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**BYLAWS OF THE
SAN DIEGO DISTRICT TENNIS ASSOCIATION**

Full Revision

ARTICLE I

NAME OF ORGANIZATION

Section 1. The name of this organization shall be the San Diego District Tennis Association (hereinafter referred to as the “Association”).

ARTICLE II

PURPOSE

Section 1. The purpose of the Association shall be to carry out the mission of the United States Tennis Association (“USTA”) within the County of San Diego (i.e., the district assigned to the Association by the Southern California Tennis Association (“SCTA”). The Association is a 501 (c) 4 California Non-Profit Corporation.

ARTICLE III

MEMBERSHIP

Section 1. The membership of the Association shall consist of two classifications: Organizational and Individual as designated in accordance with the applicable bylaws, rules, and regulations of the USTA.

Section 2. By accepting Association membership, an individual or organization agrees to abide by all provisions set forth in these Bylaws.

ARTICLE IV

MEMBER ORGANIZATIONS AND DUES

Section 1. The dues structure of the Association may be as established from time to time by the USTA.

Section 2. Each organizational member shall appoint one individual (the Organizational Member Delegate”) to serve as the representative of the Organizational member.

Section 3. Individual and Organizational members shall have no voting rights.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business affairs of the Association shall be conducted by a Board of Directors comprised of an odd number of persons not exceeding thirty-five (35) in number. In order to become a director, a person must be nominated by a member of the Association's Nominating Committee and then elected by a majority vote of the Board of Directors

Section 2. The term of office for each Director shall be three (3) years. The terms of one-third of the total number of Directors shall expire each year.

Section 3. Prior to December 31 of each year, the Nominating Committee may nominate for election persons to fill vacant Director positions.

Section 4. All Directors must be current members of the USTA.

Section 5. In order to remain on the Board, a director should attend at least fifty percent (50%) of the Board's scheduled meetings during a given calendar year and serve on at least one Association Committee. *See* Article IX. This attendance may be via telephonic and /or electronic video communications. If a director does not meet this requirement or, at any point during his or her term, no longer wishes to serve as a Director, the Nominating Committee will nominate a new person to fulfill the remainder of the dismissed Director's term. The nominee then must be elected by a majority vote of the remaining Board.

Section 6. The Board of Directors shall ensure compliance with all provisions set forth in these bylaws.

Section 7. At any meeting of the Board, any Director may, by a vote of not less than two-thirds of the whole Board, be removed from office for cause, and a successor may be elected by a majority vote of the Board of Directors.

- (a) The board may declare vacant the office of a director who has been declared of unsound mind or convicted of a felony, or, if at the time a director is elected, the bylaws provide that a director may be removed for missing a specified number of board meetings, fails to attend the specified number of meetings.
- (b) The articles or bylaws may prescribe the qualifications of directors; The board, by a majority vote of the directors who meet all the required qualifications to be a director, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of the director's current term of office.
(passed)

Section 8. Director Conflicts of Interest: This Association shall not enter into any contract or transaction with one or more of its Directors; unless the material facts as to the contract or transaction and as to the Director's interest are fully disclosed and known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the board. (passed)

Section 9. The Board of Directors shall have the authority to employ the services of a recognized firm of independent certified public accountants and such other legal, accounting, financial, and other consultants as may be needed from time to time to assist in the business affairs of the Association.

ARTICLE VI

DIRECTORS' MEETINGS

Section 1. The Board of Directors shall have at least four (4) regular meetings annually at such times and places as determined by the Association President. All such meetings shall be held within the territorial confines of the Association. The President shall take reasonable steps to ensure that all Directors are provided with at least seven (7) calendar days' written notice of the date, time, and place for each such regular meeting.

A schedule of regular meetings of the Association shall be established at the first meeting of the year, including time, dates and location of the meetings. Committee meetings will be scheduled at the call of the Chair of the committee. Meetings may be adjourned to a specific place, date, and time by a majority vote. Provisions to be made to allow meetings via telephonic or electronic video communications.

Section 2. Special meetings of the Board of Directors may be held from time to time provided that all Directors receive at least seven (7) calendar days' written notice of the date, time, place, and agenda for each such special meeting. Special meetings may be called by (a) the Association President, (b) at least two other members of the Board of Directors, or (c) the Executive Committee, as the case may be.

Section 3. Notice of a regular or special meeting of the Board need not be given to any Director who, whether before or after the meeting, (a) signs a waiver of notice, (b) consents to holding the meeting, or (c) approves the meeting minutes or (d) attends the meeting. All such waivers, consents, and approvals shall be noted in the corporate records or included in the meeting minutes.

Section 4. One-third of the total number of Directors shall constitute a quorum for the purposes of holding either a regular or a special meeting of the Board. In the event that no quorum is present at any given meeting, those Directors present at such a meeting may adjourn the meeting until a quorum can be obtained. No notice of an adjourned meeting need be given, except to absentees.

Section 5. Once a quorum is present at any meeting, the Directors may continue to transact business notwithstanding the subsequent withdrawal of any number of Directors with regard to any action approved by at least a majority of the required quorum for such meeting.

Section 6. Any action required or permitted to be taken at a Board meeting may be taken or approved without a meeting so long as all Directors individually or collectively shall consent in writing or electronic voting (email), to such action and minutes are recorded that reflect such action. The consent of all Directors shall be noted in those minutes. Such action by unanimous consent shall have the same force and effect as a unanimous vote of all Directors.

Section 7. At all regular and special Directors' meetings, each Director shall be entitled to one (1) vote. The affirmative vote of a majority of present Directors shall be required to pass any motion or petition (except when a two-thirds vote is required.) No Director shall have the power to appoint a proxy to attend any Association meeting (including, but not limited to, Board of Directors' meetings) on the Director's behalf.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. Between Directors' meetings, all Association business shall be conducted and governed by the Executive Committee of the Board of Directors. Subject to the provisions of Section 5212 of the Non-Profit Corporation Law of the California Corporations Code, the Executive Committee shall be vested with each and every power of the Board of Directors as a whole.

Section 2. The Executive Committee shall be comprised of an odd number of Directors totaling at least seven (7) in number. All Officers (*see* Article VIII, Section 1) shall serve as members of the Executive Committee.

All other members of the Executive Committee shall be nominated by the Association President and must be approved by majority vote of the Board of Directors. All living past Association Presidents shall be *ex-officio* non-voting members of the Executive Committee so long as they remain USTA members. The quorum at an Executive Committee meeting is a majority of the Executive Committee.

ARTICLE VIII

OFFICERS

Section 1. The Association shall have at a minimum, the following Officers: (a) President, (b) Vice-President, (c) Secretary, and (d) Treasurer. Each of these Officers

shall be selected by and from the Board of Directors. Assistants to the Secretary and the Treasurer may be appointed by the Executive Committee and need not be Directors.

Section 2. A person wishing to serve as an Association Officer must be nominated by the Nominating Committee and then elected by a majority vote of the Board of Directors. The names of all nominees shall be submitted to the Secretary at least ten (10) calendar days prior to the meeting at which the Board of Directors will vote upon those nominees. Input to the Nominating Committee from the Board of Directors shall be allowed.

Section 3. The term of office for each Officer shall be two (2) years.

Section 4. A person seeking to become the Association President must be nominated for that position by the Nominating Committee and then elected by a majority vote of the Board of Directors. The President shall serve one (1) two-year term. No person may serve more than two (2) consecutive two-year terms as President.

Section 5. Subject to the duly executed authority of the Board of Directors, and the Executive Committee, the President shall have the authority to conduct the activities of the Association. The duties of the President shall include, but not be limited to, the following: (a) presiding at all Association meetings, (b) serving as Chairperson of the Board of Directors, (c) appointing a Nominating Committee of an odd number of Directors totaling at least three (3), (d) appointing chairpersons of the other standing committees.

Section 6. In the absence, inability, or refusal of the President to fulfill his or her duties, the Vice-President shall perform those duties.

Section 7. The Secretary shall keep the current roll call of all board members and prepare minutes for all meetings of the Association, the Board of Directors, and the Executive Committee.

Section 8. The Treasurer shall: (a) accept the Association's portion of dues returned from the USTA through the SCTA and the Association's share of the San Diego County USTA memberships, (b) maintain a detailed and accurate accounting of all moneys received and paid by the Association, (c) prudently invest the Association's funds, with guidance from the Finance Committee, (d) ensure that all bills of the Association are paid in a timely manner, (e) regularly report on the financial condition of the Association, (f) present written financial statements (including, at a minimum, a Balance Sheet and a Profit and Loss Statement) at the Association's Annual Meeting, and (g) arrange for an audit or review of the Association's finances when deemed appropriate by a majority vote at a General meeting.

ARTICLE IX

COMMITTEES

Section 1. The Association President shall establish the following standing Committees, with the approval of the Board of Directors.

- a. Activities
 - b. Awards
 - c. Bylaws
 - d. Club Liaison
 - e. Community Programs
 - f. Collegiate
 - g. Diversity and Inclusion
 - h. Finance & Budget
 - i. Grievance*
 - j. Grant
 - k. Military Outreach
 - l. Newsletter
 - m. Nominations
 - n. Rankings
 - o. Sanctions & Scheduling*
 - p. Tennis Advocacy Committee
 - q. Tennis Hall of Fame
 - r. Tennis Fest
 - s. Tournament Promotions and Feedback Committee
 - t. Tournament
 - u. Tournament Evaluation*
 - v. Umpires Liaison
 - w. USPTA Liaison
 - x. USTA League Tennis
 - y. Wheelchair
 - z. Yearbook
- *suspended

Section 2. The Association President may establish other Committees from time to time as deemed necessary.

Section 3. All Committees shall keep minutes of their proceedings. Copies of all such minutes shall be sent by the Committee in a timely manner to the Association's Secretary for filing.

Section 4. The Association President serves as ex-officio member of all committees except the Executive Committee. The Association President shall not serve as Chair of any committee, except the Executive Committee.

ARTICLE X

MISCELLANEOUS

Section 1. Subject to the provisions of Article XII, these Bylaws may be amended by two thirds vote at any meeting of the Board of Directors.

Section 2. No provision in these Bylaws shall conflict with the bylaws, rules, or regulations of the USTA. In the event of such a conflict, the bylaws, rules, and regulations of the USTA shall prevail.

Section 3. All Association and Board of Director meetings shall be conducted in accordance with Robert's Rules of Order to the extent such Rules do not conflict with these Bylaws or the bylaws of the USTA, the SCTA, and the State of California.

ARTICLE XI

FINAL DISPOSITION OF FUNDS

Section 1. If the Association should be dissolved or otherwise cease to exist, and is in possession of any funds and/or other property (collectively hereinafter referred to as "assets") at that time, such assets shall be distributed to the United States Tennis Association, Inc., a tax-exempt corporation.

ARTICLE XII

CALIFORNIA CORPORATIONS CODE

Section 1. All provisions of these Bylaws, including all powers vested in the members, the Board of Directors, the Executive Committee, and the Officers, and the identity thereof, and any and all amendments of these Bylaws, shall be subject to each and every requirement and provision of the California Corporations Code, including, without limitation, each and every provision of the Nonprofit Corporation Law of the State of California.



President, San Diego District Tennis Association

Date:

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