

Tennis Association of Greeley

A Member Organization of the United States Tennis Association

BYLAWS

- **Article I. Name**

- The name of the Association shall be “Tennis Association of Greeley”, a member organization of the United States Tennis Association, Inc.

- **Article II. Mailing Address**

- The mailing address of the Association is PO Box 337872, Greeley, CO, 80633

- **Article III. Purpose**

- The purpose is to promote the development of tennis as a means of healthful recreation and physical fitness, on a non-profit basis, and to cooperate with the United States Tennis Association and other associations in the pursuit of these aims.

- **Article IV. Membership**

- Membership shall be open to all upon payment of such dues as may be fixed by the Board of Directors from time to time.
- There are no partial memberships, and memberships are for one calendar year.
- Memberships shall be designated as single for one person and family for a household.

- **Article V. Board of Directors**

- **Section 1. General Powers**

- The property, affairs, and business of the Association shall be managed and controlled, and all powers shall be exercised by, or under the authority of the Board of Directors.

- **Section 2. Composition**

- The Board of Directors shall consist of not less than 5, or more than 9 Directors.
- The number of Directors may be increased or decreased from time to time by the Board.
- Members of the Board shall be nominated and selected/elected according to the procedure set in Article V, Section 3.
- The Directors shall then elect the officers from among the Directors.
- Each Director’s term shall be for three (3) years with no limit as to the number of elected terms that can be served.

- Directors' terms shall be staggered in three groups so as to provide continuity for the Association.
 - Each officer shall hold office until his/her successor shall be elected, unless prior thereto he/she resigns, is removed from office, or dies.
- *Section 3 –Nominations/Elections*
 - Prior to the end of the current fiscal year, the Board will ask for nominations to the Board of Directors for the Association.
 - Nominations will be accepted through December 31.
 - The election of Directors will be completed prior to January 31 of the next fiscal year.
 - In the event that the number of nominations equals the number of Board positions open, the slate of nominees shall be accepted as the new Board.
 - In the event that the number of nominations exceeds the number of Board positions open, a majority of the general membership vote will determine the Directors.
 - If needed, such a general membership vote will take place before January 31 of the new fiscal year.
 - The winning Directors will be the candidates who receive the largest number of votes.
 - Each individual member over the age of 18 is accorded one vote.
 - Each family membership, with two or more adults over the age of 18, is accorded two votes.
- *Section 4. Meetings*
 - Regular meetings of the Board of Directors of the Association are open to all members.
 - Members are encouraged to attend and will be notified by the Secretary about Board meetings.
 - Special meetings of the Board of Directors shall be held at such a time and place as shall be designated by a notice of the meeting whenever called by the President, or by a majority of the Directors then in office.
 - The Secretary shall give such notice to the board.
 - In the event of his/her absence, any other officer of the Association may give notice.
 - This notice will be given at least three days but not more than seven days before the meeting.
 - Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or the purpose(s) of the meeting therein.

- A meeting of the general membership of the Association may be held as deemed necessary or desirable.
 - *Section 5. Quorum*
 - Except as otherwise provided by law and/or the Certificate of Incorporation or Articles of the Association, half of the current Board members, but not less than 3, shall constitute a quorum for the transaction of business.
 - *Section 6. Voting*
 - Except as otherwise provided by the law, the Certificate of Incorporation or Articles of the Association, the affirmative vote of a majority of the Directors at any meeting at which a quorum is present shall decide any questions brought before such meeting.
 - *Section 7. Vacancies*
 - Vacancies among officers shall be filled by a current Director and by a vote of the Board of Directors. An officer so elected shall hold office until the next fiscal year.
 - Vacancies among Directors may be filled by appointment of the President.
 - A Director so appointed shall serve the remainder of the term.
 - *Section 8. Informal Action*
 - Any action required to be taken at a meeting of the Board of Directors, and any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consensus in writing, setting forth the action so taken, shall be signed by all the directors.
 - *Section 9. Removal*
 - Any director may be removed for cause at any time by the Board of Directors.
- **Article VI. Special Committees**
 - The board of Directors may, from time to time, designate and appoint one or more special committees with such powers and duties as the Board of Directors may determine.
 - At least one of each such committee shall be a member of the Board of Directors or employee of the Association.
- **Article VII. Officers**
 - *Section 1. Designations*
 - The officers of the Association shall be President, Secretary and Treasurer.
 - The Board of Directors may elect or appoint such other officers as it shall deem desirable.

- Each officer of the Association shall have such authority and shall hold office for such terms as may be prescribed by these Bylaws or by the Board of Directors.
- All officers shall perform such duties as detailed in the current job description for that office.
- Section 2. Officers' Duties
 - President
 - The President shall be the chief executive officer of the Association.
 - He/she shall be subject to the provisions of the Articles and the direction of the Board of Directors.
 - He/she shall preside at all meetings of the Board of Directors and shall perform all other duties incident to his/her office.
 - Secretary
 - The Secretary shall keep the minutes of the meetings of the Board of Directors and shall be responsible for the custody of all such minutes.
 - Minutes of the Board meetings shall be kept for 2 years
 - Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Association.
 - A current record of Board members eligible to vote on Association matters.
 - Historical Documents of the Association:
 - A history and record of all recipients of the Rosemary Fry Award shall be kept in perpetuity.
 - The Articles of Incorporation and Bylaws of the Association shall be held in perpetuity.
 - Membership rolls shall be kept for 2 years.
 - Newsletters shall be kept for 1 year.
 - Significant policy changes or documents from USTA, CTA, or TAG shall be kept as directed by the Board.
 - He/she shall give notice of meetings and, subject to the direction of the Board of Directors, shall perform all other duties and enjoy all other powers commonly incident to his office or as may from time to time be assigned to him by the Board of Directors.
 - In the absence of the Secretary or in the event of his inability to act, the President may appoint an Assistant Secretary to act temporarily in his place.
 - Treasurer

- Subject to the direction of the board of Directors, the Treasurer shall have charge and custody of and shall receive and disburse the funds of the Association.
- When necessary or proper, he shall endorse on behalf of the Association for collection checks, notes, and other obligations, and shall deposit all funds of the Association in such banks or other depositories as may be designated by the Board of Directors.
- He/she shall be responsible for the custody of the Association's financial records.
 - Check registers, bank statements, deposit slips, tax records, and receipts shall be kept for 5 years.
- Subject to the direction of the Board of Directors, he/she shall perform all other duties and enjoy all other powers commonly incident to his office or as from time to time may be assigned to him by the Board of Directors.
- In the absence of the Treasurer or in the event of his/her inability to act, the President may appoint an Assistant Treasurer to act temporarily in his place.
- The Board of Directors may require the Treasurer or any Assistant Treasurer to be bonded for the faithful discharge of his duties in such sums and with such surety or sureties as the Board of Directors may determine.

- **Article VIII Coordinators**

- *Section 1. General Composition*

- The Board will elect/appoint members of the Board to serve as Junior Coordinator and League Coordinator
 - Each coordinator shall have the power to form a committee to assist him/her perform duties as needed.
- The Board may appoint other Coordinators as needed from time to time.

- *Section 2. Duties*

- *A. League Coordinator*

- The League Coordinator shall organize, direct, and coordinate the entries for all leagues sponsored by the Association.
 - He/she shall keep a record of forms, procedures, and contacts which facilitate/allow league play.
- He/she will work directly with the Association, the USTA, the CTA, and any other organizations necessary for successful play.

- In the absence of the League Coordinator or in the event of his/her inability to act, the President may appoint an Assistant Coordinator to act temporarily in his/her place.
- **B. Junior Chairperson**
 - The Junior Chairperson shall organize, direct, and coordinate all activities of the Junior Program.
 - He/she shall keep a record of forms, procedures, and contacts which facilitate/allow junior tennis.
 - The Chairperson will work directly with the USTA, the CTA, the Greeley CARA Program, and the Greeley Recreation Department in promoting junior tennis.
 - In the absence of the Junior Chairperson or in the event of his/her inability to act, the President may appoint an Assistant Chairperson to act temporarily in his/her place.
- **Article IX. Resignations, Removals, and Vacancies**
 - *Section 1. Resignations*
 - Any director, officer, employee, or agent of the Association or any member of any committee may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the Association.
 - Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective unless otherwise provided therein.
 - *Section 2. Removal*
 - Any officer, employee, or agent of the Association may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby.
 - *Section 3. Vacancies*
 - Any vacancy in the office of any officer arising from resignation, removal, death, or other cause may be filled at any time by the Board of Directors at any meeting and the officer so elected shall hold office until his successor shall have been elected and qualified.
 - Any vacancy in the Board of Directors and any additional membership on the Board of Directors resulting from an increase in the number of directors may be filled at any time by the affirmative vote of a majority of the then remaining directors, at any meeting, and the person so elected shall hold office until the end of the term filled.
- **Article X. Miscellaneous**

○ *Section 1. Contracts, etc.*

- Except as otherwise provided by law or the Bylaws, such officer or officers, employee or employees, or agent or agents of the Association as shall be specified by the Board of Directors shall sign, in the name and on behalf of the Association, all deeds, bonds, contracts, leases, and other instruments or documents, the execution of which shall be authorized by the Board of Directors; and such authority may be general or confined to specific instances.

○ *Section 2. Checks, Drafts, etc.*

- All checks, drafts, notes, bonds, bills of exchange or other orders, instruments or obligations for the payment of money shall be signed by such officer or officers, employee or employees, or agent or agents of the Association as shall be specified by the Board of Directors.

○ *Section 3. Fiscal Year*

- The fiscal year of the Association shall begin on January 1 and end on December 31 of the same year.

○ *Section 4. Conflict of Interest*

- There is no disqualification from being a TAG Board member due to occupation or familial relationships on the board. There will, however, be a procedure for handling situations that could result in perceived conflict of interest during a vote put to the board:
 - The procedure for a perceived conflict of interest by a Board member leading up to a vote or action by the Board is:
 - The Board member shall recuse his/herself from the vote
 - If the Board member does not express his/her intent to recuse him/herself from voting, another Board member may request that the member who would be in perceived conflict of interest during the vote to be directed, after a majority vote by the Board as to the perceived conflict of interest, to refrain from voting.
 - In the event that the Board or any general TAG member is made aware of a perceived conflict of interest after a Board vote or action has occurred, the Board shall revisit the resulting decision of the vote with the intent to determine whether the outcome would be affected by amending the vote based on the perceived conflict of interest.
 - The Board could then take action to amend the vote or action outcome.

- The Secretary will note any Board action or vote as usual, but will identify the abstaining Board Member if he/she is not participating due to perceived conflict of interest.
- *Section 5. Limitation of Liability and Indemnity*
 - A. Liability
 - No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as an officer, director, or employee of the Association if such person
 - a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of his own affairs, or
 - b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or confirmation furnished by officers or employees of the Association which he had reasonable grounds to believe.
 - The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.
 - B. Indemnity
 - Each officer and director, whether or not then in office, shall be held harmless and indemnified by the Association against all claims and liabilities and all expenses reasonable incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which he may be made party by reason of any action taken or omitted to be taken or omitted to be taken by him as a director of the Association, in good faith, if such person, in the opinion of a court or of the Board of Directors
 - a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances in the conduct of his own affairs, or
 - b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or information furnished by officers or employees of the Association which he had responsible grounds to believe.
- *Section 6. Books and Records*

- The Association shall keep correct and complete books and records on account as specified under Officers' and Coordinators' duties.

- *Sections 7. Corporate Seal*

- In the event the Association shall have a corporate seal, the seal shall be circular in form and shall have inscribed thereon the year of the Corporation's organization and the words "Corporate Seal" and "State of Colorado".

- **Article X. Amendments**

- The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws at any duly convened meeting of the Board of Directors by the affirmative vote of a majority of the directors at any such meeting at which a quorum is present.