

## **WWTA Bylaws**

### **BYLAWS - 1**

#### **OF THE**

**Western Wake Tennis Association, Inc. (WWTA)**

**A member organization of the United States Tennis Association**

**(August, 2018)**

### **ARTICLE I – NAME**

#### **Section 1 - Name**

The name of the organization shall be “The Western Wake Tennis Association, Inc.” (WWTA)

### **ARTICLE II – PURPOSE OF THE ORGANIZATION**

#### **Section 1 – Purpose**

WWTA is a non-profit, primarily volunteer organization operating under the umbrella of the United States Tennis Association (USTA). Our mission is to promote the game and spirit of tennis in Western Wake County. We strive to grow tennis awareness in the communities we serve by facilitating, adult, junior, and special need leagues, programs, and tournaments. The WWTA continually works with the USTA, local tennis organizations and clubs, and local government municipalities, to respond to the needs of our tennis community and environment.

No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation and the Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate.

#### **Section 2 – Tax Status**

WWTA is organized exclusively for one or more of the purposes as specified in section 501(C)(3) of the Internal Revenue Code, including, for such purposes, the making of financial distributions to organizations that qualify as exempt organizations under Section 501 (C) (3).

#### **Section 3 – Slogan**

The slogan of the WWTA shall be “Promoting the development and growth of tennis in western Wake County”.

## **ARTICLE III – MEMBERSHIP**

### **Section 1 – Members**

WWTA membership is obtained for a period of 1 year by paying a WWTA or USTA league entry fee, or participating in, volunteering or supporting any WWTA sponsored program.

### **Section 2 – General Meeting**

- (a) There shall be at least one (1) general membership meeting per calendar year.
- (b) A general membership meeting must be called and held prior to December 10 of each year and have advance reasonable notification posted at least 7 days in advance of the meeting date. Notification of meeting shall be, at minimum, electronic notification (email) to current membership and posting on WWTA website, and/or physical posting at all known active participant club locations.
- (c) Special meetings of the membership may be called by the President or at the request of three members of the Executive Board. Reasonable notification of said special meetings must be given to the membership 7 days in advance.
- (d) Quorum at duly called general or special meetings will be comprised of the board quorum and at least 5 general members.
- (e) Each member is entitled to one vote.

### **Section 3 – Membership Dues**

Membership dues shall be satisfied upon paying any USTA or WWTA league entry fee.

### **Section 4 – Non-Liability for Debts**

No member shall be liable or responsible for any debts, obligations or liabilities of the WWTA. The private property of the members shall be exempt from execution or liability for any debt, obligation or liability of the WWTA.

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

### **Section 1 – Powers and authority of the Board Directors**

The property, affairs and business of the WWTA shall be managed by the Board of Directors.

### **Section 2 – Composition**

- (a) The Board of Directors of the WWTa consists of seven Executive Board Officers, elected by the general membership, Executive Director, and an approved number of voting Advisory Board Chairpersons. Both Executive Officers and Board Chairpersons are to be considered Directors.
- (b) The number of Executive Board Officers or Advisory Board Chairpersons may be changed by action of the Board at any time.
- (c) Executive Board Officers shall be elected by the members for two year terms at each annual general membership meeting except that vacancies may be filled for the remainder of any term by the Board of Directors. In the absence of a volunteer candidate for any position, the Executive Board may appoint an interim director for the remainder of that term. Advisory Board Chairpersons are appointed with Executive Board majority approval.
- (d) The Executive Board consists of:
  - (1) President/Chairman
  - (2) Vice President – Tournaments & Events
  - (3) Vice President – Communications
  - (4) Vice President – Youth Development
  - (5) Vice President – Adult & Senior Development
  - (6) Vice President – Finance
  - (7) Vice President – Records
  - (8) Executive Director – ex-officio or non-voting
- (e) Advisory Board Chairpersons positions covered in ARTICLE VI, and can be added to or removed based on the annual plans formulated by the WWTa Board of Directors.

### **Section 3 – Qualifications**

Board of Directors shall be of the age of majority in the State of North Carolina. Other qualifications for the Directors of the WWTa shall be as follows:

- (1) Must have a sincere interest in the game of tennis
- (2) Must be a resident of western Wake County as defined by the zip code directory used for the WWTa area.
- (3) No person shall serve in more than one position of the Board of Directors.

### **Section 4 – Job Descriptions**

- (a) Executive Officer job descriptions see Article V, Section 1
- (b) Advisory Board Chairpersons job descriptions see Article VI, Section 2

## **Section 5 – Term of Office**

Each Officer, with the exception of the Executive Director, shall hold office for a period of two (2) years or until his or her successor is elected and qualifies. Executive positions will have 3 positions start in odd years and 4 positions start in even years so only half the board will change in one year.

## **Section 6 – Compensation**

With the exception of the Executive Director, Board members shall serve without compensation. Board members are allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **Section 7 – Meetings**

(a) The Board of Directors may hold its monthly meetings where it is reasonably accessible to its members and Directors. Notification of the meeting time and place to be delivered at least 4 days prior to said meeting date.

(b) A “special meeting” of the Board of Directors shall be held whenever called by the President/Chairman or a majority of the Directors then in office. Notice of the special meeting time and place must be delivered 7 days prior to the meeting. Notification may be delivered by electronic mail.

## **Section 8 – Quorum**

One third of the Executive Board currently in office shall constitute a quorum for the transaction of business.

## **Section 9 – Voting**

The affirmative vote of a majority of the board members, executive plus advisory, at any general board meeting at which a quorum is present, shall decide any issue brought before such meeting. Certain financial, personnel, and board matters can be voted on by the Executive Board only. Issues that arise between board meetings that need attention can be presented to the Executive Board via email and subsequently voted on via email. All email votes will be added to the next month’s minutes.

## **Section 10 – Vacancies**

In the event a position becomes vacant due to death, resignation or removal from office, an interim director or advisor may be appointed by majority vote of the Executive Board.

## **Section 11 – Removal**

The Board of Directors may remove a Director or Advisory Board Member for cause at any meeting as long as notification has been given to the individual in question at least 7 days prior to the meeting and quorum is present. Cause includes but not limited to inappropriate behavior or behavior deemed inappropriate on behalf of WWTA, unanimous agreement of remaining Board Directors that behavior or actions are detrimental to the day to day operations of WWTA or overall vision of WWTA. The Board of Directors reserve the right to make any Director's or Advisory Boards Member's resignation effective immediately.

## **ARTICLE V – EXECUTIVE BOARD OFFICERS**

### **Section 1 – Executive Officers and their duties**

- (a) **President/Chairman.** The President/Chairman shall be the chief executive officer of WWTA and, subject to the provisions of the Bylaws, WWTA Rules of Order, and to the direction of the Board of Directors shall have the general management and control of the affairs of the WWTA. The President/Chairman shall preside at all meetings of the Board of Directors, and shall perform all other duties and enjoy all other powers commonly incident to his-her office or which may be prescribed by the Board of Directors or which are or may at any time be authorized or required by law.
- (b) **Vice President – Communications.** The Vice President shall perform such duties associated with dissemination of information and the promotion of tennis in the community. Avenues include website and social media. Supports website maintenance and upkeep.
- (c) **Vice President – Tournament & Events.** The VP will be responsible for tournaments, both USTA sanctioned and other, and major tennis events.
- (d) **Vice President – Adult & Senior Development.** The VP is responsible for the execution of outreach and player development programs that are provided to the tennis community for adult and senior players.
- (e) **Vice President – Youth Development.** The VP is responsible for the execution of outreach and player development programs that are provided to the tennis community for 18 years old and younger, players.
- (f) **Vice President – Finance.** The VP shall have charge and custody of and shall receive and disburse the funds of the WWTA. When necessary or proper, he/she shall endorse on behalf of the WWTA for collection checks, notes, and other obligations, and shall deposit all funds of the WWTA in such banks or other places described by the Board of Directors, he/she shall perform all of the duties and enjoy all other powers commonly incident to his/her office or as from time to time may assigned to him/her by the Board of Directors. The Board of Directors may require the VP of Finance to be bonded for the faithful discharge of his/her duties in such sums and with such surety or sureties as the Board of Directors determine. The VP shall also have responsibility for capital assets.

- (g) Vice President – Records. The VP shall act as Recording Secretary and shall perform such duties assigned by the Board of Directors. He/she shall record occurrences of regular and special meetings in accordance to the WWTA Rules of Order and distribute minutes of meetings 10 days after said meeting. The Secretary shall keep attendance at the meetings and notify the Board of Directors of meeting times and places.
- (h) Executive Director – WWTA may employ an Executive Director, who shall be the chief operating officer of the corporation, subject to the provisions of these Bylaws and to the supervision and control of the Executive Board, or the President/Chairman if the Executive Board delegates its responsibility. The Executive Board, and only the Executive Board, shall have the authority to hire, to set the compensation of, and to terminate the services of, the Executive Director. The Executive Director shall keep the President/Chairman and the Executive Board fully informed regarding all material matters and business affairs of WWTA and faithfully execute and follow all policies and procedures as may be established from time to time by the Executive Board. The Executive Director shall be an ex officio member of the Board of Directors and each committee of the Board, as appropriate, and the standing committees of WWTA. The Executive Director shall perform such additional duties which are consistent with the position as Executive Director of WWTA as may be assigned by the Executive Board or the President/Chairman. The Executive Director, with the approval of the Executive Board, may hire such additional administrative personnel from time to time as may be necessary or appropriate to do the work of the corporation. Refer to the Executive Director job description for a detailed description of responsibilities.

## **Section 2 – Authority**

Each officer of the WWTA shall have such authority, shall perform such duties and shall hold office for such term as may be prescribed by these Bylaws or by the Board of Directors.

## **Section 3 – Election and Term of Office**

- (a) The officers of the WWTA shall be elected every two years on a rotating basis until his/her successor shall have been elected and qualified.
- (b) New offices may be created and filled at any meeting by the Board of Directors, as long as said meeting qualifies under ARTICLE IV.

## **ARTICLE VI – ADVISORY BOARD & COMMITTEES**

### **Section 1 – Special Committees**

The Board of Directors may designate and appoint one or more special committees with such powers and duties as the Board of Directors may determine. Special Committees are designated to implement specified projects and programming and are assembled on an as needed basis. Such committees may have as advisor persons who are not Executive Officers of the WWTA.

## **Section 2 – Advisory Board**

The Advisory Board is comprised of associates to the WWTA to play important roles in the success of ongoing projects, leagues, and promotional activities. Advisory Board members are asked to attend board meetings to provide support, advice and guidance. Advisory Board members will be appointed by the Board of Directors with a majority vote of the board. Each position designated receives one vote on the Board of Directors on issues brought forth at general board meetings.

The Advisory Board may have the following members, but not exclusive to:

- (1) Chairperson of the Scholarship Committee
- (2) Chairperson of the Charity Classic Tournament
- (3) Club Liaisons: A representative from all clubs, private or public, and municipalities within our designated area of service shall be encouraged to provide an advisory board member to facilitate information flow to/from WWTA
- (4) Parks & Recreation representative. A representative from the Parks & Recreation from each of the five towns in the WWTA service area

## **Section 3 – Nominating Committee**

Nominating Committee shall be chaired by a member of the Executive Board as selected by a majority vote of the board. Two additional members will be selected from either the advisory board or general membership. These committee members shall present a slate of officers to the Board of Directors for approval at the meeting immediately preceding the general annual meeting.

## **ARTICLE VII – AMENDMENTS**

These By-laws may be amended at any regular, annual or special meeting by a two-thirds (2/3) vote of members in attendance, provided that no amendment shall be adopted unless a copy of such proposed amendment shall have been included in or enclosed with the notice of such meeting.

## **ARTICLE VIII – DISSOLUTION**

After fulfillment of the requirements of the law on dissolution or after discontinuance of business and payment of debts, any surplus shall be distributed to a charitable organization determined by the Board of Directors.