

## **BY-LAWS OF THE GREATER KNOXVILLE TENNIS ASSOCIATION, INC.**

*Revised and approved, February 19, 2019*

### **ARTICLE 1: OFFICES**

#### Section 1: Principal Office & Name

- The principal office of the Corporation is located in Knox County, State of Tennessee.
- The name of the *Corporation* shall be "The Greater Knoxville Tennis Association, Inc. (GKTA), a member organization of the United States Tennis Association, Inc."
- This *Corporation* may also be affiliated with USTA Southern, USTA Tennessee, and any other such tennis associations as the Board of Directors and/or membership of the Corporation may deem appropriate.

#### Section 2: Other Offices

- The Greater Knoxville Tennis Association may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the *Board of Directors* may, from time to time, designate.

### **ARTICLE 2: NONPROFIT PURPOSES**

#### Section 1. IRS Section 501(c)(3) Purposes

- The Greater Knoxville Tennis Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of *distributions* to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

#### Section 2. Specific Objectives and Purposes

- The specific objectives and purposes of this *Corporation* shall be: to be devoted to fostering local, national, and international tennis competition and to the encouragement of tennis as specified in the charter of the Corporation.

### **ARTICLE 3: MEMBERSHIP**

#### Section 1. Eligibility

- Membership shall be open to all residents *the greater Knoxville area* upon payment of such dues as may be fixed by the Board of Directors annually. Any person interested in the purposes of GKTA is eligible for membership.
- Applications for membership shall be submitted to the Corporation.
- Membership to the Corporation shall be available without regard to *race, religion, age, gender, creed or sexual orientation*.

#### Section 2. Classifications

- The Corporation *shall* have memberships classified into the following categories: *Individual and Honorary*. The membership fees for each membership category shall be determined by the Board of Directors and may be changed from time to time at its discretion.
- Honorary memberships may be conferred upon such worthy persons as may be selected by the Board of Directors. The total number of honorary members shall not exceed 1% of the total membership of the Corporation. Honorary members shall pay no dues.

### Section 3: Rosters

- The Corporation shall keep an accurate roster of members at all times. The Secretary of the Corporation shall report the number of members at each *Annual Meeting*, and shall report the gains and losses in membership since the last *Annual Meeting*.

### Section 4: Suspensions

- The Board of Directors shall have the power to suspend or expel any member with cause. Any member who fails to pay dues shall automatically be suspended from membership.

### Section 5: Annual Membership Meeting

- Roberts Rules of Order shall be the rules of order for the *Annual Meeting* of the members and the Board of Directors.
- The order of business shall be as follows:
  1. Reading and approval of the minutes of the last meeting.
  2. Treasurer's report
  3. President' report
  4. Elections
  5. Report of committees
  6. Miscellaneous or special business
  7. Adjournment
- The Board of Directors shall be elected by the membership at each *Annual Meeting*. The Nominating Committee shall submit a slate of directors to be placed in nomination at such meeting. Additional nominations may be made from the floor. Balloting shall be for the class to be elected with the seven (7) persons obtaining a plurality vote *of those present* being elected. If a tie results for the seventh position, a second vote shall be taken to determine the seventh position. Directors may be elected to succeed themselves.

## **ARTICLE 4: BOARD OF DIRECTORS**

### Section 1. General Powers

- The property, affairs and business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things not prohibited by statute, the certificate of incorporation, or these by-laws.
- The Board of Directors shall have and exercise: the powers of the Corporation, including the election and, in their discretion, removal and suspension of officers of the Corporation; the fixing of the powers and duties of the officers unless otherwise established by statute or the by-laws; and the fixing of the compensation of all employees of the Corporation.

### Section 2. Composition

- *At its inception, the Board of Directors of the Corporation consisted of five (5) directors.*
- *The number of directors may be increased or decreased from time to time by the Board, but shall not be less than three (3) nor more than twenty-one (21).*
- *The directors shall be divided into three (3) classes, and each class shall be elected for a three (3) year period. One such class shall be elected at each Annual Meeting of the membership by a plurality vote of those present.*

- The composition of the Board of Directors shall, to the extent possible, be representative of the geographic area the Corporation serves.
- All Board members shall be of legal age.
- Selection of Board members shall be made without regard to *race, religion age, gender, creed or sexual orientation*.
- Each director shall hold office *for three (3) years or until a successor shall be elected and qualified, unless prior thereto the director dies, resigns or is removed from office.*
- *One member of the Board of Directors shall be a member and serve as a representative of the Knoxville Professional Tennis Association (KPTA).*

### Section 3. Vacancies

- Any vacancies occurring in the Board may be filled by a vote of the majority of the *directors. The term of such a director filling a vacancy shall expire at the next Annual Meeting.*

### Section 4: Meetings

- The Board of Directors may hold its meetings either within or without the State of Tennessee. The Board of Directors shall have regular meetings at such times and places as are set by the Board or by common consent.
- *An Annual Meeting of the membership of the Corporation shall be called at such time and place as set by the Board or by common consent.*
- A meeting of the Board of Directors *may* be held without notice immediately *preceding or following the Annual Meeting* of the membership of the Corporation.
- Special meetings of the Board of Directors may be held on call of the Chairperson of the Board of Directors or at the request of one-third (1/3) of the Board of Directors, if such request is delivered to the Chairperson in writing. Notice of all special meeting of the Board of Directors shall be *given* by the Secretary to each member of the Board of Directors at least seven (7) days prior to such meeting, which notice shall be effective when *communicated*.
- Notice of a meeting of the Board of Directors need not state the purpose or the business to be transacted at such meeting.
- A quorum for the transaction of business at any meeting of the Board of Directors shall consist *of one-half (1/2) of the* members of the Board of Directors, and the vote of the majority one-half (1/2) of the *directors* present at such meeting shall be required to transact any such business.
- Every member of the Board of Directors shall attend at least two-thirds (2/3) of all regularly scheduled meetings held each year. Failure to maintain such attendance requirement will be cause for the Board of Directors to request the resignation of such member. However, should it be called to the attention of the Board that such member was prevented from attending by illness, constraint, personal situation or other such cause acceptable to the Board, the Board of Directors may waive the requirements of this section.

### Section 5: Quorum

- Except as otherwise provided by law, *one-half (1/2)* 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 there at, and the meeting may held as adjourned without further notice.

#### Section 6: Voting

- Each member shall have the right to vote at *the Annual Meeting* of the membership, provided such member has paid dues for the year of the meeting at which said member is voting. Each regular member of the Corporation shall pay annual dues to the Corporation in such amount as shall be determined by the Board of Directors. *A member must be present at the meeting in order to vote. A plurality of those present shall be required for approval of business.*
- *Each member shall have the right to vote at a special meeting, provided such member has paid dues for the year of the meeting at which said member is voting. One-half (1/2) of the membership, either in attendance or by signed proxy, shall constitute a quorum. One-half (1/2) plus one (1) vote shall be required for approval of business.*
- *Each director shall have the right to vote at all meetings. A director must be present at the meeting in order to vote, except as outlined below in Section 7. Informal Action.*

#### 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 a *motion* setting forth the action so taken, shall be *approved with an electronic majority vote by a quorum of the directors.*

#### Section 8. Removal

- Any director may be removed at any time for cause by the Board of Directors at any meeting.

### **ARTICLE 5: OFFICERS**

#### Section 1. Officers

- The officers of the Corporation shall be a President, who shall be Chairperson of the Board of Directors, a President-elect, a Secretary and a Treasurer. All officers of the Corporation shall be members of the Board of Directors.

#### Section 2. Election and Terms of Office

- The Nominating Committee shall, at the meeting of the Board *preceding the Annual Meeting*, submit a slate of officers *for the ensuing year*. Nominations may be made by the other *directors* at such meeting for any office to be filled
- Officers shall hold office for a period of *one (1) year* or until their successors are duly elected and qualified.
- *Any officer vacancy may be filled by a vote of the majority of the directors. The term of a director filling such a vacancy shall expire at the next Annual Meeting*

### Section 3. President

The *President* shall:

- Act as Chairperson of the Board of Directors;
- Be an ex-officio member of all committees;
- Sign all documents and papers to which *his/her* signature is required by the laws of the State of Tennessee, the charter of incorporation, these by-laws or customary business practice;
- Make all committee appointments as required by these by-laws;
- Be the chief executive officer of the Corporation with all the powers and duties normally impeding upon such office by law, custom, practice or tradition.

### Section 4. *President-elect*

*The President-elect* shall:

- Act as Chairperson of the Board of Directors in the absence of the President and when so acting shall have the power and authority of the President;
- Exercise all of the duties of the President during the President's disability, absence, refusal to act, or upon *the President's* death or removal, and until *the President-elect's* successor has been elected or qualified.

### Section 5. Treasurer

The Treasurer shall:

- Ensure that the annual operating budget is implemented;
- Be responsible for the day to day financial management of the Corporation in all other respects;
- Notify the Board of Directors of persons dropped from membership in the Corporation for nonpayment of dues or other causes;
- Report in full the financial conditions and operations of the Corporation at the annual meeting of the membership and to the President and/or Board of Directors at their request;
- Prepare an annual budget;
- Deposit the operating funds of the Corporation in one or more banks selected by the Board of Directors;
- Disburse such funds in accordance with the direction of, and upon the signatures of, person(s) designated by the Board of Directors;
- Keep a full account of all monies received and paid out, and make such reports thereof to the President and the Board of Directors as they may require;
- Receive and have custody of all deeds, securities, notes, contracts and financial papers of the Corporation and place them in safekeeping in the safe-deposit vaults of a bank designated by the Board of Directors, under such rules as to access as the Board of Directors shall determine;
- Keep full account of all deeds, securities, notes and financial papers of the Corporation and make such reports thereof to the President and the Board of Directors as they may require;
- Sign such papers as may be required by the office or as may be directed by the Board of Directors;

- Perform such duties as may be incidental to the office;
- *Give* such bonds as the Board of Directors shall determine for the faithful performance of *the Treasurer's* duties.
- *Be encouraged to serve on the Finance Committee for a minimum of one year.*

#### Section 6. Secretary

The Secretary shall:

- *Communicate* all notices of meetings of members of the Corporation and the Board of Directors;
- Notify individuals elected to office and to membership on the Board of Directors;
- Keep complete minutes of the meetings of the Board of Directors, the *annual* membership *meeting* and the Executive Committee, including an accurate record of attendance at such meetings;
- *Communicate* such other notices as may be directed by the Board of Directors;
- Be custodian of all records of the Corporation, except such records and papers as are kept by the Treasurer;
- Attest the signature of the President when required by law;
- Sign such papers as may be required by the office or as directed by the Board of Directors
- Perform such duties as may be incidental to the office.

In the absence of the Secretary or in the event of *the Secretary's* inability to act, the President may appoint an Assistant Secretary to act temporarily in *the Secretary's* place.

#### Section 7. Officers

- There shall be such other subordinate officers as are appointed by the Board of Directors *who* shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing them, or by subsequent resolution from time to time.
- In the case of the absence or disability of any officer of the Corporation, or any person hereby authorized to act in *the officer's* place during such period of absence or disability, the Board of Directors may from time to time delegate the powers and duties of such officer to any other officer, director or any other person whom it may select.
- Any officer or member of the Board of Directors who shall resign from their position with the Corporation, or who shall be removed from said office with cause, shall immediately turn over to the President of the Corporation, any and all records in *the officer's or director's* possession which are germane to the Corporation.

### **ARTICLE 6: COMMITTEES**

#### *Section 1. Members and Responsibilities*

- The following committees are hereby established: Executive Committee, Finance Committee, Junior Development Committee and Nominating Committee.
- The President of the Corporation may appoint such other special committees as the affairs of the Corporation may require.
- The Chairperson of each committee shall have the ultimate responsibility for the functions thereof.

- The President shall appoint members of the committees to serve for one (1) year terms beginning at the start of the Corporation's fiscal year
- The President shall also have the authority to allow the Chairperson of each committee to appoint members to the committee.
- At any meeting of any committee, a quorum shall consist of one-half (1/2) of the number of members of the committee.
- Each committee shall keep full and accurate records and minutes of its meetings, and promptly submit the same to the President of the Corporation for dissemination to the Board of Directors.
- All committees shall meet at such times as are directed by the President.

#### Section 2. Executive Committee

- The Executive Committee shall consist of the President as Chairperson, the President-elect, the Secretary, the Treasurer, and one additional member of the Board of Directors appointed by the President.
- The Executive Committee shall have the power to transact all regular business of the Corporation during the period between regular meetings of the Board of Directors, subject to any prior limitation imposed upon it by declaration of policy by the Board of Directors.
- No action of the Executive Committee shall be countermanded or set aside by the Board of Directors, if the same shall have been taken in good faith, where, in the opinion of the Executive Committee, the affairs of the Corporation and the exigencies of the circumstances required such action.
- The Executive Committee shall cause to be conducted an annual review of these by-laws *or as it deems necessary*.

#### Section 3. Finance Committee

- The Finance Committee shall consist of the Treasurer of the Corporation, as Chairperson, with two (2) other members to be appointed by the President.
- The Finance Committee shall be responsible for supervising the management of the financial affairs of the Corporation and assisting the Treasurer in all matters of financial supervision and budgeting.

#### Section 4. Junior Development Committee

- The Junior Development Committee shall consist of the *President-elect*, two (2) other directors and four (4) other members from the general membership.
- The Junior Development Committee shall be charged with development and promotion of a junior tennis program to assist the tennis players in the accomplishment of educational and athletic goals and aspirations; to foster and encourage the development of junior tennis programs in the area served by the Corporation; and to do such other things and engage in such other activities relative to development of junior tennis as directed by the Board of Directors.

#### Section 5. Nominating Committee

- The President shall appoint a Nominating Committee at least 60 days before the *Annual Meeting* of the Corporation. The Nominating Committee shall consist of five (5) members: the President; two (2) members of the Board of Directors; and two (2) members from the general membership.
- The Nominating Committee shall submit its nominations at *Annual Meeting* and at the meeting of the Board of Directors immediately *preceding* the *Annual Meeting*.

### **ARTICLE 7: 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. *Removals*

- Any officer, *director*, employee or agent, *or any member of any committee* of the Corporation may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. *Attendance by one-half (1/2) of the total number of the Board of Directors shall constitute a quorum. One-half (1/2) plus one (1) vote shall be required for removal.*

#### 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 (delete and) The officer so elected shall hold office until the next *Annual Meeting* and until *the officer's* 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. *The person so elected shall hold office until the next Annual Meeting.*

### **ARTICLE 8: DISPOSITION ON DISSOLUTION & EXECUTION OF WRITTEN INSTRUMENTS**

- Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization(s) organized and operated exclusively as an exempt organization(s) under Section 501 (c)(3) of the Internal Revenue Code.
- Any remaining assets shall be disposed of by a court of record of Knox County, Tennessee, in accordance with applicable law.
- No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private person. *However*, the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Charter

- No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted by:

- (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or

- (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

- Contracts, deeds, documents and instruments shall be executed in accordance with these by-laws or as may be designated by the Board of Directors. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person(s) as the Board of Directors may from time to time designate.

## **ARTICLE 9: FINANCIALS**

### Section 1. Contracts, etc.

- Except as otherwise provided by the bylaws, such officer(s), employee(s) or agent(s) 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, contract, 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, bill of exchange or other orders, instruments or obligations for the payment of money shall be signed by such officer(s), employee(s) or agent(s) of the Corporation as shall be specified by the Board of Directors.
- Surety bonds may be obtained by the Treasurer, and such other officers or Directors as the Board of Directors shall designate, in an amount specified by the Board of Directors. The surety bonds shall be written by a surety company or companies satisfactory to the Board of Directors, and the costs thereof shall be paid by the Corporation.

### *Section 3. Statements*

- *The Board of Directors shall cause to be prepared a comprehensive financial statement. This statement shall be presented to the Board of Directors and to the membership in a regular, timely fashion.*

### Section 4. Fiscal Year

- The fiscal year of the Corporation shall *run from January 1 through December 31.*

#### Section 5. Notices and Waivers Thereof

- Whatever, under Tennessee law, by the certificate of incorporation, or by these by-laws, notice is required to be given to any director or members, such notice must be given in writing, by United States mail. Such notice shall be deemed to be given at the time of mailing. Whenever any notice is required to be given under Tennessee Law, by the certificate of incorporation, or by these by-laws, a waiver thereof in writing signed by the person(s) entitled to said notice shall be deemed equivalent thereto.
- Whenever the vote of the Board of Directors is required or permitted in connection with any corporate action by a Tennessee law, the certificate of incorporation, or these by-laws, the meeting and vote of the Board of Directors may be dispensed with if all the directors who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.

#### Section 6. Limitation of Liability and Indemnity

- 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 *that person* 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 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 *that person* may be entitled as a matter of law.
- Indemnity:
  - The Corporation shall defend, indemnify, and hold harmless any and all persons and their respective heirs, administrators, successors, and assigns who may serve or who have served as directors or officers of the Corporation, against any and all claims, demands, causes of action, or otherwise, including expenses, amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claims, actions, suit or proceeding to which they, or any of them, are made a party, or which may be asserted against them or any of them by reason of being or having been directors or officers of the Corporation; provided such director or officer acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Corporation, and, in criminal actions or proceedings, such officer or director had no reasonable cause to believe that his or her conduct was unlawful.
  - The Corporation shall have the power to purchase and maintain insurance on behalf of any such person(s) to protect them against any liability asserted against them as a result of serving as such officer or director of the Corporation. The indemnification hereinabove provided shall be in addition to and supplementary to those indemnification provisions set forth in T.C.A. 48-53-103 through 48-64-304, to which specific reference is made and which provisions are adopted and incorporated herein by reference.

#### Section 7. 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 8. Procurement of Services

- In the procurement of services or other outside relationships between the Corporation and any member or Board of Directors member, either directly or *indirectly*, the same shall have the approval of the Board of Directors prior to any transaction between them.

#### **ARTICLE 10 AMENDMENTS**

- These by-laws may be amended by a majority vote of the Board of Directors, present in person, provided *that* such proposed amendment or the essence thereof or the area to be considered shall have been *communicated* to every member of the Board of Directors at least ten (10) days prior to any meeting at which the same shall be considered.
- *The membership of the Corporation shall ratify such amendment at the Annual Meeting. If not ratified, such amendment shall not be in effect.* No actions taken by the Board of Directors on good faith pursuant to such amendment shall be impaired should the membership fail to ratify any such amendment.

Presented by the By-Laws Review Committee of Lyn Eagen, Deidra Dunn, Claire Serrell, Mary Simsic, Cathy Thompson.

Approved: February 19, 2019