

By-Laws Of The South Plains Tennis Association, Inc.

PURPOSE: South Plains Tennis Association, Inc. (hereinafter referred to as "Corporation"), is formed and exists for the general purpose of encouraging and promoting the sport of tennis among the cities and communities of the area in and around Lubbock, Texas. Specifically, the Corporation shall sponsor tennis tournaments, support local tennis events and award scholarships to area players.

ARTICLE 1 - Members and Members Meetings

Section 1. Membership: Any person interested in the promotion of the sport of tennis among the cities and communities of the area in and around Lubbock, Texas and is a USTA member may become a member of the South Plains Tennis Association in accordance with the By-Laws.

Section 2. Place of Meetings: All meetings of the members shall be held at a place to be designated by the Corporation on a monthly basis.

Section 3. Annual Meetings of Members: The annual meeting of the members of the Corporation for the election of Directors, Officers, and the transaction of such other business as may properly come before the meeting, shall be held in October each year, with a 30 day notice, beginning with the year 1995. In the event the annual meeting is not, for any reason, held on such date, the Directors shall cause such annual meeting to be held as soon as may be convenient and all elections held and other business transacted at such meeting shall be valid as if held or transacted at the usual date for such annual meeting. Such subsequent annual meeting shall be called in the same manner as provided in these by-laws for special meetings of the members, except that the purposes of such meeting need to be enumerated in the notice and proxies of such meeting only to the extent required by law in the case of annual meetings.

Section 4. Special Meeting of Members: Special meetings of the members may be call by the president or vice-president or by the Board of Directors. Business transacted at all special meeting shall be confined to the purposes stated in the call.

Section 5. Notice of Meetings of Members: Written or printed or electronic notice stating the place, day and hour of the meeting and, in case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) before the date of the meeting, either personally or by mail or by email, by or at the direction of the president, the secretary, or the officer of person call the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the books of the Corporation, with postage prepaid.

Section 6. Quorum: The members hold one-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the member present, or represented by proxy at a meeting at which a quorum is present, shall by the act of the members meeting, unless the vote of a greater number is required by law, the articles of incorporation, or these by-laws.

Section 7. Voting and Proxies: At each meeting of the members every member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member and bearing a date not more than eleven (11) months prior to said meeting, unless said proxy provides for a longer period. Each member registered on the books of the Corporation shall be entitled to one vote, and each family membership is entitled to one vote.

Section 8. Action Without a Meeting: Any action that may be authorized or taken at a members meeting may be authorized or taken without a meeting if a written consent setting forth the action is signed by all of the members who would be entitled to vote with respect to the subject matter of that action. The writing shall be filed with or entered on the records of the Corporation.

ARTICLE II - Board of Directors

Section 1. Number and Qualifications: The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of eleven (11) members: the four officers, four elected members, the immediate past president, and two members appointed by the President.

Section 2. Election and Term: The initial Board of Directors shall hold office until the first annual meeting of members and until their successors have been elected and qualified. At the the first annual meeting of members and at each annual meeting afterward, the member shall elect Directors to hold office until the next annual meeting. Each Director shall hold office for the term for which he is elected and until his successor shall be elected and qualified unless sooner removed for cause by action of the members. The terms of office for the four (4) elected Directors shall be for a period of two (2) years, with two (2) Directors being elected each year. The appointed Directors term shall be for one (1) year. Directors shall be nominated in accordance with Article IV of the By-Laws.

Section 3. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members for that purpose.

Section 4. First or Annual Meeting: The first or annual meeting of each newly elected Board shall be held at such time and place as shall be fixed by the vote of the Directors at the annual meetings, and no notice of such meeting shall be necessary to the newly elected Director in order legally to constitute the meeting, provided a quorum shall be present, or they may meet at such place and time as shall be fixed by the consent in writing of all the Directors.

Section 5. Regular Meetings: Regular meeting of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

Section 6. Special Meetings: Special meetings of the Board may be called by the president on five (5) days notice to each Director, either personally or by mail, telephone, or email. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) Directors. Special meetings may be called at any time without formal notice provided all Directors are present, or those not present shall at any time waive or have waived notice thereof.

Section 7. Quorum: At all meeting of the Board, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the statute or by the certificate of incorporation or by these by-laws. Directors present by proxy may not be counted toward a quorum. If a quorum shall not be present at any meeting of Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Voting by Proxy: A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution..

Section 9. Powers and Duties of Board of Directors: The Board of Directors shall perform the following duties.

A. Appointing local USTA League Coordinators and managing all business associated with these leagues.

B. Conduct tennis tournaments. The Board shall have the authority to decide the number of tournaments and all the details concerning the tournaments including entry fee and prizes. The Board may delegate various functions of tournament arrangements to committees for formulation and recommendation. However, all final tournament arrangements must be approved by the Board. The Board may also appoint a person to actually conduct each approved tennis tournament.

C. The Board may award scholarships to area players at their discretion. The Board may appoint a committee to formulate, distribute, and collect scholarship applications. The

committee may also make recommendations to the Board concerning award of scholarships but the Board must approve all final scholarship awards.

In addition to the powers and authorities expressly conferred by these by-laws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by the members by statute or by the article of incorporation or by these by-laws.

Section 10. Attendance and Waiver Notice: Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 11. Removal of Directors: Any Director may be removed by a majority vote of the members at any duly called members meeting.

Section 12. Executive Committees: The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, each committee to consist of two (2) or more of the Directors of the Corporation, which, to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, except where action of the Board of Directors is specified by statute. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors and shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 13. Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the president there-unto authorized by a like resolution of the Board of Directors or by these by-laws. Membership on such committees may, but need not be, limited to Directors.

Section 14. Action Without a Meeting: Any action that may be authorized or taken at a meeting of the directors may be authorized or taken by a majority of directors.

ARTICLE III - Officers

Section 1. Number: The principle officers of the Corporation shall consist of the president, one (1) or more vice presidents, a secretary and a treasurer. The subordinate officers shall consist of such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board of Directors, or chosen in such other manner as may

be prescribed by these by-laws, at such time and in such manner and for such terms as the Board of Directors may prescribe. No two (2) offices may be held by the same person. No officer may hold an office for more than two (2) consecutive terms.

Section 2. General Duties: All officers and agents of the Corporation as between themselves and the Corporation shall have such authority, perform such duties and manage the Corporation as may be provided in these by-laws or as may be determined by resolution of the Board of Directors not inconsistent with the by-laws.

Section 3. Election, Term of Office and Qualifications: The initial officers shall be appointed by the initial Board of Directors and shall hold office until the first annual meeting of Members and until their successors have been elected and qualified. The officers shall be chosen annually by the Members at their annual meeting, or as soon after such annual meeting as may conveniently be possible. Each officer shall hold office until his successor is chosen and qualified; or until his death, or until he shall have resigned, or shall have been removed in the manner provided in Section 4. Officers shall be nominated in accordance with Article IV of these by-laws.

Section 4. Removal: Any officer or agent elected or appointed may be removed by the Members of the Board of Directors whenever in their judgment the best interests of the Corporation will be served by such removal, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Resignation: Any officer may resign at any time by giving written notice to the Board of Directors or to the president, vice president or secretary. Such resignation shall take effect at the time specified in the notice and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies: Any vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by the affirmative vote of a majority of the Board of Directors.

Section 7. President: The president, who need not be chosen from among the Directors, shall have active executive management of the operations of the Corporation, subject, however, to the control of the Board of Directors. He shall, in general, perform all duties incident to the office of president and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 8. Vice President: Each vice president shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the president may from time to time delegate to him. At the request of the president, any vice president may temporarily act in his place. In the case of the death of the president, or in the case of his absence or inability to act without having designated a vice president to act temporarily in his place, the

vice president or vice presidents to perform duties of the president shall be designated by the Board of Directors.

Section 9. Secretary: The secretary shall keep or cause to be kept in books provided for the purpose, minutes of the meetings of the members and of the Board of Directors, shall see that all notices are duly given in accordance with the provisions of these by-laws and as required by law; shall be custodian of the records; and, in general shall perform all duties incident to the office of the secretary and such other duties as may from time to time be assigned to him by the Board of Directors or by the president.

Section 10. Treasurer: The treasurer shall be the principal financial officer of the Corporation; shall have charge and custody of and be responsible for all funds of the Corporation and deposit all such funds in the name of the corporation in such banks, trust company or other depository as shall be selected by the Board of Directors; shall receive and give receipts for money due and payable to the Corporation from any source; and in general shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or by the president. The treasurer shall render to the president and the Board of Directors, whenever the same shall be required, an account of all his transactions as treasurer and of the financial condition of the corporation. He shall, if required to do so by the Board of Directors, give the Corporation a bond in such amount and with such surety or suretie as may be ordered by the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation. The treasurer shall also be responsible for the preparation and submission of all tax reports and other financial reports to a Certified Public Accountant for the purpose of preparing and filing the required tax returns of the Corporation.

ARTICLE IV - Nomination of Directors and Officers

A Nominating Committee shall propose nominees for election of officers and elected Board members of the Corporation. The method of selection of the Nominating Committee and its duties and responsibilities are as follows.

Section 1. Members shall constitute the Nominating Committee, which shall be composed of three (3) to five (5) members, appointed by the President of the Corporation at the beginning of his term of office. The President, who shall not be an ex-officio member of the Nominating Committee, shall designate one (1) of the three (3) or five (5) to serve as chairperson.

Section 2. Duties of the Nominating Committee shall be to select nominees for officers and elected Board members for the following year. Members of the Corporation may submit in writing names for office for the following year. Such submissions may be made throughout the term of the Nominating Committee but should be at least thirty (30) days prior to the annual meeting. Following the report of the nominating committee's nominees at the annual

meeting; other candidates may be named from the floor by any member of the Corporation. The Nominating Committee may select two (2) nominees for each office. On election date the Nominating Committee shall conduct the election.

Section 3. The Nominating Committee may consult with the President or other members of the Board of Directors; but it is not required to do so, and its business may be transacted in any manner deemed convenient by the Committee, whether in person, by telephone, by mail, or email. Approval of a prospective nominee by any three (3) members of the Committee shall be binding of the Committee as a whole. If for any reason one or more members of the Nominating Committee shall fail to act as to a particular proposal for nomination, the plurality vote of those members of the Committee who do act shall be binding on the Committee. Should any nominee withdraw prior to the election, or if for any reason be unable to act if elected, the Nominating Committee shall select another nominee as promptly as possible.

Section 4. A vacancy in the Nominating Committee shall be selected by the president and filled for the remaining term.

ARTICLE V - Indemnification of Directors and Officers

Any and all of the Corporation's Directors and officers, former Directors and officers, any person who may have served at the Corporation's request as a Director or officer, and the heirs or legal representatives of any such office or Director shall be indemnified against and held harmless from any and all claims which may be asserted against them or any of them upon or arising out of acts of omission or commission of the part of such officers or Directors in the capacities as either officer or Director of this Corporation or of such other corporation, except to the extent that such liability is adjudged by final judgement of a court or competent jurisdiction to be based upon willful misconduct in the performance of duty. Such indemnification shall extend to proceedings settled or otherwise disposed of without a determination on the merits, provided that the Board of Directors shall be advised by counsel for the corporation that is the opinion of such counsel that the person seeking such indemnity was not guilty of willful misconduct in the performance of duty, and provided further that in the opinion of the Board of Directors the amount of such settlement is fair and reasonable under all existing circumstances.

Without limitation on the generality of the foregoing, the indemnification here provided shall extend to and include reimbursement for an indemnification against all costs and expenses (including counsel fee) reasonably incurred in investigating or in connection with the preparation and/or defense of any action, suit, proceeding or claim.

ARTICLE VI - General Provisions

Section 1. Principle and Other Offices: The principal office of the Corporation shall be in Lubbock, Texas. The Corporation may also have offices at such other places as the Board of Directors may from time to time select, or the business of the Corporation may require.

Section 2. Fiscal Year: The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 3. Expenditures and Bank Accounts: Any banking account of any type holding funds belonging to the Corporation shall be established in such a manner which will require the signature of the president and treasurer to make any type of withdrawal of said funds including the writing of checks in the amount of \$500.00 or more.

Section 4. Notices: Whenever under the provisions of the by-laws notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, in a postpaid sealed wrapper, addressed to such director or member at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when it shall be thus mailed.

Any notice required to be given under these by-laws may be waived in writing, signed by the person or persons entitled to said notice, whether before or after the time stated in the notice.

Section 5. Meeting Procedure: Roberts Rules of Order shall govern all meetings of the Members of the Board of Directors except where said rules are in conflict or are inconsistent with the By-Laws of the Corporation.

Section 6. Amendments: The power to alter, amend or repeal the by-laws or to adopt a new set of by-laws is reserved to the members, provided that the general substance of the proposed change of by-laws be stated in the notice or waiver of notice applicable to the meeting at which such amendment, alteration, repeal or adoption is accomplished. The by-laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Texas Business Corporation Act or the Articles of Incorporation. The by-laws may be amended by the affirmative vote or not less than fifty-one (51) percent of the Members in attendance (or by written proxy) entitled to vote.