

Tennis Club of San Antonio(TCSA)BY-LAWS

Dated: March 1, 2015

Article I. Purpose

The Tennis Club of San Antonio (TCSA) is a nonprofit organization devoted to promoting tennis and related social activities among lesbian, gay, bisexual, transgendered, and accepting communities of San Antonio. TCSA will sponsor regular tennis competition among its members, as well as assemble players to compete with other teams from outside San Antonio area.

Article II. Membership

Section 1: Qualifications

Membership in TCSA will be open to all persons who are at least eighteen (18) years of age.

Section 2: Membership

1. Individual members of TCSA shall be required to pay annual dues as established by the Board of Directors. Any individual desiring to join TCSA shall submit a membership application online, setting forth general contact information including the individual's name, address, telephone number, and other relevant contact information.
2. The application shall contain a waiver expressly stating that TCSA is not liable for any and all possible injuries resulting from TCSA events.
3. If annual dues are not paid by the renewal date, a member shall not be deemed a member in good standing.
4. In addition to annual dues, members may be required to pay participation fees for individual TCSA activities and events.

Section 3: Annual Dues

Annual dues shall be paid by all TCSA members in order to gain and maintain membership in TCSA. Annual dues shall be paid to the Treasurer by cash, check, or PayPal. The cost of dues shall be determined and set by the Board of Directors. Members who pay dues

between the 1st and 15th day of the month shall immediately be in good standing, but for renewal purposes, membership shall commence on the 1st day of that month. Members who pay dues on or after the 16th day of the month shall immediately be in good standing, but for renewal purposes, membership shall commence on the 1st day of the following month. Memberships will expire on the last day of the twelfth (12th) month of membership. In order to prevent a lapse in membership, renewal dues must be paid on or before the last day of the expiring membership.

Section 3: Disciplinary Actions

By a unanimous vote of the Board of Directors, the Board of Directors may proceed to take disciplinary action against any TCSA member (or non-member who attends a TCSA event) to address conduct that is detrimental to the welfare of the TCSA membership or obstructive to the goals of the organization.

Such conduct includes, but is not limited to:

1. Failure to pay dues or required fees at TCSA events;
2. Episodes of poor sportsmanship on or off the court (altercations, insults, demeaning behavior, threats, assault, or harassment)
3. Any other conduct that detrimentally affects, diminishes, or undermines the overall social, recreational, athletic, and sportsmanlike ambience of TCSA.

At its sole discretion, the Board of Directors, by a unanimous vote, may elect to address such conduct with any of the following actions:

1. Verbal and/or written communication to the offending member detailing the unacceptable conduct at issue and putting the member on notice that continued action may result in increased sanctions;
2. Suspension of the member from participation in any TCSA event (either for an agreed upon period of time or for a TCSA event or series of events);
3. Revocation of TCSA membership and all corresponding privileges;
4. Permanent barring of the member from TCSA and it's affiliated events.

Any sanctioned member shall be afforded the opportunity to defend his or her self against any allegation of misconduct. Said defense shall be documented, in writing, by the member or by the Board of Directors, if the defense is verbally communicated. Thereafter, said defense shall be evaluated and considered when confirming any sanction action undertaken by the Board of Directors.

All sanctions contemplated or implemented by the Board of Directors shall be properly documented in the Minutes of the Board of Directors Meeting at which the sanctions are

discussed. In addition, any and all written communications setting forth the sanctions shall be maintained in a designated file for reference, review, and consultation.

All sanctions undertaken by the Board of Directors shall be realized with the following goals in mind:

1. Each instance of egregious behavior shall be decided on its own unique set of facts;
2. Any discussion of sanctions by the Board of Directors must also consider similar offending behavior addressed in the past.
3. Enforcement of sanctions against any member shall be implemented by the Board of Directors.

Section 4: Protocol for Suspension/Revocation of Membership

By a unanimous vote, the Board of Directors may vote to suspend or revoke the membership of any TCSA member. If such action is taken, any collected membership fees/dues shall be forfeit and refunds will not be issued.

Article III. Board of Directors

Section 1: Powers and Duties

1. The Board of Directors shall be TCSA's governing body. The Board of Directors shall act and render such decisions necessary and appropriate to accomplish TCSA's objectives and to protect and promote the interests of TCSA members.
2. The Board of Directors has general responsibility to oversee: (1) all activities sponsored, planned, or approved by TCSA; (2) the participation of TCSA in activities sponsored by other individuals or groups; (3) the financial welfare of the organization; and (4) the use of TCSA's name, symbols, or logos in any manner.

Section 2: Composition

1. The Board of Directors shall consist of five officers: President, Vice President, Treasurer, Secretary, and Social Director.
2. The number of offices that compose the Board of Directors and the number of people who sit on the Board may be changed by a unanimous vote of the current Board.

Section 3: Conflicts of Interest

1. *Fiduciary Responsibility:* All members of the Board of Directors have a fiduciary duty to disclose any and all personal activities or undertakings which either constitute a conflict of interest or give the appearance of a conflict of interest with TCSA's goals and objectives. Said activity shall include, but is not limited to, contracts or dealings with TCSA that directly or indirectly benefit, financially or otherwise, such Board member or his or her immediate family or partner.
2. *Disclosure of Conflict:* In situations where a potential conflict of interest may exist, the Board member with the conflict must: (1) disclose the conflict immediately; and (2) present for discussion at the next Board Meeting all the details concerning the activity at issue.
3. *Board of Directors Vote on Conflict:* After such presentation, the Board of Directors shall discuss, evaluate, and vote on the propriety of the activity in question. The Board Member with the potential conflict shall not have a vote when making that determination.
4. *Waivers, Cease & Desist:* By unanimous vote, the Board of Directors may issue a waiver to permit such activity, but only if such activity is not adverse or detrimental to the interests and the goals of TCSA. If the Board of Directors elects not to issue a waiver, the Board Member shall cease and desist from all conflicting activity immediately. Failure to cease and desist is cause for and may warrant removal of that member from the Board of Directors in addition to other disciplinary actions.

Article IV. Officers of the Board of Directors

The Board of Directors, the governing body of TCSA, shall consist of the following positions:

- *President:*
- *Vice President:*
- *Secretary:*
- *Treasurer:*
- *Social Director:*

Section 1: President

The President shall be responsible for overseeing all the affairs TCSA and shall preside over Board meetings. The duties of the President shall include, but are not limited to: presiding over meetings of the Board of Directors; enforcing the by-laws of TCSA; facilitating the delegation of tasks to all Board members and ensuring that such tasks are performed; and acting as the primary spokesperson for the organization.

Section 2: Vice President

The Vice President shall assist the President in the completion of his or her duties and assumes the responsibilities of the President in his or her absence or in the event of the President's death, incapacitation, removal, or resignation. The Vice President shall be the point of contact for all marketing and outside communications. They shall complete or assign for completion, an annual audit of the organization's financial records. The Vice President shall provide assistance to the other Board Members as needed.

Section 3: Treasurer

The Treasurer shall oversee all financial transactions of the organization, including, but not limited to: monitoring income and expenditures of the organization; monthly bank reconciliations; bank deposits of payments for events, membership, non-tennis events; annual tax filings; profit and loss analyses; and oversight of financial income gained from corporate sponsorships.

In addition, the Treasurer shall be responsible for general membership issues. Specifically, the Treasurer shall:

1. Respond in a timely manner to emails from members of the public regarding memberships, joining/renewals, and membership privileges;
2. Process membership applications;
3. Maintain the membership database

Section 4: Secretary

The Secretary shall be the custodian of all non-financial records of TCSA, its officers, and established committees. The Secretary shall keep and/or be given timely records of all proceedings, correspondence, rules, policies, or other documents pertaining to TCSA activities. Specifically, the Secretary shall:

1. Provide the Board of Directors with written or electronic notices of meeting times and locations and shall request contributions of items for the agenda in advance;

2. Prepare, in consultation with the President, agendas for the Board meetings. The Secretary shall supply these agendas, along with any supporting documentation, to the Board in advance;
3. Take full minutes at every Board meeting and, within five (5) days, prepare a summary of the minutes and distribute it to all Board members;
4. Maintain copies of the By-laws and contractual agreements with other parties and be responsible for maintaining descriptions of duties of the Officers of the Board.

Section 5: Social Director

The Social Director shall be responsible for planning all on-court TCSA events and activities. The Social Director shall be responsible for working with tennis clubs and facilities where events may be held and for developing new playing opportunities for TCSA members. The Social Director shall also be responsible for developing, planning, and overseeing the schedule of social activities and events for the membership, including, but not limited to, securing event locations and preparing necessary arrangements.

It is not necessary for the Social Director to perform each of these tasks personally. The Social Director may use other Board members, committees, and TCSA volunteers to carry out these duties, but shall remain accountable and responsible for those tasks delegated to other individuals.

Article V. Meetings of the Board of Directors

Section 1: Meetings

1. Board Members shall attend mandatory quarterly meetings in addition to all needed special meetings as deemed necessary by the Board of Directors. Failure to do so may be cause for removal.
2. Regular quarterly meetings of the Board of Directors shall be open for attendance by the membership of TCSA. Special meetings of the Board of Directors shall be closed.
3. Any member of the Board may participate in a meeting of the Board by means of a conference call. Participation by such means shall constitute presence in person.
4. Any member of TCSA may participate in the discussion of any specified item of business if recognized by a majority vote of the Board at regular quarterly meetings.

Section 2: Quorum

A simple majority of the members of the Board shall constitute a quorum for the conduct of business.

Section 3: Voting

1. The vote of the simple majority of the Board members present at the time of the vote shall be considered valid and constitute an action by the Board.
2. Each member of the board shall be entitled to one vote.
3. Only members of the Board may vote on any specified item of business.

Section 4: Action by the Board

An action may be permitted by the Board without a meeting if a simple majority of the Board has given consent to the action. Any such action shall be required to be brought before the Board at its next scheduled meeting and shall be filed in the minutes.

Section 5: Notice of Meetings

1. Written or electronic notice of the date, place, and time of each regular or special meeting of the Board shall be sent to each Board member at least five (5) days before the meeting is to be held.

Special meetings to discuss matters requiring prompt action may be called, provided notice of such special meetings is given to a majority of the Board members no less than 48 hours before the time at which such a meeting is to be held.

Article VI. Elections and Transitions

Section 1: Nominations

The Secretary shall be responsible for overseeing the nomination process for election to the Board of Directors. In the event that the Secretary's position is up for election, the Treasurer shall have oversight of these duties.

1. Approximately two months prior to the expiration of the current Board member's term of office, a written or electronic notice soliciting letters of "Election Intent" shall be sent to all active members.

2. This letter shall contain the list of Board positions available as well as descriptions of job responsibilities associated with these positions.
3. Members eligible to run for Board positions shall be (1) a member in good standing and (2) a member for a minimum of 1 year prior to the election.
4. Written or electronic notice of "Election Intent" by active members wishing to run for a Board position must be sent to the Secretary of the current Board. Only those members responding in writing shall be considered.
5. Written or electronic notice to the general membership shall explicitly state the deadline for submission of letters of "Election Intent."

Section 2: Voting

The secretary shall be responsible for overseeing the voting process for election to the Board of Directors. In the event that the Secretary's position is up for election, the Treasurer shall have oversight of these duties.

1. A mailed or electronic general election ballot shall be sent to all active members no later than one month prior to the expiration of the current Board Member's term. Ballots shall indicate positions available and the persons running for each position, Ballots shall request that the member vote for the individual they would like to represent them. Ballots shall state that only one vote per person shall be accepted. In the event that more than one vote has been cast, the vote for that particular position shall be void.
2. Ballots shall explicitly state the "Deadline for Balloting" and the process for voting. Ballots sent after the deadline shall not be considered.
3. The Secretary shall be charged with recording the election results and notifying the membership.

Section 3: Term of Office

Board members shall serve a two-year term and shall be elected in accordance with the established By-Law guidelines as described in Article VI, Sections 1 and 2. The offices of the Board of Directors are staged such that in any given year no more than 3 positions are up for re-election.

Section 4: First Meeting of the Board of Directors

The newly elected Board of Directors shall hold its first meeting before the end of January. At the first meeting, the Board shall conduct the following business, unless it determines otherwise:

1. Examine the current year budget approved by the prior Board in December and make any necessary amendments;
2. Appoint TCSA's Gay & Lesbian Tennis Alliance (GLTA) representative;
3. Initiate planning for the upcoming tennis-related and non-tennis-related events;
4. Decide when and where to hold TCSA's annual meeting;
5. Conduct such other business as may be necessary or advisable.

Section 5. Duties of the Outgoing Board

It shall be the duty of the outgoing Board members to counsel and advise new members of the status of prior activities, current programs, and future plans. All files, records, documents, equipment, supplies, and other TCSA property maintained by outgoing Board members shall be turned over to their successors prior to the First Annual Meeting of The Board of Directors.

Section 6: Newly Created Positions and Vacancies

Newly created positions and vacancies on the Board may be filled by vote of the majority of the Board members. Newly created Board positions shall serve until the next general election.

Section 7: Resignation

Any Board member may resign from office at any time by delivering a resignation letter in writing to the Board. The acceptance of such resignation shall not be necessary to make such resignation effective.

Section 8: Removal

Any board member may be removed for cause by a majority of the Board at any special meeting of the Board called for that purpose, provided notice of said action is in compliance with Article IV, Section 5.

Section 9: Compensation

Holding an office on the Board of Directors is strictly voluntary. There shall be no financial compensation, either by refunds or discounts for membership dues or participation fees, for any member of the Board of Directors.