

**NORTH CAROLINA TENNIS FOUNDATION
BYLAWS**

A. Name

The name of the organization is the North Carolina Tennis Foundation (“Foundation”).

B. Purposes

1. The Foundation is organized exclusively for charitable and educational purposes and shall have no other purposes. Educating the public and providing information as to the lifelong health benefits of tennis, as well as stimulation of interest in amateur tennis and good sportsmanship in schools, playgrounds and public parks in North Carolina shall be the primary purposes of the Foundation. To this end, the Foundation shall undertake to give encouragement and instruction to players of all ages and abilities (including those with disabilities), and to promote sportsmanship by providing instruction, exhibitions and other educational assistance. Further, the Foundation will endeavor to give encouragement to such activities by providing recognition in the North Carolina Tennis Hall of Fame to persons who have served the purposes of the Foundation in the state of North Carolina, it being the intent that the Hall of Fame be open to the public during normal business hours. The Foundation, in carrying out its purposes, shall cooperate with the North Carolina High School Athletic Association, the North Carolina Tennis Association, the United States Tennis Association, the USTA Southern Section, local and municipal tennis associations and other organizations promoting sportsmanship, recreation and health in communities throughout North Carolina, where the functions of such organizations coincide with the purposes of the Foundation.

2. The assets and income of the Foundation shall be used exclusively for the foregoing purposes, and no part thereof shall inure to the benefit of any private individual nor be used to carry on propaganda or otherwise attempt to influence legislation. The Foundation shall not carry on any trade or business for profit, nor shall it engage in any activities prohibited for charitable organizations as defined in the internal revenue laws of the United States. Should there be any incidental net income to the Foundation resulting from any exhibitions, tournaments or other events held or sponsored by the Foundation, the same shall be used only for the charitable purposes of the Foundation.

C. Membership and Voting.

1. The following persons shall be voting members of the Foundation: each person who has contributed money to the Foundation for the preceding three calendar years and each person who has served the interests of tennis in North Carolina by being elected to the Board of Directors of the Foundation. Each voting member shall have one vote on each matter submitted to a vote at a meeting of members.

2. Non-voting membership categories and contribution levels may be established by the Board of Directors from time to time as necessary.

D. Board of Directors.

1. The affairs of the Foundation shall be managed by a Board of Directors which shall consist of eighteen (18) members, plus Past Presidents of the Foundation. The term of office for Directors shall be three years and the terms shall be staggered so that six (6) Directors, along with persons to fill any unforeseen Board vacancies, shall be elected each year at the annual meeting of the voting members. If no quorum exists at the annual meeting of voting members, the Board of Directors shall elect the new Directors by affirmative vote by a majority of the Board members present at the Board’s annual meeting. Each Past President of the Foundation domiciled in North Carolina who is active in the Foundation (as determined by the Board) shall serve as a member of the Board so long as he or she is so qualified and shall receive a full vote at any meeting of the Foundation at which he or she is in attendance. Upon concluding his or her service as President of the Foundation, the immediate Past President has the option of moving to the Past Presidents category or finishing his/her term as a regular Board member before moving into the Past Presidents category.

3. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors at any regular or special meeting thereof. Any Director so elected to fill a vacancy shall hold office for the unexpired term of the Director whom he succeeds.

E. Officers.

1. The Officers of the Foundation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers as the Board of Directors may from time to time elect. The same person may hold any two or more of the above named offices at the same time except the offices of President and Secretary. The Officers of the Foundation shall be elected by the Board of Directors at the annual meeting thereof for a period of one year or until a successor shall have been duly elected and qualified. In the event there is a vacancy among the Officers of the Foundation, the Board of Directors shall by the affirmative vote of a majority of the Directors at any meeting thereof, fill such vacancy and elect such Officer to serve until the next annual meeting of the Board of Directors.

2. The President shall be the principal executive officer of the Foundation and shall, when present, preside at all meetings of the members and Board of Directors.

3. The First and Second Vice-Presidents, respectively, in the absence of the President, shall preside at all meetings of the members and Board of Directors, and shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors.

4. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall keep a roll of the members of the Foundation; and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5. The Treasurer shall be chief fiscal officer of the Foundation and shall have charge and be responsible for all funds and securities of the Foundation. It shall be the duty of the Treasurer to collect all contributions to the Foundation, and make all proper disbursement on behalf of the Foundation, and file all tax returns that may be required.

6. The Executive Director of the NC Tennis Association shall, unless otherwise directed by the Board of Directors, be the Executive Director of the Foundation, and shall assist the Foundation and shall perform such duties as may be assigned from time to time by the Board of Directors.

F. Meetings.

1. The annual meeting of the voting members of the Foundation shall be held between first day of October and the 31st of March of the year following of each year at a time and place determined by the President or the Board of Directors. Notice of the annual meeting shall be published no less than fifteen (15) nor more than sixty (60) days prior to the annual meeting.

2. Special meetings of the voting members may be called by the President or by a majority of the Board of Directors upon five (5) days written notice of the time and place to all members entitled to vote at such meeting.

3. Twenty five (25) of the voting members represented in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the members.

4. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the voting members of the Foundation for the purpose of election of officers and for the transaction of such other business as may come before the meeting.

5. Special meetings of the Board of Directors may be called by the President or by one-third of the members of the Board of Directors upon three (3) days written notice of the time and place of such meeting.

6. One-third of the number of Directors provided for in these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. When a quorum is not established, it shall be required that the members not present sign the minutes as having passed them.

G. North Carolina Tennis Hall of Fame.

1. Effective 1975 the North Carolina Tennis Hall of Fame was created to honor those persons who by excellence of their activities in or connected with North Carolina tennis have brought substantial recognition and esteem to themselves and to the State.

2. The inductees into the North Carolina Tennis Hall of Fame shall be selected each year by the North Carolina Hall of Fame Council selected by the Board of Directors and consisting of six (6) members with staggered terms of three (3) years each. Each Council member may serve up to two (2) terms of three (3) years. After serving two (2) consecutive three (3) year terms, he or she shall be ineligible to serve on the Council for at least a one (1) year. After at least one (1) year break, he or she may serve again. Such term limits shall not apply to a Council member serving as chairman of the Council.

3. The following rules shall be the guide the Council in the selection of inductees for the North Carolina Tennis Hall of Fame:

- a. The Council shall meet not later than September 1 of each year.
 - b. The Council shall select not more than three (3) inductees annually to be announced prior to October 1 of each year.
 - c. A quorum of the Council shall not be less than four (4) of the six (6) members thereof.
 - d. Inductees must be elected by unanimous vote of the Council.
 - e. Nominations for the inductees may be submitted to the Council by anyone prior to July 1 of each year.
4. The standards to be followed by the Council in selecting inductees shall be:
- a. The inductees shall be only those persons who by the excellence of their activities in or connected with North Carolina tennis have brought esteem to themselves and the State.
 - b. Inductees must not be an obvious choice for such an honor in another state by being more closely related to such other state than North Carolina.
 - c. Inductees who are not native to North Carolina must have maintained a residence in North Carolina for at least ten (10) years.

H. Indemnification.

1. Any person who at any time serves or has served as an Officer, Director or employee of the Foundation shall have a right to be indemnified by the Foundation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees, incurred by him or her in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitral action, suit, or proceeding (and any appeal therein), seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit or proceeding.

2. The Board of Directors of the Foundation shall take such action as may be necessary and appropriate to authorize the Foundation to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board may appoint a committee or special counsel to make such determination and evaluation.

3. Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the Foundation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provision of this bylaw.

I. General Provisions.

1. The fiscal year of the Foundation shall be the calendar year unless otherwise fixed by the Board of Directors.

2. These Bylaws may be amended or repealed and new Bylaws adopted by an affirmative vote of at least 60% of the Directors at any regular or special meeting of the Board of Directors or by the affirmative vote of at least 60% of the voting members at any annual meeting of such members.

Passed