

GOLDEN TRIANGLE TENNIS ASSOCIATION CONSTITUTION AND BYLAWS

(Approved at Q2 2019 Board Meeting)

DATE: October 10, 2019

ARTICLE I NAME

Section 1 This organization shall be known as Golden Triangle Tennis and/or "GTT".

ARTICLE II PURPOSE

Section 1 GTT's purpose shall be to promote tennis and related activities in the City of Columbus, MS and adjacent communities through the organization, offering and promotion of competitive and social tennis play and related events for players of all levels and ages.

ARTICLE III MEMBERSHIP

Section 1 Membership in GTT is generally open to all persons. A member is a person who has filled out and signed a Membership form, and paid membership fees for the current year. The Board may, however, restrict membership from time to time as follows:

- a A maximum number of members may be specified, if necessary, due to court availability.
- b. Residency requirements may be specified, if necessary, to comply with guidelines of any city, school or other owners/administrators of facilities used by GTT.

Section 2 Membership dues shall be as follows:

- a. Juniors \$15 per month or \$35 per Quarter*
*January - March, April - June, July - September, and October- December
- b. Adult Membership \$15 per month or \$150 per year

Section 3 Membership Promotions: The Board of Directors may approve promotional rates for membership dues. Approval for such Promotions may occur at any monthly Board of Directors meeting. A simple majority vote is required.

Section 4 Membership dues are due and payable on January 1 of each year. The renewal period may begin as early as October 1 of the preceding year.

Section 5 Upon payment of dues, adult members (at least 21 years of age) shall be entitled to participate in all of GTT activities and to vote in GTT's elections. Non-adult members shall be entitled to participate in GTT activities designated as open to Juniors, but shall not be entitled to vote in GTT elections.

All members in good standing will have a first priority opportunity to participate in GTT activities. If there are slots available in GTT activities, following a reasonable period of time to allow for member signups, non-members will be welcome to participate. All non-members will be expected to pay the applicable non-member fees at the time of registration for such activity.

Non-members must be invited by an active GTT member to participate in GTT activities up to two (2) times per session at no cost; thereafter non-members must pay a \$3.00 per use fee.

Section 6 Membership information shall be updated annually in January.

Section 7 Calendar year for GTT membership shall be January 1 through December 31.

Section 8 GTT members must abide by all applicable GTT, USTA, municipal and school rules and regulations.

Section 9 Membership is continuous until such time as a member voluntarily terminates membership or fails to pay dues for two (2) consecutive months.

Section 10 Members may be suspended from all GTT activities for a period of 30 days OR longer for actions prejudicial or injurious to the GTT, only upon a majority vote of the Board of Directors.

Section 11 Members previously suspended in the current calendar year may be expelled for the remainder of the year [or indefinitely] for a subsequent action prejudicial or injurious to the GTT, only upon a majority vote of the Board of Directors.

Section 12 MEMBERSHIP DUES/FEES: Dues and fees for the following calendar year are set by the Board of Directors annually.

ARTICLE IV MEETINGS

Section 1 A General Membership meeting shall take place annually at a location designated by the Board of Directors.

Section 2 Board of Directors meetings will be held at least quarterly, at the discretion of the President, or by request of 25% of the Board, and *are not* opened to the General Membership.

The General Membership may request attendance at Board of Directors to raise new issues during the “new business” segment of the quarterly meeting so long as the issues to be raised have been added to the meeting agenda.

To add issues to the agenda in advance of the quarterly meeting, members must contact a member of the Board of Directors or the Director of Education to have issues they wish to discuss or intend to raise in person added to the meeting agenda.

At the discretion of the President of the Board of Directors, a member may attend a meeting to raise new issue(s) without first having the new issue(s) added to the meeting agenda.

Section 3 When applicable, members shall be notified of the date and place of meetings via the GTT website OR GTT Facebook page. The dates of the Board of Director meetings will be posted in the website Calendar section and on the Home page of the website or Facebook page, at least two weeks prior to the date of the meeting. Dates when meetings are open to the General Membership will be annotated.

Section 4 Special meetings may be called by approval of the Board of Directors or by petition of 25% of the GTT Membership.

ARTICLE V ELECTION OF THE BOARD OF DIRECTORS

Section 1 Solicitation for volunteers to serve on the Board of Directors will be published on the GTT website, at least one month in advance of the General Membership meeting. Volunteers for the Board should notify the Chair of the Nomination Committee (the Vice President, unless otherwise designated) in writing of the position for which they are volunteering.

Section 2 At the 4th quarter Board of Directors meeting, the Chair of the Nomination Committee will present the nomination slate for the following year's Board of Directors.

It is recommended that the President serve at least two (2) previous years on the GTT Board of Directors prior to serving as president.

Approval of the nomination slate requires a majority vote of the Board of Directors present. The approved nomination slate will be presented to the general membership at the annual General Membership Meeting.

Section 3 Signatures from a minimum of 5% of the adult General Membership are sufficient to place an additional write-in nomination into candidacy for a competitive election for a position on the Board of Directors, up until 48 hours before the date of the annual General Membership meeting. All such write-in nominations, with all qualifying signatures and legibly printed adult member names, are to be presented in person to the Chair of the Nomination Committee or otherwise acknowledged in writing by the Chair of the Nomination Committee as having been received and accepted as a qualifying nomination, by the specified deadline for write-in nominations.

Section 4 Members shall not be elected to office without their consent.

Section 5 The election of the Board of Directors for the following year shall take place at the annual General Membership Meeting normally held in January. Voting shall be by majority vote of those present.

Section 6 Members of the Board may be removed by a 2/3-majority vote of the full Board of Directors.

Section 7 If any Board position has not been filled at the annual election, and a volunteer comes forward at a later date, an election may be held at a regular Board meeting voted on by the Board of Directors: majority vote rules.

ARTICLE VI BOARD OF DIRECTORS

Section 1 The following positions shall comprise the Board of Directors:

1	President, officer	12	USTA Director
2	Vice President, officer	13	Inter-GTT Director
3	Secretary, officer	14	Junior Program Director
4	Treasurer, officer	15	Website Director
5	Tournament Director	16	Past President
6	Social-Fun Days Director	17	Public Relations Director
7	Social-Evenings Director	18	Holiday Party Director
8	Membership Director	19	Drop-In Director
9	Team Tennis Director	20	Court Coordinator Director
10	Ladder Director	21	Advanced Team Tennis Director
11	Away Trip Director		

When determined to be needed during the course of the year, to better serve the interests of the GTT, the President with the approval of the Board, may designate and fill additional Board of Director positions.

Board members may be elected to fill more than one position. Multiple individuals may share one Board position. Officers are authorized to sign any legal, tax, banking or other official documents as required.

Section 2 All Board members shall be members of GTT in good standing and serve a term commencing upon election and terminating with the installation of new Board members the following year. Note: Board members may be reelected under the normal election process.

All members elected to the Board of Directors shall be assessed \$100. Upon payment of said assessment a member shall be deemed to be in “good standing”. In lieu of paying \$100 a Board Member who provides, secures and/or solicits “in-kind” contributions and/or donations of equal or greater value than the assessment amount of \$100 that significantly benefits GTT shall be said to be in good standing.

A financial assessment may only be enacted and/or changed once a year with a 2/3 vote of the Board, subject to penalties agreed upon.

Section 3 In the event of severe financial need, a Board member may submit a request for waiver of membership dues by the first Board meeting in the new year, with justification of financial need acceptable to a majority of the Board for approval of such waiver.

Board members who have not paid their membership dues or received a waiver of such dues from the Board by the first Board meeting will not be recognized as a Board member and will not have a vote at the meetings until their membership fees have been paid.

Section 4 If a vacancy should occur in an office it shall be filled by appointment of the President (or by the Board of Directors, if the vacancy is the position of the President) with the approval of the Board of Directors and shall be effective until that term expires.

Section 5 A simple majority of individual Board positions currently filled is required to be present at a properly convened Board meeting, in order to constitute a quorum for the transaction of business at a Board of Directors meeting. Present Board members will be counted once for EACH position they are

filling on the Board for purposes of establishing quorum. The Chair of the meeting is responsible for determining and recognizing a quorum before convening a Board meeting for official business or voting.

In the event that a normal quorum cannot be established, but more than 25% of individual Board positions currently filled are present, the Chair may recognize a Provisional Quorum and convene the Board meeting (see special requirements concerning voting in Section 5).

Section 6 Each filled Board position is entitled to one vote. The Chair may only cast a vote to break a tie vote. At all Board meetings, properly convened and recognized as having achieved quorum by the Chair a simple majority vote of the Board positions present will be required to pass any motions coming before the Board.

Note that multiple individuals filling a single Board position do not receive multiple votes, whereas a single individual filling multiple Board positions does receive multiple votes. In the event that multiple individuals share one Board position, the Chair shall announce, at the time of acknowledging quorum, which individual shall be recognized as casting the vote for such shared Board position.

In the event that the Chair has recognized a Provisional Quorum in convening the meeting (and has not later improved that recognition to a normal Quorum during the meeting), then the passage of any votes shall require BOTH a majority of the Board positions present AND more than 25% of individual Board positions currently filled.

Section 7 To facilitate the expedient Board consideration, discussion and approval of matters, in the absence of a physical meeting of the Board, a protocol for the electronic submission, consideration and approval of matters by the Board is provided:

A proposal for a motion to the Board may be offered by any Board member, to the President or Vice President for discussion and revision. Only with the prior electronic or other written consent of the President or Vice President, the Board member may then electronically present the final motion, as revised, simultaneously to the entire Board.

If a proposed motion is presented electronically to the Board by an individual, without the prior written consent of the President or Vice President, such proposed motion and any vote on such proposed motion shall have no standing as a decision of the Board.

Upon electronic presentation of a properly-consented motion to the Board, the motion must be seconded by another Board member, by electronic written communication to the Secretary. The Secretary shall then simultaneously notify the entire Board by electronic written communication who has seconded the motion and that it is open for electronic discussion. If no second is received by the Secretary within 48 hours, the motion dies.

Upon electronic communication from the Secretary that a motion has been seconded, the Board will have a minimum of a 48-hour period for written electronic discussion of the motion. Revisions to an electronically submitted motion shall be allowed during the electronic discussion process, with the approval of the original presenter and seconder of the motion, as in a physical meeting of the Board. In the event that a revision to the motion is approved by the original presenter and seconder, the 48-hour minimum period for electronic discussion shall restart.

Following the conclusion of any minimum required electronic discussion period and upon the direction from the President or Vice President to call for the vote, the Secretary shall electronically distribute a consolidated copy of all electronic discussion received by the Secretary on the motion, as properly revised (if applicable), and shall call for an electronic vote on the motion.

Board members are required to submit their electronic vote on the motion, to the Secretary, within 48 hours of the time at which the Secretary has electronically called for the vote.

Upon receipt of electronic votes demonstrating a majority of the full Board either in favor or opposing the motion, the Secretary shall promptly and simultaneously electronically notify the full Board of the approval or denial outcome achieved on the motion. At the end of the 48-hour voting period, the Secretary shall promptly and simultaneously electronically notify the full Board of the voting results by Board member.

The Secretary shall document the final language, presenter, seconder, date and voting results on the motion, as Minutes of an Electronic Meeting of the Board, for review and approval at the next meeting of the Board.

Section 8 Only the Past President immediately preceding the current President shall be recognized by the Chair for purposes of voting upon matters before the Board. Such immediate Past President shall have a vote on the Board for one (1) year following their term as President.

Section 9 The President may appoint, with the approval of the Board of Directors, any special Chairperson or committee to conduct the GTT's affairs.

Section 10 An appreciation event honoring last year's Board will be held annually; arrangements to be made by a President-appointed committee.

ARTICLE VII DUTIES OF BOARD MEMBERS

Section 1 All Board members are expected to attend physical meetings of the Board, and are expected to participate and respond to electronic voting called by the Secretary.

Section 2 President: Shall preside at all meetings of the GTT and Board of Directors, and may be the Chief Executive Officer of the GTT.

Section 3 Vice President: Shall act in the absence of the President, and assist the President as required. The Vice President shall be responsible for maintaining a sufficient amount of liability insurance for the GTT (minimum amount of coverage is dictated by the facilities use agreement(s) that GTT has negotiated and are in effect with any applicable city, school or other provider of facilities). The Vice President will serve as our Community Tennis Association (CTA) liaison to the United States Tennis Association, and is responsible for maintaining the GTT's USTA memberships. In the absence of a Public Relations Director, the Vice President will attend and report on relevant city and community meetings. The Vice President will serve as the Nomination Committee Chairperson for the nomination of the following year's Board of Directors. The Vice-President will work to assure that all Board members have paid their membership fees or have completed the fee waiver application process, prior to the first meeting of the Board in the new year.

Section 4 Secretary: Shall keep all records of GTT meetings and meetings of the Board of Directors.

Section 5 Treasurer: Shall receive all money due to the GTT and shall pay out money documented as properly due to other parties. All checks issued by the GTT shall be signed or electronically authorized by the Treasurer or the President. All funds collected for the GTT by the Board of Directors shall be received by the Treasurer and deposited in the GTT's checking account. The Treasurer shall also be responsible for the preparation of quarterly financial statements, which shall be presented to the Board for review and approval. The most recent Board-approved financial statement shall be published by the Treasurer in the Members-Only section on the GTT website.

Section 6 Tournament Director: Shall be responsible for the organization and conduct of all GTT tennis tournaments, excluding Team Tennis, Social-Fun Days, Competitive Fun Days, Social-Evenings, Inter-GTT Tournaments and Junior Tournaments. Tournament Director shall publicize tournament events on the GTT website and at tennis facilities utilized at least one month before each tournament, and shall be responsible for keeping the tournaments calendar updated with the Court Coordinator.

Section 7 Social-Fun Days Director: Shall be responsible for the organization and conduct of all of the GTT's Social and Competitive Fun Days that are held during the daytime.

Section 8 Social-Evenings Director: Shall be responsible for the organization and conduct of all of the GTT's social events that are held in the evening hours.

Section 9 Membership Director: Shall be responsible for the procurement of membership dues and the maintenance of the Membership Directory, which shall be available in the Members-Only section on the GTT website. The Membership Director shall also be responsible for developing and executing recruiting plans for new members and for retaining current members.

Section 10 Team Tennis Director: Shall be responsible for the organization and conduct of all intra-GTT team matches.

Section 11 Ladder Director: Shall be responsible for all Singles and Doubles Ladder activities, and shall mediate all disputes arising there from.

Section 12 Away Trip Director: Shall be responsible for making all arrangements for the GTT's annual Away Trip.

Section 13 USTA Director: Shall be responsible for making all arrangements for the GTT's USTA League (USTA-sponsored) activities. The USTA Director will work closely with the Court Coordinator to assure that all scheduled USTA matches are correctly posted on the electronic calendar on the GTT website. The USTA Director will work with the Court Coordinator to assure that all court fees are paid in full on a timely basis. The USTA Director will enforce the requirement that GTT USTA team members are paid-up current year members in good standing of the GTT.

Section 14 Inter-GTT Director: Shall be responsible for the organization and conduct of all Inter-GTT tournament events.

Section 15 Junior Program Director: Shall be responsible for planning, organizing and running all junior clinics, tournaments and other events during the year.

Section 16 Communications & Website Director: Shall be responsible for the design, maintenance and timely posting of all submitted materials onto the GTT's web site. C&W Director shall be responsible for assisting the President and other Board members in the assembly, editing, publication and distribution of the GTT's electronic communication updates through the GTT website, including email notifications and announcement distributions to members, and distribution by mail to any members without email access. C&W Director, with input from GTT officers or Board as needed, will exercise approval authority over website and communications content.

Section 17 Past President: Advise and assist the Board for one year after their term as President has ended.

Section 18 Public Relations Director: Shall be responsible for all external communications (not otherwise assigned herein) with city officials, community representatives and the public. Public Relations activities, include attendance and reporting on relevant city and community meetings (San Carlos City Parks and Recreation Department's Site Advisory Council, Parks & Recreation Commission, City Council, etc., as appropriate), overall GTT advertisements and promotions, leading tennis facilities improvement and addition initiatives, petitions, forms, flyers, signs and banners.

Section 19 Holiday Party Director: Shall be responsible for making all arrangements for the GTT's annual Holiday Party.

Section 20 Drop-In Director: Shall be responsible for the organization and conduct of all Drop-In events.

Section 21 Court Coordinator Director: Shall be responsible for establishing, coordinating with other entities as necessary, maintaining and timely posting of annual and monthly calendars in the GTT website, and in the protected display boxes at all tennis facilities utilized by GTT. The Court Coordinator will work closely with all relevant school, city or other organizations to assure the availability of tennis courts for all activities authorized and organized by the GTT. The Court Coordinator will assure that the court use fees are paid to any relevant school, city or other organizations on a timely and at least quarterly basis.

The Court Coordinator will work with GTT officers to ensure that there is a current working contract for court use in place with any relevant school, city or other organizations.

Section 22 The foregoing shall constitute the GTT's Board of Directors and shall control all affairs of the GTT and carry out its objectives. The Board shall meet no less than quarterly at a place and time mutually agreed to by its members.

Section 23 It is the policy of the GTT that the financial goal of all events and/or the annual programming of each committee or event series is to break even at a minimum and preferably to generate a revenue surplus (after subtraction of all direct event costs) to achieve specific financial performance goals set by the Board, in order to diligently meet the GTT's annual operational financial requirements, including the building and maintenance of Board-authorized capital accumulation goals in financial reserve accounts for designated purposes. With the advance approval of the Board, certain GTT events may receive a designated amount of subsidization to operate below the goal of breakeven at a minimum.

Section 24 Any irregular or unusual expense, or expenditure outside of Board-approved budget and/or normal operational expenditure levels, requires Board approval before the expense is committed to, payment made, or funds reserved.

ARTICLE VIII AMENDMENTS

Section 1 The GTT's Constitution and By-laws may be amended at any business meeting of the GTT upon a 2/3 vote of the membership present, providing that written notice of the proposed Amendment has been presented to the Board and has been published to members through the GTT website at least 3 weeks before the vote.

Section 2 The Constitution and By-laws shall be posted on the GTT's website.

ARTICLE IX RULES AND GUIDELINES

Section 1 The Board of Directors can establish Rules and Guidelines for activities pertaining to the GTT. Rules and Guidelines shall be updated annually and posted on the GTT's website.

Section 2 Rules can be established or modified by a 2/3-majority vote of the Board of Directors.

Section 3 Guidelines can be established or modified by a simple majority vote of the Board of Directors.