

**WESTBROOK VILLAGE  
TENNIS CLUB  
BY LAW # 2015**

**ARTICLE I – ORGANIZATION AND PURPOSE**

**Section 1 – The name of the organization shall be “Westbrook Village Tennis Club”, hereinafter referred to as the “Club”, a non-profit organization.**

**Section 2 – The purpose of the Club shall be to promote tennis activities at Westbrook Village. This purpose shall be accomplished by planning, scheduling, and implementing daily, weekly, annual and special tennis programs and events and such other tennis related activities as may be deemed appropriate.**

**ARTICLE II – MEMBERSHIP**

**Section 1 – All homeowners, permanent occupants, and lessees of WVA are eligible for and have the right of membership in the Club, in addition to non-residents who are sponsored by a Club Member and who have obtained a WVA PID Card. Homeowners, permanent occupants, and lessees of WVA have priority over non-residents for Club membership.**

**Section 2 – Membership in the Club shall carry an obligation to abide by and support the events and By-Laws of the Club and the WVA, including, but not restricted to, the carrying, use and swiping of a valid WVA Identification Card when entering the recreation facilities for any reason, including playing tennis, attending meetings, and any other activities scheduled for Club members; and the signing and providing of the WVA Liability Release Waiver.**

**Section 3 – Annual Membership dues of the Club may be fixed by the Board of Directors. Any member who fails to pay the dues by December 31<sup>st</sup> for the following year, shall forfeit the right to participate in all activities of the Club, including the right to vote. The membership year begins January 1 and ends December 31. Dues for a new member joining after July 1 may be pro-rated at the discretion of the Club Treasurer for that year only.**

**Section 4 – Annual Social Membership dues may be fixed by the Board of Directors. Social members are bound by Sections 2 and 3 above, with the exception that pro-rated social memberships dues are not available. Social members may not hold office on the Board of Directors. Social members do not have the right to vote.**

**Section 5 – Club Members, but not Social Members, may invite guests to join activities, provided such activity has been designated by the Board of Directors to include guests, and such guests do not have priority over Club Members or Social Members.**

**ARTICLE III – DISCIPLINE POLICY**

**Section 1 – Club discipline shall be in accordance with the terms as set out in the WVA By-Law document, and as per Sections 5 and 6 of Article V below.**

#### **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1 – Management – The authority to control and manage the affairs and properties of the Club shall be vested in the Board of Directors (hereinafter referred to as the “Board”).**

**Section 2 – Board Membership –The Board shall consist of five (5) Directors who are residents of Westbrook Village and members of the Club. In addition, the immediate Past President of the Club shall be a member of the Board and shall have the right to vote on any issue brought before the Board (provided the immediate Past President is a Club member and resident of Westbrook Village). Each member of the Board shall serve without compensation.**

**Section 3 – Term of Office – The Board Directors shall be elected for a two year term. Ideally, three Directors terms will be staggered from the remaining two Directors for purposes of overlap to provide continuity of the Board’s functions.**

**Section 4 – Election – Election of Board Directors shall take place at an annual meeting of the Club. At the meeting, a slate of nominees selected by the Nominating Committee shall be presented to the membership. In addition, further nominations from the floor shall be in order. Each member of the Club present at the meeting shall be entitled to cast one vote for each vacancy created. Votes shall be expressed by a show of one hand per member. Verbal votes are not permitted. The nominees getting the most votes will be elected. Each new Director shall begin their term May 1<sup>st</sup> following election. After the election, the sitting President, or the immediate Past President if there is no sitting President, will convene the new Board for the purpose of selecting the designated Officers of the new Board for the positions of President, Vice-President, Secretary, Treasurer and Member at Large, as may be required.**

#### **ARTICLE V – POWERS AND DUTIES OF THE BOARD**

**Section 1 – Meetings – The Board shall meet at such times as may be necessary to conduct the business of the Club and may be in person and/or electronic/telephone communication system such as telephone or internet. Such meetings shall be held at any convenient location and may be deemed as Regular or Special meetings as required, and at such times and dates selected by the President, or the Vice-President, or a majority of the Board. Roberts Rules of Order shall govern the meetings of the Club**

**Section 1a – Annual Meeting of Club Members – The annual meeting of the Club shall be held in March of each year. Notice of the meeting shall be posted at least thirty days prior to the date of such meeting.**

**Section 2 – Quorum – Three voting members of the Board shall constitute a quorum for the transaction of business at any meeting.**

**Section 3 – Power to Disburse Assets – The Board shall have the sole power to authorize the expenditure of any monies or the disposition of any assets belonging to the Club.**

**Section 4 – Creation of Committees – The President shall have the power to create such committees as it may be deemed appropriate to carry out the business of the Club. These committee assignments are in addition to those specified in Article VII.**

**Section 5 – Removal and Replacement – The Board shall have the power to remove and/or replace any Director or Officer of the Club or any Committee Chairman who for any reason is unable to perform the duties of the office.**

**Section 6 – Suspension and Expulsion of Members – In addition to Article III above, in the event the Officers determine any member of the Club has refused to comply with or is guilty of willful neglect of this by-law or of any other established regulations of the Club, the Officers shall cause to be delivered in writing, either directly or by mail, to such member a statement of formal charges against the member and notice of the right of such member to a hearing before the Board to have such charges reviewed in his or her presence. In the event the matter is not resolved in favour of the member, the Officers shall have the power to suspend the rights of an/or expel the member temporarily, until such suspension or expulsion shall be made permanent by the confirmation thereof by a two thirds vote of the members of the Club present and voting at the next regular or special meeting of the Club membership.**

**Section 7 – Membership Rolls – The Treasurer shall maintain records concerning membership, including the notification of a new member who has been accepted. The Treasurer shall annually purge from the membership rolls the names of any persons who are deceased, or for any other reason have become no longer eligible for membership in the Club.**

**Section 8 – Vacancy – In the event a vacancy shall occur in the elected Board, for any reason, the vacancy will be filled by an eligible replacement from the membership by a majority vote of the Board.**

#### **ARTICLE VI – OFFICERS**

**Section 1 – Regular Positions – There shall be a President, a Vice-President, a Secretary, a Treasurer and a Member at Large, each of whose position shall be for two years. Each individual may be re-elected to an additional two years. The re-election is not necessarily to the same office on the Board. In the event the Board determines that the positions of Secretary and Treasurer should be combined into one position for as long as such determination is established, and for whatever the reason, then there shall be two Members at Large during the period of such determination instead of one Member at Large.**

**Section 2 – President – The President shall preside at all meetings of the Board and at all meetings of the membership of the Club. The President may call special meetings of the Board**

and of the membership. In addition to the standing committees, the President can create such other committees as may from time to time be necessary. The President shall perform such other duties as are usual to the office of the President.

**Section 3 – Vice President – The Vice President shall, in the absence of the President, perform the duties of and have the same authority as the President.**

**Section 4 – Secretary – The Secretary shall be responsible for keeping the minutes of all the meetings. The Secretary shall also be responsible for preparing the correspondence of the Club and the giving of proper notice to the Board and the membership of the meeting duly called. Bulletin boards are the responsibility of the Secretary.**

**Section 5 - Treasurer – The Treasurer shall maintain the books of the Club, and shall see that systematic accounting is maintained which can be satisfactorily audited at any time. The Treasurer shall receive all monies paid into the Club from whatever source, maintain accounts at such depositories (provided they are responsible and federally insured) as may be appropriate from time to time, and make all disbursements of such monies. The Treasurer shall make a full and complete report of all receipts and disbursements and account for all monies on hand at the annual meeting of the club and at any other time upon request of the President. In the absence of the Treasurer, the Vice President shall perform the duties of the Treasurer.**

## **ARTICLE VII – COMMITTEES**

**Section 1 – Appointment of Committee Chairman – If deemed necessary by the Board, at the first meeting after a new Board has taken office, the President shall appoint a committee chairman for all of the standing committees. Each committee shall be headed by a member of the Board, or by a member of the Club as directed by the President in agreement with the Board.**

**Section 2 – Courts Committee – If deemed necessary by the Board, there shall be a Courts Committee which shall act as liaison between the Club and the Management of the WVA in matters pertaining to the maintenance, improvement of and the general operation of the courts. In performing its duties, the Courts Committee shall strive for the improvement of the Tennis Courts and the betterment of playing conditions.**

**Section 3 – Rules Committee – If deemed necessary by the Board, there shall be a Rules Committee which shall be responsible for enforcing play at all Club events under accepted USTA rules except as amended by local or special rules. It shall be responsible for the making and publication of such special rules of play as may be necessary or appropriate.**

**Section 4 – Tournament/Social Committee – If deemed necessary by the Board, there shall be a Tournament/Social Committee which shall plan, conduct and supervise all tournaments, inter-club events and other tennis activities sponsored by the Club.**

**Section 5 – Nominating Committee – There shall be a Nominating Committee which shall consist of a minimum of three of the members of the Board which shall be responsible each year for the development of the slate of candidates and the presentation of such a slate to the membership of the Club at the Annual Meeting. The names of the candidates to be posted fifteen days prior to the elections.**

#### **ARTICLE VIII – AMENDMENTS**

**Section 1 – This By-Law may be altered, amended or repealed and new By-Laws may be recommended by a majority of the Board present at any regular meeting or at any special meeting at which time notice is given of intention to alter, amend or repeal or adopt new By-Laws, provided that any changes in the By-Laws so adopted by the Board shall be valid if they deal with the substance of the proposed changes as set forth in the notice. Changes which deal with substantially different subjects than those described in the notice shall be void.**

**Section 2 – Any proposal for an amendment, not submitted by the Board, but submitted from the membership of the Club, shall be submitted to the Secretary in writing. It shall be voted on by the membership at the next annual or special meeting. If a majority of the members present support the proposal, it shall be adopted and the By-Laws changed.**

**Section 2.1 – The Board may direct that any matter subject to a membership vote may also include the option of voting on-line.**

**Section 3 – All previous By-Laws of the Club are now superseded by this By-Law.**

**APPROVED AT AGM MAR.28, 2015.**

**AMENDED AT AGM MAR.14, 2020.**