve Fund which can be utilized to meet any unusual, unexpected and/or unforeseen expenditure which the Board may determine from time to time to be necessary to effectively and prudently maintain the operations of STPC.

Section 8.4 Deposit of Funds. All funds of STPC shall be deposited in a timely manner to the credit of STPC in such bank, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.

Section 8.5 Volunteers. STPC shall have no paid employees. Any work performed for STPC will be by volunteers or workers with independent contracts specifying remuneration. All Board members, officers, committee members, and group captains will provide their services without remuneration.

Section 8.6 Fiscal Year. The Fiscal Year of STPC shall be the calendar year.

## Article 9: Governing Documents and Amendments

Section 9.1 Policies and Procedures Manual. The Board shall develop and maintain a Policies and Procedures Manual. This Manual shall include all policies of the Board and its subsidiary committees, job descriptions for all established positions and operating procedures for the Board, standing committees and established committees and activities. Each section if not updated more frequently, should be reviewed and updated as required every three years.

Section 9.2 Precedence of Documents. The order of precedence of the governing documents of STPC is as follows:

- Articles of Incorporation, as amended
- Senior Tennis Players Club, Inc. Bylaws, Current Version
- Policies and Procedures Manual, Current Version

Section 9.3 Amendment of Bylaws. These Bylaws may be amended by the affirmative vote of 2/3 of all the members of the Board at two meetings where advance notice of the proposed changes had been provided to all Board members.

Section 9.4 Amendment of the Policies and Procedures Manual. Individual policies or procedures of the Policies and Procedures Manual may be amended by the affirmative vote of a majority of all the Board members present at a meeting where advance notice of the proposed changes had been provided to all Board members. If and to the extent of these Procedures and/or Policies shall or may conflict with the specific language or intended meaning of the Bylaw(s), the Bylaw(s) shall be considered (conclusive) to take precedence in its meaning and/or its interpretation.

## Article 10: Conduct of Members

Section 10.1 Member Conduct. In all activities of STPC, including tennis play, tournaments, drills, parties, social events, Board and all other STPC meetings of every kind, members shall conduct themselves in accordance with customary standards of sportsmanship, courtesy, decency, decorum and tennis etiquette and shall abide by the Bylaws and any and all policies of STPC, rules of other clubs and facilities used by STPC, rules, regulations and codes governing tennis play of the USTA and other tennis organizations and all applicable local, state and federal laws, rules, and regulations. The Board shall have the right to investigate, hear and rule on alleged violations of such standards and shall have the power to impose appropriate discipline on violators, including but not limited to censure, warnings, withdrawal of privileges of membership or conditional or unconditional revocation of STPC membership.