

**NORTHEAST TEXAS COALITION TENNIS ASSOCIATION, INC.**  
**MEMBER ORGANIZATION 922854495 OF USTA BYLAWS**  
**(reviewed 12-3-2011, address change: 17-04-10, 19-10-01, 22-05-09)**

**Article I. Name**

The name of the corporation shall be "The Northeast Texas Coalition Tennis Association, Inc., a member organization of the United States Tennis Association, Inc."

**Article II. Principal Place of Business**

The principal office of this corporation shall be located at TO: 327 W Houston ST, Tyler, TX 75702-8032.

**Article III. Purpose**

The Northeast Texas (NETX) Coalition Tennis Association (CTA) represents an alliance of diverse community tennis organizations whose purpose is to facilitate the delivery of tennis programs and services through these organizations; and ensures that programs exist for anyone at anytime to try the game, learn the skills, play with friends, or compete in match play.

The NETX CTA may not itself deliver all programs, but ensures that other organizations within the community have the tools and resources needed to deliver these programs. The NETX CTA strengthens local relationships and creates partnerships with schools, outreach organizations, parks and recreation departments, other CTAs, commercial tennis facilities, and other organizations that deliver tennis programs in the local community.

**Article IV. Membership**

Membership shall be open to any level 1 (single purpose), level 2 (multi-purpose), or level 3 (umbrella) Tennis Association (CTA) chartered by the United State Tennis Association (USTA) that operates within the boundaries of the Northeast Texas Tennis League District of the Texas Section of the USTA. Each local CTA becomes a member by agreeing to participate actively in the NETX Coalition and by contributing to its operation as may be needed. CTA members of the Coalition must have currently paid their USTA organization dues to cast a vote on business transacted by the Board of Directors.

**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.**

The Board of Directors of the Corporation shall consist initially of nine directors, each director representing one of the USTA chartered Community Tennis Associations participating in the NETX Coalition. There shall be one director's position for each eligible Community Tennis

Association that participates in the NETX Coalition. The number of directors may be increased or decreased from time to time by the Board depending upon the number of participating Community Tennis Associations who join the NETX Coalition; but shall not be less than three nor more than the total number of eligible USTA chartered Community Tennis Associations that operate within the Northeast Texas Tennis League District of the Texas Section of the USTA. The representative directors shall be elected annually by their respective Community Tennis Associations to attend the annual meeting of the NETX Coalition Board of Directors. Each representative director shall hold office until the next annual meeting of the Board of Directors and until a successor shall be elected and qualified, unless prior thereto he or she dies, resigns or is removed from office.

### **Section 3. Meetings.**

The Board of Directors may hold its meetings either within or without the State of Texas. The annual meeting of the Board of Directors shall be held either at year's end in December, or no later than the end of the first quarter of the calendar year; unless some other date is 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, as shall be designated in the notice of the meeting, which shall be given at least seven days, but not more than thirty-one 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 Board Chairperson or by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his or her absence, by any other officer of the Corporation, at least seven days, but not more than twenty-one days, before the meeting. The purpose, or purposes, for which the meeting is called, shall be delivered personally, or by mail; by, or at the direction of, the Chairperson, or the Secretary, to each respective board member at the time of said notice.

### **Section 4. Quorum.**

Except as otherwise provided by law, the Articles 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 shall be 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 thereat, and the meeting may be held as adjourned without further notice.

### **Section 5. Voting**

Except as otherwise provided by law, the Articles of Incorporation, or By-Laws 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. Even though more than one person from a member CTA serves as an officer of the Coalition, the member CTA may only cast one vote for its constituency on Coalition business items. Member CTA's are encouraged to bring multiple people from their organization to the Coalition meetings. Any person in attendance may participate in the discussion of business items. However, if there is more than one person in attendance from the same member CTA, then those same people

shall have to caucus with their dully elected representative to the Coalition board of directors to decide how their CTA shall vote on business items.

## **Section 6. Vacancies.**

Vacancies and newly created directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office until the next annual meeting of the Board of Directors and until his successor is duly elected and qualified.

## **Section 7. 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 consent, setting forth the action so taken, shall be approved by the directors. The consent may be given in writing or by an email message assenting to the action.

## **Section 8. Removal.**

The Board of Directors at any meeting may remove any director at any time for cause.

## **Article VI. 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.

## **Article VII. Officers:**

### **Section 1. Offices.**

The officers of the Corporation shall be a Chairperson, one or more Vice-Chairpersons, a Treasurer, a Secretary, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Each officer of the Corporation shall have such authority, shall perform such duties and shall hold office for such term as may be prescribed by these Bylaws or by the Board of Directors. Any person may hold two or more offices at one time, except the offices of Chairperson and Secretary, provided the duties thereof can be consistently performed by the same person. The person elected as Chairperson shall preferably, but required, be the voting representative from their respective member CTA on the Board of Directors.

### **Section 2. Election and Term of Office.**

The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the next annual meeting

of the Board of Directors and until a successor shall have been elected.

### Section 3. Chairperson.

The Chairperson shall be the chief executive officer of the Corporation and, subject to the provisions by the Bylaws and to the direction of the Board of Directors, shall have the general management and control of the affairs of the Corporation, shall preside at all meetings of the Board of Directors, and shall perform all other duties and enjoy all other powers commonly incident to his office or which may be prescribed by the Board of Directors or which are or may at any time be authorized or required by law.

### Section 4. Vice-Chairperson.

Each Vice-Chairperson shall perform such duties as from time to time may be assigned to him or her by the Board of Directors. In the absence of the Chairperson or in the event of his inability to act, the Vice-Chairperson so designated by the Board of Directors shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairperson.

### Section 5. Treasurer.

Subject to the direction of the Board of Directors, the Treasurer shall have charge and custody of and shall receive and disburse the funds of the Corporation. When necessary or proper, he or she shall endorse on behalf of the Corporation for collection checks, notes and other obligations, and shall deposit all funds of the Corporation in such banks or other depositories as may be designated by the Board of Directors. Subject to the direction of the Board of Directors, he or she shall perform all other duties and enjoy all other powers commonly incident to the office or as from time to time may be assigned to him or her by the Board of Directors.

In the absence of the Treasurer or in the event of his or her inability to act, the Chairperson may appoint an Assistant Treasurer to act temporarily in his place. The Board of Directors may require the Treasurer and any Assistant Treasurer to be bonded for the faithful discharge of his or her duties in such sums and with such surety or sureties as the Board of Directors may determine.

### Section 6. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors and shall be responsible for the custody of all such minutes. Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Corporation. He or she shall give notice of meetings and, subject to the direction of the Board of Directors, shall perform all other duties and enjoy all other powers commonly incident to his or her office, or as may from time to time be assigned to him or her by the Board of Directors.

In the absence of the Secretary or in the event of his inability to act, the Chairperson may appoint an Assistant Secretary to act temporarily in his or her place.

## **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 Chairperson 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 annual meeting of the Board of Directors and until his successor shall have been elected and qualified.

Any vacancy in the Board of Directors and any additional membership on the Board of Directors resulting from an increase in the number of directors may be filled at any time by the affirmative vote of a majority of the then remaining directors, though less than a quorum of the Board, at any meeting, and the person so elected shall hold office until the next annual meeting of the Members.

### **Article IX. Miscellaneous**

#### Section 1. Contracts, etc.

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 2. 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 3. Corporate Seal.

No corporate seal shall be required for the Association.

#### Section 4. Fiscal Year.

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

#### Section 5. Notices and Waivers Thereof.

Whenever any notice is required by the Bylaws, by the Articles 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, radiogram, or fax, addressed to such director or officer at his or her place of business, if any, or at such address as appears in the records 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, radiogram, or fax 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 6. Interested Directors.

In the absence of fraud, no contract or transaction between the Corporation and its director or 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 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 7. Limitation of liability and Indemnity

A. Liability. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or 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 or

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 or she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he 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 reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which he or she may be made party by reason of any action taken or omitted to be taken by him 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 or 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 information furnished by officers or employees of the corporation which he or 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 at the principal office a record giving the names and addresses of the directors entitled to vote.

#### Section 9. Conflict of Interest Policy

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c) (4) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose to the Corporation's primary, exempt, purposes.

#### Article X. Amendments

The Board of Directors shall have the 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.