

By-Laws

Metropolitan Tennis Group, Inc.

Dated: February 2, 2010

Article I. Organization

Section 1. Name and Establishment

The Metropolitan Tennis Group, Inc. (MTG) is a non-profit social organization incorporated under the laws of the State of New York. The name, symbols, and logos of MTG may be used only with the express written permission of the Board of Directors.

Section 2. Fiscal Year

The fiscal year shall commence September 1 and run through August 31.

Section 3. Purpose

The organization's purpose is to foster a sense of community by promoting tennis and tennis-related events. The organization also serves as an alternative social forum for the lesbian, gay, bisexual, transgender, queer and questioning (LGBTQ) communities.

Article II. Members

Section 1. Qualifications

Membership in MTG shall be open to all persons who are at least eighteen (18) years of age.

Section 2. Membership

- a. Individual members of MTG shall be required to pay annual dues as established by the Board of Directors. Any individual desiring to join MTG shall submit a membership application and payment of dues, either by mail or on-line, setting forth general contact information including the individual's name, address, telephone number and other relevant contact information.
- b. The application shall contain a waiver expressly holding MTG harmless for any and all possible injuries resulting from MTG activities.
- c. Annual dues are paid on the basis of MTG's fiscal year, which currently runs from September 1 – August 31. Individuals joining after March 1 shall pay a reduced fee as determined by the Board of Directors.
- d. If annual dues are not paid within thirty (30) days of the commencement of the new fiscal year, a member shall not be deemed a member in good standing.
- e. In addition to the annual dues, members may be required to pay participation fees for individual MTG activities and events.

Section 3: Disciplinary Actions

By a majority vote of the Board of Directors, The Board of Directors may proceed to take disciplinary action against any MTG member (or any non-member who attends an MTG event) to redress conduct that is detrimental to the welfare of the MTG membership and/or obstructive to the goals of the MTG organization.

Such conduct includes, but is not limited to:

1. Episodes of poor sportsmanship on the court (altercations, insults and demeaning behavior, threats, assault and/or battery or other physical contact that results in deliberate injury);
2. Failure/refusal to pay dues and/or required fees at MTG events;
3. Episodes of inappropriate conduct on or off the court (sexual harassment; behavior that creates discomfort to the membership at large); or
4. Any other conduct which detrimentally affects, diminishes or undermines the overall social, recreational, athletic, and sportsmanlike ambience of MTG.

At its sole discretion, the Board of Directors, by a majority vote, may elect to redress such conduct with any of the following actions:

1. Verbal and/or written communication to the offending member detailing the unacceptable conduct at issue and putting the member on notice that continued action may result in increased sanctions;
2. Suspension of the member from participation in any MTG **event** (either for an agreed upon period of time or for an MTG event or series of events);
3. Revocation of MTG membership and all corresponding privileges (See also Section 4 below); or
4. Permanent barring of the member from all MTG events.

All sanctions contemplated or implemented by the Board of Directors shall be properly documented in the Minutes of the Board Meeting at which the sanctions are discussed. In addition, any and all written communications setting forth the sanctions shall be maintained in a designated file for reference, review, and consultation.

Any sanctioned member shall be afforded the opportunity to defend himself against any allegation of misconduct. Said defense shall be documented, either by the member in writing or by the Board of Directors, in writing, if the defense is orally communicated. Thereafter, said defense shall be evaluated and considered when confirming any sanction action undertaken by the Board of Directors.

All sanctions undertaken by the Board of Directors shall be realized with the following goals in mind:

- a. Sanctions shall be dispensed justly and with uniformity;
- b. Each instance of egregious behavior shall be decided on its own unique set of facts;
- c. Any discussion of sanctions by the Board of Directors must also consider similar offending behavior redressed in the past;
- d. The Board of Directors shall strive to ensure that similar fact patterns receive similar sanctioning treatments at all times; and

- e. Enforcement of sanctions against any member shall be implemented either by the Commissioner or by any other board member that the Board of Directors appoints, by majority vote, to carry out such actions.

Section 4. Protocol for Suspension/Revocation of Membership

By a majority vote, the Board of Directors may vote to suspend or revoke the membership of any MTG member. In cases where suspensions and revocations are implemented, The Board of Directors may, at its discretion, refund a pro-rated portion of the member's annual dues, less any financial obligations the individual owes to MTG.

Article III. Board of Directors

Section 1. Powers and Duties

- a. The Board of Directors shall be MTG's governing entity. The Board of Directors shall act and render such decisions necessary and appropriate to accomplish MTG's objectives, and to further protect and promote the interests of MTG and its members.
- b. The Board of Directors has general responsibility to oversee: (1) all activities sponsored, planned or approved by MTG; (2) the participation of MTG in activities sponsored by other individuals or groups; (3) the financial welfare of the organization; and (4) the use of MTG's name, symbols or logos in any manner.

Section 2. Composition

- a. The Board shall consist of seven officers: Communications Director, Courts & Events Director, Membership Director, Secretary, Social Events Director, Treasurer, and Women's Director.
- b. The number of persons who sit on the Board may be changed by a majority vote of the current Board.

Section 3. Conflicts of Interest

- a. *Fiduciary Responsibility:* All members of the Board of Directors have a fiduciary duty to disclose any and all personal activities or undertakings, which either constitute a conflict of interest or give the appearance of a conflict of interest with MTG's goals and objectives. Said activity shall include, but is not limited to, contracts or dealings with MTG that directly or indirectly benefit, financially or otherwise, such Board member or his or her immediate family or partner.
- b. *Disclosure of Conflict:* In situations where a potential conflict of interest may exist, the Board Member with the conflict must:
 - (1) disclose the conflict immediately;
 - (2) present for discussion at the next Board Meeting all the details concerning the activity at issue.
- c. *Board of Director Vote on Conflict:* After such presentation, The Board of Directors shall discuss, evaluate, and vote on the propriety of the activity in question. The Board Member with the potential conflict shall not have a vote when making that determination.

- d. *Waivers, Cease & Desist:* By majority vote, the Board of Directors may issue a waiver to permit such activity, but only if such activity is not adverse or detrimental to the interests and goals of MTG. If the Board of Directors elects not to issue a waiver, the board member shall cease and desist from all conflicting activity immediately. Failure to cease and desist is cause for and may warrant removal of that member from the Board of Directors, in addition to other disciplinary actions.

Article IV. Duties of Officers of the Board of Directors

Section 1. Communications Director

The Communications Director shall be responsible for overseeing communications with the membership including, but not limited to, newsletters, electronic communications, website updates, and surveys. The Communications Director shall perform other duties as assigned by the Board of Directors. It is not necessary for the Communications Director to perform each of the tasks listed personally. The Communications Director may use other Board members, committees, and MTG volunteers to carry out these duties, but shall remain accountable and responsible for those tasks delegated to other individuals.

Section 2. Courts & Events Director

The Courts & Events Director shall be responsible for planning all on-court MTG events including, but not limited to, the Winter Doubles League, Monthly Playing Parties, Marsha Day Tournament, and the Summer Ladder. The Courts & Events Director shall also be responsible for working with tennis clubs and facilities where events may be held and for developing new playing opportunities for MTG members. The Courts & Events Director shall perform other duties as assigned by the Board of Directors. It is not necessary for the Courts & Events Director to perform each of the tasks listed personally. The Courts & Events Director may use other Board members, committees, and MTG volunteers to carry out these duties, but shall remain accountable and responsible for those tasks delegated to other individuals.

Section 3. Membership Director

The Membership Director shall be responsible for general membership issues. It is not necessary for the Membership Director to perform each of the tasks listed personally. The Membership Director may use other Board members, committees, and MTG volunteers to carry out these duties, but shall remain accountable and responsible for those tasks delegated to other individuals. Specifically, the Membership Director shall:

- a. Respond in a timely manner to emails from the members of the public regarding memberships, joining/renewals, and membership privileges;
- b. Process membership applications;
- c. Maintain the membership database; and
- d. Perform other duties as assigned by the Board of Directors.

Section 4. Secretary

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

- a. Provide the Board of Directors with written or electronic notices of meeting times and locations and shall request contributions of items for the agenda in advance;
- b. Prepare, in consultation with the Commissioner, agendas for the Board meetings. These agendas, along with any supporting documentation, shall be distributed by the Secretary to members in advance;
- c. Take full minutes at every Board meeting and, within five (5) days, prepare a summary of the minutes and distribute it to all Board members;
- d. Maintain copies of the By-laws and contractual agreements with other parties and be responsible for maintaining descriptions of duties of the Officers of the Board;
- e. Be responsible for overseeing the nominating processes for election to the Board of Directors and for the Board Vote for Commissioner as described in Article VI, Sections 1, 2, and 4; and
- f. Perform other duties as assigned by the Board of Directors.

Section 5. Social Events Director

The Social Events Director shall be responsible for developing, planning, and overseeing the schedule of social activities and events for the membership including, but not limited to, securing event locations and preparing other necessary arrangements. The Social Events Director shall perform other duties as assigned by the Board of Directors. It is not necessary for the Social Events Director to personally perform each of the tasks listed. The Social Events Director may use other Board members, committees, and MTG volunteers to carry out these duties, but shall remain accountable and responsible for those tasks delegated to other individuals.

Section 6. Treasurer

The Treasurer shall oversee all financial transactions of the corporation including, but not limited to: monitoring income and expenditures of the corporation; monthly bank reconciliations; bank deposits of payments for events, membership, non-tennis events; annual tax filings; profit and loss analyses; and oversight of financial income gained from corporate sponsorships. The Treasurer shall perform other duties as assigned by the Board of Directors.

Section 7. Women's Director

The Women's Director shall be responsible for representing the interest of the women members of MTG at meetings of the Board of Directors. The Women's Director's responsibilities shall include, but are not limited to, developing, planning and overseeing the schedule of women's parties and activities. The Women's Director shall participate in the general operations of MTG as a whole, including organization of league activities and events.

The Women's Director shall perform other duties as assigned by the Board of Directors.

It is not necessary for the Women's Director to personally perform each of the tasks listed. The Women's Director may use other Board members, committees, and MTG volunteers to carry out these duties, but shall remain accountable and responsible for those tasks delegated to other individuals.

Section 8. Commissioner

The office of Commissioner shall be voted on by the members of the Board of Directors at the first Board meeting as described in Article VI, Section 4. The Commissioner shall be responsible for overseeing all the affairs of MTG and shall preside over board meetings. These duties of the Commissioner shall include, but are not limited to: presiding over board meetings; enforcing the by-laws of MTG; facilitating the delegation of tasks to all Board members and ensuring that such tasks are performed; and acting as the primary spokesperson for the organization. The Commissioner shall perform other duties as assigned by the Board. It is not necessary for the Commissioner to personally perform each of the tasks listed. The Commissioner may use other Board members, committees, and MTG volunteers to carry out these duties, but shall remain accountable and responsible for those tasks delegated to other individuals.

Section 9: Committees

Any board member, with the approval of the majority of the Board of Directors, may elect to form a committee to assist him/her in the execution of the tasks required for his/her position.

The committee shall:

- a. Consist solely of MTG members in good standing;
- b. The number of members in said committee shall be at the discretion of the board member forming the committee;
- c. Said committees shall meet on a regular (or as-needed) basis, as determined by the committee organizer, but no fewer than six times in one fiscal calendar year;
- d. Although the Board Member may use such committee to delegate tasks, he or she remains solely and primarily accountable for all actions undertaken by the committee and is directly accountable to the Board for same; and
- e. Board members may also disband and dissolve their committees, but only with approval (majority vote) of the Board of Directors.

Article V. Meetings of the Board of Directors

Section 1. Meetings

- a. Board members must attend at least six Board meetings during the fiscal year. Failure to do so is cause for removal.
- b. Any member of the Board may participate in a meeting of the Board by means of a conference call. Participation by such means shall constitute presence in person.
- c. Any member of MTG may participate in the discussion of any specified item of business if recognized by a majority vote of the Board.

Section 2. Quorum

A simple majority of the members of the Board shall constitute a quorum for the conduct of business.

Section 3. Voting

- a. The vote of the simple majority of the Board members present at the time of the vote shall be considered valid and constitute an action by the Board
- b. Each member of the Board shall be entitled to one vote. In the event of a tie, the Commissioner's vote shall determine the decision.
- c. Only members of the Board may vote on any specified item of business.

Section 4. Action by the Board

Any action may be permitted by the Board without a meeting if a simple majority of the Board has given consent to the action. Any such action shall be required to be brought before the Board at its next scheduled meeting and shall be filed in the minutes.

Section 5. Notice of Meetings

- a. Written or electronic notice of the date, place, and hour of each regular or special meeting of the Board shall be sent to each Board member at least five (5) days before the meeting is to be held.
- b. Special meetings to discuss matters requiring prompt action may be called, provided notice of such special meetings is given to a majority of the Board members no less than 48 hours before the time at which such a meeting is to be held.

Article VI. Elections and Transitions

Section 1. Nominations

The Secretary shall be responsible for overseeing the nomination process for election to the Board of Directors. In the event that the Secretary's position is up for election, the Treasurer shall have oversight of these duties.

- a. Approximately four months prior to the expiration of the current Board's term of office, a written or electronic notice soliciting letters of "Election Intent" shall be sent to all active members.
- b. This letter shall contain the list of Board positions as well as descriptions of job responsibilities associated with these positions.
- c. Any member in good standing is eligible to run for any position on the Board. The candidate must be a member for at least six (6) months prior to the start of the new fiscal year.
- d. Written or electronic notice of "Election Intent" by active members wishing to run for a Board position must be sent to the Secretary of the current Board. Only those members responding in writing shall be considered.
- e. Written or electronic notice to the general membership shall explicitly state the deadline for submission of letters of "Election Intent."

Section 2. Voting

The Secretary shall be responsible for overseeing the voting process for election to the Board of Directors. In the event that the Secretary's position is up for election, the Treasurer shall have oversight of these duties.

- a. A mailed or electronic general election ballot shall be sent to all active members no later than one month prior to the expiration of the current Board's term. Ballots shall indicate positions available and the persons running for each position. Ballots shall request that the members vote for the individuals they would like to represent them. Ballots shall state that only one vote per person will be accepted. In the event that more than one vote has been cast, the vote for that particular position shall be voided.
- b. Ballots shall explicitly state the "Deadline for Balloting" and the process for voting. Ballots sent after the deadline shall not be considered.
- c. The Secretary shall be charged with recording the election results and notifying the membership.

Section 3. Term of Office

Board members shall serve a two-year term and shall be elected in accordance with established By-Law guidelines as described in Article VI, Sections 1 and 2. The offices of the Board of Directors are staggered such that in any given year no more than four (4) positions are up for re-election.

Section 4. First Meeting of the Board of Directors

The newly elected Board of Directors shall hold its first meeting before the end of the September. At the first meeting, the Board shall conduct the following business, unless it determines otherwise:

- a. Nominate and vote on Commissioner. (See Section 5 below) Examine the current year budget approved by the prior Board in August and make any necessary amendments;
- b. Appoint MTG's Gay and Lesbian Tennis Association (GLTA) representative;
- c. Initiate planning for the upcoming tennis-related and non-tennis-related events;
- d. Decide when and where to hold MTG's annual meeting;
- e. Conduct such other business as may be necessary or advisable.

Section 5: Nomination & Voting of Commissioner

The process of nominating a Commissioner for the Board of Directors shall be informal and amicable. The procedure for electing a Commissioner shall be as follows:

- a. Board Members wishing to assume the position of Commissioner shall state their intention at the first Board Meeting of the Year when the Commissioner position comes up for election.
- b. Once the potential candidate(s) are identified, the candidates will then be afforded a one minute forum in which to state their intentions and desires to secure the Commissioner position.
- c. The Board shall vote on whom to appoint as Commissioner. The Commissioner must be appointed by majority vote.

- d. If a majority vote does not exist, then the top two voted candidates shall be isolated and the remaining shall be dismissed from the voting process. Thereafter, a subsequent vote will be held to determine/appoint the Commissioner. The candidate who secures the majority vote shall be appointed.
- e. If during the first initial vote, there is not a majority affirmation of one single candidate, and if there are more than two (2) “top” voted candidates, then all the “top” voted candidates’ names shall be written on a sheet of paper, folded and placed in a hat for drawing. The first two names pulled shall be the “winners” who will proceed to the second round of voting process described above.

Section 6. Duties of the Outgoing Board

It shall be the duty of the outgoing Board members to counsel and advise new members of the status of prior activities, current programs, and future plans. All files, records, documents, equipment, supplies, and other MTG property maintained by outgoing Board members shall be turned over to their successors prior to the First Annual Meeting of The Board of Directors.

Section 7. Newly created positions and vacancies

Newly created positions and vacancies on the Board may be filled by vote of the majority of the Board members. Newly created Board positions shall serve until the next general election.

Section 8. Resignations

Any Board member may resign from office at any time by delivering a resignation in writing to the Board. The acceptance of such resignation shall not be necessary to make such resignation effective.

Section 9. Removal

Any Board member may be removed for cause by a majority of the Board, at any special meeting of the Board called for that purpose, provided notice of said action is in compliance with Article V, Section 5.

Section 10. Compensation

All Board members currently serving a term in office and who are Members in Good Standing shall be compensated in the form of a one hundred percent (100%) discount on MTG annual dues, in addition to other discounts, to be determined by the Board. Discounts may be granted by the Board to any MTG-sponsored event so long as such event results in a pecuniary net gain and such discounts do not render the event unprofitable or costly.

Article VII. Meetings of the General Membership

Section 1. Annual Meeting

Following at least ten (10) days written or electronic notice to the full membership of MTG in good standing, an annual meeting of the membership of MTG shall be held after

the Board of Director's first meeting in September but before the end of November of each fiscal year. The purpose of the meeting shall be to review the status, activities, and plans of MTG and to conduct any other business of MTG as may be appropriate.

Section 2. Special Meetings

Following at least ten (10) days written or electronic notice to the full membership of MTG in good standing, a majority of the Board of Directors may call a special meeting of the membership of MTG.

Article VIII. Amendments

The Board, by a two-thirds (2/3) vote, may amend the By-Laws to include or omit any provisions. Any changes to the By-Laws shall be made public to the membership. The Secretary shall be responsible for disseminating all notice of the amendments to the general membership in a timely manner.

Article IX: Code of Conduct

The Board of Directors shall be responsible for enforcing (and amending by majority vote of the Board of Directors as necessary) a “Code of Conduct”. The Code of Conduct shall consist of general guidelines setting forth the tone, ambience and setting desired for MTG events and MTG interactions. All prospective members of MTG shall be required to read and shall be asked, as a condition of membership to MTG, to abide by the Code of Conduct. All Members in Good Standing shall be presumed to have read the Code of Conduct and shall be held accountable accordingly.

The Code of Conduct shall be posted on the website and shall serve as a guideline for the Board of Directors when evaluating possible disciplinary action against any MTG member.

Article X: Grievance Procedure

Section 1. Grievance with a Member of MTG

- a. Any MTG member who is dissatisfied by reason of an act or a series of interactions with a fellow MTG member may initiate a grievance to address the issue at hand. Before a formal grievance can be realized however, the member must make a sincere and demonstrable effort to resolve the issue personally and directly with the offending MTG member. Such effort would include appropriate written or oral communication directly with that MTG member.
- b. If such an attempt is unsuccessful, the grieving member may then notify the Board of Directors, in writing, of the history and nature of the aggrieved act, and

the identity of the party committing the act. Thereafter, the Board of Directors, in its sole discretion, may intervene and redress the situation, if warranted. The Board of Directors may invoke disciplinary action to address the situation. Such effort would include appropriate written or oral communication directly with the MTG member in question.

Section 2. Grievance with a Member of the Board of Directors

- a. Any MTG member who is dissatisfied by an act, or series of acts, or by reason of a series of interactions with a member of the Board of Directors may initiate a grievance procedure to address the issue at hand. Before a formal grievance can be realized, however, the member must make a sincere and demonstrable effort to resolve the issue personally and directly with that member of the Board of Directors. Such effort would include appropriate written or oral communication directly with that Board member.
- b. If such an attempt is unsuccessful, the member may file a written grievance with the Board of Directors, identifying the Board Member at issue and setting forth the history and nature of the aggrieved act. Thereafter, the Board of Directors, in its sole discretion, may intervene and act to redress the situation, if warranted. The Board of Directors may invoke disciplinary action to address the situation.

Definitions

“Member In Good Standing” – Any individual, eighteen (18) years of age or older, who has completed a membership application, either by mail or on-line, and who has affixed his/her written or electronic signature on the membership application evidencing that he/she has read and will abide by the established Code of Conduct and By-Laws of the MTG organization. A “Member in Good Standing” must also be current on all annual membership dues and fees assessed for related events and must not be someone who has been sanctioned for disciplinary action.

**Ratified By Majority Vote of the MTG Board of Directors this
2nd day of February, 2010**

Patrick So
Commissioner

Patrick So
Director of Communications

Tim Robinson
Secretary

Stuart Levy
Treasurer

Mitchell Low
Membership Director

Daniel Arzuaga
Director of Courts & Events

Truett Vaigneur
Director of Social Events

Lisa Mody
Women's Director