

**FIRST AMENDMENT AND RESTATEMENT OF THE BYLAWS OF THE
SPEARFISH TENNIS ASSOCIATION, INC.**

Article I: Name

Section 1. The name of this organization shall be Spearfish Tennis Association, Inc.
(STA).

Article II: Mission Statement and Objectives

Section 1: Mission Statement: The Spearfish Tennis Association is a volunteer
non-profit organization that exists to sustain and promote the game of
tennis for its members, maintain and help fund tennis facilities in the
community, and promote physical-education/learning opportunities for
youth.

Section 2: Nonprofit and Tax-exempt Status. The Corporation is organized as a
nonprofit corporation under the South Dakota Nonprofit Corporation Act
and as a tax-exempt organization under Section 501(c)(3) of the Internal
Revenue Code, as amended. The Corporation is a public benefit and
shall have perpetual duration and succession.

Article II: Objectives

Section 1: To promote the game of tennis in the City of Spearfish among all ages and
classes of people.

Section 2: To encourage fair play, athletic ability, lifelong interest in fitness and
health, and respect for the game and fellow competitors.

Section 3: To teach players the fundamentals of the game of tennis and to give them
opportunities to improve their skills and to compete at a recreational level,
locally, regionally, and nationally.

Section 4: To teach the rules of the game, sportsmanship, honesty, the acceptance of
defeat, the willingness to improve, and graciousness in victory.

Section 5: To cooperate with the United States Tennis Association (USTA) and other
associations in the pursuit of these aims.

Section 6: To work with the City of Spearfish, Spearfish School District, and the
USTA to maintain existing tennis facilities and to help fund new facilities
as needed.

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Section 7: To serve as a liaison between school programs/physical-education teachers and the USTA to provide tennis coaching/learning opportunities within the schools and community.

Article III: Structure/Membership

Section 1: The STA will be a democratic, non-profit organization, open to all and directed by a board consisting of no less than four and no more than eleven Executive Board Members, and up to two non-voting Youth Advisory Members (18 years old or younger). The Executive Board (also called the Board of Directors) will consist of the President, Vice-President, Treasurer, Secretary, and up to seven additional voting board members. The President, Vice-President, Treasurer, and Secretary will collectively be known as the Executive Board Officers. Any issues changing the rules or policies of this association will be taken to the Executive Board Members.

Article IV: Executive Board

Section 1: Elections: Board members shall be elected at the regular February STA Meeting. This meeting shall occur within the first three weeks of February in each year, or on other such date as may be designated by the Executive Board. Elections shall be by secret ballot or by voice vote, as determined by the Executive Board at the time of the election. Candidates for nomination to the Executive Board must receive a majority of votes from the current Executive Board, and shall be declared elected if they receive such majority. Each Board Member shall hold office until the next February meeting of the Executive Board, or until his successor is duly elected and qualified.

Section 2: Quorum: Forty-percent of current Executive Board Members present shall constitute a quorum for all association meetings at which any official business can be conducted. If a quorum is not present at any meeting of the Executive Board, a majority of those present may adjourn the meeting.

Section 3: Voting: Except as otherwise provided by law, the Articles of Incorporation, or Bylaws of the Corporation, the affirmative vote of a majority of the directors at any meeting in which a quorum is present shall decide any question brought before the meeting. If a quorum is not met, voting can be done by proxy, as per Article IV, Section 6.

Section 4: Vacancies: Vacancies among directors, and newly-created directorships, shall be filled by vote of the Executive Board. A director so elected shall hold office until the next February meeting of the Executive Board, or until his successor is duly elected and qualified.

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Section 5: Regular Meetings: The Board shall meet a minimum of four times each year. Each Board Member must attend at least three meetings a year. Failure to do so can result in forfeiting his/her position on the Board.

Section 6: Special Meetings: Special meetings of the Executive Board shall be held at such time and place as determined by the Board at its previous meeting, or as called by the President or by a majority of the directors then in office. Such notice shall be given to other board members by the Secretary or, in his absence, any other officer of the Corporation, at least seven days but not more than fourteen days, prior to the meeting. Any and all business may be transacted at such meeting without specification of such business or the purpose or purposes of the meeting therein.

Section 7: Informal Action/Proxy Voting: Any action required to be taken at a meeting of the Executive Board, or any action which may be taken at a meeting of the Executive Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority of the Board, or if a majority of the Board agrees to the action through e-mail voting sent to the President or acting President and made available in print to any member of the Board who wishes to see the vote tally.

ARTICLE V: Special Committees

Section 1: 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 member of each such committee shall be a member of the Board of Directors. This member will report to the Board during Board meetings about the activities of the committee. Such committees may have as advisors persons who are not directors, officers, or employees of the Corporation.

ARTICLE VI: Executive Board Officers

Section 1: Election and Term of Office: The officers of the Corporation shall be elected annually by the Board of Directors at the annual February meeting. Each officer shall hold office until the next annual meeting of the Board of Directors, or until his successor has been elected and qualified.

Section 2: President. The President shall preside over meetings of the Board of Directors, and be the administrator and organizer for the STA. The President will turn over all organization correspondence and property to his/her successor. The President shall review all financials.

Section 3: Vice President: The Vice-President shall preside over meetings of the Board of Directors when the President is absent, and shall have the duties

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of the President should the President be unable, for whatever reason, to perform them.

Section 4: Secretary: It shall be the duty of the secretary to prepare, maintain, and disburse all correspondence required for efficient operation of the organization. The secretary will take notes of all meetings, present the minutes for approval at the next meeting, and take attendance at all meetings. In the absence of the Secretary, the President may appoint an Assistant Secretary to act temporarily in his/her place. The Secretary will turn over all organization correspondence and property to his/her successor.

Section 5: Treasurer: The treasurer will handle all financial matters of the STA. The treasurer will deposit all moneys received by the organization in a bank designated by the Executive Board. Payment of bills will be approved and ordered by the Executive Board using the approved bank account(s). The treasurer will ensure all records and financial statements are presented to the Executive Board Members for auditing each year. The treasurer will maintain auditable records and report all receipts and disbursements for the month at each regular organizational meeting. The Treasurer will turn over all organization correspondence and property to his/her successor.

ARTICLE VII. Duties of the Executive Board Members

Section 1. Powers: The Executive Board shall have the power, and it shall be its duty, to have general supervision of the organization and its books, accounts, finances, programs, and activities.

Section 2. Protests: The Executive Board shall settle all protests.

Section 3. Disciplinary Actions: The Executive Board shall have the power to impose such disciplinary action as deemed necessary for coaches, participants, players, spectators, or teams that fail to abide by the rules as set forth by the organization. Complaints and disputes will be submitted to the Executive Board in written form. The Executive Board shall settle such complaints and disputes directly with the complainant. The Executive Board's decision will be final and binding.

Section 4. Removal: The Executive Board Members may remove, by a majority vote, any officer, board members, or employee who is not performing his/her duties, or when such removal is in the best interests of the Corporation.

Section 5. Resignations: Any director or officer of the Corporation may resign at any given time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the

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date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. **Filling Vacancies:** In the event of a vacancy arising any time in the above offices, or in the Board itself, the Executive Board Members shall have the power to fill the vacancy by appointment. Appointment requires a majority vote of the Executive Board Members. Said appointment shall run until the next annual election as per Article IV.4.

ARTICLE VIII.

General Membership/Membership-at-Large

Section 1. Non-voting membership of the STA shall consist of any and all dues-paying members who are not members of the Executive Board. Dues shall be determined on a yearly basis, and the amount shall be decided at the annual February meeting. The Treasurer shall be in charge of collecting and depositing dues, and sending receipts for membership, should the Executive Board deem it appropriate.

ARTICLE IX.

Finance and Amending Bylaws

Section 1. **Amendment of Bylaws:** The Charter By-Laws of the STA may be amended in the following manner: The proposed amendment/revision must be submitted to the secretary in writing, at the regular meeting of the organization by a member in good standing. The secretary shall read said proposal to the membership for their consideration. A majority vote by the voting members present is necessary to amend or revise the Charter By-Laws.

Section 2: Except as otherwise provided by law or the Bylaws, the President or Vice-President, and one Director, shall sign, in the name of 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. In the event that the President or Vice-President cannot so sign, the Board may, by majority vote, appoint another member of the Board to sign such documents.

Section 3: All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, provided that any check, draft or other order shall require signatures from two (2) Directors.

Section 4: The fiscal year of the Corporation shall be January 1 through December 31.

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Section 5: Interested Directors: In the absence of fraud, no contract or transaction between the Corporation and another entity shall be void or voidable for the sole reason that a Board Member holds an interest in that other entity, provided the interest is known to the rest of the Board. The interested Board Member may not vote on such contract or transaction, though he/she may be counted as part of a quorum when such a vote takes place. A contract may be voided, however, if the interest (financial or as a director or board member of the other entity) of the said STA Board Member is not known to the rest of the Board and the said Board Member makes no effort to inform the Board of such interest.

Section 6: 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 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/she 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.

Section 7: Indemnity: The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the Corporation, against reasonable expenses, including attorney's fees, actually incurred by the director in connection with the proceeding. An officer of the Corporation who is not a director is entitled to indemnification to the same extent as a director. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the Corporation, the Board of Directors may, to the extent permitted by law, authorize the Corporation to advance expenses, including amounts for attorney's fees, to such individual and/or indemnify such individual against liability incurred in the proceeding.

Section 8: Financial Records: The books of the Corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors. At the discretion of the Board of Directors, or at least every three (3) years, the Corporation may engage an independent certified public accountant to audit or review the financial statements.

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Section 9: Record-keeping: The Corporation shall keep as permanent records minutes of all meetings of the members, its Board of Directors, a record of all actions taken by the directors without a meeting, and any other committees of the Board of Directors. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep a copy of the following records at its principal office: (a) its Articles of Incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and, (d) its most recent annual report delivered to the Secretary of State, as required by the South Dakota Nonprofit Corporation Act. The minutes and records described above shall be made available for inspection by current directors of the Corporation during normal business hours. In addition, to the extent required by applicable law, the Corporation shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax-exempt status of the Corporation; and (ii) the annual returns filed with the Internal Revenue Service for the three (3) most recent years (to the extent the Corporation is required to file such returns), provided that the names and addresses of contributors to the Corporation may be kept confidential.

Section 10: 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 or trustee is or may hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the Corporation if such action is a forbidden activity or would result in the denial of tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 11: Charitable purposes: The Corporation is organized as a nonprofit corporation exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that 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 the Articles of Incorporation. 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,

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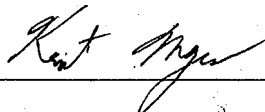
any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these Bylaws to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the South Dakota Nonprofit Corporation Act.

Article X. Dissolution

Upon the dissolution of the corporation, the assets shall be distributed to a South Dakota Nonprofit Corporation or a tax-exempt organization with a similar purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a similar purpose. Any such assets not disposed of shall be disposed of by USTA Northern, a Section 501(c)(3) nonprofit corporation, Minneapolis, Minnesota, exclusively for such purposes or to such corporation or corporations as said USTA Northern Section shall determine which are organized and operated exclusively for such similar purposes.

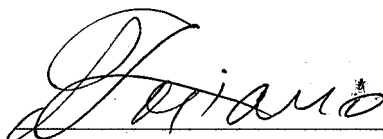
CERTIFICATION

I hereby certify that the foregoing First Amendment and Restatement of the Bylaws constitute the Bylaws of *Spearfish Tennis Association, Inc.*, a South Dakota nonprofit corporation, and were amended, restated and adopted by the Board of Directors of the Corporation as of the 19 day of February, 2020.



Kent Meyers, Secretary

ATTEST:



Paul Soriano, President