

ALABAMA TENNIS FOUNDATION, INC.

BY-LAWS

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BYLAWS

ARTICLE I

NAME, LEGAL STATUS AND PURPOSES

SECTION 1. Name. The name of the corporation is the "ALABAMA TENNIS FOUNDATION, INC." doing business as "ALABAMA TENNIS FOUNDATION" (hereafter referred to as the "Foundation").

SECTION 2. Legal Status.

- a. The Foundation is incorporated as a nonprofit, charitable, educational organization under the laws of the state of Alabama.
- b. The Foundation is organized exclusively within the meaning of Section 501 © 3 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States Internal Revenue Laws of the United States.

SECTION 3. Purposes.

- a. The Foundation is organized exclusively for charitable and educational purposes and has no other purposes. Educating the public and providing information as to the lifelong health benefits of tennis as well as the stimulation of interest in tennis and good sportsmanship in schools, playgrounds and public parks is the primary purpose of the Foundation. To that end the Foundation gives encouragement to players of all ages and abilities (including adults with disabilities) through providing grants and coaching, funding instruction, and by supporting special events and educational opportunities. Further, the Foundation endeavors to encourage such activities by providing recognition in the Alabama Tennis Hall of Fame to persons who have brought substantial recognition and esteem to themselves, the USTA Southern Section and the sport of tennis.
- b. The Foundation, in carrying out its purposes, cooperates with the United States Tennis Association, the USTA Southern Section, the USTA Alabama Tennis Association and other local and municipal tennis associations where the functions coincide with the purposes of the Foundation.
- c. As a nonprofit corporation, the Foundation has no capital stock and no shareholders, and no part of the net earnings, income or profit of the Corporation inures to the benefit of or be distributable to its directors, officers or other private individuals except that the Corporation

may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable, scientific and educational purposes.

ARTICLE II

GOVERNANCE – BOARD OF TRUSTEES

SECTION 1. Composition.

- a. The Foundation is governed by a Board of Trustees, being USTA Alabama Executive Board of Directors, (hereafter referred to as the “Trustees”), which consists of not more than eight members, including the three Officers identified in Section 2.
- b. The Board of Trustees membership shall include at least one Trustee from each of the 4 sections comprising the territory of the USTA Alabama Tennis Association, the immediate Past President of the USTA Alabama Executive Board of Directors and the current President of USTA Alabama Executive Board of Directors.

SECTION 2. Officers.

- a. The officers of the Board are:
 - a Chairman, who is the immediate past President of the USTA Alabama Executive Board of Directors
 - a Vice Chairman, who is the current President of the USTA Alabama Executive Board of Directors
 - a Secretary/Treasurer, position filled as needed.
- b. All officers are Trustees of the Foundation.
- c. The Secretary/Treasurer must be elected by the Board either in person, by telephone or by email vote at least forty-five days prior to the Annual Meeting and serves a two year term. The Secretary/Treasurer is elected every two years and may not serve more than two consecutive terms.
- d. A vacancy in an office may be filled by a Trustee for the unexpired term by the Board. The candidate to fill the vacancy for the remainder of the unexpired term of an officer must be elected by the surviving or continuing Trustees in person, by telephone or by email.

SECTION 3. Officers’ Responsibilities.

- **Chairman.** The Chairman shall
 - serve as Chief Executive Officer of the Foundation and preside at all meetings of the Foundation;
 - execute on behalf of the Foundation such contracts and other papers as may be proper under the authority of the Foundation;
 - serve as principal officer of the Foundation, and be responsible for carrying out the powers and duties of the Foundation; and
 - serve as an ex-officio member of all Standing Committees of the Board and any special committee which may be created.

- **Vice Chairman.** The Vice Chairman shall
 - perform the duties and exercise the powers of the Chairman in the absence or disability of the Chairman; and
 - perform such duties as may be assigned to the Vice Chairman by the Trustees.

- **Secretary/Treasurer.** If elected, the Secretary/Treasurer shall
 - attend all meetings of the Trustees and record all votes and prepare the minutes of all proceedings of the Foundation;
 - perform like duties, when required, for any committees created by the Chairman or the Foundation;
 - give, or cause to be given, notice of all meetings of the Trustees in accordance with these Bylaws;
 - have oversight of the funds and securities of the Foundation;
 - prepare a proposed budget with input from the Chairman, Vice Chairman and/or the USTA Alabama Executive Director for Board approval for the forthcoming fiscal year; and
 - insure that accurate records of the fiscal affairs of the Foundation are kept.

- **Executive Director.** The Executive Director shall
 - be the administrative officer of the Foundation and perform such duties as may be prescribed by the Trustees.

- execute on behalf of the Foundation such contracts and other papers as may be proper under the authority of the Foundation; and
- serve as the Executive Director of the USTA Alabama Tennis Association. However, subject to Trustee approval, the Executive Director may designate another employee of the USTA Alabama Tennis Association to serve as the Executive Director of the Foundation.

SECTION 4. Counsel.

- a. With the consent of the Board of Trustees, The Chairman may appoint a Counsel who advises or represents the Foundation on legal matters when called upon by the Chairman, the Executive Director or the Trustees.
- b. The Counsel must be a member of the bar in good standing of a State within the territory comprising the USTA Alabama District.

SECTION 5. Compensation of Officers, Trustees, Counsel and Additional Employees.

- a. All Trustees and Officers of the Foundation serve without compensation.
- b. Counsel serves without compensation, except by special authorization of the Trustees.
- c. Trustees, Officers and Counsel are required to complete and sign a Code of Ethics and a Conflict of Interest form in January of each year of service on the Foundation.
- d. The Chairman of the Foundation may authorize the reasonable reimbursement of expenses incurred by any person in conjunction with the business of the Foundation according to the Board approved Expense Reimbursement Policy. The Trustees may employ such other personnel, including but not limited to USTA Alabama Tennis Association staff, as may be necessary to carry out the functions of the Foundation.

ARTICLE III

MEMBERSHIP AND VOTING

SECTION 1. Voting Members. Each person who is elected and/or Officer is a voting member of the Trustees with one vote.

SECTION 2. Advisors. Where the Chairman deems necessary to do so in order to carry out the powers and duties of the Foundation, the Chairman may designate a non-member(s) of the Trustees with particular knowledge or expertise on an issue to assist any Standing Committee or special committee with a specified issue or task. The Chairman's designee(s) are Advisors and, upon request

from the Chairman, are entitled to attend or provide a report at a meeting of the Trustees. Advisors do not have a vote on the Foundation. Advisors have a vote on the committee on which they serve. The designation as an advisor terminates upon the completion of the term of the Chairman designating such Advisor.

SECTION 3. Quorum. At all meetings of the Trustees, a majority of the members are necessary to constitute a quorum for the transaction of business. The act of a majority of the members participating in or present at the meeting at which there is a quorum constitutes an action of the Foundation. Any Trustee may vote by proxy by giving written or oral authorization to the Chairman or any other Trustee prior to any meeting. At the discretion of the Chairman, any vote of the Trustees may be taken by first-class mail, or by email, fax or telephone. Any written vote is deemed official if received by the deadline date provided for receipt of the written vote.

ARTICLE IV

MEETINGS

- a. Regular meetings of the Foundation are held at which all matters pertaining to the operation and affairs of the Foundation shall be discussed. The Annual Meeting of the Trustees must be held in conjunction with the Annual Meeting of the USTA Alabama Executive Board of Directors or at such other time and place designated in writing by the Chairman of the Board.
- b. Meetings of the Trustees may be called by the Chairman or by two members of the Foundation at such time and place as the call of the meeting shall fix. Such meetings may be called to be held at a place outside of the city of Hoover, outside of Shelby County or may be held by telephone or via electronic means.
- c. Meetings of the Foundation in person, or by telephone or via electronic means are held as often as needed for the best interests of the Foundation.
- d. Notice of the meetings, other than the Annual Meeting held in conjunction with the USTA Alabama Annual Meeting for which no notice is required, is given to the members of the Board by the Chairman, the Secretary/Treasurer, or the Executive Director. Notice may be given in person, first-class mail, or by email, fax, or by telephone advising of the time and place of the meeting, using the address or contact information for each Trustee member as shown by the records of the USTA Alabama office. It is the duty of each member of the Trustees to keep the USTA Alabama office advised of the correct address and contact information of such member. All such notices may be waived by the Chairman.
- e. The Secretary/Treasurer must maintain written minutes, recording the acts and proceedings at meetings of the Trustees. Such minutes must be prepared by the Secretary/Treasurer or

person designated by the Secretary/Treasurer or Chairman and approved by the officer presiding at the meeting. The minutes must be distributed to the Trustees by mail, or by fax or email no later than forty-five days after the conclusion of the meeting and approved at the next succeeding meeting of the Trustees.

ARTICLE V

COMMITTEES

SECTION 1. Hall of Fame Selection Committee.

- a. The Hall of Fame Selection Committee is responsible for selecting the inductees into the Alabama Tennis Hall of Fame each year.
- b. The Hall of Fame Selection Committee shall consist of five members. Members of the Selection Committee must be Hall of Fame members. Members of the committee must be nominated by the Foundation Chairman and approved by the Board.
- c. If a vacancy occurs, the Foundation Chairman must nominate a replacement member and the Trustees will vote on such nomination as soon as reasonably practicable after a vacancy occurs.
- d. The Committee Chairman must be nominated by the Foundation Chairman from among the existing or proposed committee and be voted on for approval by the Trustees.
- e. Individuals to be inducted into the Alabama Tennis Hall of Fame are nominated using the criteria for nomination of inductees approved by the Trustees. Written nominations, with resumes and/or bios attached, are required for Selection Committee consideration. *Completed nominations received on or before August 1st of any calendar year will receive consideration for the next calendar year induction.*
- f. The Hall of Fame Selection Committee selects inductees from qualified nominations using procedures approved by the Trustees. Voting a nominee into the Alabama Tennis Hall of Fame requires a positive vote by four of the five members of the Selection Committee. If necessary, committee members may attend meetings and vote by telephone.
- g. The Committee Chairman notifies the inductees selected for the upcoming year no later than October 1st of each year and informs the Foundation Chairman by the same date.
- h. The new inductees must be inducted into the Alabama Tennis Hall of Fame at the USTA Alabama Hall of Fame Banquet held during the USTA Alabama Annual Meeting weekend unless otherwise approved by the Trustees.

SECTION 3. Other Committees. The Foundation Chairman may establish other committees necessary to advance the Foundation’s purpose. The chairs and members of these committees (which can include Advisors and other non-Trustees) must be appointed by the Foundation Chairman and shall serve for the remainder of the current Foundation Chairman’s term, unless renewed by the next Chairman at the beginning of his or her term.

ARTICLE VI

CONTRIBUTIONS

The Trustees establish procedures and systems for the solicitation of contributions to the Foundation. A system of recognition for various levels of contributions must be approved by the Trustees.

ARTICLE VII

INDEMNIFICATION

- a. The Foundation must indemnify, to the fullest extent permitted by the Alabama Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director (as defined below) against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interest of the Foundation and , in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual’s conduct was unlawful.

For the purposes of this Article, the terms “party”, “proceeding”, “director” and “liability” shall have the meanings given to them in the provisions of the Alabama Nonprofit Corporation Code, which govern the indemnification of directors. “Director”, as defined by this Article, shall also include the Chairman, Vice Chairman, Executive Director, Advisors, Officers and Trustees of the Foundation.

- b. The Foundation pays for or reimburses the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding, if:
 - (1) the expenses have been approved in advance by the Chairman; and
 - (2) the director furnishes the Foundation a written affirmation of the director’s good faith belief that the director has met the standard of conduct set forth above; and

- (3) the director furnishes the Foundation a written undertaking, executed personally or on the director's behalf, to repay any advances if it is ultimately determined that the director is not entitled indemnification.
- c. The written undertaking required by paragraph 2 above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE VIII

AMENDMENT OF BYLAWS

These Bylaws may be amended, altered or repealed upon the affirmative vote of two-thirds majority of the members of the Trustees at any annual, semiannual or special Trustees meeting. Any proposed alteration, amendment or repeal or any proposed new Bylaw provision must be submitted by a member of the Trustees. Any such proposal shall be submitted to the Secretary at least forty-five days prior to any scheduled meeting at which the amendment will be voted upon. The Secretary includes notice of such proposed amendment(s) in the notice of the meeting.

ARTICLE IX

DISSOLUTION

In the event of its dissolution, the residual assets of the Foundation will be turned over to one or more organizations which themselves are exempt organizations as described in Section 501 © 3 and 170 © 2 of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

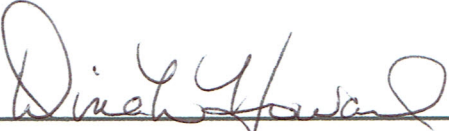
ARTICLE X

GENERAL PROVISIONS

- a. The fiscal affairs of the Foundation may be subject to an annual audit by a firm of independent certified public accountants selected by the Trustees.
- b. These By-laws constitute the operating documents of the Foundation in conjunction with approved Policies and Procedures.

- c. The fiscal year of the Foundation shall be the calendar year unless otherwise fixed by the Trustees.
- d. The principal office is currently located at the offices of the USTA Alabama Tennis, 1108 Herrington Street, Hoover, AL 35242. Should the USTA Southern Section move its offices to another location, the principal office of the Foundation shall also move without further amendment of these Bylaws. The Foundation may establish such other offices as its Trustees may authorize and direct.

THESE AMENDED AND RESTATED BYLAWS WERE UNANIMOUSLY APPROVED BY THE BOARD OF TRUSTEES ON February 6, 2021


Dinah Howard

TRUSTEE CHAIRMAN

Last Modified August 15, 2010