

Bylaws

Mitchell County Community Tennis Association, Inc.

Article I. Name

Section 1. – Name: The name of the organization shall be “Mitchell County Community Tennis Association, Inc., a member organization of the United States Tennis Association, Inc.”

Article II. Office

Section 1. – Office: The principal office of this corporation shall be located at *Mitchell County Tennis Center, 85 Industrial Boulevard, Camilla, Georgia 31730.*

Section 2. – Registered Agent: The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at the address of record.

Article III. Non-Profit Purpose

Section 1. – Non-Profit Status: The Corporation is organized exclusively for the purpose as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 2. – Purpose: The specific purpose of this corporation shall be to promote and grow tennis in Mitchell County. The Mitchell County Community Association shall cooperate with the United States Tennis Association and other associations in the pursuit of these aims.

Article IV. Membership

Section 1. – Membership: Membership shall be open to all residents of Mitchell County and surrounding areas upon payment of such dues as may be fixed by the Board of Directors from time to time.

Article V. Board of Directors

Section 1. – General Powers: The property, affairs and business of the corporation shall be managed by the authority of the Board of Directors.

Section 2. – Composition: The corporation shall have no less than 5 and no more than 12 directors and collectively they shall be known as the Board of Directors.

Section 3. – Qualifications: Qualifications for directors of this corporation shall be a member in good standing with the MCCTA and age 16 or above.

Section 4. – 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 Bylaws; (b) Appoint and remove, employ, supervise and discharge, and define and set the compensation, if any, of all employees and/or subcontractors of the corporation; (c) meet at such times and places as required by these Bylaws; and (d) perform all other duties and have such other powers as may be necessary to carry out the purpose of the corporation.

Section 5. – Terms: Each director shall serve for a period of two (2) years. At each annual meeting, one-half (1/2) the number of directors shall be elected for two-year terms as to maintain staggered terms. The Board of Directors of the corporation shall have the power to fill vacancies on the Board from within its own membership. Such new members shall hold office until the next annual meeting of the members of the corporation.

Section 6. – Compensation: Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings approved by the Board of Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. – Meetings: Regular meetings of the Board of Directors shall be held at least quarterly at such place and time as the Board of Directors shall designate. Special meetings may be held at the call of the President or of one-third (1/3) of the members of the Board of Directors providing a notice of the time and purpose of the meeting is given to each member.

Section 8. – Quorum: A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

Section 9. – Removal, Resignation or Vacancy of Director: Any director may be removed at any time for cause by the Board of Directors at any meeting. Any director may resign at any time by giving written notice to the Board of Directors. Any vacancy on the Board of Directors shall be filled by affirmative vote of the Board.

Article VI. Officers

Section 1. – Designation and Election of Officers: The officers of the corporation shall be a President, President-elect, Treasurer, Secretary and Immediate Past-President, who shall be elected by the Board of Directors. All officers shall serve for two (2) years or until their successors are elected. All officers shall be members of the Corporation.

Section 2. – Annual Meeting: At least thirty (30) days before the date of the annual meeting held in January, the Officers shall appoint eligible members to serve as officers of the corporation to replace those officers whose terms will expire at such annual meeting.

Section 3. – Removal, Resignation or Vacancy of Officer: Any officer may be removed at any time for cause by the Board of Directors at any meeting. Any officer may resign at any time by giving written notice to the Board of Directors. Any vacancy of an Officer shall be filled by affirmative vote of the Board of Directors. The Board of Directors shall have the power to fill vacancies among the officers at any time and officers so elected to fill such vacancies shall serve until the next annual meeting of the Board of Directors or until their successors are elected.

Section 4. – President: The President shall be chief executive officer of the Association and, subject to the provisions by the Bylaws and to the direction of the Board of Directors, shall have the general management and control of the affairs of the Association, 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; and perform such other duties as may be incidental to the office.

Section 5. – President-Elect: The President-Elect shall perform the duties of the President in case of his/her absence, resignation or inability to act and then succeed the President after completion of his/her term.

Section 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. Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Association. He/She shall give notice of meetings and, subject to the discretion of the Board of Directors, shall perform all other duties and enjoy all other powers commonly incident to his office or as may be from time to time be assigned by the Board of Directors. In the absence of the Secretary or in the event of his/her inability to act, the President may appoint an assistant secretary to temporarily perform these duties.

Section 7. – 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 Association. When necessary or proper, he/she shall endorse on behalf of the Association for collection checks, notes and other obligations, and shall deposit all funds of the Association 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/she shall perform all other duties and enjoy all other powers commonly incident to the office or as from time to time may be assigned by the Board of Directors. In the absence of the Treasurer or in the event of his/her inability to act, the President may appoint an Assistant Treasurer to act temporarily in his/her place. The Board of Directors may require the Treasurer and any Assistant Treasurer to be bonded for the faithful discharge of duties in such sums and with such surety or sureties as the Board of Directors may determine.

Section 8. – Immediate Past-President: The Immediate Past President shall provide support and advice to the President.

Article VII. Committees

Section 1. – Committees: The Board of Directors may from time to time designate and appoint one or more 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.

Article VIII. Miscellaneous Provisions

Section 1. – Fiscal Year: The fiscal year of the corporation shall be the calendar year.

Section 2. - Checks, Drafts, Etc.: All checks, drafts, etc. for the payment of money shall be signed by an officer or officers, or agent or agents of the Association as shall be specified by the Board of Directors.

Section 3. - Limitation of 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 as an officer, director, or employee of the Association if such person 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.

Section 4. - 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 Association in good faith.

Section 5. - Books and Records: The Association 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. Dissolution of Organization

Section 1. – Dissolution: Upon dissolution of the Mitchell County Community Tennis Association, any assets remaining as property of the Mitchell County Community Tennis Association will be distributed to a tax-exempt organization. In no event will any assets of the Mitchell County Community Tennis Association be distributed to the members of the organization.

Article X. Amendments to Bylaws

Section 1. – Amendments: These bylaws may be amended, altered or repealed by an affirmative vote of the members present of the Board of Directors at any regular or special meeting called for that purpose, provided notice of the proposed change is given in the notice of the meeting at least ten (10) days prior to the meeting.