

## Philadelphia Liberty Tennis Association Bylaws

### ARTICLE I: Name and Establishment

The name of this association is to be the Philadelphia Liberty Tennis Association and may be referred to in official and unofficial communications as PLTA. The name, symbols, and logos of PLTA may be used only with the express written permission of the Board of Directors.

### ARTICLE II: Mission/Purpose

To promote tennis among the GLBT community and its supporters in Philadelphia and the Delaware Valley. PLTA does not discriminate on the basis of race, creed, color, national origin, nationality, disability, age, sex, affectional or sexual orientation, marital/civil union status or religion.

### ARTICLE III: Membership

#### Section 1: Eligibility

Membership in PLTA will be open to all interested persons who are aged 18 or older and who share PLTA's mission and purpose.

#### Section 2: Membership

- a. Individual members of PLTA will be required to pay annual dues as established by the Board of Directors. An individual desiring to join PLTA will submit payment of dues for at least one year with a signed membership application waiving any claims against PLTA for possible injuries resulting from PLTA activities.
- b. Annual dues for members for succeeding years will be due upon the expiration of the prior year's membership. If annual dues are not paid within one month of the due date, the member will not be considered a member in good standing. Members whose dues are in arrears will retain their initial anniversary date upon the renewal of their membership.
- c. In addition to the annual dues, members may be required to pay participation fees in order to take part in individual PLTA tennis activities.
- d. Unless otherwise specified in the Bylaws, the words "member" or "members" will refer to members of PLTA, as defined in Article III.

#### Section 3: Good Standing

Good standing in PLTA will be based upon having paid the currently assessed dues, being current in any other financial obligations owed to PLTA, having waived any claims against PLTA for possible injuries resulting from PLTA activities, and agreeing to abide by the rules and regulations set forth in these Bylaws.

#### Section 4: Membership Meetings

- a. The Board of Directors will approve the frequency, time, and place of all Membership meetings. PLTA will meet at least once per year.
- b. Notice of meetings will be given to the Membership at least 30 days in advance. Notice of meetings will be given by e-mail and on PLTA's website,
- c. For voting purposes, a quorum will consist of a majority of the Membership in good standing.

- d. Voting will be by a show of hands or by secret ballot, or at the discretion of the Board, by e-mail in advance of the meeting. Decisions of the Membership will be by majority vote unless otherwise specified.
- e. Before a vote is taken at any meeting, any member present may move for voting by secret ballot, and secret ballots will be employed if two-fifths of the members present approve the motion.
- f. Roberts Rules of Order will govern all procedural questions not addressed in this document.

## Section 5: Special Membership Meetings

Following at least 10 days written notice to the Membership in good standing, a majority of the Board of Directors may call a Special Membership meeting. A quorum to conduct business at the Special Membership meeting will be a simple majority of the Membership.

## ARTICLE IV: Board of Directors

### Section 1: Management

The affairs of PLTA will be managed by the Board of Directors. The Board will have general responsibility for effecting the purpose and executing the powers of PLTA as expressed by the Membership.

### Section 2: Composition

The Board of Directors will consist of seven officers: President, Vice President, Secretary, Treasurer, Administrative Director, Communications Director, and Social Director.

### Section 3: Responsibilities

- a. The President will manage the affairs and activities of PLTA and will preserve order. Specifically the President will:
  - i. Be the presiding officer at all Board and Membership meetings.
  - ii. Prepare agendas for all Board and Membership meetings with the advice of other officers and committee chairs.
  - iii. Appoint the heads of committees subject to the approval of the Board of Directors, facilitate the coordination and consistency of the activities of these Committees, and serve as an ex officio member of all committees except the Nominations Committee.
  - iv. Have the power to interpret these Bylaws, subject to the approval of the other Board members.
- b. The Vice President will assist the President in the performance of his or her duties and will exercise the powers of the President in his or her absence or in the case of the President's death, removal, or resignation. The Vice President will oversee working committees as designated by the President and will represent PLTA at external meetings and on other boards as designated by the President.
- c. The Treasurer will manage the funds and financial records of PLTA. The Treasurer will oversee the financial accountability of PLTA, its officers, established committees and tournaments, and all projects or activities sponsored by PLTA. Specifically, the Treasurer will:
  - i. Receive and disburse all funds of PLTA upon proper authorization and maintain complete and accurate records of all receipts and disbursements.

- ii. Provide monthly reports of PLTA's financial status to the board of Directors.
- iii. Assist officers and committee chairs in the preparation of the annual budget proposals, review these budget proposals, and prepare PLTA's proposed annual operating budget for the upcoming fiscal year in October of the current year for review and approval by PLTA's Board of Directors.
- iv. Promptly notify the President and the Board of any financial error or irresponsibility or of any actual, perceived, or potential financial imbalance, irregularity, or impropriety.
- v. Perform other duties as directed by the President or Board of Directors.

d. The Secretary will be the custodian of all non-financial records of PLTA, its officers, and established committees. The Secretary will keep and/or be given timely records of all proceedings, correspondence, rules, policies, or other documents pertaining to PLTA activities. Specifically, the Secretary will:

- I. Make arrangements for all meetings of the Membership and the Board of Directors, the annual meeting of the members, and any special meetings.
- ii. Keep complete and accurate minutes of all Board and Membership meetings and provide copies of the minutes to each member of the Board and to any member who makes a written or e-mail request for minutes.
- iii. Conduct appropriate correspondence with other organizations or individuals and prepare and timely submit all necessary non-financial applications, reports or other documents to other organizations.
- iv. Perform other duties as directed by the President or the Board of Directors.

e. The Administrative Director will recruit a committee from the Membership and the Board of Directors to assist in the duties of the Administrative Director. Specifically, the Administrative Director will:

- I. Solicit volunteers from the Membership to plan and implement leagues and activities as directed by the Board of Directors.
- ii. Schedule and coordinate all tennis leagues as decided by the Board of Directors.
- iii. Ensure the smooth operation of all leagues.

f. The Communications Director will be responsible for PLTA's communications, including the PLTA website. The Communications Director will be responsible for maintaining the PLTA website. The Communications Director may recruit an assistant or assistants from the Membership. Specifically, the Communications Director will:

- I. Maintain an accurate and accessible Membership directory.
- ii. Collect Membership fees and signed waiver forms.
- iii. Collect Membership materials, such as t-shirts, directories, informational brochures, and other materials at the discretion of the Board of Directors.
- iv. Maintain information regarding Membership expiration dates.
- v. Administer any and all e-mail list serves as directed by the Board of Directors.
- vi. Serve as, or designate with the consent of the Board, the point of contact for prospective or new PLTA members.

g. The Social Director will coordinate social activities of PLTA. The Social Director may recruit a committee from the Membership to assist in the duties of the Social Chair. Specifically, the Social Director will

- I. Solicit volunteers from the Membership to host social events as directed by the Board.
- ii. Schedule and coordinate all tennis socials as decided by the Board of Directors.
- iii. Ensure the smooth operation of all non-tennis social events.

#### Section 4: Monthly Meetings

- a. The Board of Directors will specify one regular meeting of the Board per month. However, by majority vote, the Board may decide not to meet in any given month, provided that the Board does not skip two consecutive months or more than three months in any calendar year. All members of PLTA and of the Board will be notified of the time, date, and location of each meeting at least ten (10) days in advance. All Board meetings will be open to the Membership. Non-members may attend Board meetings at the invitation, or with the consent, of the President, who will ensure that their participation is limited to the purpose of their visit.
- b. A simple majority of Board members will constitute a quorum for the conduct of business.

#### Section 5: Special Board Meetings

The President, or any two officers, can call a Special Board meeting. Except in cases of an emergency, the President, Secretary or designee, will give written notice or personal communication to the Board and will give e-mail notice to the Membership of the time, date and location of each meeting within 72 hours of the Special Board meeting.

#### Section 6: Voting

- a. Each Board member will have one vote.
- b. During meetings of the Board of Directors, decisions of the Board will be by a majority of votes cast, including abstentions, of the Board members present. Voting by proxy will not be permitted.
- c. Between Board meetings, a Board member may propose that the Board take an action by circulating an e-mail to the Board and Membership, describing the proposed action and requesting a vote thereon. A decision of the Board will be made by such e-mail vote only if a two-thirds majority of the Board votes aye by e-mail to the Board and Membership within 48 hours after the vote request is circulated.
- d. Decisions of the Board will be final and binding upon the Membership, any one of whom may present the Board with arguments or evidence supporting a change in the decision within 30 days after receiving notification of the decision, provided that such request is made in writing.

#### Section 7: Conflict of Interest Statement for Board Members of Philadelphia Liberty Tennis Association (PLTA)

- a. No board member or board committee member, or any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or committee member's connection with Philadelphia Liberty Tennis Association (PLTA), unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board.
- b. Board and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard.
- c. No board or committee members should perform, for any personal gain, services to any PLTA supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good

faith, and the board or committee authorizes such a transaction. Similar association by a family member of the board or committee member or by any other close relative may be inappropriate.

- d. No board or committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any PLTA supplier of goods or services or any other organization that is engaged in doing business with or serving PLTA unless it has been determined by the board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.
- e. This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient.
- f. Any matter of question or interpretation that arises relating to this policy should be referred to the president for decision and/or for referral to the board of directors for decision, where appropriate.

## ARTICLE V:

## Elections

### Section 1: General Provisions

Members of the Board will be elected by a vote of the Membership. Section 2: Nominations Committee

a. By October of each year, the Board of Directors will appoint a Nominations Committee that consists of a minimum of three members, none of whom are currently seated on the Board, and designate a chair for the Committee. The members of the Nominations Committee will be members of PLTA in good standing.

b. The nominations process is initiated by an email sent to the membership and an announcement posted on the PLTA website from the Communications Director.

c. Between October 1 and October 31, the Nominations Committee will canvass the Board of Directors and Membership of PLTA to identify those interested in serving as officers for the coming year. The Committee will accept the nomination of any consenting full member who is a member in good standing of PLTA, prior to September 1, as defined by Article III, Section 3.

d. No nominations will be accepted after October 31, unless there is a position that has no candidates. In this case the Nominations Committee will continue to solicit only for the vacant position/s. Canvassing will conclude once one candidate is found.

e. The current secretary must provide an up to date eligible member list, as of September 1, to the Nominations Committee before October 1.

f. As a courtesy to the Nominations Committee, any incumbent board member who wishes to run for office should declare their candidacy for the following year's board at the commencement of the nominations process.

g. A comprehensive list of all nominees will be posted on the website as they are received.

h. The Nominations Committee will be dissolved on November 30'.

### Section 3: Voting Procedures

a. Officers of the Board of Directors will be elected by the Membership of PLTA in good standing in December of each year. The election will be conducted on the website. The ballot will contain the names of the nominees obtained by the Nominations committee.

- b. Voting will take place from December 1 through December 15 . The newly elected Board members will be announced prior to the January Board of Directors meeting.
- c. The winning candidate for President, Vice President, Secretary, Treasurer, Administrative Director, Communications Director, and Social Director is that candidate who receives the majority of the votes cast.
- d. If there are two candidates for a Board position, the candidate who receives more votes is elected. Ties will be decided by lot in a transparent manner determined by the Board
- e. If there are three or more candidates for a Board position, election will be by instant runoff voting. Voters will rank any number of candidates in order of their preference. If a candidate receives a majority of first choices, he or she is elected.
  - i. If no candidate receives a majority of first choices, the candidate receiving the fewest first choices is eliminated. Second choices cast for the eliminated candidate are now allocated toward the remaining candidates first-choice totals. If a candidate receives a majority, he or she is elected.
  - ii. If no candidate received a majority in the first runoff, a second runoff is held with the candidate receiving the fewest votes eliminated once again. Second-choice ballots for the eliminated candidate are now allocated toward the remaining candidates' first-choice totals and second-choice totals from the first runoff. If a candidate receives a majority, he or she is elected. The runoff rounds continue thusly until one candidate receives a majority.
  - iii. Ties will be broken by counting the number of first choices. If first choices fail to break a tie, then second choices will be counted, followed by successive choices until the tie is broken. Ties not broken after this method is exhausted will be decided by lot in a transparent manner determined by the Board.

#### Section 4: Term of Office

All officers will serve one-year terms, unless removed for cause. Newly elected officers will assume their positions on February 1.

#### Section 5: Last Meeting of the Outgoing Board of Directors

- a. The outgoing Board of Directors will hold its final meeting at the Anniversary meeting of the Membership in January.
- b. Newly elected officers will attend the last Board meeting of the outgoing Board of Directors.
- c. Outgoing officers will provide status of prior activities, current programs, and future plans. All files, records, documents, equipment, supplies, and other PLTA property maintained by outgoing Board members will be turned over to their successors.

#### Section 6: First Meeting of the Board Meeting of the Newly Elected Board of Directors.

- a. The newly elected Board of Directors will hold their first meeting before the end of February.
- b. Outgoing officers will attend the first meeting of the newly elected board in February.

## ARTICLE VI:

## Removal from the Board of Directors

### Section 1: Removal of Members of the Board of Directors

- a. Any member of the Board of Directors may be removed for just cause by a two-thirds vote of the Board members present taken at two consecutive meetings, provided that the Board member who is subject to this action is given at least 10 days' prior written notice of the first meeting, the action to be taken, and has an opportunity to be heard.
- b. Any member of the Board of Directors removed for just cause by a two-thirds vote of the Board members present, taken at two consecutive meetings, provided that the Board member who was subject to this action was given at least 10 days' prior written notice of the first meeting, the action to be taken, and had an opportunity to be heard, shall be prohibited from: running for, being elected to or being appointed to any future position on the Board of Directors.

### Section 2: Removal of Committee Chairs and Other Appointed Positions

Committee chairs and committee members serve at the discretion of the Board of Directors and may be removed at any time by a majority vote of the Board members present at any Board meeting whenever the best interests of PLTA will be served by such removal. Whenever possible, the committee chairs and members will be given 10 days' notice of the vote for removal.

## ARTICLE VII: Vacancies on the Board of Directors

### Section 1: Vacancy in the President's office

In the event of a vacancy in the President's office, the Vice President will assume the duties of the President until the end of the term.

### Section 2: Vacancy of Officers, except President

In the event of a vacancy on the Board of Directors except in the Presidency, the Board will solicit nominations from the Membership. By a majority vote of the Board members present, the Board will elect a replacement officer from the Membership in good standing who will serve until the end of that term.

### Section 3: Vacancy of Committee Chairs and other Appointee Positions

In the event of a vacancy of committee chairs and other appointed positions, the President will appoint a replacement, subject to the approval by a majority vote of the Board members present. The newly appointed person will serve until the end of the term.

## ARTICLE VIII: Financial Management

### Section 1: Cash Management

- a. The Treasurer will be responsible for implementing and maintaining all financial accounts subject to approval by the Board of Directors. All of PLTA's funds will be maintained in a federally insured bank or financial institution. The terms and locations will be approved by the Board of Directors.
- b. All disbursements of PLTA's funds will be made electronically or by check by the Treasurer. Each

expenditure will be supported by a written payment request form along with other appropriate documentation that shows the purpose of and authorization for this expenditure. Disbursements will be made in a timely manner. Specifically, the payment request form will include the requestor's name, the payee's name, and the amount of the requested payment, and will be accompanied by any supporting documentation such as receipts, quotes, or purchase orders. The Treasurer will retain all payment request forms and supporting documentation for at least seven years.

c. For security purposes, the President, Vice President, and Treasurer will all have complete access to all financial records and accounts. In order to monitor accounts the Treasurer will share all account password information with the President and Vice President. The Treasurer is required to immediately notify the President and Vice President by email upon electronic payment of any expense.

d. Once established, no changes will be permitted to the accounts or the current method of banking in effect without a vote approval by the Board of Directors.

e. Excepting that the Board may require that all expenditures be approved before payment as determined by the Board, if the payment request relates to an itemized expense included in PLTA's annual budget for an applicable program, the payment may be made without further action by the Board of Directors.

f. If the payment request relates to an item that was not included in PLTA's annual budget, the Board of Directors must approve the payment before the expenditure is made. The approval will be documented in the minutes of the Board.

g. As soon as possible following their receipt-but in no event later than 10 days--all funds accruing to PLTA will be remitted to the Treasurer, or the Board's designee, who will promptly deposit the funds in PLTA's bank account. Funds remitted to the Treasurer, or the Board's designee, will be accompanied by appropriate documentation showing the nature and source of the receipt and a listing that identifies from which individual member or participant the funds were collected. This documentation will be used by the Treasurer in support of accounting entries made into the books of account.

h. PLTA's funds will not be used for loans.

i. The Treasurer will be responsible for completing a reconciliation between the bank statements and books of account (general ledger) on a monthly basis. The reconciliation, with copies of the bank statements attached, will be approved by the Board of Directors and subsequently maintained in PLTA's accounting records. The Treasurer will retain all bank statements including deposit slips, canceled checks, and any other relevant documents for at least seven years.

A financial summary disclosing the current fiscal condition of PLTA will be made to the Board at monthly Board meetings.

## Section 2: Fiscal Year

The fiscal year of PLTA will commence on January 1 and end on December 31. Section 3: Budgets

a. With input from the Board, the Treasurer will prepare a proposed operating budget for the upcoming fiscal year in October of the current year to be approved by the Board of Directors at its November meeting. Upon approval by the Board, the annual budget will become effective on January 1 for the fiscal year through December 31.

b. All budgets will be prepared on a cash basis. However, membership records will be maintained in such a manner as to allow for identification of unearned Membership dues at the end of any month.



c. The operating budget for PLTA for the following fiscal year will show monthly activity and separately identify all sources and uses of funds related to a particular PLTA program.

d. The Treasurer may delegate the preparation of the proposed budgets for particular programs to an Assistant Treasurer or other individual, but will remain responsible for the completion of all of the program budgets.

e. Budgets for PLTA programs that begin in one fiscal year and conclude in a subsequent fiscal year will also include projections for sources and uses of funds that are expected to occur during the months that fall in a subsequent fiscal year.

f. The annual budget of PLTA and the budgets for particular programs, as approved by the Board, may be amended with appropriate justification. If an amendment is approved, the amended budget will have the force of the original budget.

#### Section 4: Contracts

All contracts and financial obligations entered into in PLTA's name must be approved by the Board before they take effect, and must be signed by at least two Board members. No single Board member, appointed official or member will have any authority to bind PLTA to any contract, pledge PLTA's credit, or render PLTA liable for any purpose or amount.

#### Section 5: Gaming

No PLTA board member or board committee member, or any member of his/her family shall undertake to operate any Bingo games or gaming activities and/or enter into any contracts or other agreements with individuals or organizations to conduct Bingo or gaming on behalf of the PLTA.

### ARTICLE IX: Liability

#### Section 1: Limitation

PLTA, its Board, its Membership, and all tennis centers public or private, which are used by PLTA for tennis activities, are not responsible for injury or for lost or stolen articles in connection with any events sponsored by PLTA, to the extent allowed by law.

Membership in PLTA is without assumption of responsibility of any kind by PLTA or its officers.

#### Section 2. Waiver

Members agree to waive any and all rights and claims for bodily and emotional injury, damage to reputation, or any other harms of any kind that may be suffered, as well as to waive any and all rights to claim from PLTA for damages which may arise as a result of references or photographs of the member which may appear in publications or in any media or Internet coverage of PLTA events.

### ARTICLE X: Amendments to the Bylaws

#### Section 1: Submissions

Any member in good standing may submit proposed amendments to these Bylaws. Section 2:

## Voting

These Bylaws may be amended by the affirmative votes of two-thirds of the voting members present of the Board of Directors at two consecutive meetings, or by a two-thirds majority vote of the Membership present at the annual meeting of the Membership of PLTA, or at a special meeting of the Membership called for purposes of amending the Bylaws.

### Section 3: Policies

The Board of Directors may adopt additional formal and informal policies and procedures for the implementation of the PLTA Bylaws, as it deems necessary.

#### ARTICLE XI: Construction

The Bylaws were last amended by a two-thirds majority vote at the Board of Directors meeting on June 29, 2011.

#### ARTICLE XII: Tennis Eligibility

a. Only PLTA members in good standing are eligible to represent PLTA or participate in PLTA events. Only PLTA members in good standing are eligible to participate in PLTA singles and doubles championships, unless site rules prevent PLTA from discriminating against non-members. Nonmember participants in any PLTA activity will be required to sign a form waiving any claims against PLTA for injuries or damages resulting from such participation.

b. All PLTA play will be governed by the USTA's Rules of Play.

#### ARTICLE XIII: Dissolution

##### Section 1: Voting

PLTA may be dissolved by motion from the Board of Directors and upon a two-thirds majority vote of the Membership at the second of two consecutive Membership meetings. The two consecutive meetings of the Membership must be at least 14 days apart.

##### Section 2: Distribution of Remaining Funds

Upon dissolution of the Association and after paying or making provisions for payments of all known liabilities of PLTA, an independent party will be assigned to dispose of all assets of PLTA to "Foyer of Philadelphia."

