

# **NORTHWEST LOUISIANA COMMUNITY TENNIS**

## **ASSOCIATION BY-LAWS**

### **ARTICLE I. NAME**

The name of this non-profit corporation is Northwest Louisiana Community Tennis Association (hereafter referred to as NWLACTA).

### **ARTICLE II. PURPOSE**

This non-profit corporation shall be a member organization of the United States Tennis Association, Inc., (USTA) and as such shall cooperate with the United States Tennis Association, Inc., and other tennis associations to promote and develop tennis in the Shreveport/Bossier and Northwest Louisiana area.

### **ARTICLE III. MEMBERSHIP**

Membership in this non-profit corporation shall be defined as follows: Any individual residing with-in the boundaries of NWLACTA as defined by the LTA (Louisiana Tennis Association) who is an individual member of LTA, STA (Southern Tennis Association), and USTA in good standing is automatically an individual member of the NWLACTA. Membership shall not entitle a member to any voting rights in this non-profit corporation.

### **ARTICLE IV. VOTING RIGHTS AND QUORUM**

#### **Section 1 – Voting Rights**

The voting rights of this non-profit corporation shall be vested exclusively in the Board of Directors, with each director entitled to one vote on all actions requiring membership approval.

#### **Section 2 – Quorum**

Except as otherwise provided by law, the Certificate of Incorporation or Bylaws of the Corporation, one-third of the number of members of the Board of Directors at the time in office shall constitute a quorum for the transaction of business. If there are fewer than a quorum present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time by an announcement, and the meeting may be held as adjourned without further notice.

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

#### **Section 1 – General Powers**

The property, affairs and business of the Corporation shall be managed and controlled and all corporate powers shall be exercised by or under the authority of the Board of Directors.

#### **Section 2 – Composition & Qualifications**

##### **COMPOSITION**

The governing body of the Corporation shall consist of the Board of Directors. The board will consist of no less than 5 and no more than 17 total members. The Executive Board of Directors and Officers will consist of a president, executive vice president, vice president, treasurer, (assistant treasurer if deemed necessary), secretary, and past president and one board member at large. Other directors will consist preferably of a member from each private and public facility that has 8 courts or more and a fulltime tennis professional/director with the remaining board members being elected from general membership. Should a designated club representative become an executive board member, then that club board position would be elected from the general membership.

## **QUALIFICATIONS**

- Should attend 2/3 of all monthly board meetings
- Actively serve on one NWLACTA committee
- Be actively involved in USTA
- Volunteer or participate in at least one event annually
- Representatives from the private and public facilities preferably should be employed from said facility and be a tennis professional

### **Section 3 – Meetings**

Board meetings can be held at various locations within the Shreveport/Bossier Metro area. Notice of meeting place and time will be sent to Board of Directors via email and published on the corporation's website, no other notice shall be given. Regular meetings of directors shall be held on first (1<sup>st</sup>) Wednesday of each month at twelve (12) noon unless otherwise specified.

The annual meeting of the Board of Directors shall be held in January of each year, or on such other date as may be designated by the Board of Directors, for the purposes set forth in these Bylaws and for the transaction of such other business as may come before the meeting designated in the notice of the meeting. Such business shall be designated in the notice of the meeting, which shall be given at least ten (10) days before the meeting.

Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the notice of the meeting whenever called by the President or by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his/her absence, any other officer of the Corporation, at least ten (10) days, before the meeting. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or the purpose or purposes of the meeting therein.

### **Section 4 – Voting**

Except as otherwise provided by law, the Certificate of Incorporation or Bylaws of the Corporation, the affirmative vote of a majority of the directors at any meeting at which a quorum is present shall decide any question brought before such meeting.

### **Section 5 – Vacancies**

Vacancies among directors and newly created directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office for the term corresponding to the unexpired term of his/her predecessor in office until his/her successor is duly elected and qualified.

### **Section 6 – Informal Action**

Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

### **Section 7 – Removal**

Any director may be removed at any time for cause, as stipulated in Article VIII, Section, by the Board of Directors at any meeting.

## **ARTICLE VI. OFFICERS**

The officers of NWLACTA shall be a President, Past President, Executive Vice President, Vice President, Secretary, Treasurer (and Assist Treasurer if deemed necessary). New officers will be

elected at the Annual Meeting and who shall hold office for a minimum term of two (2) years beginning immediately following the Annual Meeting.

The **President** shall be the chief executive officer. He/She shall preside at all meetings of the members, the Executive Committee and the Board of Directors. He/She shall appoint all committee chairmen and committee members whose appointments are not otherwise provided for. He/She shall be an ex-officio member of all committees except the Nominating Committee.

The **Executive Vice President** shall exercise all the powers of the President in his/her absence or in case of his/her resignation, incapacity, or death.

Both **Vice President's** shall assist the President in the performance of his/her duties and have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

The **Secretary** shall be responsible for the keeping of accurate records, certifying voting power, giving notice of and keeping minutes of the meetings, Executive Committee and Board of Directors. He/She shall perform such other duties, as may from time to time be assigned to him/her by the President.

The **Treasurer** shall be responsible for the receipt, disbursement and safekeeping of all funds belonging to NWLACTA, maintaining suitable records for that purpose. He/She shall properly account for moneys received from other sources. He/She shall liquidate all bills against NWLACTA after they have been authorized and approved by the Executive Committee. He/She shall prepare a written report showing all the receipts and expenditures for the current year and schedule of a budget of estimated revenues and expenditures for the ensuing year. The Treasurer's accounts may be audited by an independent auditor once annually if it is so directed by the Executive Committee.

The **Past President** will serve as assistant to the President and serve as head of the nominating and Adult League committees.

## **ARTICLE VII – SPECIAL COMMITTEES**

The Board of Directors may from time to time designate and appoint one or more **Special Committees** with such powers and duties as the Board of Directors may determine. At least one of each such committee shall be a member of the Board of Directors. Such committees may have as advisors, persons who are not directors, officers or employees of the Corporation.

**Set Committees** with preferred board member chairmen heads are as follows:

- Executive-President as chairman
- Finance-Treasurer and Vice President as co-chairman
- Junior Tennis-Club/Facility Board member as chairman
- Adult League-Local League Council Chair as chairman
- Nominating- Past President as chairman
- Grants & Fundraising- Executive Vice President as chairman
- State Tournaments for Shreveport/Bossier- Vice President as chairman
- Awards-Board member at large as chairman
- Volunteer-Secretary will serve as chairman

## **ARTICLE VIII – RESIGNATIONS, REMOVALS AND VACANCIES**

### **Section 1 – Resignations**

Any director, officer, employee or agent of the Corporation or any member of any committee may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective unless otherwise provided therein.

### **Section 2 – Removal**

Any officer, employee or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

### **Section 3 – Vacancies**

Any vacancy in the office of any officer arising from death, resignation, removal or other cause may be filled at any time by the Board of Directors at any meeting, and the officer so elected shall hold office until the next election meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

## **ARTICLE IX. MISCELLANEOUS**

Except as otherwise provided by law or the Bylaws, such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Board of Directors shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, leases and other instruments or documents, the execution of which shall be authorized by the Board of Directors; and such authority may be general or confined to specific instances.

### **Section 1 – Checks, Drafts, etc.**

All checks, drafts, notes, bonds, bills of exchange or other orders, instruments or obligations for the payment of money shall be signed by such officer or officers, employee or employees or agent or agents of the Corporation as shall be specified by the Board of Directors.

### **Section 2 – Corporate Seal**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3 – Fiscal Year**

The fiscal year of the Corporation shall end on the last day of December.

### **Section 4 – Notices and Waivers Thereof**

Whenever any notice is required by the Bylaws, by Certificate of Incorporation or by any law to be given to any director or officer, such notice, except as otherwise provided by law, may be given personally or by telegram, cable or radiogram, addressed to such director or officer at his or her place of business, if any, or at such address as appears in the record of the Corporation as the home address of the director or officer; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such director or officer at either of the above addresses. Any notice given by telegram, cable or radiogram shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed

to have been given when it shall have been deposited in a post office, in a regularly maintained letter box or with a postal carrier. A waiver of any such notice in writing, signed by the person entitled to such notice, whether before or after the time of the action for which such notice is required, shall be deemed the equivalent thereof; and the presence without objection at any meeting of any person entitled to notice thereof shall be deemed a waiver of such notice as to such person.

### **Section 5 – Interested Directors**

In the absence of fraud, no contract or transaction between the corporation and its director of any other corporation or entity in which such director is a director or officer, or is financially interested, shall be void or voidable for this reason alone or by reason that the director was present at a meeting of the board, or of a committee thereof, which approved such contract or transaction, provided that the fact of such common NWLACTA Bylaws directorship, officership, or financial or other interest is disclosed or known to the Board or committee and that the Board or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested director. Such director may, however, be counted in determining the presence of a quorum at such meeting. No such contract or transaction shall be void or voidable if the fact of such common directorship, officership, or financial interest is disclosed or known to the directors entitled to vote and the contract or transaction is approved by vote of the Board of Directors.

### **Section 6 – Limitation of Liability and Indemnity**

#### **A. Liability**

No person shall be liable to the Corporation for any loss or damage suffered by it on an account of any action taken or omitted to be taken by him/her as an officer, director, or employee of the Corporation if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or confirmation furnished by officers or employees of the Corporation which he had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

#### **B. Indemnity**

Each officer and director, whether or not then in office, shall be held harmless and indemnified by the Corporation against all claims and liabilities and all expenses reasonable incurred or imposed upon him/her in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which he/she may be made party by reason of any action taken or omitted to be taken by him/her as a director of the Corporation, in good faith, if such person, in the opinion of a court or of the Board of Directors (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advisement of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he/she had reasonable grounds to believe.

**Section 8 – Books and Records**

The Corporation shall keep correct and complete books and records on account and shall also keep minutes of the proceedings of its Board and shall keep a record giving the names and addresses of the directors entitled to vote.

**ARTICLE X. REIMBURSEMENT**

The President may authorize the reasonable reimbursement of any individual necessarily incurring travel, housing, meals, office, mailing, telephone or other expense in connection with the business of NWLACTA. All reimbursements shall be subject to review by the Board of Directors at the next ensuing meeting.

**ARTICLE XI. DISSOLUTION**

Upon dissolution, the Board of Directors, after payment of the liabilities of this non-profit corporation, shall dispose all the assets of this non-profit corporation exclusively for the purposes of this non-profit corporation in such a manner, or to such organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, as determined by the Board of Directors.

**ARTICLE XII. AMENDMENTS**

The Board of Directors shall have power to make, alter, amend or repeal the Bylaws at any duly convened meeting of the Board of Directors by the affirmative vote of a majority of the directors at any such meeting at which a quorum is present.

**ARTICLE XIII. CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Corporation, Certificate of Incorporation, Corporation Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, Board of Directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of \_\_\_\_\_ preceding pages, as the Bylaws of this corporation on this date \_\_\_\_\_Month, \_\_\_\_\_day, \_\_\_\_\_year.

President: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Vice President \_\_\_\_\_ Printed Name: \_\_\_\_\_

Vice President \_\_\_\_\_ Printed Name: \_\_\_\_\_

Treasurer: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Secretary: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Past President: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Board Member: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Board Member: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Board Member: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Board Member: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Board Member: \_\_\_\_\_ Printed Name: \_\_\_\_\_