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BYLAWS
OF THE
CORPUS CHRISTI TENNIS ASSOCIATION

ARTICLE I.

Name

The name of this association shall be "Corpus Christi Tennis Association," hereinafter referred to as the "Association."

ARTICLE II.

Place of Business

The principal office of the Association shall be in the City of Corpus Christi, State of Texas.

ARTICLE III.

Objectives and Purposes

Section 1: The main purposes of the Association shall be to further charitable and education activities, particularly in the field of tennis in and around the City of Corpus Christi, Texas; to encourage and promote good health and character through outdoor recreation and tennis competition; and to organize and manage tournaments and stimulate tennis in general.

Section 2: The Association is not organized for profit; it is a membership corporation and shall have no capital stock. All dues and contributions received by the Association shall be used for the aforementioned purposes.

ARTICLE IV.

Membership

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Section 1: Membership is open to all individuals, regardless of tennis playing status or ability. The Association will be nonracial, nonpartisan, and nonsectarian. Membership shall, however, be limited to current dues paying members. The classes of membership and the amount of dues shall be in the classification and amounts as set forth from time to time by the Board of Directors.

Section 2: The fiscal year of the Association shall be from January 1st through December 31st.

Section 3: There shall be an Annual General Membership Meeting at least once each year at a time and place to be set by the Board of Directors, and more often as the Board of Directors may desire. Notice of meetings shall be given by mail at least ten (10) days prior to the regular annual meeting or any special membership meeting.

Section 4: Special meetings of the membership may be called by the President, a majority of the Board, or by petition of at least ten percent (10%) of the members in good standing. Written notice of special meetings must be communicated to the general membership at least twenty (20) days before the scheduled meeting. The notice must also specify the subject matter or purpose of the special meeting, and the actions of the special meeting are limited to those subjects so specified. Attendance by ten percent (10%) of the members in good standing shall constitute a quorum for the purpose of conducting business at special meetings, and those members in good standing who are unable to attend the special meeting may forward a written proxy on forms provided by the Board and received no later than ten (10) days before the meeting, authorizing the President of the Board to cast their votes. No proxy shall be valid for any vote other than that for which it was specifically submitted.

Section 5: For the purposes of conducting business at membership meetings, the members present shall constitute a quorum.

ARTICLE V.

Directors

Section 1: The affairs and property of the Association shall be managed by a Board of Directors ("Board"), which shall be composed of no fewer than nine (12) members. In election of the initial Board, one-third shall be elected for a term of three years; one-third shall be elected for a term of two years; and one-third shall be elected for a term of one year. Thereafter, all Directors shall be elected for a term of three (3) years. The Board shall represent the general makeup of the membership and shall meet at least six (6) times per year.

Section 2: The Directors shall be elected by a majority vote of the members in good standing and eighteen (18) years of age or over at the Annual General Membership Meeting during each fiscal year.

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Section 3: Prior to the Annual General Membership Meeting, the President shall appoint a member to chair a nominating committee. The chairman of the Nominating Committee shall present a slate of nominees for the aforementioned offices and vacancies for directors at the annual meeting.

Section 4: Should a director cease or become unable to perform his/ her duties, he/she may present a written resignation for acceptance by the Board. In the case of a vacancy on the Board, the board may, by a majority vote, elect a person to hold office for the unexpired term of the director whom he/she succeeds.

Section 5: One-third of the Board shall constitute a quorum for the conduct of business.

Section 6: Special meetings of the Board may be called by the President or by a Majority of the Board on twenty-four (24) hours notice to each director, either in person, by mail, electronic mail, fascimilie, or telephone.

Section 7: Activities of the Association shall be conducted through committees. The President will oversee formation of appropriate committees and appointment of committee chairs. The committees may include but are not limited to the following: Tournaments, Leagues, Fundraising, By-Law Review, Calendar, Membership, Marketing and Communications, Nominating, Junior Funding and Scholarships, Junior Programming, and Officials.

Section 8: The Board shall appoint an Executive Committee at the beginning of each year. The Executive Committee shall consist of the President and no fewer than three (3) other Directors or Officers. The Executive Committee shall meet at least once each month. The Executive Committee shall make recommendations to the Directors as to programs and policies of the Association. The Executive Committee shall also provide guidance to the Association's staff as to practices and implementation of policies as needed.

Section 9: Any action required or permitted to be taken by the Board may be taken without a meeting and shall have the same force and effect as a unanimous vote if all the Directors consent to the action in writing or by electronic transmission. Such consent may be given individually or collectively.

Section 10: The Association may employ an Executive Director and other employees as determined necessary by the Board. The duties and compensation of the Association's employees shall be prescribed by the Board, with the President responsible for their immediate supervision.

ARTICLE VI.

Officers

Section 1: The officers of the Association shall consist of a President, one or more Vice-presidents, a Secretary-treasurer, or a Secretary and a Treasurer, the immediate past

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president, and such other officers and assistant officers as may be deemed necessary by the Board, each of whom (except the immediate past president) shall be elected by the General Membership for a period of two (2) years. Vacancies occurring among the officers during the year shall be filled by action of the Board of Directors.

Section 2: The duties of the officers shall be set forth by the Board of Directors as they may see fit.

ARTICLE VII.

Scholarships

Children and grandchildren of Board Members are eligible for scholarships, travel reimbursement, and other monetary process during the parent or grandparent's tenure as a Board Member. However, Board Members with children or grandchildren who are being considered to receive such monetary awards are to abstain from the board vote.

ARTICLE VIII.

Dissolution

In the event of dissolution of the Association, all assets shall be paid over to the Parks and Recreation Department of the City of Corpus Christi for the purposes set forth in Article III.

ARTICLE IX.

Amendment

These By-Laws may be amended by a two-thirds (2/3) majority of the Board of Directors at any regular or special meeting as provided in Article V, Section 6, or by a two-thirds (2/3) majority vote of the membership present at the Annual General Membership Meeting or a special meeting as provided in Article IV, Section 4.

ARTICLE X.

Other Matters

Section 1: Conflict resolution. No member shall institute any litigation against or involving any member of the Board unless that member first participates in good-faith mediation and/or binding arbitration under the rules of the American Arbitration Association.

Section 2: Indemnification. The Association adopts a policy of indemnifying Directors who are acting in their official capacities on behalf of the Association, and holds them individually harmless to the largest extent allowed by law with regard to legal actions brought against the Association. The Board may advance fees and costs for these purposes at its discretion.