

**Longmont Tennis Association
Restated Bylaws
(October 2021)**

Article I — Name and Offices

1.1 Name. The name of the corporation is Longmont Tennis Association, hereinafter referred to as the “Association.”

1.2 Principal Office. The principal office of the Association shall be located at the home address of the current president of the Association. The Association may maintain a post office box as a separate mailing address of the Association. Such addresses may be changed by the board of directors.

1.3 Registered Office. The Association shall maintain its registered office, as required by Colorado law, which may but need not be the same as the principal office of the Association.

Article 2 - Authority and Powers

2.1 Controlling Law. The Association business and its activities, and these bylaws, are governed and controlled by the *Colorado Revised Nonprofit Corporation Act* (herein “CRNCA”), as it now exists or is hereafter amended. If these bylaws conflict with CRNCA, these bylaws shall control. Absent any such conflict, CRNCA shall control the conduct of the Association affairs.

2.2 Powers of the Association. The Association shall have all powers available to it under CRNCA for the purposes stated in section 3.1 hereof, including the general powers to assess dues and charges for the purpose of fulfilling the purposes and activities of the Association hereinafter stated.

Article 3 — Purpose and Activities

3.1 Purpose. The purpose of the Association is to promote the play of, and involvement in, the sport of tennis in and about the City of Longmont, Colorado, and the St. Vrain Valley by enhancing education about the sport of tennis, by encouraging and providing local opportunities to play tennis independently and through coordination with the United States Tennis Association and the Colorado Tennis Association, and by supporting the construction and maintenance of new and existing tennis facilities.

3.2 Association Activities. The activities of the Association may include, and are not limited to, organizing and conducting Association tennis socials, drop-in events, round-robin and ladder activities, and sanctioned and non-sanctioned league and tournament play.

Article 4 — Membership and Meetings

4.1 Members. The Association shall have members, who shall become a member of record and in good standing (“member of record”) by payment of annual membership dues in an amount determined by the board of directors. A member without an active, paid membership (not of record) may not vote in membership meetings and may not participate in Association activities, unless allowed by Association rules.

4.2 Membership. A membership in the Association is twelve months in length, may not be transferred, and is defined as determined by the board of directors, including, but not limited to, categories of membership, dues, benefits of membership, and obligations, if any, of membership categories.

4.3 Voting Rights of Membership. Each member of record shall have, and be able to cast, one vote upon all membership matters coming before a membership meeting, including election of directors and certain officers and all other matters properly before the membership.

4.4 Membership Meetings.

4.4.1 An annual meeting of the membership shall be held once per year on a date determined by the board of directors.

4.4.2 Regular meetings of the membership may be scheduled, and special meetings of the membership may be called, by the board of directors or as provided by CRNCA.

4.4.3 Notice of membership meetings shall comply with CRNCA, including the ten (10) day notice requirement.

4.4.4 Membership meetings may occur by telecommunication or other electronic means that satisfy CRNCA and provide that all attendees can hear each other and all of the discussion occurring at a meeting.

4.4.5 A quorum for a membership meeting shall be fifteen (15) members of record at the beginning of a meeting.

4.4.5 Specific voting rights and actions, including written ballots, proxies, and Association acceptance of votes, are controlled by CRNCA.

4.4.6 Nomination of a member of record to be elected to the board of directors may be self-made, or made by any other member of record, either at or before a membership annual meeting, without any other or particular form of announcement of nomination.

4.5 Termination or Suspension of Membership. Members of the Association are expected to act in a reasonable and appropriate manner in all Association activities and actions, including tennis play sponsored by the Association. A membership in the Association may be terminated or suspended by the affirmative vote of sixty-seven per cent (67%) of the then serving directors of the Association for actions or behavior which are detrimental to the accomplishment of the purpose and activities stated in Article 3

hereof. The process of termination or suspension shall be conducted in a fair and reasonable manner, and shall not conflict with any minimum standards of CRNCA.

Article 5 — Board of Directors and Meetings

5.1 Board of Directors.

5.1.1 *Number.* The business operations and affairs of the Association shall be conducted by a board of directors, consisting of eleven (11) members of record. Each director shall have, and may cast, one vote upon every matter coming before the board of directors.

5.1.2 *Election Philosophy.* For the ease of electing and maintaining filled board positions, and to coordinate responsibility of individual directors for the various tennis and other activities of the Association, members of the board of directors will be primarily elected by the existing board of directors, unless otherwise elected by the Association membership at its annual membership meeting. The president and vice-president of the Association will be elected by the membership.

5.2 Election of Directors.

5.2.1 *Election by Board of Directors.* At any time a board position is vacant, including immediately after an annual membership meeting, the vacant position shall be filled by vote of the then current board of directors, except the board of directors may not fill a vacant position within the sixty (60) days preceding an annual membership meeting.

5.2.2 *Election by the Membership.* Any board position that is vacant, or for which the term ends, at the time of an annual membership meeting, may be filled by the vote of the membership in attendance. Nominations for election may be made before or at such annual meeting, and may be self-made.

5.2.3 *Desired Director Involvement.* It is desired, but not required, that any member of record elected to the board of directors by the board of directors or the membership shall agree to conduct and control a tennis or related activity of the Association (such as tennis socials, drop-in events, round-robin and ladder activities, league and tournament play, web master, etc.).

5.3 Terms of Directors.

5.3.1 *Staggered Terms.* The board of directors shall initially determine, and thereafter maintain, a protocol which identifies the individual board positions, and terms thereof, so that approximately one-half of the board positions are filled each calendar year.

5.3.2 *Length of Terms.* The term of a person elected to a director position by the board of directors or the membership shall be not more than two (2) years, and shall end on the occurrence of a certain annual membership meeting, all as determined by the directors' terms protocol.

5.3.3 *Number of Terms.* There is no limit to the number of terms, consecutive or non-consecutive, to which a member of record may be elected.

5.3.4 *Filling a Vacancy.* The term of a person elected to file a vacancy on the board shall be to complete the vacant term.

5.4 Meetings of Directors.

5.4.1 *Regular Meetings.* The board of directors shall meet at least twice every calendar year, as determined by the board of directors.

5.4.2 *Special Meetings.* Special meetings of the board of directors may be called by written notice of any three sitting directors, by the president, or as otherwise provided by CRNCA.

5.4.3 *Notice.* Notice of any board of directors meeting shall comply with CRNCA.

5.4.4 *Quorum.* A quorum for a board of directors meeting shall be the majority of the number of sitting directors at the beginning of a meeting.

5.4.5 *Open Meetings.* Board of Directors meetings are open to all members of the Association except for an executive session or as provided by CRNCA. Members of the Association in attendance have a reasonable right to be heard, subject to rules for conduct of board meetings adopted by the board of directors. Members of record do not have any voting rights at a meeting of the board of directors.

5.5 Action by Directors.

5.4.1 *Majority Vote.* Action by the board of directors occurs by the affirmative vote of the majority of directors in attendance at a meeting for which a quorum is present.

5.4.2 *Referral to Membership.* The directors may, by board action, refer any matter for a vote of the membership at any annual, regular, or special meeting of the membership.

5.6 Removal of Director and Filling a Office Vacancy.

5.6.1 *Removal.* A director who is also the president or vice-president of the Association may be removed without cause only by vote of the membership. A director who is not also the president or vice-president of the Association may be removed, without cause, by the affirmative vote of sixty-seven per cent (67%) of the then sitting directors or by the majority of the membership. All removal actions must occur at properly called meetings with a quorum present at the beginning of such meetings.

5.6.2 *Office Vacancy.* A vacancy in the position of the president/director or the vice-president/director shall be filled by vote of the board of directors for the remainder of the open term.

5.7 Annual Report.

5.7.1 *Nature and Timing.* The board of directors shall annually prepare a report to the membership of the operation, affairs, and financial status of the Association for the immediately preceding calendar year. Such report shall be electronically posted upon the Association website by March 1 of every calendar year, and is available to any member in printed form upon request of the board.

5.7.2 *Inclusion of Budget.* Each annual report will include a proposed budget for the current or immediately following calendar year.

5.8 Committees. The board of directors may, on a standing basis or for a single purpose, establish committee(s) to assist with operation of the Association, and may

appoint chairperson(s) thereof from the membership of the Association, to serve at the pleasure of the board.

5.9 Limitation of Board of Directors Authority. The board of directors cannot overturn a vote of the membership.

5.10 Executive Session: The board of directors may, by majority decision, adjourn to executive session to consider any personnel matter, any litigation involving the Association, the removal of a director from the board or a member from the Association, or for any other reason permitted by Colorado law.

Article 6 — Officers

6.1 Officers. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer and any other officer designated by the board of directors. An individual may hold more than one office at any time, except the offices of president and treasurer may not be combined in one person. The duties of these offices shall be those usually associated with such titles in nonprofit organizations and shall include the following:

6.2 President.

6.2.1 Election. The president shall be elected at every other annual membership meeting for a two-year term, beginning with the annual meeting in the year 2021. If a president is not elected as provided at an annual membership meeting, the board of directors shall, as soon as practicable thereafter, elect a president to complete such two-year term.

6.2.2 Authority. The president shall: preside at all meetings of the board of directors and of the membership; shall act as the managing officer of the Association and have all powers available to the president by action by the board of directors and from the bylaws and other governance documents of the Association, and by Colorado law; and shall sign all instruments upon behalf of the Association as directed by the board of directors.

6.3 Vice President.

6.3.1 Election. The vice-president shall be elected at every other annual membership meeting, when a president is also elected, for a two-year term, beginning with the annual membership meeting in the year 2021. If a vice-president is not elected as provided at an annual membership meeting, the board of directors shall, as soon as practicable thereafter, appoint a vice-president to complete such two-year term.

6.3.2 Authority. The vice-president shall: preside at meetings in the absence of the president and act as directed by the board of directors.

6.4 Secretary. The secretary shall be appointed by the board of directors at the first board of directors' meeting following each membership annual meeting, for a one-year term, to end at the next subsequent annual membership meeting. The Secretary shall prepare and maintain minutes of directors' and members' meetings and other records

and information desired by the board of directors and required by Colorado law, including notice of meetings.

6.5 Treasurer. The treasurer shall be appointed by the board of directors at the first board of directors' meeting following each membership annual meeting, for a one-year term, to end at the next subsequent annual membership meeting. The Treasurer shall: act as the custodian of, and receive and disburse, funds of the Association; create and maintain complete records of the financial matters and transactions of the Association, including control of the budgetary process of the Association; and comply with all directions and requirements of the board of directors, the Association governance documents, and Colorado law. The board of directors may, at the expense of the Association, obtain a surety bond covering the activities of the treasurer.

Article 7 — Financial

7.1 Fiscal Year. The fiscal year of the Association shall end upon December 31 of every calendar year.

7.2 Budget.

7.2.1 Preparation. The board of directors is responsible to annually prepare and adopt a budget for the Association early in, or in advance of, each calendar year. Each proposed budget will be a part of the annual report called for by §5.7 hereof, and available to the membership by March 1 of every calendar year.

7.2.2 Veto of Budget. Each budget adopted by the board of directors may be vetoed by the vote of the majority of all members of record of the Association at the next subsequent annual membership meeting or special meeting called to consider such budget. In the event a budget is vetoed, the prior year budget will remain in effect until further action.

7.3 Indemnification and Insurance. The board of directors may, by formal action, provide that the Association will indemnify a current or former director against any liability to result from a proceeding claiming liability by such person while a director of the Association. At the expense of the Association, the board of directors shall continuously maintain liability insurance insuring the activities of the Association, and may maintain officers and director's liability insurance coverage.

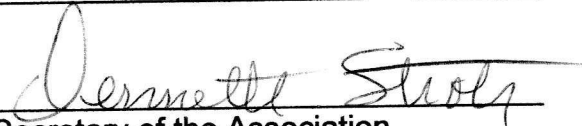
Article 8 — Miscellaneous

8.1 Disputes at Meetings. In the event of dispute, all matters relating to the conduct of meetings of the board of directors and meetings of the membership shall be resolved by the sole decision of the president of the Association, or in the absence of the president, by the person presiding at such meeting, or by the board of directors if such dispute is referred to the board by the presiding officer, with reference, as necessary, to CRNCA and the latest edition of Robert's Rules of Order. Any such decision and resolution shall be final and without any right of appeal.

8.2 Amendment of Bylaws. These bylaws may be amended, adopted, repealed or re-stated by affirmative vote of two-thirds of the members present at any meeting of the membership at which action upon the bylaws is stated in advance upon the agenda of such meeting.

These *Restated Bylaws* were adopted by vote the membership of the Association on

October 25, 2021.


Secretary of the Association