

BYLAWS
OF
SAVANNAH AREA TENNIS ASSOCIATION, INC.

ARTICLE I
NAME AND PURPOSE

Section 1.

The name of this organization shall be the “Savannah Area Tennis Association, Inc.”, hereinafter called “SATA”, incorporated under the laws of the State of Georgia as a non-profit corporation.

Section 2.

SATA shall be organized and operated exclusively for charitable and educational purposes. Its mission is to support, promote and sponsor tennis programs and instruction in the Savannah area, and to educate the public on the benefits of tennis as a means of healthful recreation and physical fitness. The officers of SATA are authorized: (i) to accept, hold, invest, reinvest and manage such funds and property as may be given to SATA by any person or entity, and (ii) to do all things that may be necessary or desirable in accomplishing the aforementioned objectives.

ARTICLE II
MEMBERSHIP

Section 1.

Membership shall be open to all residents of the greater Savannah area. Membership fees shall be determined by the Board of Directors.

Section 2.

Membership shall be acquired by joining one SATA-sponsored league team for one season and paying the established program fee (which will include membership) for that period. Membership in SATA is then valid for the next twelve months, whether or not the member plays in another SATA-sponsored league. Twelve-month membership may also be acquired by participating in an SATA-sponsored event or activity and paying the applicable program fee. Membership fee is determined according to the event and activity.

Section 3.

By applying for and accepting membership in SATA, a member agrees to follow the Bylaws, all rules and regulations of SATA, the United States Tennis Association Georgia (USTA GA.), the United States Tennis Association Southern (USTA Southern), and the United States Tennis Association (USTA), and to be bound by the grievance and disciplinary procedures set forth in the Bylaws or rules and regulations of the above organizations in resolving any complaints or grievances connected to any sanctioned tennis event or league.

Section 4.

Honorary Membership may be conferred upon persons as determined by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

Section 1.

SATA shall be governed by a Board of Directors who shall supervise or direct the affairs of the association, shall actively promote the association's purpose, and have discretion in the disbursement of its funds. It shall consist of Elected Officers (as set forth in ARTICLE IV, Section 1), Appointed Directors, and At-Large Representatives. The Board shall have regular meetings as outlined in ARTICLE VII, Section 1. Additional meetings may be called at such times and places as determined by the President. The Board shall adopt such rules for the conduct of its business as deemed necessary and may, in the execution of the powers granted, appoint committees or agents to act as directed by the Board through the Executive Committee.

Section 2.

Elected and Appointed members of the Board must be members in good standing of SATA (as defined in ARTICLE II), attend a minimum of six Board meetings per annum (unless excused by Board), and possess membership in the United States Tennis Association. At-Large members are exempt from these requirements.

Section 3.

The Appointed Directors of SATA shall consist of the individuals who coordinate the various leagues sponsored by SATA, in addition to the Local League Coordinator ("LLC") who is responsible for overall league supervision. Other appointed directors include the Volunteer Coordinator, the representative from Special Pops, the District 8 USTA Georgia Director (if a member of SATA), and the immediate past president serving ex-officio. Appointed Directors who are not SATA employees each have one

vote in organizational decisions (except those decisions reserved to the Executive Committee). Appointed Directors shall be selected by the Executive Committee and confirmed by a majority vote at the next regular meeting following the election month of the Elected Officers. Coordinators for any new or additional positions may be added to the Board by confirmation at a regularly scheduled Board meeting.

Section 4.

At-Large members shall be individuals who, by virtue of their position within the community, may be able to contribute to the SATA mission. At-Large members shall be permitted a vote on any issue before the Board except for financial and membership matters. Any Board member may nominate a candidate for At-Large membership, who must then be approved by a majority vote of the Board. The terms for At-Large members shall be for one year but may be re-elected without limitation.

Section 5.

The Executive Committee shall consist of the four Elected Officers, the LLC, the Executive Director and the most recent past President, who shall possess ex-officio membership. Any vacated position shall be filled as expeditiously as possible following the procedure in Section 9 below. Additionally, the Committee shall have the right to appoint other non-voting advisors to the Committee, contingent upon a majority vote of the Committee. The LLC and ED will be a voting member if a volunteer and a non-voting member if staff.

Section 6.

The LLC shall coordinate, supervise, and conduct the authority over all USTA league play in accordance with the rules and regulations of the USTA, USTA (Southern), USTA (GA.), and SATA. The LLC shall maintain open communications between SATA and the above-named organizations.

Section 7.

Proxy voting is permitted both within the Board of Directors and within the Executive Committee. Any member of the Board or Executive Committee may assign, in writing, their proxy to any other Board or Committee member. All proxies must be committed and advised at the start of the meeting for which the proxy is intended.

Section 8.

If a vote of the Board of Directors or of the Executive Committee is conducted by mail, telephone, or electronic means (e.g., computer E-mail), the results shall be recorded by the Secretary and included in the minutes of the next Board meeting. A quorum of members must respond before a vote is considered legal. All requests for a vote shall

have a deadline and any members not responding by the deadline shall be considered as no-votes.

Section 9.

If a vacancy occurs on the Board of Directors, the position shall be filled as follows: 1. a vacancy for an elected Director (President, Vice President, Secretary or Treasurer) shall be filled by a majority vote of the full Board; 2.a vacancy for an appointed Director (Section 3 above) shall be filled by the Executive Committee and confirmed by a majority vote of the Board. The successor will serve the remainder of the designated term. However, a vacancy of the immediate Past President shall not be filled.

ARTICLE IV
DUTIES OF OFFICERS

Section 1.

The Board shall elect a President, Vice-President, Secretary and Treasurer. The duties of each office shall be those inherent to the office to which they have been elected. These include:

(a) **President:** The President will preside as chairperson over the regular monthly SATA meetings; keep the permanent file of all Board actions; be responsible for the overall direction of SATA financial and community affairs; have the authority to appoint or remove members of all the SATA standing committees, including the chairman of any committee, with the exceptions of the League Committee, Grievance Committee and Grievance Appeals Committee (which fall under the jurisdiction of the Local League Coordinator), and be an ex-officio member of all committees but not serve as a chairman of any standing committee. All Committee appointments must be approved by a majority vote of the Board of Directors, following nomination by the SATA President.

(b) **Vice-President:** The Vice-President will assist the President in the performance of his/her duties; shall exercise any and all responsibilities specifically delegated to him/her by the President; and shall exercise all the powers of the President in case of resignation, incapacity, or death.

(c) **Secretary:** The Secretary is responsible for recording the minutes of the meetings and sending the minutes to the Board members. The Secretary will notify Board members of meetings; maintain all organizational records; keep a historical record of all Board actions; keep an official copy of the Bylaws; record approved amendments made; and keep a list of all approved Board members, chairpersons and members on the Standing Committees.

(d) **Treasurer:** The Treasurer will have the responsibility, in conjunction with the Budget and Finance Committee, of preparing an annual budget and any budget

revisions for review and approval by the Executive committee and the Board of Directors; keep an account of all moneys received and expended for the use of the association; provide financial reports for the Board of Directors during regular scheduled meetings; pay all outstanding bills and payroll within the appropriate timetable; notify the Executive Committee of any expenditure exceeding an approved budget, prior to disbursements of funds; submit an annual financial report in a form satisfactory to the Board of Directors; and prepare or have prepared appropriate tax returns for submission to the Internal Revenue Service and Georgia Tax Department.

Section 2.

The Board may also appoint an Executive Director or other employee or independent contractor to coordinate the daily activities of SATA and may pay such person reasonable compensation for such duties.

ARTICLE V
COMMITTEES

Section 1.

There shall be the following Standing Committees: Executive Committee, Nominating Committee, Budget and Finance Committee, League Committee, Grievance Committee, and Grievance Appeals Committee. The membership and specifics of these committees, other than the Executive Committee, shall be designated by the President with approval by the Executive Committee and vote of the Board of Directors (except for the League Committee, Grievance Committee and the Grievance Appeals Committee, membership of which shall be designated by the LLC with approval by the Board of Directors). There may be such other committees as may be appointed from time to time by the Executive Committee or the Board of Directors.

(a) The affairs of SATA between meetings of the Board of Directors shall be managed by the Executive Committee, whose members are shown in ARTICLE III, Section 5.

(b) Nominating: The committee shall be five members appointed by the Executive Committee with the immediate Past-President serving as chair. It shall consist of two additional members from the Board of Directors (but not Officers) and two SATA members that are not Officers or Directors. The committee will be constituted no later than two months prior to the election month of the Officers (i.e. April of each election year). The committee will gather the names of SATA members wishing to run for elected office and, from this list, present at least one candidate for each office to the Board of Directors one month prior to the election month (i.e. May).

(c) Grievance: The committee shall be appointed by the LLC and have a minimum of three members. It shall be responsible for enforcing the SATA Bylaws and associated rules and policies, all the rules and regulations of the USTA, USTA (Southern)

and USTA (GA.), and standards of conduct, fair play, and good sportsmanship. The committee shall be governed by these Bylaws and the SATA Rules and Regulations in their most recent revision.

(d) Grievance Appeals: The committee shall be appointed by the LLC and have a minimum of three members for the purpose of providing a venue for an appeal from decisions made by the Grievance Committee as a matter of due process. Appeals from decisions of this committee shall be made to USTA (GA) in accordance with procedures established by USTA (GA).

(e) Budget and Finance: The committee shall be composed of three members including the Treasurer who shall serve as Chairman. They shall be responsible for preparation of the annual budget, for any necessary budget revisions throughout the fiscal year, and any advice or recommendations on financial matters that may be brought to the Executive Committee or Board of Directors.

(f) League Committee: The committee shall be of any size for the purpose of assisting the L.L.C in matters pertaining to decisions involving league scheduling, formatting, regulating as well as plans for overall growth.

Section 2.

The Executive Committee or the Board of Directors may establish, on an ad hoc basis, any committee that is deemed necessary or useful to the Board. Upon completion of assigned duties, ad hoc committees may be dissolved.

ARTICLE VI **COMPENSATION OF DIRECTORS AND OFFICERS**

The Directors and Officers of SATA shall serve without compensation. However, SATA shall be authorized and empowered to reimburse the Directors and Officers for reasonable out-of-pocket expenses incurred by them in furtherance of the purposes of SATA.

ARTICLE VII **MEETINGS**

Section 1.

Regularly scheduled meetings of the Board of Directors shall be held on the third Monday of each month, except December. Six or more Directors shall constitute a quorum. Special meetings of the Board may be held at the call of the President, or at the request of any three Directors. Meetings shall be open to all members of SATA unless a majority of Board members present vote to retire into closed session.

Section 2.

The Executive Committee may act on issues between regularly scheduled meetings. Such issues and actions taken must be reported to the Board of Directors at the next regular scheduled meeting. Approved budgets may not be changed by the committee without the approval of the Board. The committee may take action to disburse funds when needed prior to the next regularly scheduled meeting. Such disbursements shall be set by the Board of Directors and recorded in SATA Disbursement Policy.

Section 3.

Except for voting on amendments to these Bylaws, a simple majority of all votes cast will be decisive. The Secretary will act as Parliamentarian.

ARTICLE VIII **ELECTIONS**

Section 1.

Elections of Officers shall be conducted annually during the regularly scheduled Board meeting in June. The Secretary shall be responsible for preparing the ballots for voting. The election of the Secretary and Treasurer will take place on alternate years to the election of the President and Vice President.

Section 2.

Each of the four elected Officers shall serve a term of two years, but may run for re-election without limit to the number of terms that may be served, except the President who is limited to two consecutive terms unless the Board approves an extension by 2/3 vote. Each of the appointed Board members shall serve a term of one year (as outlined in ARTICLE III, Section 3), unless appointed during mid-tenure, in which case their term shall expire at the conclusion of the current established appointment period; appointed members may be re-appointed without limit to the number of terms that may be served. At-Large members shall serve unless or until terminated by a majority vote of the Board.

Section 3.

The Nominating Committee shall submit at least one (1) name for each elected office to the Board of Directors during the regularly scheduled meeting, the month prior to the election month (i.e., May). Floor nominations for elected office, including any rejected by the Nominating Committee, shall be made to the Board of Directors at that time. Persons other than those submitted by the Nominating Committee, who are being nominated for an elected office must (1) be present to accept the nomination; (2) be a member of SATA in good standing (as defined in ARTICLE II, Section 2; (3) be a member of USTA.

Section 4.

Voting eligibility shall consist of being in good standing with SATA, and having an attendance record of six of the last eleven regularly scheduled Board meetings, but not including the meeting at which the voting takes place. The secretary is responsible for verifying all members who are eligible to vote.

Section 5.

Any Director may be removed at any time for cause at any meeting with a quorum of the Board of Directors. Removal requires the affirmative vote of at least three-fourths (3/4) of the Directors present. A removed Director's successor may be appointed at the same meeting to serve the remaining term of office.

ARTICLE IX
FINANCE AND BUDGET

Section 1.

The Fiscal Year shall be from January 1 through December 31 of each year.

Section 2.

Budgets.

(a) Each league or tennis program activity will be required to operate under the budget approved by the Board of Directors. Unless otherwise authorized by the Board of Directors, the cost of operating each league per season shall not exceed \$100.

(b) The Budget and Finance Committee will be responsible for preparing an annual Budget for review by the Executive Committee prior to submitting for Board approval at the November Board of Directors' Meeting. The proposed budget will be sent to Board Members by e-mail no later than fourteen (14) days prior to the November meeting. Any budget revisions throughout the year are to be reviewed by the Executive Committee prior to submitting for Board approval.

Section 3.

Expenditures.

(a) Once budgets are approved, all expenditures will be regulated by the SATA Disbursement Policy.

(b) Non-budgeted expenditures must be approved by the Board of Directors or a SATA Disbursement Policy.

Section 4.

Appropriate governmental tax returns and any other required reports are to be filed on a timely basis.

Section 5.

Accountability and Audits. A financial review will be performed by an internal committee within three months of the end of each Fiscal Year. This committee will be independent of the Treasurer and appointed by the President. The treasurer will submit a year-end financial report during the first regularly scheduled meeting after the financial review has been completed. An audit by an outside independent auditor may be performed with a majority vote of the Board of Directors.

ARTICLE X
PROPERTY OF THE CORPORATION

Section 1.

Contracts.

Any sale or transfer of any stock, bond, security, real estate, or any other property held in the name of SATA shall be valid only if executed by SATA acting through any two Officers authorized by the Board of Directors. Any document of conveyance or transfer executed in this manner, having affixed thereon the seal of SATA, shall in all respects bind SATA as fully and completely as if such transaction had been authorized by a specific vote of the Board of Directors and any person to whom a copy of this ARTICLE X shall have been certified by the Secretary of SATA shall be entitled to rely thereon until notified of its repeal.

Section 2.

Checks, Drafts, Etc.

All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of SATA shall be signed by such Officer(s) or agent(s) of SATA and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of SATA.

Section 3.

Deposits.

All funds of SATA shall be deposited within 30 days to the credit of SATA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4.

Gifts.

The Board of Directors may accept on behalf of SATA any contribution, gift, bequest, or transfer of property for the general purposes or any special purpose of SATA.

ARTICLE XI
SEAL

The seal of SATA shall be in such form as the Board of Directors may determine from time to time. In the event it is inconvenient to use such seal at any time, the signatures of the Officers of SATA followed by the words "Corporate Seal" enclosed in parentheses or scroll shall be deemed the seal of SATA. The seal shall be in the charge of the Secretary and shall be affixed on all corporate papers where necessary or appropriate.

ARTICLE XII
OFFICES

The principal office of SATA in the State of Georgia shall be located at 128 Brown Pelican Drive, Savannah, Georgia 31419. The principal mailing address shall be P.O. Box 16443, Savannah, Georgia 31416. SATA may have such other offices, either within or without the State of Georgia, as the Board of Directors may determine or as the affairs of SATA may require from time to time.

ARTICLE XIII
INDEMNIFICATION

Section 1.

Right to indemnification.

To the fullest extent permitted by Sections 14-3-850 through 14-3-858, inclusive, of the Georgia Nonprofit Corporation Code (which Sections are incorporated in these Bylaws by this reference), SATA shall indemnify and hold harmless any person made a Party to a Proceeding because such person is or was a Director or Officer of SATA against any Liability and reasonable Expenses incurred by such person if he or she acted in any manner he or she believed in good faith to be in, or not opposed to, the best interest of SATA and, in the case of any criminal Proceeding, such person had no reasonable cause to believe his or her conduct was unlawful; provided, however, that such person is not adjudged liable to SATA or adjudged liable on the basis that personal benefit was improperly received by such person. Further, upon application by such person and approval by the Board of Directors as provided in Section 2 of ARTICLE XIII below, SATA may pay for or reimburse reasonable Expenses incurred by such person who is a Party to the Proceeding in advance of final disposition of the Proceeding if: (i) such person furnishes SATA with a written affirmation of such person's good faith belief that he or she has met the standard of conduct described above and (ii) such person furnishes SATA a written undertaking, executed personally or on such person's behalf, to repay the advance if it is ultimately determined that such person is not entitled to indemnification under this ARTICLE XIII. For the purposes of this ARTICLE XIII, the terms, "Party", "Proceeding", "Liability" and "Expenses" shall have the meanings described in the Section 14-3-850 of the Georgia Nonprofit Corporation Code, as amended.

Section 2.

Procedure.

In order to obtain indemnification of Liability and/or advance payment of reasonable Expenses under Section 1 of ARTICLE XIII above of these Bylaws, the person seeking indemnification (the "indemnitee") shall request such indemnification and/or advance payment by notifying the President of the following:

1. The identity of the claimant and the substance and amount of the claim or claims alleged by the claimant;
2. The forum in which such claims have been asserted;
3. The date or dates upon which such claims were asserted;
4. The defenses made or intended to be made to such claims;
5. The current status of such claims;

6. The date upon which, or the period within which, resolution of such claims can reasonably be expected;
7. The anticipated amount, or probable range of amounts, for which SATA will be responsible upon any such indemnification; and
8. The anticipated amount for which advance payment is requested.

As soon as such notice is received the President shall request a special meeting of the Board of Directors as soon as practicable. Notice of the special meeting shall be given in accordance with Section 1 of ARTICLE VII, and the special meeting shall be conducted in accordance with ARTICLE VII of these Bylaws. At such special meeting, the Board of Directors may request the indemnitee to appear and/or supply additional information or documents. After all testimony, information and/or documents are received, the Board of Directors shall make a determination as to whether indemnification and/or advance payment of Liability and/or reasonable Expenses is proper under these Bylaws. Any Director seeking indemnification shall not take part in such determination. If the Board of Directors determines that such indemnification and/or advance payment is proper, SATA shall arrange as soon as practicable to pay such indemnitee's Liability and/or reasonable Expenses, as the case may be.

Section 3.

Continuing Right.

The indemnification of Liability and advancement of reasonable Expenses provided by or granted pursuant to this ARTICLE XIII shall, unless otherwise provided when authorized or ratified, continue as to an indemnitee who has ceased to be a Director or Officer of SATA and shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such person.

Section 4.

Non-Exclusivity.

The right of indemnification provided in this ARTICLE XIII shall not be exclusive of any rights to which any Director or Officer of SATA may now or hereafter become entitled apart from this ARTICLE XIII.

Section 5.

Effect of Repeal or Modification.

Any repeal or modification of this ARTICLE XIII or any applicable provision of the Georgia Nonprofit Corporation Code shall not affect SATA's rights or obligations of indemnification or Liability and/or advance payment of reasonable Expenses as they relate to any Proceeding instituted before any such repeal of modification, or thereafter

brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.

ARTICLE XIV
BOOKS AND RECORDS

SATA shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of SATA may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time upon two (2) days' advance notice.

ARTICLE XV
DISTRIBUTION OF ASSETS UPON THE
DISSOLUTION OF THE CORPORATION

Upon the dissolution of winding up of the affairs of SATA, whether voluntary or involuntary, and after all debts have been satisfied or provided for, the remaining assets of SATA shall be distributed, conveyed, delivered and paid over to one or more charitable organizations which themselves are exempt as described in Sections 501(c)(3) and 170 (c) (2) of the Internal Revenue Code of 1986, as amended, (the "Code") (hereinafter "Charitable Organizations"), as determined by the Board of Directors, or as determined by a court of competent jurisdiction upon application of the Board of Directors or upon the application of any interested person if the Board of Directors is not then in existence or fails so to act.

ARTICLE XVI
PROHIBITION AGAINST SHARING IN CORPORATE INCOME

No Director, Officer, employee, or agent of SATA, or any other private individual, shall receive at any time any of the net earnings or pecuniary profits from the operations of SATA; provided, however, that this prohibition shall not prevent the payment to any person of such reasonable compensation for services rendered to or for the benefit of SATA or distributions of earnings or profits to other Charitable Organizations in furtherance of the purposes of SATA set forth in Section 2 of ARTICLE I above.

ARTICLE XVII
PROHIBITION AGAINST NONEXEMPT ACTIVITIES

Anything to the contrary notwithstanding in these Bylaws, no Director, Officer, employee, or agent of SATA shall take any action or carry on any activity by or on behalf of SATA not permitted to be taken or carried on by a charitable organization under Code Sections 501(c)(3). No substantial part of the activities of SATA shall be the carrying on

of propaganda, or otherwise attempting to influence legislation, and SATA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XVIII
STANDING POLICIES

Section 1.

For continuity, consistency, and fairness, SATA shall establish a listing of current operating policies and maintain the list as policies are added, amended, or terminated. This list shall constitute an Annex to the SATA Bylaws.

Section 2.

Policy adoptions, amendments, and terminations shall be by majority vote at regularly scheduled Board meetings.

ARTICLE XIX
BYLAW AMENDMENTS

These Bylaws may be amended by a 2/3 vote of the Board of Directors with notice given at the previous regularly scheduled meeting.

ARTICLE XX
PARLIAMENTARY AUTHORITY

This organization shall use as its parliamentary authority, Robert's Rules of orders (revised).

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENCE THAT THE UNDERSIGNED Secretary of SATA has hereby certified that the above and forgoing Bylaws were duly adopted by the Directors of SATA as the Bylaws of SATA on the 16th day of March 2009, and further amended and approved on the 29th day of August 2018 and that they do now constitute the Bylaws of SATA.

Karen Glimmerveen, Secretary
("Corporate Seal")