

# SOUTHERN TENNIS FOUNDATION

## BYLAWS

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# Southern Tennis Foundation

## BYLAWS

### ARTICLE I

#### NAME, LEGAL STATUS AND PURPOSES

**SECTION 1. Name.** The name of the corporation is the “Southern Tennis Foundation, INC.” doing business as “SOUTHERN TENNIS FOUNDATION” (hereafter referred to as the “STF”).

#### SECTION 2. Legal Status.

- a. The STF is incorporated as a nonprofit, charitable, educational organization under the laws of the state of Georgia.
- b. The STF is organized exclusively within the meaning of Section 501 © 3 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States Internal Revenue Laws of the United States.

#### SECTION 3. Purposes.

- a. The STF is organized exclusively for charitable and educational purposes and has no other purposes. Educating the public and providing information as to the lifelong health benefits of tennis as well as the stimulation of interest in tennis and good sportsmanship in schools, playgrounds and public parks is the primary purpose of the STF. To that end the STF gives encouragement to players of all ages and abilities (including adults with disabilities) through providing grants and coaching, funding instruction, and by supporting special events and educational opportunities. Further, the STF endeavors to encourage such activities by providing recognition in the Southern Tennis Hall of Fame to persons who have brought substantial recognition and esteem to themselves, the USTA Southern Section and the sport of tennis.
- b. The STF in carrying out its purposes cooperates with the United States Tennis Association, the USTA Southern Section, and other local and municipal tennis associations where the functions coincide with the purposes of the STF.
- c. As a nonprofit corporation, the STF has no capital stock and no shareholders, and no part of the net earnings, income or profit of the Corporation inures to the benefit of or be distributable to its directors, officers or other private individuals except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable, scientific and educational purposes.

## **ARTICLE II**

### **GOVERNANCE – BOARD OF TRUSTEES**

#### **SECTION 1. Composition.**

- a. The STF is governed by a Board of Trustees (the “Board”) which consists of not more than fifteen members, including the three Officers identified in Section 3.
- b. The Board membership shall include at least one Trustee from each of the nine states comprising the territory of the USTA Southern Section.

#### **SECTION 2. Term of Trustees.**

- a. The term of a Trustee is three years and the terms of the Trustees are staggered in three groups as near equal in number as possible to ensure maximum continuity of the Board’s decision making process.
- b. Before the expiration of the term of each group, the Board elects new Trustees for the coming year to replace the group whose term will expire either in person, by telephone or by email vote at least forty-five days prior to the Annual Meeting. The new trustees will take office on the first day of January following their election.
- c. At least one year must lapse after completion of a three year term before a Trustee may again be elected as a Trustee. This provision does not apply to the election of the Officers identified in Section 3.
- d. No vacancy on the Board impairs the right of the quorum to exercise all the rights and perform all the duties of the Board. Vacancies must be filled with approval of the surviving or continuing Trustees in person, or by telephone or by email. The Chairman shall propose to the Board the name of a candidate or candidates to fill the vacancy for the unexpired term of a Trustee. Upon election, the newly elected Trustee will begin serving on the Board immediately.
- e. A Trustee may be removed for just cause by a three-fourths majority of the eligible voting members. The Trustee in question shall not be eligible to vote.

#### **SECTION 3. Officers.**

- a. The officers of the Board are:
  - a Chairman, who is the immediate past USTA Delegate of the USTA Southern Section
  - a Vice Chairman, who is the immediate past President of the USTA Southern Section and

- a Secretary/Treasurer, who must be elected in accordance with the provisions of Article V, Section 1.
- b. All officers are Trustees of the Board.
- c. The Secretary/Treasurer must be elected by the Board either in person, by telephone or by email vote at least forty-five days prior to the Annual Meeting and serves a two year term. The Secretary/Treasurer is elected every two years and may not serve more than two consecutive terms.
- d. A vacancy in an office may be filled by a Trustee for the unexpired term by the Board. The candidate to fill the vacancy for the remainder of the unexpired term of an officer must be elected by the surviving or continuing Trustees in person, by telephone or by email.

#### **SECTION 4. Officers' Responsibilities.**

- **Chairman.** The Chairman shall
  - serve as Chief Executive Officer of the Board and preside at all meetings of the Board;
  - execute on behalf of the STF such contracts and other papers as may be proper under the authority of the STF;
  - serve as principal officer of the Board, and be responsible for carrying out the powers and duties of the Board ; and
  - serve as an ex-officio member of all Standing Committees of the Board and any special committee which may be created.
- **Vice Chairman.** The Vice Chairman shall
  - perform the duties and exercise the powers of the Chairman in the absence or disability of the Chairman; and
  - perform such duties as may be assigned to the Vice Chairman by the Board.
- **Secretary/Treasurer.** The Secretary/Treasurer shall
  - attend all meetings of the Board and record all votes and prepare the minutes of all proceedings of the Board;
  - perform like duties, when required, for any committees created by the Chairman or the Board;
  - give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws;

- have oversight of the funds and securities of the Board;
- prepare a proposed budget with input from the Chairman, Vice Chairman and/or the Executive Director for Board approval for the forthcoming fiscal year; and
- insure that accurate records of the fiscal affairs of the STF are kept.
- **Executive Director.** The Executive Director shall
  - be the administrative officer of the STF and perform such duties as may be prescribed by the Board.
  - execute on behalf of the STF such contracts and other papers as may be proper under the authority of the STF; and
  - serve as the Executive Director of the USTA Southern Section. However, subject to Board approval, the Executive Director may designate another employee of the USTA Southern Section to serve as the Executive Director of the STF.

#### **SECTION 5. Counsel**

- a. With the consent of the Board of Trustees, The Chairman may appoint a Counsel who advises or represents STF on legal matters when called upon by the Chairman, the Executive Director or the Board.
- b. The Counsel must be a member of the bar in good standing of a State within the territory comprising the USTA Southern Section.

#### **SECTION 6. Compensation of Officers, Trustees, Counsel and Additional Employees.**

- a. All Trustees and Officers of the Board serve without compensation.
- b. Counsel serves without compensation, except by special authorization of the Board.
- c. Trustees, Officers and Counsel are required to complete and sign a Code of Ethics and a Conflict of Interest form in January of each year of service on the Board.
- d. The Chairman of the Board may authorize the reasonable reimbursement of expenses incurred by any person in conjunction with the business of the STF according to the Board approved Expense Reimbursement Policy. The Board may employ such other personnel, including but not limited to USTA Southern staff, as may be necessary to carry out the functions of the STF.

### **ARTICLE III**

#### **MEMBERSHIP AND VOTING.**

**SECTION 1. Voting Members.** Each person who is elected and/or Officer is a voting member of the Board with one vote.

**SECTION 2. Advisors.** Where the Chairman deems necessary to do so in order to carry out the powers and duties of the Board, the Chairman may designate a non-member(s) of the Board with particular knowledge or expertise on an issue to assist any Standing Committee or special committee with a specified issue or task. The Chairman's designee(s) are Advisors and, upon request from the Chairman, are entitled to attend or provide a report at a meeting of the Board. Advisors do not have a vote on the Board. Advisors have a vote on the committee on which they serve. The designation as an advisor terminates upon the completion of the term of the Chairman designating such Advisor.

**SECTION 3. Quorum.** At all meetings of the Board, a majority of the members are necessary to constitute a quorum for the transaction of business. The act of a majority of the members participating in or present at the meeting at which there is a quorum constitutes an action of the Board. Any Trustee may vote by proxy by giving written or oral authorization to the Chairman or any other Trustee prior to any meeting. At the discretion of the Chairman, any vote of the Board may be taken by first-class mail, or by email, fax or telephone. Any written vote is deemed official if received by the deadline date provided for receipt of the written vote.

## **ARTICLE IV**

### **MEETINGS.**

- a. Regular meetings of the Board are held at which all matters pertaining to the operation and affairs of the STF shall be discussed. The Annual Meeting of the Trustees must be held in conjunction with the Annual Meeting of the USTA Southern Section or at such other time and place designated in writing by the Chairman of the Board.
- b. Meetings of the Board may be called by the Chairman or by two members of the Board at such time and place as the call of the meeting shall fix. Such meetings may be called to be held at a place outside of the city of Atlanta, outside of Fulton County or may be held telephonically.
- c. Meetings of the STF in person, or by telephone or via electronic means are held as often as needed for the best interests of the STF.
- d. Notice of the meetings, other than the Annual Meeting held in conjunction with the USTA Southern Section Annual Meeting for which no notice is required, is given to the members of the Board by the Chairman, the Secretary/Treasurer, or the Executive Director. Notice may be given in person, first-class mail, or by email, fax, or by telephone advising of the time and place of the meeting, using the address or contact information for each Board member as shown by the records of the USTA Southern Section office. It is the duty of each member of the Board to keep the USTA Southern Section office advised of the correct address and contact information of such member. All such notices may be waived by the Chairman.

- e. The Secretary/Treasurer must maintain written minutes, recording the acts and proceedings at meetings of the Board. Such minutes must be prepared by the Secretary/Treasurer or person designated by the Secretary/Treasurer or Chairman and approved by the officer presiding at the meeting. The minutes must be distributed to the Board by mail, or by fax or email no later than forty-five days after the conclusion of the meeting and approved at the next succeeding meeting of the Board.

## **ARTICLE V**

### **COMMITTEES.**

**SECTION 1. Nominating Committee.** The Chairman of the Board appoints the Chairman of the Nominating Committee and two additional committee members for the coming year at the Annual Meeting. The Nominating Committee is responsible for submitting nominations to the Board for the annual approval of Trustees to replace the group whose term will expire and for the office of Secretary/Treasurer every two years. The proposed nominees are elected by the Board either in person, by telephone or by email vote at least forty-five days prior to the Annual Meeting of the Board.

### **SECTION 2. Hall of Fame Selection Committee.**

- a. Each year the Hall of Fame Selection Committee is responsible for selecting each year the inductees into the Southern Tennis Hall of Fame.
- b. The Hall of Fame Selection Committee shall consist of six members with staggered terms of three years each. No two members of the committee may be from the same state, and the members are not required to be Trustees except as set forth below. Members of the committee must be nominated by the STF Chairman and approved by the Board.
- c. If a vacancy occurs, the STF Chairman must nominate a replacement member and the Board vote on such nomination as soon as reasonably practicable after a vacancy occurs.
- d. A member of the Hall of Fame Selection Committee serves a three-year term and may be reelected for a second three-year term but must rotate off the committee after two consecutive terms and must be off the committee for at least one year before returning to the committee.
- e. The committee chairman must be nominated by the STF Chairman from among the existing or proposed committee members prior to the expiration of the term of the existing Committee Chairman, and be voted on for approval by the Board. If elected, the Committee Chairman serves in that position for the remainder of a current term on the committee. If the Committee Chairman is eligible to serve a second consecutive term on the committee following the conclusion of the current term, the STF Chairman is permitted to nominate the



Committee Chairman to serve a second consecutive term as Chairman, subject to Board approval.

- f. Individuals to be inducted into the Southern Tennis Hall of Fame are nominated using the criteria for nomination of inductees approved by the Board. Written nominations, with resumes and/or bios attached, are required for Selection Committee consideration. Completed nominations received on or before July 1<sup>st</sup> of any calendar year shall will receive consideration for the next calendar year induction.
- g. The Hall of Fame Selection Committee selects inductees from qualified nominations using procedures approved by the Board. Voting a nominee into the Southern Tennis Hall of Fame requires a positive vote by five of the six members of the Selection Committee. If necessary, committee members may attend meetings and vote by telephone.
- h. The Committee Chairman notifies the inductees selected for the upcoming year no later than October 1<sup>st</sup> of each year and informs the STF Chairman by the same date.
- i. The new inductees must be inducted into the Southern Tennis Hall of Fame at the Lucy Garvin Hall of Fame Banquet held during the USTA Southern Annual Meeting weekend unless otherwise approved by the Board.

**SECTION 3. Other Committees.** The STF Chairman may establish other committees necessary to advance the STF's purpose. The chairs and members of these committees (which can include Advisors and other non-Trustees) must be appointed by the STF Chairman and shall serve for the remainder of the current STF Chairman's term, unless renewed by the next Chairman at the beginning of his or her term.

## **ARTICLE VI**

### **CONTRIBUTIONS.**

The Board establishes procedures and systems for the solicitation of contributions to the STF. A system of recognition for various levels of contributions must be approved by the Board.

## **ARTICLE VII**

### **INDEMNIFICATION**

- a. The STF must indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director (as defined below) against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interest of the STF and , in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful.

For the purposes of this Article, the terms “party”, “proceeding”, “director” and “liability” shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code, which govern the indemnification of directors. “Director”, as defined by this Article, shall also include the Chairman, Vice Chairman, Executive Director, Advisors, Officers and Trustees of the STF.

- b. The STF pays for or reimburses the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding, if:
  - (1) the expenses have been approved in advance by the Chairman; and
  - (2) the director furnishes the STF a written affirmation of the director’s good faith belief that the director has met the standard of conduct set forth above; and
  - (3) the director furnishes the STF a written undertaking, executed personally or on the director’s behalf, to repay any advances if it is ultimately determined that the director is not entitled indemnification.
- c. The written undertaking required by paragraph 2 above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

## **ARTICLE VIII**

### **AMENDMENT OF BYLAWS.**

These Bylaws may be amended, altered or repealed upon the affirmative vote of two-thirds majority of the members of the Board at any annual, semiannual or special Board meeting. Any proposed alteration, amendment or repeal or any proposed new Bylaw provision must be submitted by a member of the Board. Any such proposal shall be submitted to the Secretary at least forty-five days prior to any scheduled meeting at which the amendment will be voted upon. The Secretary includes notice of such proposed amendment(s) in the notice of the meeting.

## **ARTICLE IX**

### **DISSOLUTION**

In the event of its dissolution, the residual assets of the STF will be turned over to one or more organizations which themselves are exempt organizations as described in Section 501 © 3 and 170 © 2 of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

## **ARTICLE X**

### **GENERAL PROVISIONS**

- a. The fiscal affairs of the STF may be subject to an annual audit by a firm of independent certified public accountants selected by the Board.
- b. These Bylaws-constitute the operating documents of the STF in conjunction with approved Policies and Procedures.
- c. The fiscal year of the STF shall be the calendar year unless otherwise fixed by the Board.
- d. The principal office is currently located at the offices of the USTA Southern Section, 5685 Spalding Drive, Peachtree Corners, Georgia 30092. Should the USTA Southern Section move its offices to another location, the principal office of the STF shall also move without further amendment of these Bylaws. The STF may establish such other offices as its Trustees may authorize and direct.

**APPROVED BY THE BOARD OF TRUSTEES ON JANUARY 20, 2018**