



Venture Out Tennis Club

BYLAWS of the VENTURE OUT TENNIS CLUB

Revised February 3rd, 2024
Approved March 12, 2024

ARTICLE 1 - NAME and PURPOSE

Section 1 **NAME:**

The name of the club is the Venture Out Tennis Club.

Section 2 **PURPOSE:**

The Venture Out Tennis Club is dedicated to the promotion and enjoyment of the game of tennis, to the creation of friendships and to providing members an opportunity to safely participate in a fun, healthy and active lifestyle.

ARTICLE 2 - AUTHORITY and AGREEMENTS

Section 1 **AUTHORITY:**

The Venture Out Tennis Club is formed under, fully accountable to and derives its authority from the Venture Out Social Club (VOSC), a 501(c)7 corporation in Mesa, Arizona.

Section 2 **ACCOUNTABILITY:**

We hold ourselves accountable to applicable governmental laws, VOSC and our Bylaws and ancillary documents.

Section 3 **ANCILLARY AUTHORITY:**

The Venture Out Tennis Club may create Rules and Regulations whose content may be amended by a motion at a regularly called members meeting whose agenda includes such action.

Section 4 **SUPERSEDE:**

Par 1 Our governing documents shall not supersede or conflict with any VOSC document. Should Club governing documents appear to lack clarity, be remiss or not explicit, the Venture Out Social Board (VOSB) may provide instruction and guidance.

Par 2 These Amended and Restated Bylaws shall supersede all prior Bylaws of the Club. Upon adoption of these Amended and Restated Bylaws, all previously adopted Bylaws, or amendments thereto, shall be of no further force and effect.

ARTICLE 3 - MEMBERSHIP

Section 1 MEMBER ELIGIBILITY:

- Par 1 Any Venture Out resident, whether they be a lot owner or renter, may become a Tennis Club member.
- Par 2 A membership fee will be determined and collected by the Tennis Club Board. Membership fees will be for the fiscal year.
- Par 3 The Club Board will determine which activities and events will be open exclusively to members and which will be open to both members and non-member residents and guests at Venture Out.

ARTICLE 4 - DUTIES AND PRIVILEGES OF MEMBERSHIP

Section 1 DUTIES:

- Par 1 Members should continuously help foster goodwill and nurturing relationships with other clubs and lot owners within Venture Out.
- Par 2 Members are encouraged to volunteer for leadership positions within the Club and/or to otherwise volunteer to support Club programs as well as provide ideas and feedback for improvements.

Section 2 PRIVILEGES:

Members in good standing are eligible to vote for new directors, serve on the Board, approve Bylaws and participate in other votes at called General Membership Meetings.

ARTICLE 5 - MEETINGS

Section 1 Types:

- Par 1 Club meetings, their agendas and frequencies will be determined by the Board. Meetings may include, but not be limited to:
- Board Meetings
 - General Membership Meetings
 - Annual Meeting and Election of Officers
 - Special Membership Meetings

Par 2 The Board will meet periodically as scheduled by the president and as often as may be required to conduct the business of the Club.

Section 2 **Electronic Attendance:**

The Board may, at its election, make provisions for Board members and/or general members to attend meetings electronically.

Section 3 **Quorum:**

Par 1 A quorum will be required to transact business for both Board and Membership Meetings. For:

- Board Meetings will be seventy percent (70%) of members
- Membership Meetings will be twenty percent (20%) of the registered membership

Par 2 Board and membership decisions subject to voting must garner a simple majority in order to be enacted.

Section 4 **Conduct:**

Roberts Rules of Order (latest edition) shall be used as a guideline to conduct business at all meetings.

Section 5 **Comment of the Members:**

Par 1 During all open meetings, members of the Club and visitors shall have an opportunity to address any agenda item or, at the pleasure of the chair, any other topic. The length of comments longer than two (2) minutes will be at the discretion of the chair.

Par 2 Tennis Club members who have a formal motion to be presented for a vote at a General Membership and/or Annual Meeting are required to convey the motion, in writing, to the president more than fifteen (15) days prior to the meeting to enable all members ample time to study such motions. These motions will be communicated to all members via direct correspondence from the president or their designate.

ARTICLE 6 - FINANCIAL MANAGEMENT

Section 1 **FISCAL / SEASON:**

The fiscal year shall coincide with that established by the Venture Out Condo Board (VOCB).

Section 2 **COMPENSATION:**

Directors shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any director from serving the Association and receiving reasonable compensation for services actually performed for the Association.

Section 3 **CONTRACTS and OBLIGATIONS:**

No director, officer or member may enter into any contract on behalf of or obligating the Venture Out Tennis Club or the VOSC in any way, without prior approval from the Tennis Club or VOSC respectively.

ARTICLE 7 - DIRECTORS

Section 1 **Number:**

The Tennis Club Board will have not less than nine (9) or more than eleven (11) total members. Continuous reasonable effort must be demonstrable to fill any vacant positions as soon as possible

Section 2 **Duration:**

Directors may serve as long as they desire, but the expectation is that they will commit to serving for the complete fiscal year to which they were elected.

Section 3 **Qualifications:**

Directors must be in good standing with no outstanding penalties or fees assessed for violations of Venture Out at Mesa, Inc. Bylaws or Rules and Regulations.

Section 4 **Duties and Titles:**

The duties of directors shall be determined by the Board in such a manner as to fulfill the needs and obligations of the Club. The titles to which members will be known shall be determined by the Board on an as-needed basis.

Section 5 **Dismissal:**

A currently serving director shall become automatically and immediately dismissed upon:

- Par 1 Dismissal action as a result of a VOSC intervention as prescribed and documented in their governing documents.

Par 2 The vote of sixty-six and two-thirds percent (66 2/3%) of the Tennis Club Board of Directors affirming a dismissal at the properly called meeting thereof, after having first given that director notice and an opportunity for a hearing before the Tennis Club Board of Directors. The Social Board Club liaison shall be invited to attend and minutes shall be taken.

Section 6 **Vacancy:**

If there becomes a vacancy on the Board of Directors, the Board shall seek volunteers for and/or otherwise appoint a qualified member to serve until the next annual election. At the next annual election, members shall re-elect that incumbent director or elect a replacement Board member to fill the remaining term of office of that Board position that was vacated.

The president, with Board approval, may assign roles and responsibilities to the new member immediately following the appointment of an open director position.

Section 7 **Resignation:**

Par 1 A director may resign at any time by sending a written or electronic notice of resignation to the president or secretary of the Board of Directors. The resignation shall become effective at the time of the receipt and cannot be rescinded.

Par 2 If a director misses more than three (3) consecutive meetings, unless excused by the Board of Directors, such absences shall constitute an automatic resignation without recourse.

Par 3 In the event a director ceases to be a member, the directorship shall be immediately and automatically terminated.

Section 8 **Nominations:**

Par 1 Candidates for the Board may be brought to the attention of the Board by members interested in volunteering, direct solicitation or via the use of a Nominating Committee.

Par 2 Should it be needed, a Nominating Committee will be formed and be comprised of at least three (3) Tennis Club members appointed by the president. The Committee will submit a slate of candidates to fill Board positions. Committee members will determine how to best solicit candidate interest in filling open positions.

Par 3 In addition to the slate, nominations from the general membership will also be accepted by the Nominating Committee up to one week prior to the

Annual Meeting and Election. After candidate nominations close and the number of vetted nominees for election to the Tennis Club Board equals the number of positions available, the candidates may be appointed by unanimous consent of the Board at the Annual Meeting. If the appointment will be made by unanimous consent, there would be no requirement to set up a voting system or hold elections.

Par 4 No nominations will be accepted from the floor at the Annual Meeting.

Section 9 **Balloted or Contested Elections:**

Par 1 Elections to fill vacant Board positions for the coming fiscal year will be held no later than March. The effective date when newly elected Board members will take office will be determined by the Board.

Par 2 A balloted election for Board positions will only be required if the total number of nominations exceed the number of vacancies, making it a contested election.

Par 3 The Club president or their designate will set up the balloting system, ensure only members receive ballots, count the ballots, secure the ballots and report the ballot count to the chair at the Annual Meeting and Election.

Par 4 The chair will then read the results of the election to the meeting attendees. Those receiving the most votes will fill the open Board positions.

ARTICLE 8 - OFFICERS

Section 1 **Election of Officers:**

Following the election of new Board members, a joint meeting of the incumbent and newly elected members will be scheduled by the president. At this closed meeting the new Board of Directors exclusively shall elect the officers of the Tennis Club for the coming season. Other key leadership volunteers and positions will either be identified or volunteers will be confirmed for the coming season as well.

Section 2 **Number of Officers:**

Par 1 The officers of the Tennis Club will be:

- President
- Vice President and/or Co-President
- Treasurer
- Secretary
- East Valley Senior Tennis League (EVSTL) team leader

Par 2 There shall be a minimum of two (2) officers: President and Secretary-Treasurer, and every effort must be made to maintain the number of Directors at nine. When there are only two officers, the VOSB must be provided a monthly recruitment report via the Social Board Liaison.

Section 3 **Officer Titles and Duties:**

President or Co-Presidents:

Shall:

- Initiate and monitor the overall goals, objectives and strategies of the Club
- Oversee and be responsible for the successful execution of Club business
- Structure meeting agendas and preside over those meetings
- Represent, or assign a designate to represent Venture Out at all East Valley Senior Tennis League (EVSTL) meetings
- Appoint leadership as necessary and delegate tasks for effective execution
- Communicate with officers and leadership volunteers to ensure obligations are met
- Communicate with the general membership regarding Club activities, programs, issues and opportunities
- Actively or by delegation recruit and train officers and leadership volunteers as part of an overall succession plan
- Is an ex-officio member of all committees

Vice-President:

Par 1 Shall assume the duties of the president when that officer is absent and assumes additional duties and responsibilities as assigned by the president.

Par 2: In lieu of this position, the co-president may share the responsibility.

Treasurer:

Shall:

- Promptly collect and regularly submit all funds and properly accounts for them before submitting them to the VOSC
- Ensures all receipts are collected and submitted

- Keeps accurate and complete books and records of accounts following Generally Accepted Accounting Principles (GAAP)
- Prepares the expense and revenue budgets for the coming season in concert with other officers, directors and leadership volunteers
- Reviews requests for expenditures

Secretary:

- Takes prescribed minutes at all meetings, and transcribes them into electronic files within five (5) calendar days.
- Electronic minutes shall be sent to the Club directors, VOSB liaison, and all current members within seven (7) days
- Following the Organizational Meeting, the secretary will email results to all members

East Valley Senior Tennis League (EVSTL) Team Leader:

- Fully understands and implements EVSTL rules, regulations, programs and procedures where needed within the Club
- Works with the EVSTL to set objectives and rules
- Manages volunteer coordinators for select Club activities having a relationship to the EVSTL
- Facilitates the duties of the team captains

ARTICLE 9 - VOTING

Section 1 **Voting Eligibility:**

Par 1 All Members in good standing are eligible to cast one vote

Par 2 Guests and visitors are not eligible to vote

Par 3 Proxy voting is not allowed

Section 2 **Director Positions:**

Voting at the Annual Meeting shall be for director positions, not for the offices they may hold. Officers are elected exclusively by directors themselves at an organizational meeting following an election.

Section 3 **Voting Not Required**

After candidate nominations close and the number of vetted nominees for election to the Tennis Club Board equals the number of positions available, the candidates may be appointed by unanimous consent of the Board at the Annual Meeting. If the appointment will be made by unanimous consent, there would be no requirement to set up a voting system or hold elections.

ARTICLE 10 - AMENDMENTS

Section 1 Effectivity:

Bylaws voted upon in the affirmative by a simple majority of members at a Membership Meeting shall become effective immediately following the close of that meeting. All previously adopted Bylaws, or amendments thereto, including rewrites and restatements, shall be of no further force and effect.

Section 2 Amendment Vote:

The agenda for such Membership Meeting shall set aside time for proposed amendment discussions that may be reasonably limited by the Chair and pursuant to Article 5, Section 5, Par 2. any amendment vote shall take place prior to a vote for directors.

Section 3 Amendments, Rewrites and Restatements from the Board of Directors:

The Club Board may draft and post to the members thirty (30) days prior to the Membership Meeting, amended, rewritten and restated bylaws for voting upon at that meeting.

Section 4 Amendments, Rewrites and Restatements from the Members

Par 1 Tennis Club members who wish to make a formal motion to amend these Bylaws are required to convey the motion, in writing, to the president more than fifteen (15) days prior to the Membership Meeting to enable all members ample time to study such motions.

Par 2 These motions will be posted on the kiosk bulletin board at the Tennis Center and will be communicated to all members via direct correspondence from the president or their designate.

Section 5 Notification:

After Bylaws are adapted, electronic copies shall be sent to every member, the VOSB Liaison, and the activity director. The new Bylaws will also be posted on the Club's website.

ARTICLE 11 - DOCUMENTS AND ELECTRONIC FILES

Section 1 **Records and Information Management:**

Appropriate paper documents and electronic files shall be maintained and protected for a period of at least eight (8) years following standard Records and Information Management (RIM) practices

Section 2 **Availability:**

Documents and electronic files shall be reasonably made available for review by past and current members and the VOSB, by contacting the Club secretary.

Section 3 **Personal Information:**

Par 1 Every attempt shall be made to protect personal and private information and destroy it when no longer needed.

Par 2 When electronic and other communications are sent to more than one person, every attempt shall be made to use 'BCC' (Blind Carbon Copy) and not "To" so that the mailing list remains confidential

ARTICLE 12 - DEFINITIONS AND ACRONYMS

Section 1 **Acronyms:**

- Board – Board of Directors
- VOCB – Venture Out Condominium Board – an IRS 501(c)3 corporation in Mesa Arizona
- VOSB – Venture Out Social Board
- VOSC – Venture Out Social Club – an IRS 501(c)7 corporation in Mesa, Arizona

Section 2 **Definitions:**

- Condominium lot, a surveyed and titled land parcel within the Venture Out development
- Lot Owner – one or more legal owners of a condominium lot

ARTICLE 13 - DISBANDMENT

Section 1 **Notification:**

If the number of directors reaches the specified minimal number of directors listed elsewhere in these Bylaws, the VOSB liaison must be notified, and then thereafter every thirty (30) days

Section 2 **Process:**

If after one hundred eighty (180) days has passed during which the Tennis Club did not have the specified minimal number of directors listed elsewhere in these Bylaws, the Board shall request assistance from the VOSB on what steps to take to officially disband. Every effort must be made to safely retain and protect all documents.

ARTICLE 14 - BY-LAW HISTORY

Section 1 **Historical Records:**

All Bylaw reviews, rewrites, revisions, reformatting and amendment activities shall be listed most recent first.

<u>Date</u>	<u>Action or Change</u>
12 March 2024	Reformatted, reworded and amended
10 September 2012	Reformatted, reworded and amended