

Bylaws of Centennial Valley Tennis Association

Article I -- Name

The Corporation shall be known as Centennial Valley Tennis Association, Incorporated.

Article II -- Purpose

The purpose of the organization will be as follows:

1. To promote tennis for local players in the community.
2. To assist in the support and maintenance of new and present tennis facilities in the local area.
3. To keep local players informed of events and activities which encourage the sport of tennis.
4. To support and sponsor local programs which promote the sport of tennis.

Article III -- Membership

The Corporation shall be made up of members. Any individual, upon payment of the requisite dues, shall be admitted to membership upon a showing of willingness and readiness to abide by the Articles of Incorporation and the By-Laws of the Corporation.

Each member (a family being one member) in good standing shall have one vote in the affairs of the Corporation. Voting rights shall be non-cumulative.

Article IV -- Board of Directors

Board of Directors shall be comprised of not less than five and not more than nine individuals. The Board of Directors will consist of the Officers of the Corporation ("Officers") and also of members of the Corporation who are not Officers ("Members at Large"). There shall be not less than two and not more than five Members at Large on the Board of Directors. In the event that the nominating committee cannot recruit candidates for all Board positions, it is allowable for one person to fill both positions of Secretary and Treasurer. Board of Directors shall have full power to make, alter, and amend the Articles of Incorporation (subject to approval of the members per Article XIV of the Articles of Incorporation); to make, alter, and amend or repeal the bylaws of the Corporation for the conduct and management of the affairs of the Corporation; and conduct, manage and control the business affairs of the Corporation.

A vote approving amendment from a minimum of two-thirds of the Board of Directors is required to amend these bylaws. A vote of three fourths of the Board of Directors is required to amend the Articles of Incorporation, subject to approval of the members per Article XIV of the Articles of Incorporation.

Performance:

1. Terms of the members of the Board of Directors shall be for two years or until a successor is elected by a general vote of the membership. Vacancies within the Board of Directors created by resignation, etc., will be filled by persons elected by a majority of the remaining Board of Directors.
2. The offices of President, Secretary and two Members at Large positions will commence in January of even calendar years. The offices of Vice President, Treasurer, and remaining Members at Large will commence in January of odd calendar years.
3. Members of the Board of Directors need to be members of the Corporation.
4. Members of the Board of Directors must have all dues paid in full by January 31 of the elected year.
5. Members of the Board of Directors cannot suggest, request, or direct any volunteer or paid staff without approval from the general Board of Directors.
6. Absence of three consecutive board meetings without notification, deemed appropriate by the Board of Directors, may result in a vote by the remaining Board of Directors determining membership status on the Board of Directors. Two thirds of the Board of Directors present at the meeting is required to call membership status to vote, and three fourths vote of those present is necessary to terminate a member from the Board of Directors.
7. Annual Report: it shall be the duty of the Vice-President, Secretary, and Treasurer of the Board of Directors to compile and publish an annual report for the general membership. This annual report is due by December 31. Minimally, the annual report shall include a summary description of activities the board deliberated and voted on, summary financial statements, and any financial deficit year must be fully explained.
8. The Board will remain unbiased in regards to the promotion of tennis related activities per Article II of these bylaws and its mission statement.

Article V—Officers and Members at Large

The Officers of the Corporation shall be comprised of the president, a vice president, a secretary and a treasurer. The duties of these offices shall be those usually associated such titles and nonprofit organizations. More specifically, but not limited to:

President: it shall be the duty of the president to attend meetings of the Board of Directors, and to inform the members of the Board of Directors as to those issues the president deems appropriate, or to answer questions and members of the Board deem appropriate; to sign instruments of the Corporation on its behalf; to act as the managing officer of the Corporation; to have all power of the chief executive of the Corporation as may be, from time to time, authorized or required by the bylaws of the Corporation, or by

vote of the Board of Directors. The President shall appoint all committees and task forces and shall sit on all committees as an ex officio member.

Vice president: it shall be the duty of the vice president to preside at meetings in the absence of the president, or when authorized by the Board of Directors to act and perform all duties of president; to perform other such duties as may be required by the bylaws of the Corporation or by vote of the Board of Directors; to participate in the creation and publication of the annual report to the general membership.

Secretary: it shall be the duty of the secretary to give notice of members meetings and meetings of the Board of Directors; to prepare and keep proper records of the acts and doings of the Corporation; and to maintain such other records as the bylaws or a vote of the Board of Directors may prescribe; to participate in the creation and publication of the annual report to the general membership, house all organization documents past, present and future during tenure as Secretary.

Treasurer: it shall be the duty of the treasurer to act as the custodian of the funds of the Corporation; to receipt for and to disburse money in the Corporation; to keep an account of its financial condition; and to perform all things incident to the treasurer of the nonprofit Corporation; and perform such acts and duties as may be required by the bylaws or by the boat of the Board of Directors; to participate in the creation and publication of the annual report to the general membership.

Members at Large: it shall be the duty of the Board of Directors to have adequate representation of the membership through the election of Members at Large to the Board of Directors. Members at Large serve the primary purpose of holding the Board of Directors accountable for their actions and representation of the general membership.

Officers shall serve at the pleasure the Board of Directors.

Nominating and Election Process:

1. The President must appoint a Nominating Committee at the July board meeting. This committee shall consist of three members; one and only one will be a Board member.
2. The Nominating Committee will use reasonable efforts to recruit candidates during the months of July, August, September. Recruitment must include at least two different types of public advertising, whether email announcement, newsletter posting, website posting, or newspaper adds.
3. September 30th will be the last day to accept nominations.
4. A ballot with candidates and corresponding Board position (officer or member at large) will be created as close as possible to November 1st.

5. November will be the voting month for new Board of Directors. The last date to vote (postmarked envelopes, or via online method if applicable) will be November 30th. Membership should have a minimum of two weeks to cast their votes.
6. At the October board meeting the President will appoint a Counting Committee, consisting of three members: two Officers and one Member at Large.
7. December will consist of the Counting Committee counting votes and announcing the results.

Nomination Process; Ballots: the Board of Directors will authorize the Nominating Committee to establish a nominating process every year for nominations and selection of candidates for the Ballot for election of Officers and of Members at Large to the Board of Directors.

Elections: elections will be held by either a written vote mailed directly to the Treasurer of the Board of Directors or through an online mechanism in which all tabulations are sent directly to the Treasurer and Secretary of the Board of Directors. All envelopes with votes shall be opened in the presence of the full Counting Committee. The Counting Committee shall be responsible for counting and verification of all votes, and the subsequent reporting of the final results.

Article VI – Meetings

General Meetings: The Board of Directors shall meet with such frequency as it may consider advisable upon notice from any member, but in no case less than one time each fiscal year. A legal meeting shall consist of a minimum greater than 50% of board members and a majority of the vote of those present shall be necessary to decide questions presented.

Annual Meeting: There shall be at least one meeting of the members annually, designated in advance as the annual meeting, at which meeting the members can discuss Corporation business. This meeting must allow for members to question the Board of Directors regarding all information included in the annual report; general questions regarding actions taken since the last annual meeting; comments of dissension and suggestions for the Board of Directors. The annual meeting must take place by March 31st.

Closed Meetings: it will be the prerogative of the Board of Directors to hold closed meetings (i.e. only elected board members are allowed to attend). To hold a closed meeting a two thirds vote of approval by members of the Board of Directors is required and a minimum of five-day notification to the general membership is required.

Executive Session: during a meeting a motion and vote can be made for the removal of all non-elected personnel from the meeting. Two thirds vote by the members of the Board of Directors is necessary to execute an Executive Session. An executive session can be invoked at any time during a meeting (annual or regular) provided the two thirds vote is cast.

Article VII -- Financial

Fiscal year the Corporation shall be January 1 to December 31.

Fiscal Responsibility: it will be the responsibility of the Board of Directors to maintain a balanced budget. Should there need to be a deficit the Board of Directors must give a detailed explanation to the general membership in the annual report.

Directors and Officers Insurance. The Board of Directors must maintain Directors and Officers Insurance on a continuous basis.

The principal office the Corporation shall be located at 946 Arapahoe Circle, Louisville, Boulder County, CO 80027 or at such other location within the County of Boulder Colorado as the Board of Directors may designate.

Article VIII – Miscellaneous

In the event of dispute, all matters relating to the conduct of meetings of the Board of Directors of the Corporation, or relating to conduct of the annual meeting, which are not otherwise covered by these bylaws shall be determined in accordance with the latest edition of Robert's rules of order.

Bylaws of Centennial Valley Tennis Association as approved by the Corporation's Board of Directors on June 25, 2006.