

SOUTHERN TENNIS PATRONS FOUNDATION

BYLAWS

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SOUTHERN TENNIS PATRONS FOUNDATION

BYLAWS

ARTICLE I

NAME, LEGAL STATUS AND PURPOSES

SECTION 1. Name. The name of the corporation shall be "SOUTHERN TENNIS PATRONS FOUNDATION, INC." (hereafter referred to as the "Foundation").

SECTION 2. Legal Status.

- a. The SOUTHERN TENNIS PATRONS FOUNDATION shall be incorporated as a nonprofit, charitable, educational organization under the laws of the state of Georgia.
- b. The Foundation shall be organized exclusively within the meaning of Section 501 © 3 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States Internal Revenue Laws of the United States.

SECTION 3. Purposes.

- a. The Foundation is organized exclusively for charitable and educational purposes and shall have no other purposes. Educating the public and providing information as to the lifelong health benefits of tennis as well as the stimulation of interest in tennis and good sportsmanship in schools, playgrounds and public parks shall be the primary purpose of the Foundation. To that end the Foundation shall undertake to give encouragement to players of all ages and abilities (including adults with disabilities) through providing grants and coaching, funding instruction, and by supporting special events and educational opportunities. Further, the Foundation will endeavor to give encouragement to such activities by providing recognition in the Southern Tennis Hall of Fame to persons who have brought substantial recognition and esteem to themselves, the USTA Southern Section and the sport of tennis.
- b. The Foundation in carrying out its purposes shall cooperate with the United States Tennis Association, the USTA Southern Section, and other local and municipal tennis associations where the functions coincide with the purposes of the Foundation.

- c. As a nonprofit corporation, the Foundation shall have no capital stock and no shareholders, and no part of the net earnings, income or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable, scientific and educational purposes.

ARTICLE II

GOVERNANCE – BOARD OF TRUSTEES

SECTION 1. Composition.

- a. The Foundation shall be governed by a Board of Trustees (hereafter referred to as the "Board") which shall consist of not more than fifteen (15) members.
- b. The Board membership shall include at least one (1) Trustee from each of the nine (9) states comprising the territory of the USTA Southern Section, the immediate past President and the immediate past USTA Delegate of the USTA Southern Section.

SECTION 2. Term of Trustees.

- a. The ~~regular~~ term of a Trustee shall be three (3) years and the terms of the Trustees shall be staggered in three (3) groups as near equal in number as possible to ensure maximum continuity of the Board's decision making process.
- b. Upon the expiration of the term of each group, the Board shall approve new Trustees for the coming year to replace the group whose term has expired either at the Semiannual Meeting held in conjunction with the USTA Southern Section or by email vote at least forty-five (45) days prior to the Annual Meeting.
- c. At least one (1) year must lapse after completion of a three (3) year term before a Trustee may again be elected as a Trustee.
- d. No vacancy on the Board ~~of Trustees~~ shall impair the right of the quorum to exercise all the rights and perform all the duties of the Board. Vacancies shall be filled with approval of the surviving or continuing Trustees in person, by telephone or via electronic means. The candidate/candidates to fill the vacancy for the unexpired term of a Trustee may be proposed to the Board by the Chairman.
- e. A Trustee may be removed for just cause by a three-fourths (3/4) majority of the eligible voting members. The Trustee in question shall not be eligible to vote.

SECTION 3. Officers.

- a. The officers of the Board shall be:
 - Chairman (who shall be the immediate past USTA Delegate of the USTA Southern Section)
 - Vice Chairman (who shall be the immediate past President of the USTA Southern Section)
 - Secretary
 - Treasurer

The office of Secretary and Treasurer may be held by one person.

- b. All officers shall be Trustees of the Board.
- c. The Secretary and Treasurer shall be approved by the Board either at the Semiannual Meeting held in conjunction with the USTA Southern Section or by email vote at least forty-five (45) days prior to the Annual Meeting and shall serve a two (2) year term.
- d. A vacancy in an office may be filled for the unexpired term by the Board, or if it is not filled, shall be performed by another officer designated by the Chairman. The candidate to fill the vacancy for the remainder of the unexpired term of an officer shall be proposed by the Chairman and shall be approved by the surviving or continuing Trustees in person, by telephone or via electronic means.

SECTION 4. Officers' Responsibilities.

- a. **Chairman.** The Chairman shall be Chief Executive Officer of the Board and shall preside at all meetings of the Board. The Chairman shall execute on behalf of the Board such contracts and other papers as may be proper under authority delegated by the Board. The Chairman, as principal officer of the Board, shall be responsible for carrying out the powers and duties of the Board and the chairman shall be an ex-officio member of all Standing Committees of the Board and any special committee which may be created.
- b. **Vice Chairman.** The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman, and shall perform such duties as may be assigned to the Vice Chairman by the Board.
- c. **Secretary.** The Secretary shall attend all meetings of the Board and shall record all votes and prepare the minutes of all proceedings of the Board. The Secretary shall perform like duties, when required, for any committees created by the Board. The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.
- d. **Treasurer.** The Treasurer shall have oversight of the funds and securities of the Board. The Treasurer shall prepare a proposed budget for Board approval for the forthcoming

fiscal year. The Treasurer shall insure that accurate records of the fiscal affairs of the Foundation are kept.

- e. **Executive Director.** The Executive Director shall be the administrative officer of the Foundation and shall perform such duties as may be prescribed by the Board. The Executive Director shall execute on behalf of the Board such contracts and other papers as may be proper under authority delegated by the Board. The Executive Director of the Foundation shall be the Executive Director of the USTA Southern Section unless, with the express approval of the Board, he/she designates another employee of the USTA Southern Section as the Executive Director.

SECTION 5. Compensation of Officers, Trustees and Additional Employees.

- a. Trustees and Officers of the Board shall serve without compensation.
- b. The Chairman of the Board may authorize the reasonable reimbursement of expenses incurred by any person in conjunction with the business of the Foundation according to the Board approved Expense Reimbursement Policy.
- c. The Board may employ such other personnel as may be necessary to carry out the functions of the Foundation.

ARTICLE III

MEMBERSHIP AND VOTING.

SECTION 1. Voting Members. Each person who is elected to the Board as a Trustee shall be a voting member of the Foundation with one (1) vote.

SECTION 2. Advisory Members (non-voting members). Where the Chairman deems necessary to do so in order to carry out the powers and duties of the Board, the Chairman may designate a non-member(s) of the Board with particular knowledge or expertise on an issue to assist any Standing Committee or special committee with a specified issue or task. The Chairman's designee(s) shall be known as Advisory Members ("Advisors") and, upon request from the Chairman, shall be entitled to attend or provide a report at a meeting of the Board. The designation as an Advisory Member shall terminate upon the completion of the task or resolution of the issue for which the appointment was made.

SECTION 3. Quorum. At all meetings of the Board, a majority of the members shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the members participating in or present at the meeting at which there is a quorum shall constitute the action of the Board. Any Trustee may vote by proxy by giving written or oral authorization to the Chairman or any other Trustee prior to any meeting. At the discretion of the Chairman,

any vote of the Board may be taken by first-class mail, electronic mail, fax or telephone. Any written vote will be deemed official if received by the deadline date provided for receipt of the written vote.

ARTICLE IV

MEETINGS.

- a.** Regular meetings of the Board shall be held at which all matters pertaining to the operation and affairs of the Foundation shall be given attention. The Annual Meeting of the Trustees shall be held in conjunction with the Annual Meeting of the USTA Southern Section or at such other time and place designated in writing by the Chairman of the Board.
- b.** Meetings of the Board may be called by the Chairman or by two (2) members of the Board at such time and place as the call of the meeting shall fix. Such meetings may be called to be held at a place outside of the city of Atlanta, outside of Fulton County or may be held telephonically.
- c.** Meetings of the Foundation in person, by telephone or via electronic means shall be held as often as those authorized by these Bylaws to call meetings may determine to be desirable for the best interests of the Board.
- d.** Notice of the meetings, other than the Annual Meeting held in conjunction with the USTA Southern Section Annual Meeting for which no notice shall be required, shall be given to the members of the Board by the Chairman, the Secretary, or the Executive Director. Notice may be given in person, first-class mail, electronic mail, fax or by telephone advising of the time and place of the meeting, using the address or contact information for each Board member as shown by the records of the USTA Southern Section office. It shall be the duty of each member of the Board to keep the USTA Southern Section office advised of the correct address and contact information of such member. All such notices may be waived.
- e.** Adequate written minutes shall be kept, recording the acts and proceedings at meetings of the Board. Such minutes shall be prepared by the Secretary or person designated by the Secretary and approved by the officer presiding at the meeting and shall be read and approved at the next succeeding meeting of the Board.

ARTICLE V

COMMITTEES.

SECTION 1. Nominating Committee. At the meeting of the Board, the Chairman of the Board shall appoint the Chairman of the Nominating Committee and two (2) additional committee members for the coming year at the Annual Meeting. The Nominating Committee shall be responsible for submitting nominations to the Board for the annual approval of Trustees to replace the group whose term expired and for the office of Secretary and Treasurer every two (2) years. The proposed nominees shall be approved by the Board either at the Semiannual Meeting held in conjunction with the USTA Southern Section or by email vote at least forty-five (45) days prior to the Annual Meeting of the Board.

SECTION 2. Hall of Fame Selection Committee. The Hall of Fame Selection Committee is responsible for selecting each year the inductees into the Southern Tennis Hall of Fame. The Hall of Fame Selection Committee is approved by the Board and consists of six (6) members with staggered terms of three (3) years each. A member of the Hall of Fame Selection Committee (except for the Chairman) rotates off after two (2) terms and must rotate off for one (1) year before returning to the committee.

- a. Individuals to be inducted into the Southern Tennis Hall of Fame shall be nominated using the criteria for nomination of inductees approved by the Board. Written nominations, with resumes and/or bios attached, are required for Selection Committee consideration. Completed nominations received on or before June 15th of any calendar year will receive consideration for the next calendar year induction.
- b. The Hall of Fame Selection Committee shall select inductees from qualified nominations using procedures approved by the Board. Voting a nominee into the Southern Tennis Hall of fame requires a positive vote by five (5) of the six (6) members of the Selection Committee.
- c. The Chairman shall notify the inductees selected for the upcoming year no later than October 1st of each year and inform the Chairman of the Board by the same date.

ARTICLE VI

CONTRIBUTIONS.

The Board shall establish procedures and systems for the solicitation of contributions to the Foundation. A system of recognition for various levels of contributions shall be approved by the Board.

ARTICLE VII

INDEMNIFICATION

- a. The Foundation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interest of the Foundation and , in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful.
- b. For the purposes of this Article, the terms "party", "proceeding", "director" and "liability" shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code, which govern the indemnification of directors. "Director", as defined by this Article, shall also include the Chairman, Vice Chairman, Executive Director, Advisors, Officers and Trustee of the Board of Trustees of the Foundation.
- c. The Foundation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding, if:
 - (1) the director furnishes the Foundation a written affirmation of the director's good faith belief that the director has met the standard of conduct set forth above; and
 - (2) the director furnishes the Foundation a written undertaking, executed personally or on the director's behalf, to repay any advances if it is ultimately determined that the director is not entitled indemnification.
- d. The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE VIII

AMENDMENT OF BYLAWS.

These Bylaws may be amended, altered or repealed upon the affirmative vote of two-thirds (2/3) majority of the members of the Board at any annual, semiannual or special Board meeting. Any proposed alteration, amendment or repeal or any proposed new Bylaw provision shall be submitted by a member of the Board. Any such proposal shall be submitted to the Secretary at least forty-five (45) days prior to any scheduled meeting at which the amendment will be voted upon. The Secretary shall include notice of such proposed amendment(s) in the notice of the meeting.

ARTICLE IX

DISSOLUTION

In the event of its dissolution, the residual assets of the Foundation will be turned over to one or more organizations which themselves are exempt organizations as described in Section 501 © 3 and 170 © 2 of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

ARTICLE X

GENERAL PROVISIONS

- a.** The fiscal affairs of the Foundation may be subject to an annual audit by a firm of independent certified public accountants selected by the Board.
- b.** These Bylaws, in conjunction with approved Policies and Procedures, shall constitute the operating documents of the Southern Tennis Patrons Foundation.
- c.** The fiscal year of the Foundation shall be the calendar year unless otherwise fixed by the Board.
- d.** The principal office shall be at the offices of the USTA Southern Section, Spalding Woods Office Park, 5685 Spalding Drive, Norcross, Georgia 30092. Should the USTA Southern Section move its offices to another location, the principal office of the Foundation shall also move without further amendment of these Bylaws. The Foundation may establish such other offices as its Trustees may authorize and direct.

APPROVED BY THE BOARD OF TRUSTEES ON November 17, 2011