

**BY-LAWS OF  
GREATER BATON ROUGE COMMUNITY TENNIS ASSOCIATION, INC.  
(as amended November 13, 2016)**

**ARTICLE I NAME**

The name of the corporation shall be “Greater Baton Rouge Community Tennis Association, Inc.”

**ARTICLE II PRINCIPAL PLACE OF BUSINESS**

The principal office of this corporation shall be located at 9270 Siegen Lane, Suite 702, Baton Rouge, LA 70810. Any change to the Principal Office address shall be made by amendment to these By-Laws.

**ARTICLE III PURPOSE**

The purpose of the Greater Baton Rouge Community Tennis Association (“Association”) is to promote the development of tennis as a means of healthful recreation and physical fitness for all Greater Baton Rouge area residents, and to cooperate with the United States Tennis Association and other associations in the pursuit of these aims.

**ARTICLE IV MEMBERSHIP**

Members are all residents of the Greater Baton Rouge area that actively participate in tennis programs sponsored by the Association and the United States Tennis Association.

**ARTICLE V BOARD OF DIRECTORS**

1. General Powers.

The property, affairs and business of the Association shall be managed and controlled and all corporate powers shall be exercised by or under the authority of the Board of Directors.

2. Composition.

The Board of Directors of the Association shall consist of no more than 15 directors, Members of an immediate family (siblings, parent/child, grandparent/grandchild or husband/wife) may not serve on the board at the same time.

The number of directors may be increased or decreased from time to time by the Board, by two-thirds vote of all Board Members present at any duly notified and convened meeting.

(a) Eligibility, Nomination, Election and Term of Office

(i) Eligibility:

Any Association member, 18 years of age or older, may be nominated for Board service, as long as the nominee meets the restrictions and requirements contained in the Association’s By-Laws.

(ii) Nominations Process:

Nominations to the Board may be made by anyone who is 18 years of age or older in the tennis community. Nominations for Board of Directors' positions shall be opened at least three weeks prior to the Annual Meeting and will remain open until three calendar days before the Annual Meeting. The call for nominations shall be advertised on the Association's website and in the Association's emails or other means.

(iii) Nominations Oversight:

The GBRCTA President shall appoint a current Board member or the Community Coordinator to manage the nominations and voting process. The nominations coordinator shall be responsible for collecting the names of all nominees and preparing a voting ballot to be considered at the annual meeting.

(iv) Voting Eligibility and Process:

All GBRCTA members, 18 years of age and older, who attend the annual meeting shall be eligible to participate in the voting process. The vote shall take place in person at the Annual Meeting and shall not be conducted through electronic means via email, social media, etc.

(v) Term of Office:

Each director shall hold office for one year until his successor shall be elected and qualified, unless prior thereto he dies, resigns or is removed from office. The term of the office will begin on January 1 of the year following the election (e.g., if elected in November, take office the following January 1).

3. Duties

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these By-Laws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Association;
- (c) Supervise all officers, agents and employees of the Association to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these By-Laws;
- (e) Register their addresses with the Secretary of the Association;
- (f) Participate in the functions of the Association;
- (g) Perform at least 20 hours of volunteer service per year, outside of regular meeting attendance, at GBRCTA-sponsored or sanctioned events or work in support of other GBRCTA needs, such as website management, emails, marketing work, etc.

4. Compensation

Directors shall serve without compensation except they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

5. Meetings (*amended Nov 13, 2016*)

The Board of Directors may hold its ordinary meetings either within or without the State of Louisiana. Ordinary meetings shall occur at least six (6) times during the calendar year. The annual meeting may be designated as one of the ordinary meetings, if needed to comply with the minimum number as required by the Louisiana Tennis Association (LTA).

The Board of Directors must hold one (1) annual meeting for the purpose of electing the Board of Directors, and for the transaction of such other business as may come before the board. The annual meeting shall be held on or about the first Sunday in November, or on such other date as may be designated by the Board of Directors within the first three weeks of November. Notice of the annual meeting shall be posted on the Association's website at least three weeks before the meeting, to coincide with the opening of nominations for Board of Directors' positions.

Notice of ordinary meetings, except in the case of the Annual meeting, shall be given at least seven days, but not more than twenty-one days before the ordinary meeting and can be given by email, postal mail, hand delivery, and/or posting on the Association's website.

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 President or by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his absence, any other officer of the corporation, at least one day, but not more than seven days, before the meeting. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or the purpose or purposes of the meeting therein.

All meetings, whether annual, ordinary or special, shall be held at a physical location which is specified in the notice provided by the Secretary and conducted pursuant to Robert's Rules of Order.

6. Quorum (*amended Nov 13, 2016*)

Except as otherwise provided by law, the Articles of Incorporation, or By-Laws of the Association, a simple majority of the number of members of the Board of Directors at the time in office shall constitute a quorum for the transaction of business at a duly noticed meeting. If there shall be fewer than a quorum present at any meeting of the Board of Directors, a majority of those present may conduct business for the limited purposes allowed in these by-laws, or adjourn the meeting without further notice.

7. 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. Proxy voting is not allowed.

8. Vacancies (*amended Nov 13, 2016*)

Vacancies among directors and newly created directorships may be filled by a majority vote of the Board of Directors present at a meeting, whether a quorum is present or not. A director so elected shall hold office until the next annual meeting of the Association and until his successor is duly elected and qualified. Executive Committee vacancies, with the exception of President, will be filled immediately by appointment from the President until the next annual meeting of the Association. Any vacancy in the position of President will be filled immediately by the Vice-President.

9. 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 consent in writing, setting forth the action so taken, shall be signed by all the directors. A continuing written consent may be signed which authorizes the board to take action via email or other electronic means. Should actions be taken via email pursuant to a continued written consent, a majority vote of all Board members will be required for approval of an action. In the event of action taken by email or other means, the Secretary will send notice at least one day in advance to all Board members with instructions on the action proposed and the means of voting. Within 48 hours of an email vote or votes, the Secretary shall report the results (yeas, nays and abstentions) to the entire Board of Directors.

10. Removal

Any director may be removed at any time by majority vote of the Board of Directors present at any meeting. Failure to attend duly noticed meetings may be considered grounds for removal, including failure to attend two meetings during the year.

## **ARTICLE VI COMMITTEES**

1. 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 Association.

The following are standing special committees of the Association:

Grant Committee; League Committee; Community Cup Committee; Member Services Committee; USTA Programming Committee; Grassroots Committee; and Juniors Committee.

2. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the Immediate Past President, President, Vice President, Treasurer and Secretary and may delegate to such committee the powers and authority of the board in the management of the day to day business affairs of the Association, to the extent permitted, and except as may otherwise be provided, by provision of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board at the board's ordinary meetings or as the board may require.

The Executive Committee is not authorized to acquire, purchase, pledge, spend, donate, or otherwise alienate any property of the Association over the amount of \$500.00 without board approval, other than as salary for employees of the Association.

## **ARTICLE VII OFFICERS**

### 1. Officers

The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary and Immediate Past-President. 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 By-Laws or by the Board of Directors. No person may hold more than one at one time, except the offices of President and Secretary. Officers shall be members of the Board of Directors with the exception of the Past-President, who shall serve ex officio.

### 2. Eligibility, Nomination, Election and Term of Office

#### (a) Eligibility

Only current members of the Board of Directors who have served at least one year on the Board are eligible to serve as officers. The Board, through a two-thirds (2/3) vote only, may make exceptions to the one-year prior service rule, on a case-by-case basis.

#### (b) Nominations Process

Only current members of the Board of Directors may nominate officers. The nominations process for officers shall open at least three weeks prior to the Annual Meeting at which officers are due to be elected, and nominations may be received until voting ballots are distributed at that Annual Meeting.

#### (c) Nominations Oversight

The GBRCTA President shall appoint a current Board member or the Community Coordinator to manage the nominations and voting process. The nominations coordinator shall be responsible for collecting the names of all nominees and preparing a voting ballot to be considered at the annual meeting.

#### (d) Voting Eligibility and Process

Only current members of the Board of Directors may vote for the officers. The vote shall take place in person at the Annual Meeting and shall not be conducted through electronic means via email, social media, etc.

(e) Term of Office

Each officer shall hold office for two years or until his successor shall be elected and qualified, unless prior thereto he dies, resigns or is removed from office. The term of office will begin on January 1 of the year following the election (e.g., if elected in November, take office the following January 1).

3. President

The President shall be the chief executive officer of the Association and, subject to the provisions by the By-Laws 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.

4. Vice-President

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

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 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 shall perform all other duties and enjoy all other powers commonly incident to his office or as from time to time may be assigned to him by the Board of Directors.

The Treasurer will report the finances of the Association at each ordinary meeting of the Board of Directors and the annual meeting of the Association in such a manner to advise on assets, liabilities, and general expenses.

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. The Secretary shall circulate the minutes of a meeting no later than 14 days after the meeting is held.

Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Association and make same available for inspection and copying by any member of the Association. He 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 office or as may from time to time be assigned to him by the Board of Directors.

7. Immediate Past-President

The current President becomes the Immediate Past President once a new President is elected, unless the current President is involuntarily removed from office. The Immediate Past-President shall serve as an advisor to the Officers and Executive Committee. The Immediate Past-President shall serve ex officio as a non-voting member of the board. The term of the Immediate Past-President shall be limited to the number of years until a new President of the Organization is elected and the former President becomes the Immediate Past-President.

8. Removal of Officers

Officers may be involuntarily removed from office by a two-thirds (2/3) vote of board members.

**ARTICLE VIII MISCELLANEOUS**

1. Contracts, etc.

Except as otherwise provided by law or the By-Laws, such officer or officers, employee or employees, or agent or agents of the Association 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. Actions by the Executive Committee in accordance with the powers and privileges outlined in the section entitled "Executive Committee" need not be authorized by the Board of Directors.

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.

3. Fiscal Year

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

4. Notices and Waivers Thereof

Whenever any notice is required by the By-Laws, by the Articles of Incorporation, or by any law to be given to any director or officer, other than meeting notices, such notice, may be given personally, by mail or by fax, addressed to such director or officer at such address as appears in the records of the Association as the home address of the director or officer. Any waiver of such notice shall be in writing and presented to the Executive Committee. Receipt of any notice or waiver is deemed accepted upon transmission.

5. Interested Directors

In the absence of fraud, no contract or transaction between the Association and its directors 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.

Such interested director may not vote on the action, however, may be counted in determining the presence of a quorum at such meeting.

6. Limitation of Liability and Indemnity

(a) Liability

No person shall be liable to the Association 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 Association 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 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 Association against all claims and liabilities and all expenses reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which he 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 own affairs, or (b) took or omitted to take such action in reliance upon advice or counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

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.

**ARTICLE IX AMENDMENTS**

The Board of Directors shall have the power to make, alter, amend, or repeal the By-Laws 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 unless otherwise stated in these By-Laws.

**GBRCTA By-Laws as amended November 13, 2016**