

SONOMA VALLEY TENNIS ASSOCIATION
A MEMBER ORGANIZATION OF THE UNITED STATES TENNIS ASSOC.

BYLAWS – JANUARY 1988 – REVISED FEBRUARY 2016

Article I. Name

The name of the Association shall be “The Sonoma Valley Tennis Association, a member organization of the United States Tennis Association.

Article II. Principal Place of Business

The principal office of the association shall be located at the home of the current President of the Association,

Article III. Purpose

The purpose is to promote the development of tennis as a means of healthful recreation and physical fitness for all Sonoma Valley residents, and to cooperate with the United States Tennis Association (USTA) and other associations in the pursuit of these aims.

Article IV. Membership

Membership shall be open to all residents in the Sonoma Valley area upon payment of such dues as may be fixed by the Board of Directors from time to time.

Article V. Board of Directors

Sections 1. General Powers – The property, affairs and business of the Association shall be managed and controlled by or under the authority of the Board of Directors.

Section 2. Composition –

The number of directors may be increased or decreased from time to time by the board, but shall not be less than three nor more than twenty-one. The Directors shall be elected annually at the annual meeting of the Board of Directors. Each director shall hold office until the next annual meeting of the Board of Directors and until his successor shall be elected, unless prior thereto he dies, resigns or is removed from office.

Section 3. Meetings –The annual meeting of the Board of Directors shall be held at such time and place within ten days of the first week in February in each year, or on such other date as may be designated by the Board of Directors, for the purposes set forth in these bylaws and for the transaction of such other business as may come before the meeting, as shall be designated in the notice of the meeting which shall be given at least seven days but not more than twenty-one days before the meetings.

Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the notice of the meeting whenever called by the President or by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his absence, any other officer of the Association, at least seven days, but not more than fourteen 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 or purposes of the meeting therein.

Section 4 President – The President shall be the chief executive officer of the Association and, subject to the provisions by the Bylaws and to the direction of the Board of Directors, shall have the general management and control of the affairs of the Association, shall preside at all meetings of the Board of

Directors, and shall perform all other duties and enjoy all other powers commonly incident to his office or which may be prescribed by the Board of Directors.

Section 5. Vice-President – Each Vice-President shall perform such duties as from time to time may be assigned to him by the Board of Directors. In the absence of the President or in the event of his inability to act, the Vice-President so designated by the Board of Directors shall perform the duties of the President, and when so action, shall have all the powers of and by subject to all of the restrictions upon the President.

Section 6. 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 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. Subject to the direction of the Board of Directors, he 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 inability to act, the President may appoint an Assistant Treasurer to act temporarily in his place.

Section 7. 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.. He 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 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.

Article VII. Resignations, Removals and Vacancies

Section 1. Resignations – Any officer 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 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 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. Quorum – One-third of the number of members of the Board of Directors at the time in office shall constitute a quorum for the transaction of business. If there shall be fewer than a quorum present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time by an announcement thereat, and the meeting may be held as adjourned without further notice.

Section 4. Voting – The affirmative vote of a majority of the directors at any meeting at which a quorum is present shall decide any question brought before such a meeting.

Section 5. Vacancies – Vacancies among directors and newly created directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office until the next annual meeting of the Board of Directors and until his successor is duly elected and qualified.

Section 6. Informal Action – Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be agreed upon by all the directors.

Section 7. Removal – Any director may be removed at any time for cause by the Board of Directors at any meeting.

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. Such committees may have as advisors persons who are not officers of the Association.

ARTICLE VII. Officers

Section 1. Officers – The officers of the Association shall be a President, one or more Vice-Presidents, a Treasurer, a Secretary, and such other officers as may be elected or appointed in accordance with the provision of this Article. 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, shall perform such duties and shall hold office for such term as may be prescribed by these Bylaws or by the Board of Directors. Any person may hold two or more offices at one time, except the offices of President and Secretary, provided the duties thereof can be consistently performed by the same person. The person elected as President shall be a member of the Board of Directors

Section 2. Election and Term of Office – The offices of the Association shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the next annual meeting of the Board of Directors and until his successor shall have been elected and qualified.

Section 3. Vacancies – Any vacancy in the office of any officer arising from death, resignation, removal 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 the next annual meeting of the Board of Directors and 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 affirmative vote of a majority of the ten remaining directors, though less than quorum of the Board, at any meeting, and the person so elected shall hold office until the next annual meeting of the Members.

Article IX. Miscellaneous

Section 1. Contracts, etc – Except as otherwise provided by law or the Bylaws, such officer or officers 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. Books and Records – The Association shall keep correct and complete books and records on account and shall also keep minutes of the proceedings of its Board and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote.

Article X. Amendments

The Board of Directors shall have 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.