

**AMENDED AND RESTATED BYLAWS
OF
ALABAMA TENNIS ASSOCIATION INC.
dba
USTA ALABAMA**

ARTICLE I

NAME AND PURPOSE

Section 1. Name. Alabama Tennis Association, Inc. dba USTA Alabama (hereinafter sometimes referred to as the "ATA") was incorporated as a non-profit corporation under the laws of the State of Alabama on October 26, 1978. The ATA is a member and a State Association (which represents the entire State of Alabama) in the USTA Southern Tennis Association, Incorporated d/b/a USTA Southern. USTA Southern is a Sectional Member of the United States Tennis Association Incorporated (hereinafter sometimes referred to as the "USTA").

Section 2. Purposes. As provided in the Articles of Incorporation of the ATA, the ATA shall have the following purposes and objectives:

- (a) To educate the public on the benefits of tennis as a means of healthful recreation and physical fitness.
- (b) To support programs that increase play and participation and advance the United States Tennis Association (USTA) mission: To promote and develop the growth of tennis.
- (c) To establish and maintain rules of fair play and high standards of sportsmanship.
- (d) To act as a State Association in USTA Southern; and
- (e) To engage in any other lawful activities which may be necessary to carry out the general purposes of the ATA.

ARTICLE II

GOVERNANCE

Section 1. USTA Alabama. USTA Alabama shall be governed by a State Association which shall be empowered by the USTA and USTA Southern to fulfill the constitutional purposes of the USTA and to manage the sport of tennis in the state's geographical area in accordance with the Constitution, Bylaws, and Regulations of USTA and USTA Southern. The boundaries of each State Association shall be determined by USTA Southern. The governing documents of each State Association shall be subject to review and approval by the USTA Southern Executive Committee to ensure consistency with the Constitution, Bylaws and Regulations of USTA and USTA Southern.

Section 2. Community Tennis Associations and Subdivisions. USTA Alabama may contain one or more Community Tennis Associations (CTA) or subdivisions, the boundaries of which shall be fixed by USTA Alabama. Each CTA or subdivision shall be governed by such rules and regulations as it shall adopt in accordance with the requirements of USTA Alabama. Such rules and regulations shall not be inconsistent with the Constitution, Bylaws, or Regulations of the USTA, USTA Southern or USTA Alabama and are subject to the review and approval of USTA Alabama.

ARTICLE III

MEMBERSHIP

Section 1. Categories of Membership. The categories of membership shall be Member Clubs and Organizations and Individual Members.

Section 2. Member Clubs and Organizations. Any Club or Organization located within the boundaries of the State of Alabama which is a Club or Organization Member of the USTA in good standing, is automatically a Club and Organization Member of USTA Southern and the ATA. The classes of membership of Member Clubs and Organizations are as set forth in the Bylaws of the USTA, as amended.

Section 3. Individual Members. Any individual residing within the State of Alabama, who is an Individual Member of the USTA, in good standing, is automatically an Individual Member of USTA Southern and the ATA.

Section 4. Classification of Membership. Classification of membership in the ATA will be consistent with the Constitution Charter, Articles of Incorporation, Bylaws, Rules, and Regulations of the USTA and USTA Southern, respectively.

ARTICLE IV

DUES AND VOTING RIGHTS

Section 1. Dues. Classifications, dues and suspensions shall be established by the USTA, and any changes thereof shall be adopted by USTA Alabama.

Section 2. Voting Rights.

a. The voting members of the Membership of USTA Alabama shall consist of the Board, and a designated representative from each member organization. Each voting member shall be entitled to one vote. The only voting members of the ATA shall be its Member Clubs and Organizations. Individual Members shall not have any vote or other rights in the ATA. Each Member Club and Organization shall have one equal vote.

b. At Board of Directors meetings, each Director shall have one vote.

Section 3. Official Delegate for Voting Member and Proxy Appointments. The representative (hereinafter sometimes referred to as the "Official Delegate") for each voting Member shall be appointed by each Member Club or Organization on or before each membership meeting at which a vote is to be taken. If the Official Delegate is unable to attend the meeting, then the official Delegate, or the Member Club or Organization, shall

be empowered to appoint, any person who is one of its members (or one of its regularly engaged tennis professionals, or official representative for a school or park & recreation) to vote as its proxy at such membership meeting. Any individual who attends a meeting and votes or attempts to vote on behalf of a Member Club or Organization as an Official Delegate or proxy must be either a member of that Member Club or Organization or one of its tennis professionals, or official representative for a school or park & recreation. In no event shall a proxy be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member executing it and is revocable by the termination of membership of the Member executing it. The President or other officer of the ATA presiding at such a meeting shall have the initial authority to determine, with or without any written evidence, the authority of the Official Delegate or any person named as proxy to act and vote for the particular Member Club or Organization; and if such determination shall not be immediately acceptable to more than ten percent (10%) of the voting Members present at such meeting, then the matter shall be resolved by a majority of the members of the Executive Committee present at such meeting who shall be entitled to vote upon such matter in private with the meeting to be in recess until determination thereof.

ARTICLE V

APPLICATIONS FOR MEMBERSHIP

Section 1. Applications. All applications for Individual Membership, Member Club and/or Organization shall be submitted in the proper form directly to USTA. Every Individual or Member Club / Organization whose mailing address is within the boundaries of Alabama and who is accepted to membership in USTA is automatically a member of ATA and USTA Southern.

Section 2. Compliance of Accepted Member with Certain Bylaws, Rules, etc. By applying for and accepting membership in USTA, a Member agrees to follow the Constitution, Bylaws, Rules and Regulations of the USTA, USTA Southern and ATA, to be bound by the grievance and disciplinary procedures set forth in the Bylaws on any controversy or complaint which the Member may have against any other Member in the USTA, USTA Southern or ATA arising out of the conduct of the Member as an officer, employee, contractor, or volunteer, or otherwise arising or resulting from the participation of the the Member in the sanctioned activities of said organizations and to fully exhaust the administrative remedies of the organizations before utilizing any court, agency or other forum to resolve said grievances or complaints.

ARTICLE VI

MEETING OF MEMBERS

Section 1. Annual Meeting. Starting in the year 2000, the Annual Meeting of the Members of the ATA for the transaction of such business as shall properly come before it, shall be held on a date between January 1 and March 31 of each year as shall be fixed

annually by the Executive Committee. Each Annual Meeting shall be held at such a place as shall be designated by the Executive Committee.

Section 2. Special Meetings. Special meetings of the Members of the ATA may be called by the President, or the Executive Committee, at any time and shall also be called upon the written request of Member Clubs and Organizations who have an aggregate voting strength of not less than ten percent (10%) of the votes entitled to be cast at such a meeting. Such request shall state the purpose(s) of the proposed meeting. Special meetings of Members shall be held at such locations as the President shall determine prior to the mailing of the notice of the meeting. Only those matters specified in the notice of the meeting shall be acted upon at a special meeting.

Section 3. Notice. Written or printed notice of the time, place, and purpose(s) of any meeting of Members of the ATA shall be given to each Member Club and Organization no less than thirty (30) nor more than fifty (50) days before the date of the meeting. Such notice shall be given by electronic mail or by website.

Section 4. Quorum. At all meetings of the ATA membership, the presence, either in person or by proxy, of the representatives of at least ten percent (10%) of the total voting strength shall constitute a quorum, and a vote of a majority of those voters present shall constitute the action of the ATA membership.

Section 5. Robert's Rules of Order. Unless inconsistent with these Bylaws, Robert's Rules of Order shall be observed in all matters.

Section 6. Order of Business. The President or presiding officer shall establish the order of business at all meetings. Adoption of that part of the report of the Executive Director or Secretary certifying voting strength shall not be subject to challenge during meetings.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the ATA shall be a President, an Executive Vice-President, four (4) Regional Vice-Presidents, and a (1) Vice-President at Large. A Secretary and a Treasurer (or Sec/Treas if office is combined) may be chosen from among the Executive Committee at the discretion of the President with approval of the Executive Committee. All other officers shall be elected by the members bi-annually for a term of two (2) years or until their successors are duly elected and qualified. The Regional Vice-Presidents shall represent the four geographical regions as shown by the map attached hereto and incorporated herein by reference. The next election of such officers shall be at the next membership Annual Meeting in the year 2020, and then in every even-numbered calendar year thereafter.

Section 2. President. The President shall be the chief executive officer and shall have general supervision over the business and affairs of the ATA. The President shall preside as Chairman at all meetings of the members and the Executive Committee. Except as otherwise herein expressly set forth, he shall appoint all committee chairmen. Also, except as otherwise herein expressly set forth, the President may appoint all other

committee members or may, in his discretion, permit chairmen of Standing committees to make their own respective appointments of committee members pending final approval by the President. The President shall be an ex-officio member of all committees except the Nominating Committee. The President may not serve more than two consecutive terms in office as President.

Section 3. Executive Vice-President. The Executive Vice-President shall assist the President in the performance of his duties and shall exercise all powers of the President in his absence, or in the case of his resignation, removal, incapacity, or death. The Executive Vice-President shall automatically succeed the Presidency.

Section 4. Regional Vice-Presidents. The Regional Vice-Presidents and the Vice-President-At-Large shall assist the President and the Executive Vice-President in the performance of their duties and any one of them, in the order designated by the Executive Committee, shall exercise all powers of the Executive Vice-President in his absence or in case of his resignation, removal, incapacity, death or his succession as President.

Section 5. Secretary. The Secretary shall, with the aid of the Executive Director and the Executive Directors staff, give notice of and recording the minutes of meeting of the members, Board of Directors and the Executive Council. The Secretary shall perform such other duties as may from time to time be assigned to him or her by the President or Executive Committee. In case of the absence or incapacity of the Secretary, the Executive Director shall fulfill the duties of the Secretary until a new Secretary shall have been appointed as set forth in Section 1 above.

Section 6. Treasurer. The Treasurer shall, with the aid of the Executive Director acting as Controller, be responsible for the financial management and controls of the USTA Alabama. Each year, the Treasurer, with the assistance of the Executive Director, shall prepare a budget for the forthcoming calendar year and shall insure that the accounts of USTA Alabama are audited annually. The Treasurer shall insure that all expenditures not included in the approved budget for the year, or expenditures which exceed line items in the approved budget, are approved in accordance with the current financial policies. The Treasurer shall serve as chairperson for the Finance & Investment Committee and the Audit Committee.

Section 7. Vacancies. In case one or more vacancies shall occur in the elected offices by reason of death, resignation, removal or otherwise, the Executive Committee shall, by majority vote, elect a successor for the unexpired term or terms of such respective predecessor, subject to removal as herein elsewhere provided.

Section 8. Removal. At any meeting of the Executive Committee any officer or officers, by a vote of not less than five (5) members of the Executive Committee, may be removed from office for reasonable cause, and his successor or their successors may be elected by a majority vote of the Executive Committee; provided, however, the Secretary and Treasurer (or Sec/Treas if office is combined), if not a member of the Executive Committee, may be removed at any time by the Executive Committee with or without cause.

Section 9. Delegation of Duties of Officers. The Executive Committee may delegate the duties and powers of any officer of the ATA to any other officer or to the Executive Director for a specified period of time for any reason that the Executive Committee may deem appropriate.

ARTICLE VIII

EXECUTIVE DIRECTOR

Section 1. Executive Director. ATA shall have an Executive Director who shall be responsible for the day-to-day operations and the functioning of the office of the ATA, and shall be appointed by, and shall serve at the pleasure of, and at the compensation fixed by the Executive Committee. The Executive Director shall be directly responsible for executing all Board Decisions, employing, and dismissing USTA Alabama personnel, managing budgetary and contract processes working within the scope of the approved annual budget, and overseeing staff work. The Executive Director shall perform such other duties as may be requested by the by the President or the Board.

ARTICLE IX

COUNSEL

Section 1. Counsel. The President may, with the consent of the Executive Committee, appoint a Counsel who shall, when called upon by the President or the Executive Committee, advise or represent USTA Alabama on legal matters. The Counsel must be a member of the Bar in good standing of the State and shall serve without compensation, except by special authorization of the Executive Committee.

ARTICLE X

THE EXECUTIVE COMMITTEE

Section 1. Definition. Under Article Five of the Articles of Incorporation of the ATA, it is stated that the Board of Directors is also known as the Executive Committee. For all purposes, the Executive Committee is the Board of Directors; and the Executive Committee shall have the same powers, duties, and authorities of the Board of Directors under applicable laws, statutes and the Articles of Incorporation; and each member of the Executive Committee shall be and is in fact a director of the ATA for all purposes under applicable laws, statutes and Articles of Incorporation.

Section 2. General Powers. The business and affairs of the ATA shall be managed by and under the control of the Executive Committee. Members of the Executive Committee shall serve without pay.

Section 3. Composition. The Executive Committee (sometimes known as the Board of Directors) shall be composed of the following eight (8) officers; the President, the Executive Vice President, the four (4) Regional Vice-Presidents, the Vice-President at Large, and the Immediate Past-President (or other past officer appointed by the President if

the Immediate Past-President is unable or unwilling to serve). Notwithstanding the foregoing, the Immediate Past-President is (or such other past officer appointed by the President if the Immediate Past-President is unable or unwilling to serve) shall serve only as a non-voting member of the Executive Committee.

Section 4. Term. The term of office of each member of the Executive Committee in such a capacity shall be the same as the term for which such person was elected or appointed as an officer.

Section 5. Annual Meeting. The Annual Meeting of the Executive Committee shall be held immediately before, or after on the same day and at the same place as the Annual Meeting of the Members; provided, however, any such Annual Meeting may be held at any other time and place which shall be specified in a notice given as herein provided for special meetings, or in a consent and waiver of notice thereof, signed by all members of the Executive Committee. The Executive Committee may provide, by resolution, the time and place for the holding of additional regular meetings of the Executive Committee without other notice than by such resolution.

Section 6. Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the President, the Executive Vice President, or any four (4) members of the Executive Committee. The person or persons authorized to call special meetings of the Executive Committee may fix the time and any place, within the State of Alabama, as the time and place for holding any such special meeting called. Any such meeting may also be held by telephone conference.

Section 7. Notice. Notice of any Annual or special meeting of the Executive Committee shall be given either by (a) written notice at least seven (7) days in advance of such meeting, (b) verbally in person or by telephone at least forty-eight (48) hours in advance of such meeting by communication with such member of the Executive Committee in person or by telephone; or (c) by electronic mail at least forty-eight (48) hours in advance of such meeting. Any Executive Committee Member may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Executive Committee need to be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business; but if less than such majority is present, a majority of the members present may adjourn the meeting from time to time until a quorum is present. If a quorum is present when the meeting is convened, the members present may continue to do business, acting by a vote of a majority of the quorum, until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, or the refusal of any member present to vote.

Section 9. Manner of Acting. The act of a majority of the voting members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

Section 10. Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a written

consent thereto shall be signed by all voting members of the Executive Committee. Such written consent shall be filed in the Offices of the ATA and shall be received by-electronic mail.

Section 11. Vacancies. In case one or more vacancies shall occur in the Executive Committee by reason of death, resignation, removal or otherwise of any member of the Executive Committee, the vacancy shall be filled as provided in Article VII, Section 7(corrected) from above.

Section 12. No Proxy Voting. No voting of a member of the Executive Committee by proxy will be permitted.

Section 13. Other Voting Provisions. The President, or other officer serving as the Chairman of the Executive Committee, will be counted in order to determine a quorum but the President will not vote except to break a tie vote.

ARTICLE XI

STATE DELEGATE

Section 1. Election by Executive Committee. The President of the ATA shall also serve as the State Delegate of the ATA to USTA Southern.

Section 2. Vacancy. In case a vacancy shall occur in the position of the State Delegate by reason of death, resignation, removal or otherwise, the successor President of the ATA shall serve as the State Delegate.

Section 3. Removal and Successor State Delegate. The Executive Committee may remove the State Delegate from such position by a vote of not less than five (5) members of the Executive Committee, with or without cause, and his successor as State Delegate will be the successor President, if able to serve in such capacity as State Delegate, or otherwise, any other member of the Executive Committee elected by a majority vote of the voting members of the Executive Committee.

Section 4. Temporary Substitution. The Executive Committee may, at any time, appoint a substitute State Delegate in the place and stead of the official State Delegate for such USTA Southern meetings or for such period of time as it may determine, but not beyond the expiration of the anticipated unexpired term of the official State Delegate. The appointment of such a substitute shall be subject to withdrawal or revocation at any time by the Executive Committee. In the event the official State Delegate is unable, for any reason to represent the ATA at any USTA Southern meeting, and if circumstances are such that the Executive Committee cannot timely appoint such substitute State Delegate, then the President may appoint a substitute State Delegate for such USTA Southern meeting at with the official State Delegate is unable to attend.

Section 5. Duties and Reports. The State Delegate shall represent the ATA to the best of his ability at the meetings of USTA Southern and shall promptly make such general and special reports of such meetings to the Executive Committee as may be considered by the State Delegate to be sufficiently important or appropriate.

ARTICLE XII

COMMITTEES

Section 1. Standing Committees. The ATA shall have the following Standing Committees each consisting of a chairman and committee members appointed or designated as provided in these Bylaws: Executive Committee, Nominating Committee, Grievance Committee, Grievance Appeals Committee, Constitution and Rules Committee, Finance and Investment Committee and Audit Committee. It may have such other committees as may be appointed from time to time by the President. All members of committees shall serve without compensation. Each committee shall have a specified purpose. All members of committees shall serve without compensation for committee associated responsibilities and they shall reside within the geographical boundaries of USTA Alabama during their term.

Section 2. Executive Committee. The Executive Committee shall consist of the President, Executive Vice President, four Regional Vice Presidents, and Vice President at Large. A Secretary and Treasurer (or Sec/Treasurer if offices are combined) shall be appointed at the will of the President. The Executive Committee shall be responsible for oversight of the business of USTA Alabama and shall manage the affairs of the Association. The Executive Committee has the authority to extend sanctions across all programs administered by USTA Alabama when such sanctions are imposed due to violation of any of the following:

- (a) Articles of Incorporation.
- (b) By-laws.
- (c) Rules and regulations of the USTA which are adopted by USTA Alabama as a State member of the USTA and all Rules and Regulations of USTA Alabama, so long as these rules and regulations apply to all programs which the sanctioned member participates or may participate.
- (d) Standards of good conduct, fair play and good sportsmanship.

The Executive Committee shall submit a budget for the Association to the Member Clubs and Organizations for approval at the USTA Alabama Annual Meeting. It shall approve all official policies of USTA Alabama.

Section 3. Nominating Committee. The Nominating Committee shall be composed of five (5) members, the chairman of which shall be the Immediate Past-President (or other past officer appointed by the President if the Immediate Past-President is unable or unwilling to serve as such Chairman). The other four (4) members, one from each of the four regions of ATA as shown in the attached map, shall be appointed by the Chairman of the Committee. No other member of the Nominating Committee may be a current officer. No member of the Nominating Committee may be nominated for election as an Officer or Board member during the individual's term on the Nominating Committee, or any unexpired portion thereof in the event of resignation from the Nominating Committee by such member. For an election year, the Nominating Committee will be announced 90 days prior to the Annual Meeting of the Members. This Committee will present in writing (via electronic mail or website) to the Membership a slate of officers for consideration at least sixty (60) days in advance of the Annual Meeting. If, prior to the Annual Membership meeting for election of officers, any person so nominated dies, becomes incapacitated or declines to accept nomination, the vacancy in the nominations may be filled by the Nominating Committee and the name of such persons as may be selected by such Committee shall be placed in nomination at the Annual Meeting by an

appointee duly selected for such purpose by the Nominating Committee. If other candidates are desired to be submitted by the members for consideration, nominations may be made by petition executed by Member Clubs and Organizations having a total vote of no less than one-third of the total voting membership, which petition must be filed with the Executive Director or Secretary no later than thirty (30) days after the publication of the Nominating Committee's slate. A notice of the names of such nominees in such petition and their proponents shall be e-mailed to the members on or before fourteen (14) days prior to the date established for the Annual Meeting. Voting at the Annual Meeting may be by secret ballot, as determined by the President or other presiding officer at such Annual Meeting. No nominations may be made by the members from the floor, except as herein above provided in this Section by the Nominating Committee, and only candidates nominated as provided in this Section shall be eligible for election as officers of the ATA.

Section 4. Grievance Committee. The Grievance Committee shall be composed of a Chairman, Vice-Chairman and one other person, all appointed by the President, with the approval of the Executive Committee. This Committee shall be responsible for enforcing the Articles of Incorporation, Bylaws and all the rules and regulations of the USTA and STA, which are adopted by the ATA as a State Association of the STA, and for monitoring and enforcing the standards of good conduct, fair play, and good sportsmanship. However, all grievance and grievance appeal actions arising out of USTA, USTA Southern or USTA Alabama Adult League programs will be administered according to appropriate USTA Regulations. The Grievance Committee shall establish specific operating procedures for administering all grievances filed with USTA Alabama, except those arising out of USTA, USTA Southern, USTA Alabama Junior Team Tennis or USTA Alabama Adult League Programs. These procedures and any subsequent changes shall be submitted to the Executive Committee for approval. The approved procedures will be made available through the USTA Alabama office or the official USTA Alabama website. The Grievance Committee shall have the authority to impose any of the following penalties:

- (a) Reprimand.
- (b) Probation.
- (c) Suspension from participating in any tournament or other events sanctioned by USTA Alabama. In the event of an egregious act involving bodily injury or the threat thereof by the person against whom the grievance is filed, said person may be immediately suspended from participating in any tournaments or other events sanctioned by USTA Alabama, pending the outcome of the grievance.
- (d) Suspension of a person who is associated with the member or event, including, but not limited to, a parent, guardian, coach, official or tournament staff member.
- (e) Loss of certification and/or sanction.
- (f) Fine, in an amount not to exceed \$500.
- (g) Any combination of the above.

Section 5. Grievance Appeals Committee. The Executive Committee constitutes the ultimate appeal authority for any grievance action coming under the purview of the full Grievance Committee. Any decision on an appeal to the Executive Committee will be considered final and binding unless otherwise specified in these Bylaws or the Bylaws or regulations of USTA. Any member who is suspended for a period of six months or longer and who has exhausted all appeals within the USTA Alabama grievance procedures may appeal the suspension to USTA. Any suspension may be vacated by the Executive Committee, provided compelling evidence supports such action.

Section 6. The Constitution and Rules Committee. The Constitution and Rules committee shall be composed of a Chairman and no less than two other persons appointed by the President. This Committee shall review all USTA, USTA Southern and USTA Alabama regulations, Bylaws and Articles of Incorporation as well as any proposed amendments for consistency and clarity and shall submit recommended changes to the Executive Committee. This Committee is staffed, as needed, by the President of the Executive Committee.

Section 7. The Investment and Finance Committee. The Investment and Finance Committee shall be composed of the President, the Treasurer and other members of the Executive Committee as deemed necessary by the President. The Treasurer shall serve as chairperson of this committee. This Committee shall oversee the finances of the ATA and report to the Executive Committee all findings and suggestions regarding fiscal matters of the ATA. The Investment and Finance Committee shall be responsible for making recommendations to the Executive Committee on the proposed annual budget and for management of the ATA investment portfolio. The Committee has the authority to engage an outside, independent consultant to provide financial advice as needed.

Section 8. The Audit Committee. The Audit Committee shall be composed of the President, the Treasurer and at least one other member of the Executive Committee. The Treasurer shall serve as the chairman of the Audit Committee. The Audit Committee shall be responsible for the oversight of the audit process, for ensuring the internal controls over financial and tax reporting are maintained in a satisfactory manner and for ensuring all tax filings and regulatory reporting requirements are being met. The Audit Committee shall be responsible for engaging an outside, independent accounting firm for the annual audit and for reporting of findings to the Executive Committee.

Section 9. Committee Administration. The Chair of each committee shall preside at all meetings, be responsible for the functioning of the committee, and unless the Chair appoints a secretary to the committee, shall keep a record of its proceedings. The members of all committees shall serve at the pleasure of the President, or until a two (2) year term expires, whichever comes first. The following shall constitute a quorum for the transaction of business for committees:

- (a) Executive Committee-not less than two thirds (2/3) of its members.
- (b) Nominating Committee-not less than three-fifths (3/5) of its members.
- (c) Grievance Committee-not less than two-thirds (2/3) of its members.
- (d) A Quorum for the transaction of business for any other committee shall be not less than one-third (1/3) of the members of such committees.

Motions shall be approved by a simple majority of those present at a committee meeting so long as the quorum requirements have been satisfied. Members of any committee may participate in the meeting of the committee by telephone conference or similar communication. Participation in the meeting pursuant to this Section shall constitute being present in person at such a meeting. In addition, specific issues may be voted on by members of committees by electronic mail. Meetings of any committee shall be held at such place and time to be determined by its chairman. One-half (1/2) of the members of any committee shall have the power to call a committee meeting. All committees shall keep minutes of their proceedings, copies of which shall be sent by the committee chairman or secretary to the Executive Director for filing with the records of USTA Alabama. No member of any committee shall have the power to appoint a proxy to attend any committee meeting on behalf of the committee member.

Section 10. Number of Persons on Committees. Except as otherwise expressly provided in these Bylaws: the President, with or without recommendation of the respective chairman of any committee, may decide upon the number of other members for any such committee; and the President, or at his discretion the chairman of any particular committee, may make such committee appointments.

Section 11. Vacancies on Committees. Any vacancies on any committees shall be filled in the same manner as herein provided for the original appointment of such committee chairmen and other committee members as set forth in Article VIII, Section 2 above; provided, however, that in the event of the vacancy of the office of chairman of the Nominating Committee, such vacancy shall be filled by the President with the advice and consent of the other officers of the ATA.

ARTICLE XIII

REIMBURSEMENT

Section 1. The President or Executive Director may authorize and direct the reimbursement to any individual of necessary and reasonable expenses incurred for travel, housing, meals, office, mailing, telephone and other expenses in connection with the business of the ATA.

ARTICLE XIV

OFFICES

Section 1. Offices. The principal office of the ATA shall be located in Hoover, Alabama or such other location as the Executive Committee may select.

USTA Alabama, 1108 Herrington Street, Hoover, Alabama 35242

ARTICLE XV

FISCAL YEAR

Section 1. Fiscal Year. Unless otherwise set by the Executive Committee, the fiscal year of the ATA shall be the standard calendar year.

ARTICLE XVI

MISCELLANEOUS

Section 1. Waiver of Notice. Whenever any notice is required to be given under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before for after the time stated therein, shall be equivalent to the giving and receipt of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee at a meeting shall constitute a wavier of notice of such meeting, except where any such member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XVII

AMENDMENTS

Section 1. Procedure. These Bylaws shall be subject to alteration, amendment, or repeal and new Bylaws not inconsistent with any provision of the Articles of Incorporation may be made either:

(a) By the affirmative vote of a majority of the voting members, present and voting at any meeting of the Members; provided notice of the proposed alteration, amendment, repeal or restatement of the Bylaws shall be included in the notice of such meeting of the voting members, or.

(b) By the affirmative vote of a majority of the voting members of the Executive Committee present and voting at any meeting of the Executive Committee, provided notice of the proposed alteration, amendment, repeal or restatement of the Bylaws shall be included in the notice of such meeting of the Executive Committee, and, provided further, that no proposed alteration, amendment, repeal or restatement of the Bylaws shall be adopted by the Executive Committee unless the voting members of the ATA shall have received not less than thirty (30) days prior notice of the proposed alteration, amendment, repeal or restatement.

Section 2. Amendment of USTA Bylaws. Any amendment to the Bylaws of the USTA concerning membership and voting power shall automatically affect an amendment to the corresponding section of these Bylaws and shall be subject to review at the next Annual Meeting of the Membership.

Section 3. Introduction of Proposed Amendment. etc. Any proposed alteration, amendment, repeal, restatement, or any new Bylaws provision permitted to be made hereunder shall be submitted by, or sponsored by, a Member Club or Organization or a member of the Executive Committee only. Any such proposal shall be submitted to the President or Executive Vice President and the Executive Director or Secretary at least forty-five (45) days prior to any scheduled meeting at which the amendment shall be voted upon. The Executive Director or Secretary shall include the same in any notice as required by these Bylaws.

Section 4. Aid of Counsel. The President, with the aid of an attorney selected by him, may make language and stylistic changes considered advisable to implement the intent of the Bylaws, and to make conforming changes required to avoid inconsistencies or conflicting provisions. The President shall inform the Executive Committee of any such language, stylistic and conforming changes.

ARTICLE XVIII

DISSOLUTION

Section 1. Event of Dissolution. In the event of its dissolution, the assets of USTA Alabama shall be distributed for exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code to the Alabama Tennis Foundation, an IRS-approved 501 (c) (3) organization or other IRS approved 501 (c) (3), non-profit organizations as determined by the Executive Committee. No profit or benefit may inure to the benefit of any private Executive Committee Member, staff member, or USTA member or individual.

These Amended and Restated Bylaws were unanimously approved by the Executive Committee on 2/7/2024

These Amended and Restated Bylaws were approved and adopted by the Membership at its Annual Membership meeting held on TBD .

C Aja., President
Tony Tumlin

Executive Committee Member
Bruce Larsen

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