

## **BYLAWS OF JACKSON LADIES TENNIS ASSOCIATION**

### **ARTICLE I. NAME**

The name of this corporation is Jackson Ladies Tennis Association. It is a Mississippi non-profit corporation.

### **ARTICLE II. PURPOSES**

The corporate purposes and powers are set out in the Articles of Incorporation, including operating a ladies tennis league devoted to the development of tennis as a means of healthful recreation and physical fitness, to establish and maintain rules of league play and to promote high standards of sportsmanship among its members.

### **ARTICLE III. OFFICES**

**Section 1. Principal Office.** The principal office of the corporation shall be 5055 Old Canton Road, Jackson, Mississippi 39211, or such other place as the directors from time to time may select.

**Section 2. Additional Offices.** In addition to the principal office, the corporation may have such other offices as may be helpful or convenient to the corporation's operations.

### **ARTICLE IV. MEMBERSHIP**

**Section 1.** Membership in the Corporation is open to any person 21 years of age and over interested in the purpose of the Jackson Ladies Tennis Association. Members need not be a resident of, or domiciled within, the City of Jackson, Mississippi.

**Section 2. Number.** The Membership Chairman shall have the authority to accept new teams, provided that space is available within the color level requested and the new team is voted on by the Board.

**Section 3. Applications for Team Membership.** Applications for new teams shall be submitted to the Membership Chairman. Applications from new teams who wish to enter the Jackson Ladies Tennis Association will be accepted only if space is available within the level requested. The winning team from the level below will have preference for a space over a new team. The new team will be considered for the applied level only if four or more players have played in that level or any of the above levels.

**Section 4. Voting Rights.** Each member shall be entitled to one (1) vote, either in person or by proxy, on each matter voted on by the members, provided that the voting member has paid dues for the year in which the meeting takes place.

**Section 5. Termination of Membership.** By a majority vote of the Board of Directors of the Corporation, any member of the Corporation may be suspended or expelled for cause. Any member who fails to pay dues shall automatically be suspended from membership.

**Section 6. Annual meeting.** An annual meeting of the members shall be held each fiscal year during the month of May at such time, date and place as shall be designated from time to time by the Board of Directors. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held on the next succeeding business day.

**Section 7. Special Meeting.** Special meetings of the members may be called by the President whenever deemed expedient and shall be called by the President at the written request of or by vote of two-thirds (2\3) of the Board of Directors, or at the written request of the members. No business shall be transacted at a special meeting except as stated in the notice of the meeting sent to the members.

**Section 8. Action Without a Meeting by Consent.** Unless otherwise provided by law, any action required to be taken or any action which may be taken at a meeting of the members, may be taken without meeting if consents in writing, setting forth the action so taken, shall be signed by eighty percent (80%) of the members entitled to vote with respect to the subject matter thereof and delivered to the Corporation for filing in the corporate records. The consents may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall be deemed one instrument. Such consents shall have the same force and effect as a meeting vote of the members.

**Section 9. Notice.** Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to the members by their league secretary or team captain not less than ten (10) days nor more than thirty (30) days before the date of the meeting. When a meeting is adjourned to another place, date or time, written notice need not be given of the reconvened meeting, written notice of the place, date and time of the reconvened meeting shall be given in conformity herewith. At any reconvened meeting, any business may be transacted which might have been transacted at the original meeting. Notwithstanding the above, if all the members of this Corporation waive notice of the meeting, no such notice shall be required and whenever a majority of the members of the Corporation shall meet in person or by proxy after all of the members of this Corporation have waived notice, such meeting shall be valid for all purposes and at such meeting any corporate act shall be valid.

**Section 10. Quorum.** Except as provided in the Articles of Incorporation, at any meeting of the members, those present in person or represented by proxy, shall constitute the act of the members.

**Section 11. Vote Requirement.** Except as provided in the Articles of Incorporation, the affirmative vote of the members represented at a meeting of the members at which a quorum exists shall be necessary to constitute the act of the members.

**Section 12. Order of Business.** Roberts Rules of Order shall prevail for the meetings of the Jackson Ladies Tennis Association. The order of business to be transacted at the meetings of the members shall be as follows:

1. Determination of whether a quorum exists.
2. Presentation of proxies and qualifications.
3. Reading and approval of minutes of preceding meeting.
4. Reports of officers.
5. Elections.
6. Miscellaneous or special business.
7. Adjournment.

## **ARTICLE V. BOARD OF DIRECTORS.**

**Section 1. General Powers and Duties.** The business and affairs of the corporation shall be managed by its Board of Directors. The Directors duties include, but are not limited to, establishing, maintaining and interpreting the Rules of League Play.

**Section 2. Number, Tenure and Qualifications.** The Directors shall include the President, Vice President, Recording Secretary, Treasurer, the League Secretary of each color level, and the Disciplinary Chairman, all of whom, except for the Disciplinary Chairman, shall be elected at the next annual meeting of the members. Each director shall hold office until his successor is elected at the next annual meeting of the members.

**Section 3. Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

**Section 4. Vacancies.** Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by affirmative vote of the majority. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Jackson Ladies Tennis Association or until the election and qualification of her successor.

**Section 5. Regular Meetings.** The directors shall hold regular meetings at such times, dates and places as shall be designated from time to time by the Board of Directors. One of the regular meetings shall be designated as the annual meeting of directors. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held on the next succeeding business day.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be held at the call of the President or a majority of directors. The person or persons authorized to call the special meeting may fix the place for holding any special meeting of the Board of Directors called by them.

**Section 7. Notice.** Notice of any special meeting shall be given at least ten but not more than thirty days before such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to each director at his address as shown on the records of the corporation, any director may waive notice of any meeting, and the attendance of a director at a meeting shall constitute a waiver of notice, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

**Section 8. Chairman.** At all meetings of the Board of Directors, the President or Vice President, or in their absence a chairman chosen by the directors present, shall preside.

**Section 9. Quorum and Voting.** The presence of a majority of the directors elected and then serving shall constitute a quorum for the transaction of business at any regular or special meeting. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. In case of a tie, the President shall cast the deciding vote.

**Section 10. Contracts and Services.** The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the directors or officers are personally interested shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Corporation's use application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the corporation which would result in the denial of the tax exemption under Section 503 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action.

**Section 11. Informal Action by Board.** Any action required to be taken at a meeting of the Board or any other action which may be taken at the meeting of the Board may be taken with like effect without a meeting if a consent in a representative of each Board member.

**Section 12. Waivers.** In lieu of any notice of meeting or place of meeting, such meeting may be held at any time and at any place upon the waiver of notice thereof by all of the Board members. The attendance of a member at any appearance at such meeting is made for the sole purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE VI. OFFICERS**

**Section 1. Officers.** The officers of the corporation shall be a President, a Vice President, a Recording Secretary, a Treasurer and a Disciplinary Chairman, each of whom shall be elected by the Members, except for the Disciplinary Chairman, who shall be the immediate Past President, or if unavailable, shall be appointed by the remaining officers. The President, Vice President, Recording Secretary and the Treasurer shall be from different color levels of League Play at the time of their election.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected by the members at the annual meeting. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as may be convenient. Each officer shall hold office for one (1) year or until her successor shall have been duly elected and qualified.

**Section 3. Vacancies.** A vacancy in any office for any re shall be filled by appointment of the President with approval of the Board of Directors.

**Section 4. President.** The President shall be the principal executive officer of the corporation and shall supervise and control all of its business and affairs. She shall preside at all meetings of the Board, the annual meeting of the members of the Corporation and shall appoint all committee chairmen.

**Section 5. Vice President.** In the absence of the President or in the event of her death, inability, or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers and be President shall also coordinate the Jackson Ladies Tennis Association Fall Tournament.

**Section 6. Recording Secretary.** The Recording Secretary shall keep the minutes of the meetings of the directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the Bylaws as required by law; be custodian of the league booklets, corporate records and the seal, if any, of the corporation; and, in general, perform all duties incident to the office of Secretary.

**Section 7. Treasurer.** The Treasurer shall have charge and custody and be responsible for all funds of the corporation and receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks, trust companies and other depositories as shall be selected by the directors; shall report in full the financial condition of the corporation at meetings and to the President and\or Board of Directors at their request, shall keep and make available to the President an accurate roster of members at all times; and, in general , shall perform all the duties incident to the office of Treasurer. In addition, the Treasurer shall serve as membership Chairman.

**Section 8. Disciplinary Chairman.** The Disciplinary Chairman shall coordinate and supervise the Disciplinary Board. The Disciplinary chairman and\or the Disciplinary Board shall have the power to take any action it reasonably deems necessary for discipline, subject to the Board of Directors powers regarding supervision and expulsion in Article IV, Section 5.

**Section 9. Removal of Officers.** At any meeting of the Board of Directors, any officer or officers may, by a vote of not less than two-thirds of the entire Board of Directors, be removed from office for cause and her\their successor(s) may be elected pursuant to the provisions above.

**Section 10. Other Duties.** In addition to the duties set out hereinabove, each of the officers shall perform other duties as may from time to time be assigned to them by the President or Board of Directors.

## **ARTICLE VII. AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint agents and representatives of the Corporation with powers and the authority to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

## **ARTICLE VIII. CONTRACTS**

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any pc or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## **ARTICLE IX. COMMITTEES.**

The Board of Directors may appoint from its number, or from among such persons as the board may see fit, one or more committees, and at any time may appoint additional members. The members of any such committee shall serve at the pleasure of the Board of Directors. The Committees include, but are not limited to, and Executive Committee, a Nominating Committee and a Disciplinary Board.

**Section 1. Executive Committee.** The Executive Committee shall consist of all of the Officers, and shall manage the affairs of the corporation and shall have and-may exercise, to the extent provided in resolutions of the Board of Directors, such powers of the Board of Directors as can be lawfully delegated by the Board. The Chairman of the Board shall be the Chairman of the Executive Committee.

**Section 2. Nominating Committee.** The Nominating Committee shall be appointed by the President and approved by the Board of Directors. The Nominating Committee shall appoint a slate of officers by submission to the vote of the members at the next following annual meeting of the corporation. Vacancies shall be filled by appointment by the President.

**Section 3. Disciplinary Committee.** The Disciplinary Board shall consist of the Disciplinary Chairman and the captains and secretary of whichever league is involved in a dispute.

## **ARTICLE X. FINANCES.**

**Section 1. Contracts.** The President or Vice President is authorized, with prior approval of the Board, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and to institute, join in, or become a party to any suit of law or in equity in which the corporation may have an interest.- The Secretary of the corporation may attest the signatures of such offices and affix the corporate seal, if any, to any such instrument; however, the presence of such attesting signature or corporate seal shall not be required for the validity of such instrument unless required by law. Other officers or employees may be-empowered by the board of Directors to execute such contracts or instruments as the Board directs.

**Section 2. Loans.** Mo loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authoRity may be general or confined to specific incidents.

**Section 3 Banking Transactions.** All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by the Treasurer or such other officer or employee of the corporation and in such manner as shall be, from time to time, determined by resolution of the Board of Directors.

**Section 4. Deposits.** All funds o the corporation not otherwise employed shall be, from time to time, deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 5. Fiscal Year.** The fiscal year of the corporation shall commence on January 1 of each year and end on the 31st day of December in each year.

**Section 6. No Private Benefit.** No director officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation , provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed in such amounts as the board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the board of directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

**Section 7. Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 502 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

**Section 8. Exempt Activities.** Notwithstanding any other provision of these Bylaws, no director, trustee, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by any organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

**Section 9. Corporate Seal.** The Board of Directors may provide a suitable corporate seal for use by the corporation, but no seal shall be necessary for the validity of any transaction except as may be required by law.

## **ARTICLE XI. INDEMNIFICATION**

**Section 1. Indemnification of Directors.** The corporation shall indemnify any current or former director who was or is a party, or is threatened to be made a party, to any claim, action, suit or proceeding by reason of the fact that he is or was a director of the corporation against Liabilities and Expenses (as defined in Miss. Code Ann. Section 79-4-8.50) incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and was not guilty of gross negligence or willful misconduct. Any such director shall be entitled to indemnification hereunder upon a determination by the board of directors in the specific case that the director acted in good faith and was not guilty of gross negligence or willful misconduct. The indemnification provided by the preceding paragraph shall not be deemed exclusive of, and shall be in addition to, any other rights to which such current or former director may be entitled under any provision in shareholder agreements, shareholder vote, or board of director resolution. The corporation may pay for or reimburse reasonable expenses incurred by any current or former director if the conditions set out in Miss. Code Ann. Section 79-4-3.53 are satisfied.

In no event; however, shall any current or former director be entitled to indemnification: **(a)** in connection with a proceeding by or in the right of the corporation in which the director is adjudged liable to the corporation, or **(b)** in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he is adjudged liable on the basis that personal benefit was improperly received by him.

**Section 2. Indemnification of Officers and Employees.** The corporation shall indemnify any current or former officer or employee who was or is a party, or is threatened to be made a party, to any claim, action, suit or proceeding by reason of the fact that he is or was an officer or employee of the corporation against Liabilities and Expenses (as defined in Miss. Code Ann. Section 79-4-8.50) incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and was not guilty of gross negligence or willful misconduct. Any such officer or employee shall be entitled to indemnification hereunder upon authorization by the board of directors in the specific case.

The indemnification provided by the preceding paragraph shall not be deemed exclusive of, and shall be in addition to, any other rights to which such current or former director may be entitled under any provision in shareholder agreements, shareholder vote, or board of director resolution.

The corporation may pay for or reimburse reasonable expenses incurred by any current or former officer or employee if the conditions set out in Miss. Code Ann. Section 79-4-8.53 are satisfied.

**Section 3. Right of Corporation to Insure.** Notwithstanding the provisions of this Article, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE XII. AMENDMENT**

The Board of Directors shall have the power to alter, amend or repeal these by-laws or adopt new by-laws by a two-thirds majority vote of members present at the meeting following the Annual Meeting, provided that at least seven days before such meeting, a notice of the proposed amendment(s) are made available to each member.

## **ARTICLE XIII. CHANGES IN RULES OF LEAGUE PLAY**

Changes, additions or revisions to the Rules of League Play shall be made by a majority vote of the Board of Directors and may be made at any time, and shall be effective as decided by the Board of Directors upon reasonable notice to the members.