



AMENDED AND RESTATED
BYLAWS
OF
CARROLLTON TENNIS ASSOCIATION

Adopted on
March 19, 2016

Amended on
February 3, 2017

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ARTICLE I STRUCTURE AND

PURPOSE Section 1. Name and

Structure

The name of the Association shall be Carrollton Tennis Association (CTA). The Association is a non-profit corporation organized under the laws of the State of Texas, as required by the provisions of the Texas Business Organizations Code.

Section 2. Purposes

The Association is organized and shall be operated exclusively for recreational adult league tennis, as well as bi-annual socials for members located in Carrollton and surrounding areas.

The Association will foster smooth league play, encourage good health, encourage sportsmanship and stimulate interest in tennis for adults. No substantial part of the activities of the Association shall consist of carrying on propaganda or attempt to influence legislation. The Association shall not endorse the election of any candidate for public office. The Association will not endorse the platform of any political party nor engage in partisan politics, indirectly or directly.

Section 3. Members

The Association shall have open membership consisting of "Members" as provided and stated in these Bylaws.

Section 4. Fiscal Year

The fiscal year of the Association shall be the twelve (12) month calendar period beginning January 1st and ending December 31st for calculating and reporting annual financial statements to the Board of Directors and for reporting all state and federal tax returns.

ARTICLE II

REGISTERED AGENT & REGISTERED OFFICE

The Association shall maintain an up to date registered agent and a registered office with the Texas Secretary of State, as required by the Texas Business Organizations Code. The Association's registered agent will be the elected President or Treasurer and the registered office will be the address of the President or Treasurer (the registered agent). The registered office may not be the same as the entity (CTA) address. The Board of Directors, by a majority vote, may change the registered agent and registered office as permitted in the Texas Business Organizations Code.

ARTICLE III

MEMBERS Section 1.

Membership

Membership in the Association shall be available to all persons 18 years or older who are interested in the activities and purposes of the Association. Membership shall not be withheld from any person because of race, color, creed, religion, sex or national origin. Any individual 18 years or older may become a Member of the Association by paying the membership dues as hereinafter provided and subscribing to and complying with the membership and league rules as may be established from time to time by the Board of Directors.

Section 2. Dues & League Fees

All Members shall pay dues to the Association in the amounts established from time to time by the Board of Directors. Annual membership dues must be paid each calendar year. Any payment received will first be applied to the unpaid annual membership dues. Any person who pays the annual membership dues to the Association shall be a qualified Member for the remainder of the calendar year.

All league fees and annual membership dues, including delinquencies, must be paid before each session begins or there will be a \$5.00 late fee assessed. If any league fees or annual membership dues are still unpaid, the Member's score will be zero each night until payment is received. After late payment is received, the Member will begin to receive earned points going forward.

Members paying late lose the benefit of priority renewal for the next session and move to the bottom of the wait list. No prizes will be awarded to any Member in default of annual dues or league fees.

League Directors shall send reports to Captains who have players on their league with unpaid league fees or unpaid annual dues. Captains and League Directors will not accept payments of any annual dues or league fees. All payments should be submitted as stated below.

Payment options:

- a) Online payment on CTA's website using a credit card, debit card or PayPal account,
- b) Member's bank account bill pay,
- c) Mail check to Carrollton Tennis Association, P.O. Box 116251, Carrollton, TX 75011-6251.

Section 3. Termination of Membership

At the sole discretion of the Board of Directors and by a majority vote of the Board of Directors, any Member may be removed from membership from the Association for any prejudicial conduct as may be determined by resolution of the Board of Directors. The process, procedures, and terms of termination are established in the Association's Code of Conduct.

All rights of a Member in the Association shall cease upon termination.

Section 4. Annual Meeting of the Members

An annual meeting of the Members shall be held at a date and time designated by resolution of the Board of Directors for the purpose of conducting business as may properly come before the meeting.

Members shall be entitled to present to the Board for the ensuing year any proposal, which the Members by majority vote agree to recommend. At least thirty (30) days prior to such annual meeting, any Member desiring to have a proposal voted upon shall submit such proposal in writing to the President, and the President shall cause all such proposals so received to be placed upon the agenda of the annual meeting.

Final adoption of the proposal shall be at the discretion of the Board, but the Board shall only reject such recommendation for good cause.

Section 5. Special Meetings of the Members

A special meeting of the Members may be called at any time, at the discretion of the Board. Notice of the special meeting will be sent by email (electronic mail) to each Member of the Association by the League Directors, stating the object of the special meeting. The President shall determine the location, date and time of the special meeting. Only those matters specified in the notice shall be considered at such special meeting. The Communications Director will also post a notice of the special meeting on the Association's website which shall qualify as delivery by electronic mail to all Members of such notice.

Section 6. Notice of Meetings of the Members

Notice of all meetings will be sent by email (electronic mail) to each Member of the Association by the League Directors & Communications Director, stating the object of the meeting and any special instructions regarding voting. The President shall determine the location, date and time of the meeting. Only those matters specified in the notice shall be considered at such meeting. The Communications Director will also post a notice of the meeting on the Association's website which shall qualify as delivery by electronic mail to all Members of such notice. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting by electronic mail.

Section 7. Voting

Each Member shall be entitled to one vote on each matter submitted to vote at an annual or special meeting of the Members of the Association. Members shall vote in person at an annual or special meeting of the Members of the Association.

Section 8. Quorum

At all meetings of the Members of the Association, the Members present and having voting authority shall constitute a quorum.

Section 9. Non-Liability of Members

Members of this Association are not, as such, personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Management of the Association

The business, property and affairs of this Association shall be managed by the Board of Directors. The Board may exercise all powers of the Association and do such lawful acts as are not restricted by law, the Articles of Incorporation or these Bylaws.

Section 2. Composition of Board of Directors

The number of directors which shall constitute the whole Board shall be eight (8), consisting of four (4) Executive Committee Officers, one (1) Women's/Mixed Doubles League Director, one (1) Men's League Director, one (1) Social Director and one (1) Communications Director. All Board of Directors must be Members of the Association.

The Executive Committee Officers shall consist of the following four (4) elected officers: the President, Vice President, Treasurer and Secretary. The Executive Committee Officers shall all be nominated by Members of the Association and shall be elected by majority vote of the Members of the Association, with a term of office for two (2) years, beginning the January following the election. Each Executive Committee Officer shall be entitled to one vote on each matter submitted to vote at all meetings.

The remaining Board of Directors shall consist of the following four (4) elected positions: the Women's/Mixed Doubles League Director, the Men's League Director, the Social Director and the Communications Director. These four (4) members of the Board are nominated by the Executive Committee Officers, and elected by a majority vote by the Board of Directors. These four (4) Board of Directors will serve until the earlier of: their death, incapacity, resignation or termination by the Board, in its sole discretion, by a majority vote, when the best interests of the Association would be served thereby. These four (4) Board of Directors shall be entitled to one vote on each matter at all meetings.

Section 3. Voting

Each Board of Directors shall be entitled to one vote on each matter submitted to vote at all meetings. In order for a vote to pass, more than 50 percent of the votes must be in favor of the motion. If a vote ends in a tie the motion cannot pass.

Section 4. Removal of Board of Directors

Any Board of Directors member may be removed by a majority vote of the Board of Directors at a regular or special meeting of the Board, in its sole discretion, when the best interests of the Association would be served thereby. Any vacancy in the Board may be filled by majority vote of the remaining directors, though less than a quorum, for the unexpired term.

Section 5. Vacancies

The President, with the consent of a majority vote by the Board of Directors, may appoint other officers as may be deemed necessary and appropriate to fill any vacancies in elected positions. The Board may fill any vacancy in the office of the President, and may do so either at a regular or a specially called meeting of a majority vote by the Board of Directors. Vacancies shall be filled for the duration of the term of the vacated position.

Section 6. Non-liability of Board of Directors

The Board of Directors members of this Association are not personally liable for the debts, liabilities, or obligations of the Association.

Section 7. Annual Meeting of the Board of Directors

The annual meeting of the Board of Directors shall be held in December to discuss items concerning the Association for the upcoming year, and to transact such other business as may properly come before the meeting. The annual meeting of the Board of Directors shall be held on a date, time and location designated by the residing President.

Section 8. Quarterly and Special Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at least quarterly for any purpose or purposes. Quarterly and special meetings of the Board of Directors, for any purpose or purposes, may be called by any two (2) Directors or by the President. Special meetings shall be held on a date, time and location to be determined by the President. Quarterly meetings shall be held on a date, time and location to be determined by the President.

Section 9. Notices of Board of Directors Meetings

Email notice shall be sent by the President to all Board of Directors stating the date, time and location of each annual, quarterly or special meeting of the Board. The email notice shall be delivered not less than seven (7) days nor more than thirty (30) days before the date of the meeting to each member of the Board at his or her email address shown in the records of the Association.

Section 10. Quorum of Members of the Board of Directors

At all meetings of the Board, the presence of a majority of the number of directors entitled to vote and present in person, shall constitute a quorum at any meeting of the Board.

Section 11. Delegation of Powers

The Board of Directors may for any reason, delegate any of the powers and duties of any Board member to any other Board of Directors member.

Section 12. Officers

President:

- a) The President shall be principal executive officer of the Association and, subject to these Bylaws, shall have general supervision and active control of the activities of the Association and shall carry out all orders of the Board and Executive Committee.
- b) The President shall each year in December register the Association with USTA and procure insurance for the Association for the upcoming year.
- c) The President shall consult with the Board and Executive Committee on any planned actions that significantly affect the Association.
- d) The President shall preside at all meetings of the Members, Board and Executive Committee.
- e) The President shall present at the annual meeting of the Members a report of the activities of the Association.
- f) The President shall appoint, except as otherwise provided by these Bylaws, the Chairpersons of all committees.
- g) In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.
- h) The President shall be custodian of the corporate records & Articles of Incorporation, along with the corporate notebook containing the Associations corporate documents.
- i) The President will be a co-signer on the Association's bank account, along with the Treasurer.

Vice President:

- a) In the absence or disability of the President, the Vice President shall perform the duties of the President and shall perform such other duties as may be assigned to them by the President, the Executive Committee and/or the Board.
- b) The Vice President shall perform such other duties and have such other powers as the Board may from time to time prescribe.
- c) The Vice President shall present to the Board of Directors for a majority vote, gift items for Members at the bi-annual socials. The Vice President shall be responsible for procuring and purchasing the decided upon gift items.

Secretary:

- a) The Secretary shall keep a correct record of the proceedings of all meetings of the Members, of the Board, and of the Executive Committee and shall perform such other duties as may be assigned by the President, the Executive Committee and/or the Board.
- b) The Secretary will email to all Board of Directors the minutes of proceedings for all meetings.
- c) The Secretary shall keep such records and register for the inspection by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Treasurer:

- a) The Treasurer shall report all unpaid league fees & unpaid annual membership dues via email notice to the Woman's/Mixed Doubles League Director, Men's League Director and President by Sunday of the first day each session begins (all sessions start on Sunday). A follow up report will be emailed to the two (2) Directors and President by Sunday of each week if there are any annual membership dues & league fees unpaid.
- b) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association and oversee accounting policies and procedures of the Association and staff.
- c) The Treasurer shall present an annual financial report to the Board of Directors at each annual meeting and provide monthly financial reports to the Board whenever requested, and shall perform such other duties as may be assigned to the Treasurer by the President, the Executive Committee and/or Board.
- d) The Treasurer shall be responsible for all accounts payables and accounts receivables, and deposit all such receivables in the name of the Association and into the Associations corporate bank account.
- e) The Treasurer shall keep all financial records & reports (expense reports, receipts, invoices, deposit receipts, corporate tax documents, corporate tax returns & all other relevant paperwork) for the inspection by any Board of Director for any purpose at any reasonable time.

ARTICLE V

EXECUTION OF INSTRUMENTS

Section 1. Checks & Orders for Payment

All checks, drafts and orders of payment shall be signed in the name of the Association. The President and Treasurer are the two (2) officers on the Board of Directors eligible to sign checks, drafts and orders of payment in the name of the Association. The President and Treasurer must co-sign all payments of three hundred (\$300) dollars or greater. The President or Treasurer shall not self-sign any payment to said officer.

Section 2. Contracts

All contracts must be presented to the Board of Directors for a majority vote before becoming an executed document. The Board of Directors shall have the power to designate by majority vote, the officer(s) who shall have authority to execute any contract on behalf of the Association.

ARTICLE VI

BENEFITS & COMPENSATION

Section 1. Benefits

After performing the duties of League Captain for one calendar year, the Captain shall receive one (1) complimentary league to be used within that calendar year. The complimentary league shall be the league which they are currently serving as captain.

All Board of Directors members shall receive one (1) credit to apply to either annual dues or league fees per session.

Section 2. Compensation

There are three (3) Board of Directors positions that shall receive monetary compensation in amounts that shall be established from time to time by the Board of Directors. The three (3) positions include the Woman's/Mixed Doubles League Director, the Men's League Director and the Treasurer.

ARTICLE VII

STANDING COMMITTEES

Committees may be established by the Executive Committee to support the Association's activities. Such committees shall perform such responsibilities and may exercise such powers as the Executive Committee may determine and as shall be approved by the Board. The President, with approval of the Executive Committee, shall appoint the chairperson of the committees from among the Members. The chairperson may select those Members to comprise such committee of which the President is a member.

ARTICLE VIII

ACTION BY MEMBERS OR BOARD WITHOUT FORMAL MEETING

Any action required to or permitted to be taken at a meeting of the Members of the Board, or any committees, may be taken without either a notice or a meeting if a consent in writing, in the form of minutes of a formal meeting, setting forth the actions so taken, with respect to the subject matter thereof. Email votes shall be permitted.

ARTICLE IX

AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors. Approval shall require an affirmative vote by a majority of the Board present at a duly held Board of Directors meeting.

ARTICLE X

DISSOLUTION OF ASSOCIATION

Upon dissolution of Carrollton Tennis Association, all proceeds, if any shall pass to the City of Carrollton.