

Point Loma Cabrillo Tennis Club BY-LAWS

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POINT LOMA CABRILLO TENNIS CLUB BY-LAWS

ARTICLE I - POLICY

Section 1. The name of the organization shall be Point Loma Cabrillo Tennis Club a nonprofit, corporation referred to herein as the CLUB.

Section 2. All CLUB activities shall be conducted in its official name.

Section 3. The CLUB shall be entitled to operate the two tennis courts at the Cabrillo Recreation Center and the four tennis courts at Point Loma Park in accordance with the Special Use Permit (referred to as the PERMIT) issued to the CLUB by the San Diego Parks and Recreation Department (referred to as the DEPARTMENT). The CLUB shall operate in full compliance with the terms and conditions of the PERMIT.

Section 4. All CLUB contracts shall be executed by the CLUB in its official name. Contracts for services shall use the most recently approved Independent Contractor Agreement provided by the DEPARTMENT, unless another form is specifically authorized by the DEPARTMENT.

Section 5. The CLUB is an independent, not-for-profit, incorporated organization composed of community-based representatives.

ARTICLE II - PURPOSE OF THE CLUB

Section 1. The purpose of the CLUB shall be to administer the six municipal tennis courts under its jurisdiction for the use and enjoyment of the Point Loma community. As provided in the PERMIT, the CLUB will have limited jurisdiction over recreational activities conducted at the said courts.

Section 2. The CLUB may raise funds using its non-profit status in order to fulfill its purpose in Section 1 and to comply with the conditions of its PERMIT.

Section 3. The CLUB and each dues paying member thereof (MEMBER) shall at all times act in the best interests of San Diego ("the CITY"). Members shall not identify affiliation with the CLUB in public communications unless specifically directed by the CLUB to act as its official representative as part of a publicly noticed meeting in full compliance with the Brown Act. Public communications include, but are not limited to, written communications, public testimony and newspaper interviews.

Section 4. The CLUB must operate in full compliance with the terms and conditions of the PERMIT and the Standard Operating Procedures (SOP) of the DEPARTMENT. In its role as a program provider, a CLUB is responsible for all contractual relationships involving independent contractors.

Section 5. All CLUB activities shall be non-partisan and non-sectarian, and shall not discriminate against any person or persons in any manner prohibited by law.

Section 6. The CLUB shall not take part, officially or unofficially, or lend its influence in the election of any candidate for political office. The CLUB may not endorse a political candidate. The CLUB may endorse non-partisan ballot measures. Ballot measures which directly benefit park and recreation facilities and services and which have been officially supported by a vote of the San Diego City Council may be officially endorsed by the CLUB.

ARTICLE III – CLUB OPERATION AND STRUCTURE

Section 1. All CLUB recommendations, and official authorizations, positions, and opinions shall be obtained through consensus of its board of directors. All members of the CLUB shall be given the opportunity to comment on items during CLUB meetings.

Section 2. The CLUB shall adopt bylaws (BYLAWS) that shall be in accordance with the terms and conditions of the PERMIT and the SOP. The BYLAWS shall be subject to review and approval by the DEPARTMENT Director (DIRECTOR), in his or her sole discretion, for compliance with the PERMIT and the SOP. Failure of the BYLAWS to comply with applicable laws, the PERMIT, the SOP, or any aspect thereof, shall be cause for not issuing, or revoking, a PERMIT.

Section 3. The BYLAWS shall provide that in the event of a conflict between any provisions of the BYLAWS and the Permit and the SOP, the terms, conditions and obligations of the PERMIT and the SOP shall control.

Section 4. The CLUB may amend its BYLAWS according to the process set forth in the BYLAWS (see ARTICLE X). Upon adoption of any amendments to the BYLAWS, the director of the Cabrillo Recreation Center shall provide the DIRECTOR with a complete copy of the CLUB's amended BYLAWS within ten (10) days of CLUB's adoption of the amendments. The DIRECTOR may review and, in his or her discretion, approve the CLUB's amended BYLAWS. In the event that the DIRECTOR does not approve adopted amendments to the BYLAWS, the DIRECTOR may require the CLUB to revise its BYLAWS in order to conform to the terms and conditions of the PERMIT and the SOP. CLUB's failure to maintain its BYLAWS in conformity with the provisions of the PERMIT and these SOP shall be grounds for immediate summary suspension of the PERMIT and for termination of the PERMIT.

Section 5. It shall be the duty of each CLUB Board Member to attend all CLUB board meetings. The minimal amount of Board Members in attendance at each CLUB board meeting in order to constitute a quorum shall be stated in the Bylaws (see ARTICLE VII, Section 4).

Section 6. After every CLUB board meeting, the CLUB shall prepare a report of attendance and a copy of the draft CLUB board minutes. The draft minutes shall include final voting results on each matter each upon at the meeting, including the number of yea, nay, and abstention votes. The draft minutes shall be available to the CLUB membership through email as soon as reasonably possible, and at least 72 hours prior to the next CLUB board meeting. Any changes to the draft minutes shall be discussed and adopted by the majority vote of the CLUB board present at that next CLUB board meeting. Once approved, copies of approved minutes shall be available to the MEMBERS within 72 hours of the next scheduled CLUB board meeting.

Section 7. All meetings of the CLUB, its standing SUBCOMMITTEES, and its officers and executive

groups, shall be noticed and open to the MEMBERSHIP. Meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. The CLUB will maintain a current, up-to-date roster of the names of each and every MEMBER.

Section 9. It shall be the duty of the CLUB to periodically reach out to its community through such methods as local newspapers, local websites or community events to further community-wide understanding of and participation in CLUB duties, activities, and decisions. The CLUB shall give due consideration to all responsible community input in order to identify what is in the best long-range interest of the community at large.

ARTICLE IV - MEMBERSHIP (Board of Directors)

Section 1. SIZE: The CLUB board shall consist of not less than four (4) current BOARD MEMBERS, nor more than nine (9) current BOARD MEMBERS.

Section 2. QUALIFICATION: An organization BOARD MEMBER shall mean an individual who is a dues paying member of the CLUB. Organization BOARD MEMBERS shall be elected or otherwise confirmed as a BOARD MEMBER in compliance with the BYLAWS. No individual who has any financial contract with the CLUB shall be eligible to be a BOARD MEMBER/DIRECTOR of the CLUB. Furthermore, no BOARD MEMBER/DIRECTOR of the CLUB may enter into a financial contract with the CLUB.

Section 3. ELIGIBILITY: To be eligible as a BOARD MEMBER, an individual must be at least eighteen (18) years of age. BOARD MEMBERS must be willing to accept and perform responsibilities delegated by the CLUB. Eligibility may be further defined in the BYLAWS, but may not alter the eligibility requirements set forth in the SOP.

Section 3. MEMBERSHIP PROCEDURES: The CLUB shall select board BOARD MEMBERS as set forth in the BYLAWS, which may be determined by an election process or by an appointment process.

Section 4. REVOCAL of MEMBERSHIP: Any BOARD MEMBER found by the CLUB, by a preponderance of evidence, to be in violation of the Bylaws, the CLUB's corporate governance documents, the PERMIT, or the SOP, may be removed from the CLUB board by two-thirds vote. For any potential removal of a board MEMBER, the MEMBER at issue shall be informed by the CLUB, in writing, at least thirty (30) calendar days in advance of any action to revoke his or her membership.

Section 5. FILLING VACANCIES: A vacancy exists upon receipt of a written resignation from a BOARD MEMBER, or upon removal of a BOARD MEMBER in pursuant to the SOP or the Bylaws. In the event of a vacancy, replacement BOARD MEMBERS shall be appointed by consensus of the remaining board. The term of office of a BOARD MEMBER filling a vacancy shall be for the balance of the vacated term.

Section 6. EQUAL OPPORTUNITY: No person or organization shall be denied membership because of race, color, creed, sex, age, national origin or ancestry, religion, physical or mental disability, veteran status, marital status, medical conditions, gender, sexual orientation, as well as any other category protected by Federal, State, or Local Laws.

Section 7. DUES: Membership dues shall be set by the CLUB board of directors.

ARTICLE V - OFFICERS (ELECTION)

Section 1. TERMS OF OFFICE: Elections of CLUB officers shall be held in accordance with the CLUB's bylaws. A nominating committee shall be selected no later than the last meeting before or during May. The nominating committee shall present the slate of officers no later than the last meeting of the fiscal year, with elections occurring during the first month of the next fiscal year. Officers shall begin their terms at the beginning of the fiscal year (July 1). Elections of CLUB OFFICERS shall be held every year by a vote of the CLUB MEMBERS.

Section 2. VOTING: Voting shall be by written ballot. No secret ballot shall be permitted. Ballots shall be available by mail or email and shall be returned to the membership chairperson. Completed ballots are to be maintained and made available at a public-accessible area at the location where the CLUB regularly conducts its meetings and official business, for a minimum of thirty (30) calendar days after the meeting in which the elections were held. The tally shall be conducted in open session and documented in the official CLUB minutes as to the vote of each individual MEMBER. The minutes in which the tally is recorded shall be made available at a public-accessible area at the location where the CLUB regularly conducts its meetings and official business, for a minimum of thirty (30) calendar days after the meeting in which the elections were held.

Section 3. CONSTITUENCY: The CLUB officers shall be MEMBERS of the CLUB. Officers shall be elected by majority vote of the MEMBERS, and only after notice of the election was announced by mail or email ballots. Officer positions (see ARTICLE VI) shall be set forth in the BYLAWS; however, the CLUB shall have at least the following officers: Chairperson/President; Vice Chairperson/Vice President; Secretary; and Treasurer/Chief Financial Officer. The BYLAWS may create additional officers. The BYLAWS shall set forth the length of each officer's term; however, no term shall exceed two (2) years. No person may serve in the same office of the CLUB for more than four (4) consecutive years, unless authorized by a vote of the CLUB board.

Section 4. DISCIPLINARY ACTION: The BYLAWS shall set forth a written procedure for disciplinary action of removal of CLUB officers and shall create an appropriate appeals process (see ARTICLE VII).

ARTICLE VI - OFFICER DUTIES

Section 1. CHAIRPERSON: The CHAIRPERSON shall be the principal officer of the CLUB, shall preside over all the CLUB meetings, sign approved minutes for all meetings he or she attended, and shall review annual CLUB financial reports. The Chairperson may only vote on matters before the CLUB when his/her vote is needed to break a tie. The Chairperson is the only officer that is not specifically recognized as an AT-LARGE or ORGANIZATION member. The CLUB agenda for each meeting shall be prepared in accordance with the desires and priorities expressed by the CHAIRPERSON.

Section 2. VICE CHAIRPERSON: The VICE CHAIRPERSON, in the absence of the CHAIRPERSON, shall perform all the duties and responsibilities of the CHAIRPERSON.

Section 3. SECRETARY: The SECRETARY shall prepare all CLUB correspondence and provide copies of that correspondence to the CLUB and general public when requested. The SECRETARY shall also take and provide minutes of CLUB meetings.

Section 4. TREASURER: The TREASURER shall be accountable for overseeing receipt, deposit, and disbursement of all CLUB funds, and shall ensure submission of all necessary returns and/or income reporting forms as required by Federal or State directives. The TREASURER shall review all financial transactions to ensure their accuracy as required by the PERMIT and the DEPARTMENT, and shall submit at each regular CLUB meeting a financial report covering all transactions since the prior meeting. Disbursement of any CLUB funds shall comply with all applicable law including, but not limited to, ensuring that any such disbursements serve a public and park purpose and are not a gift of public funds. All disbursements must be approved by a majority vote of the CLUB board.

ARTICLE VII – DISCIPLINARY ACTION

Section 1. VIOLATION: CLUB officers that are not fulfilling established duties, or in violation of bylaws, are notified of the infraction in writing along with supporting documentation from the Chairperson or Vice Chairperson.

Section 2. PROCEDURE: The recipient (violator) of the letter is required, within seven (7) days of the notification, to submit a letter to the CLUB to either dispute the claim with supporting documentation, or explain how the infraction will be corrected. If disputing, the violator will request a hearing with a disciplinary committee within 30 days of the initial notification letter. If the violator fails to reply within seven (7) days of the initial notification, the Chairperson or Vice Chairperson (if violator is Chairperson) may remove violator from the officer position and appoint another member. If the violator fails to correct the infraction, a second notice will be sent setting forth the violation and requesting immediate remedial action. If the violation continues, a Hearing Notice will be issued stating the date of the hearing at least ten (10) days from the date appearing on the Hearing Notice.

Section 3. DISCIPLINARY COMMITTEE: The disciplinary committee will consist of at least three (3) officers and two (2) regular members appointed by the Chairperson (or acting Chairperson). The Chairperson, or acting Chairperson, may appoint an additional member for the hearing in the event an officer is unable to attend. If the violator fails to attend a scheduled meeting, the committee reserves the right to adjudicate the case in the violator's absence. At the conclusion of the hearing, the committee can enforce any disciplinary actions by majority vote. Actions range from suspension or dismissal of officer position. The committee will notify the violator of its decision within two (2) days after the hearing.

Section 4. APPEAL PROCESS: The violating officer may appeal the decision of the disciplinary committee by majority vote of the CLUB. The violator will contact the Recording Secretary and request to add the appeal as an action item on the next scheduled regular meeting after the hearing, but no later after the second regular meeting after the hearing date. The violator will be allotted a maximum of five (5) minutes to present the appeal. The disciplinary committee will be allotted an

equal amount of time for rebuttal. Immediately thereafter, the CLUB will make a vote on the appeal.

ARTICLE VIII – MEETINGS

Section 1. There shall be no fewer than two (2) REGULAR meetings of the CLUB during each fiscal year. These meetings will be held on the dates and times cited in the CLUB STANDING RULES (Attachment A).

Section 2. CLUB STANDING RULES shall be prepared that specify rules for motions, debate, information presentations, public comment, and the formation of SUBCOMMITTEES.

Section 3. Special meetings may be called by the CHAIRPERSON or upon petition to the CHAIRPERSON by a majority of the members of the CLUB.

Section 4. A quorum must be present in order to conduct business and/or vote on projects or actions at regular CLUB meetings. A quorum is defined by the greater of either fifty percent (50%) or 3 members/directors of the CLUB board.

ARTICLE IX - COMMITTEES

Section 1. The Chair may appoint standing and special committees.

Section 2. The purpose of committees is to make recommendations to the full CLUB or to execute special assignments.

Section 3. The CLUB recognizes three standing committees; facilities, newsletter, and pickle ball.

Section 4. The chairpersons of the standing committees are voting members of the board of directors.

ARTICLE X – AMENDMENTS TO THE BYLAWS

Section 1. CLUB BYLAWS may be amended. Any CLUB member may submit a proposed amendment in writing to the membership at a regular CLUB or board meeting. Two-thirds vote of the membership present (a quorum must be present) is required at the next meeting to pass the proposed AMENDMENT. The proposed AMENDMENT may be amended by a majority of the entire membership without notice, or it may be amended at any special meetings for that purpose, prior to the vote to approve at a REGULAR MEETING.

Section 2. The DIRECTOR must approve the AMENDMENT for the AMENDMENT to take effect.

ARTICLE XI - AGENDA, MINUTES AND RECORD KEEPING

Section 1. As provided above in ARTICLE VI, the Chairperson shall prepare the AGENDA for each meeting. The AGENDA shall contain the date, time, place of meeting, and list of items for discussion, and shall be noticed, in accordance with the Brown Act, no fewer than seventy-two (72) hours prior to the CLUB meeting.

Section 2. As provided above in ARTICLE VI, the Recording Secretary shall prepare the MINUTES for each meeting. The written MINUTES of all meetings shall be distributed to CLUB members on a regular and timely basis. Any corrections, additions, and/or deletions to the minutes must be discussed and adopted by a majority vote of the CLUB board members who were present at the meeting.

Section 3. All written records of the CLUB shall be maintained in a safe and secure location for a minimum of five years.

ARTICLE XII - FINANCES

Section 1. CLUB financial matters shall be conducted and recorded in accordance with procedures set forth by the DEPARTMENT.

Section 2. The CLUB shall prepare an annual budget that identifies all anticipated revenue and expenditures.

Section 3. The CLUB may retain a contingency reserve for exceptional expenses such as resurfacing and windscreens. All other income must be budgeted and/or earmarked for specific purposes.

Section 4. Funds derived from contractual programs shall be spent only on CLUB approved recreation programs, equipment, facilities, maintenance, or improvements.

Section 5. Revenue derived from fund raising, donations, club dues, or other sources of income may be allocated for any CLUB purpose.

Section 6. The CLUB shall not borrow or lend funds without the prior written approval of the DIRECTOR or his or her designee.

Attachment A: Point Loma Cabrillo Tennis CLUB Standing Rules

POINT LOMA CABRILLO TENNIS CLUB STANDING RULES

Rule 1. The STANDING RULES may be amended by the CLUB at any time by a “MAJORITY PLUS ONE” vote of members present at any REGULAR or SPECIAL MEETING.

Rule 2. Time and place of REGULAR MEETINGS of the CLUB:

A. REGULAR MEETINGS of the CLUB shall be held in May, June and whenever deemed necessary by any members of the CLUB.

B. The meeting place for REGULAR and SPECIAL MEETINGS shall be either at Cabrillo Recreation Center at 3051 Canon Street, San Diego, CA 92106 or at some other mutually agreed upon site in Point Loma. The REGULAR MEETINGS of the CLUB may be conducted using electronic technology, such as ZOOM.

C. The CHAIRPERSON may change the date and time of a particular REGULAR MEETING as requested by one or more CLUB members, at his or her discretion. Petition by a majority of members to move a particular meeting will be accommodated. Meeting date changes must be noticed to CLUB members and the public a minimum of seven (7) days in advance of the new meeting date or of the scheduled meeting date, whichever is earlier.

Rule 3. Rules of Debate for CLUB Meetings: Regarding Motions

A. No significant discussion will occur until there is a motion on the floor (i.e., it must be moved, seconded, and exact wording written so that all MEMBERS know what action the motion proposes).

B. Discussion on each motion shall be limited to 10 minutes with each person being allowed two opportunities to speak. The CHAIRPERSON or ACTING CHAIRPERSON will apportion time among members who wish to speak. The CHAIRPERSON or ACTING CHAIRPERSON may extend the time limit when necessary to ensure motion issues are clearly addressed.

C. The CHAIRPERSON or ACTING CHAIRPERSON shall not take part in the discussion or give opinion on the motion.

D. The CHAIRPERSON or ACTING CHAIRPERSON shall read the entire motion prior to discussion and prior to vote.

E. There shall be no side discussions. The CHAIRPERSON or ACTING CHAIRPERSON shall immediately stop all business until such side discussions cease.

Regarding Information Presentations

A. Requests to present contract programs shall be granted up to ten (10) minutes for presentation. The CHAIRPERSON or ACTING CHAIRPERSON shall grant time for MEMBER questions or clarification sufficient to craft a motion to accept or reject the program being submitted.

Rule 4. Rules for approving motions:

A. A motion may be proposed to the entire board in writing. It must get a second. Then the entire board may discuss and vote on it following the procedures in Rule 3.

B. The CHAIRPERSON may only vote in order to break a tie.

C. The motion shall pass with a majority vote.

D. The minutes shall record the number yes/no/abstention votes.

Rule 5. Standing Committees:

- A. The two standing committees are Membership and Tennis Leagues.
- B. The Membership committee is responsible for producing and distributing the annual club newsletter.

The newsletter contains pertinent information about CLUB activities for the coming year and the election ballot for the coming fiscal year. The Membership committee also maintains an up-to-date membership roster and distributes combinations, cards, and rosters to members.

- C. The Tennis League committee acts as the liaison between the CLUB and the tennis leagues it sponsors.

Rule 6. Rules for emergency electronic motions:

- A. A single motion may be proposed to the entire board by email. It must get a second. Then the entire board may discuss and vote on it through email; using the procedures under Rule 4.
- B. All electronic motions and their outcomes shall be recorded in the next meeting's minutes.

Rule 7. Rules for elections:

- A. The board acts as the nominating committee and proposes a slate of officers at the last meeting of the CLUB's fiscal year.
- B. Election ballots must be returned with the membership dues to the membership chairperson by July 31 of the current fiscal year in order to be counted.

Rule 8. Excused absences:

- A. The chairperson must receive any requests for an excused absence from a REGULAR meeting at least 2 days prior to the scheduled meeting.