



**BYLAWS & CONSTITUTION**  
**BALBOA TENNIS CLUB OF SAN DIEGO**

**ARTICLE I: NAME AND OFFICE**

The organization shall be known as the BALBOA TENNIS CLUB OF SAN DIEGO and will be organized under the Internal Revenue Code, Section 501(c) (4) as a Social Welfare Organization. Balboa Tennis Club is a non-profit, tax exempt corporation (1939) pursuant to the laws of the State of California.

The principal business office is located at 2221 Morley Field Drive, City of San Diego, and the County of San Diego, California.

**ARTICLE II: ORGANIZATIONAL PURPOSE**

The purpose of this organization, carried out by the Board of Directors, shall be to operate the Balboa Tennis Club in a professional and businesslike manner; to establish and maintain procedures and/or policies to finance, develop, manage, and maintain the tennis complex on a non-profit basis, for the benefit of the Balboa Tennis Club and on behalf of the general public. It is the intention that the foregoing specified purposes and powers of this article shall not be limited or restrictive.

**ARTICLE III: BOARD OF DIRECTORS AND OFFICERS**

**Section 1** – Board of Directors and Officers – Definition – All officers are elected members of the Board of Directors

There are four Officers:

1. President (Chairperson)
2. Vice President (Assistant Chairperson)
3. Secretary (Record Keeper)
4. Treasurer (Budget & Finance Chairperson)

## **Section 2 – Term of Office**

There shall be seven members of the Board of Directors, which shall be classified into two classes. Class I consisting of three (3) members and Class II consisting of (4) members, each with staggered terms and one class being elected each year to serve a staggered two year term.

Directors in each class shall be elected according to Article V of the Bylaws. The directors initially designated as Class I will serve until December 31, 2021. The directors initially designated Class II will serve until December 31, 2022.

Beginning with the election of directors to be held in 2021, the class of directors to be elected in such year (Class I) shall be elected for a two year term, with an option of serving an additional two year term, provided that such directors seeking to serve an additional two year term shall notify the Board of Directors in writing by the September Board Meeting of their respective election year.

Any director appointed by the Board of Directors to fill a vacancy of a director that resigns, retires, is removed, or otherwise ceases to serve prior to the end of such director's term in office, shall hold office until the next election of the class for which such director has been chosen, and until that director's successor has been elected and qualified or until his or her earlier resignation, removal or death.

At the first board meeting held in January of every year, the members of the Board of Directors shall meet and from within their ranks select four individuals, one to act as President, one to act as Vice President, one to act as Secretary and one to act as Treasurer. The four officers shall serve the Board of Directors for a one year term of office or for an additional term as the case may be.

## **Section 3 – Purpose and Duties**

The President shall preside at all meetings, call special meetings upon request of the Board, per Article IV, Section 2 and shall supervise the affairs of the Club.

The President shall not vote on club business except in the event of a tie vote by the Board.

The Vice President shall perform the duties of the President when the President is absent.

The Secretary shall keep the minutes of the meeting, take roll call, mark absentees, present minutes of previous meetings and present any special or important correspondence, record member names of those who make motions and call the meeting to order in the absence of the President and Vice President. In addition, the Secretary shall maintain a current list of all officers, the Board of Directors and the general membership.

The Treasurer (Budget & Finance Chairperson) shall be the custodian of all Club revenues received, as well as expenses incurred. The Treasurer shall prepare a

current financial statement for each meeting and a complete annual financial report at the annual meeting.

The fiscal year of the Balboa Tennis Club shall be that of the calendar year.

#### **Section 4 – Board Acts and Accountability**

Official business shall be approved during general/special meetings only.

The votes of the Board of Directors shall be recorded in the Club minutes and posted on the Club bulletin board.

#### **Section 5 – Conflict of Interest**

No employee or lessee of the Balboa Tennis Club shall be an officer of that organization. No Officer or Director shall derive a financial benefit from the operation of the Club; he/she shall abstain from voting on any matter in which he/she has a conflicting financial interest after having first advised all other officers and Directors of the nature of the interest. A financial interest, used herein, shall also include any interest that the Officer Director has in a business or profession which directly or indirectly will affect or be affected by the operation of the Club. This conflict of interest shall extend to and include any immediate member of the family of any Officer or Director.

### **ARTICLE IV: BOARD MEETINGS & COMMITTEE ACTION**

#### **Section 1 – General Meetings of the Board of Directors**

General meetings of the Board of Directors shall be held on the third (3<sup>rd</sup>) Tuesday of each month except when a holiday or another event conflicts. In case of conflict, the meeting date will be set by the Board of Directors with due notice as set forth below. Meetings will be held at the Balboa Tennis Clubhouse. To transact business, a majority of the Board shall constitute a quorum.

Notice of General Meetings shall be posted for club members at least three (3) but not more than ten (10) days before the date of the meeting. Posting will include a Presidential approved agenda. Directors may discuss but not make a decision on items that are not on the agenda subject to the following conditions:

1. Upon determination by a two-thirds (2/3) vote of the Board, or if less than two-thirds (2/3) of the Directors are present, a unanimous vote of those present that the need to take action arose after the agenda was posted.
2. Upon a determination by a majority of the Board that an emergency exists.

#### **Section 2 – Special Meetings of the Board of Directors**

Special meetings of the Board of Directors may be called by the President or shall be called at the request of three (3) or more Directors. Notice of special meetings shall be posted for Club members at least five (5) but no more than ten (10) days before the date of the meeting.

### **Section 3 – Executive Meetings of the Board of Directors**

Executive meetings of the Board may be called by the President or two (2) Board members at any time. The subject for discussion must be confidential or privileged, and must be limited to litigation or personnel matters, or any other issue within the legal purview of the Board. The public is excluded. The Board of Directors may invite affected individuals at the Board's discretion. Minutes must be taken and retained in the Club's files. Only the Board of Directors and employees authorized by the Board have access to the minutes of the executive meeting, except if such minutes are subpoenaed by legal authorities.

### **Section 4 – Standing Committees**

Standing committees shall be established by the Board of Directors.

After the installation of a new Board of Directors, the President shall appoint chairpersons for each standing committee, subject to Board approval.

The standing committees are:

Budget & Finance

Constitution & Bylaws

Employment & Personnel

Ethics

Facilities

### **Section 5 – Ad Hoc Committees**

The Board of Directors shall appoint such other committee from time to time as deemed necessary to carry out the business of the Balboa Tennis Club.

### **Section 6 – Board Vacancies**

Any Board vacancy that occurs, either by recall, resignation or death must be filled within a 60 day period as follows, subject to the provisions of Article III, Section 2 above.

1. If the vacated position is an officer, the position will be filled by the appointment of an existing Board member by the Board of Directors.
2. Other Board vacancies shall be filled by Presidential appointment with Board approval, for the remainder of the vacant term. Any member appointed by the Board must meet the requirements of Article V, Section 2 of these Bylaws.

A Board member will be deemed to have resigned upon death or if the member is absent from three (3) general Board meetings within any twelve (12) month period. Exceptions to the absentee clause must be approved by a majority of the Board.

A Board member may request, in advance, to be excused from a general board meeting for good cause. Such a request must be approved by a majority of the balance of the Board members. Such an excused absence will not count when considering the above three (3) absence vote.

When a resignation resulting from the three absences clause occurs, the resigned member upon his or her request, may be reinstated to the Board by a 2/3 majority vote of the remaining board members, when there is a quorum present.

#### Section 7 – Execution of Instruments

The Board, except as otherwise provided in the Bylaws, may, by resolution, authorize any officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Unless authorized, no Officer, Board member, agent or employee may have the power of authority to bind the Club by any contract or commitment, or to pledge its credit or to render the Club liable for any purpose.

### **ARTICLE V: ELECTIONS**

#### **Section 1 – Annual Election**

At the September Board meeting of each year, the Board of Directors shall establish an election committee which shall consist of at least two but no more than three members, at least one of whom shall not be a Director.

#### **Section 2 – Qualifications**

The qualifications for prospective nominees for the Board of Directors shall be as follows:

1. Shall have been a member in good standing for at least six (6) months previous to the election.
2. May submit an eight-line biographical sketch to be printed by their name on the ballot.

#### **Section 3 – Notice of Annual Election**

The election committee shall present its slate of candidates to the Board of Directors for approval no later than the third Tuesday of October or the regularly scheduled Board of Directors meeting in October. Upon arrival of the slate, notice of the slate together with the names of all committee members shall be noticed to the general membership no later than November 1. Procedures for membership voting shall be included as well as the procedure for determination of the winning candidates. Voting shall be completed no later than December 15<sup>th</sup>.

#### **Section 4 – Election Results**

The elected candidates' names shall be posted at the Balboa Tennis Club within seventy-two (72) hours of the final tabulation. The election results shall be printed in the next newsletter.

The Club Secretary shall enter the results of the election in the minutes of the next meeting.

#### **Section 5 – Recall**

The procedure for initiating a recall election requires the following steps:

1. Submission to the Board of Directors of a petition signed by no less than 10 percent (10%) of the current voting membership.
2. At his/her option, the Board member subject to recall may request a hearing before the Board of Directors to present his/her response to the recall petition/vote. The Board of Directors must grant the petitioner his/her right to a hearing. The hearing must be scheduled within ten (10) days of the petitioner's request.
3. The Board of Directors shall set a date for the recall election. The date shall accommodate the above provisions but shall not exceed thirty (30) days from #2 above.

A majority of the votes cast in the recall election shall be binding upon the Board of Directors.

### **ARTICLE VI: ANNUAL & SPECIAL MEMBERSHIP MEETINGS**

#### **Section 1 – Annual Meeting**

The annual meeting of the Club shall be held in the month of January. Notice of this meeting shall be posted no later than (20) days before the date of the meeting.

The order of business at the annual meeting shall be as follows:

1. State of the Club message
2. Election results for the Board of Directors and Board Officers, if such annual meeting is held in a year which there are new Board members.
3. Seating of the new Board of Directors, if any.
4. Awards presentation, if any.

### **ARTICLE VII: DUES AND MEMBERSHIPS**

#### **Section 1 – Types of memberships**

Membership is open to all persons by application (defined by City Charter & BTC Policy) and payment of fees. Balboa Tennis Club memberships may be divided into the following categories and revised from time to time:

1. Adult
2. Junior membership (to age 18 – non-voting)
3. Senior membership (65 minimum age)
4. Super Senior Membership (80 and over)
5. Family membership
6. Associate, honorary or lifetime (gratuitous – subject to Board of Directors approval only)
7. Special categories

## **Section 2 – Fees**

Fees are payable upon submitting an application. Memberships are renewable according to the provisions of each membership. Fees shall be established by the Board of Directors and may be reviewed and updated from time to time.

## **Section 3 – Discipline of Members**

The Board is responsible for discipline of the membership, insuring the good conduct of members during their participation in Club activities and while on Club premises. This responsibility includes disciplinary actions when appropriate. The Board may delegate disciplinary action to the Director according to guidelines set forth by the Board and subject to revision from time to time. Discipline may include, but is not limited to, fines, restitution, suspension or termination of all membership rights. Any member disciplined by the Board shall have the right to a hearing before the Board. Further, the member has the right to be represented by counsel at this hearing, but this option is at the member's expense only.

Further, where the initial review of the facts by the Club Director or Board as the case may be indicates that the safety of any segment of the membership or the public may be involved, the Board retains the right to immediately suspend any member's rights to use the facilities pending the outcome of a full hearing before the Board. Under these circumstances, such a hearing shall take place in a timely manner.

It is understood that under no circumstances will any membership be terminated without cause.

## **Section 4 – Rights**

All members shall be entitled to enjoy the rights and privileges of full membership subject only to the limitations, obligations and provisions set forth in the Balboa Tennis Club Bylaws, Club Rules and regulations.

## **ARTICLE VIII: AMENDMENTS & APPROVAL**

### **Section 1 – General Information**

These Bylaws shall become effective immediately upon their approval by the Club membership.

Subject to any provisions of law applicable to the amendments of Bylaws of non-profit organizations, these Bylaws, or any part of them, may be altered, amended, or repealed and new Bylaws adopted by the vote or written assent of a majority of the members voting. Prior to amending these Bylaws, a fifteen (15) day notice to the membership shall be required. The notice shall include the proposed changes.

The original, or a copy, of the current Bylaws, certified by the secretary of the Balboa Tennis Club, shall be recorded and kept in the principal office of the Club, and shall be open to inspection by the Club members at all reasonable times during Club hours.

## **ARTICLE IX: ROBERTS RULES OF ORDER**

Parliamentary procedure at all Club meetings presided by the Board will be directed by Roberts Rules.

## **ARTICLE X: WAIVER OF LIABILITY**

Each member of this Club by accepting or retaining membership herein, waive any and all claims for damages against this Club, its Officers, members and employees and the City of San Diego, a municipal corporation, including bodily injury or property damage sustained while participating in games of tennis or other activity upon or near the San Diego Tennis Center.

## **ARTICLE XI: PERSONNEL, BOND PROVISIONS AND DISSOLUTION**

### **Section 1 – General**

Personnel and employment matters shall be under the jurisdiction of the Board of Directors.

### **Section 2 – Tax Status**

To maintain tax-exempt status, the Club must abide by the IRS code.

Pursuant to the tax code, no portion of the net income shall inure to the benefit of any of the Club members or officers except that salaries may be paid to the employees of the Club.

### **Section 3 – Bond Provisions**

All employees, concessionaires, or Board members who regularly handle monies shall be bonded.

A copy of the bond shall be provided to the Park and Recreation Director.



#### **Section 4 – Dissolution**

Notwithstanding any other provisions in these Bylaws, the Club shall be subject to rules and regulations as established by the Board and updated from time to time.

No person or persons shall be entitled to share in the distribution of, and shall not receive any of the assets in the event of Club dissolution. All members of the Balboa Tennis Club shall be deemed to have expressly agreed that on such dissolution or winding up of Club affairs, after all debts have been satisfied, all funds then remaining in the trust of the Club Board, shall be distributed to the City of San Diego to insure specifically for the benefit of tennis at Morley Field or at any other site designated by the City of San Diego.

Approved by the Board of Directors – May 19, 2015

Partially amended and approved by the membership - September 2021