

**AMENDED BY-LAWS
OF
ADVANTAGE TAMPA BAY TENNIS, INC.**

ARTICLE I. Name and Establishment

ADVANTAGE TAMPA BAY TENNIS, INC. (ATB) is a not-for-profit organization incorporated under the laws of the state of Florida.

The name, symbols, and logos of ATB may be used only with the express written permission of the Board of Directors.

ARTICLE II. Goals

ATB has been established in recognition of the desire of men and women of the gay community in and around the Tampa Bay Area to participate in organized tennis activities. The objectives of ATB and its Board of Directors shall be as follows:

- a. To establish policy for, coordinate, and promote the sport of tennis for its members for pleasure, recreation, and other non-profit purposes, of which no part of the net earnings, if any, shall inure to the benefit of its members;
- b. To accept and recruit new members and encourage their full participation without regard to race, sex, age, national origin, religion, sexual orientation, marital status, family responsibility, material possessions, physical handicap, skill level, political affiliation, or place of residence;
- c. To recognize the service its members provide to the sport of tennis and their achievement within the sport;
- d. To promote and support local, national, and international tennis activities;
- e. To encourage the sharing and development of skills for all of its members;
- f. To adopt rules and regulations for the conduct of various forms of play, the scheduling of court time, and for paying participation fees;
- g. To ensure that services and programs are properly operated through an annual budget and sound financial practices; and
- h. To sponsor and promote social activities for members and non-members.
- i. To add to the richness of the Tampa Bay gay and lesbian community and our community in general.

ARTICLE III. Membership

Section 1 – Qualifications

Membership in ATB shall be open to all men and women who are at least 18 years of age without regard age, race, religion, or sexual orientation.

Section 2 -- Membership

- a. The membership year of ATB shall be from August 1 to July 31. Any individual joining during a membership year shall be a member until the end of that membership year.
- b. Individual members of ATB shall be required to pay annual dues as established by the Board of Directors. The Board of Directors shall establish dues for a membership year, and may establish reduced dues for individuals joining partially through a membership year.
- c. An individual desiring to join ATB shall submit a signed membership application with all requested information truthfully filled in and shall waive any claims against ATB for possible injuries resulting from ATB activities. If application is made through the ATB website the individual must fill in all of the required blanks and click through and agree to accept the same waiver.
- d. In addition to the annual dues, members may be required to pay participation fees as may be determined by the Board of Directors in order take part in individual ATB tennis activities.

Section 3 – Standing

Members in good standing are those members who (a) have paid their dues as described in Article III, Section 2; (b) are current in any other financial obligations that they may owe to ATB; (c) have waived any claims against ATB for possible injuries resulting from ATB activities, and (d) have not had their membership suspended or revoked as may be provided herein.

Section 4 -- Revocation of Membership

After prior written notice of at least 7 days to the individual member, the Board of Directors may vote by 2/3 majority of a quorum to revoke the membership of a member of ATB for conduct detrimental to the welfare and goals of the organization. The Board of Directors shall refund any unused portion of the annual dues of the individual whose membership has been revoked, less any financial obligations that such person may owe to ATB.

Section 5—Action by Members

A majority of the members of ATB may take any action at any time by vote at a special meeting called for that purpose or by written assent to the action to be taken prior to it being taken.

ARTICLE IV. Board of Directors

Section 1 -- Powers and Duties

a. The Board of Directors shall be the governing and policy making body of ATB and shall be authorized to take such action and render such decisions as may be necessary and appropriate to accomplish the objectives of ATB and to protect and promote the interests of ATB and its members.

b. The Board of Directors has general responsibility to oversee: (1) all activities sponsored, planned, or approved by ATB and its individual directors; (2) the participation of ATB in activities sponsored by other individuals or groups; and (3) the use of ATB's name, symbols, or logos in any manner.

Section 2 – Responsibilities

Board members are expected to do the following: (1) fulfill the responsibilities of their offices; (2) be financially accountable for their activities on behalf of ATB; and (3) make every effort to attend meetings of the Board.

Section 3 – Qualifications

All members of the Board of Directors shall be members in good standing of ATB and either duly elected or appointed as may be herein provided.

Section 4 – Composition of the Board

The Board of Directors of ATB shall be comprised of the following Officers (hereinafter referred to as "Board Members," "Directors," or "Officers"), each of whom shall be elected for and hold the office described (collectively referred to as "The Board" or "The Board of Directors"):

(1). Chair: The Chair shall manage the affairs and activities of ATB and shall have such powers and duties as usually appertain to the office and as may be directed by the Board of Directors. The Chair, subject to approval of the Board of Directors, shall:

- a. Be the presiding officer at all meetings of the Board of Directors of ATB;
- b. Make arrangements for all meetings of the Board of Directors, the annual meeting of the general members, and any special meeting, and notify all prospective participants of their time and place (in the case of meetings of the membership, such announcement shall be made through the Scribe);
- c. Prepare an agenda for meetings of the Board of Directors with the advice of other directors, chairs, and members;

- d. Have the power to interpret these by-laws and rule on them;
- e. Appoint the heads of committees, facilitate the coordination and consistency of the activities of these Committees, and serve as an ex officio member of all committees.

(2). Secretary/Scribe: The Secretary/Scribe ("Scribe") shall be the author of minutes and the custodian of records of ATB, and shall be the reporter of ATB activities to the Membership. Specifically the Scribe shall:

- a. Be the custodian of all non-financial records of ATB, its officers, and established committees.
- b. Keep and/or be given timely records of all proceedings, correspondence, rules, policies, or other documents pertaining to ATB activities.
- c. Keep complete and accurate minutes of all meetings of the Board of Directors and provide copies of the minutes to each member of the Board;
- d. Prepare or pass along all general league correspondence, surveys, and announcements to league membership, including weekly announcements to the membership and any newsletters. All Chairs, Directors, and Members shall submit information, surveys, or correspondence to be disseminated to the general membership through the Scribe who shall, except by vote of the Board in a specific instance, be solely authorized to use the ATB email and mailing lists for correspondence with the overall membership;
- e. If in doubt about the appropriateness of any correspondence requested to be made to the general membership, request the approval of the Board or require the approval of the Board;
- f. Have general responsibility for maintenance of the ATB website and its contents;
- g. Conduct appropriate correspondence with other organizations or individuals and prepare and timely submit all necessary non-financial applications, reports, or other documents to other organizations;
- h. Conduct elections unless precluded by other sections of these by-laws;
- i. Have the power to interpret these by-laws and rule on them;
- j. Conduct meetings of the Board in the absence of the Chair;
- k. Be proficient in the written English language;
- l. Have access to a computer with internet access, and good computer skills; and
- m. Perform other duties as directed by the Board of Directors.

(3). Treasurer: The Treasurer shall manage the funds and financial records of ATB. The Treasurer shall oversee the financial accountability of ATB, its officers, established committees and tournaments, and all projects or activities sponsored by ATB. Specifically, the Treasurer shall:

- a. Receive and disburse all funds of ATB upon proper authorization and maintain complete and accurate records of all receipts and disbursements, including categorizing each item of income and expenditure based upon type and ATB activity to which it applies, and each membership payment based upon the name of the member and the purpose for which it was paid;
- b. Provide monthly income statements breaking down types of income and expenditures and the ATB activities to which they apply, and balance sheets showing current assets and liabilities, to the Board of Directors, and provide other income statements, balance sheets or financial reports as may be from time requested by the Board of Directors;
- c. Provide an income statement for the current fiscal year, breaking down types of income and expenditures and the ATB activities to which they apply, and a balance sheet for the year, at the annual meeting;
- d. Assist officers and committee chairs in the preparation of their annual budget proposals, review these budget proposals, and prepare ATB's proposed annual operating budget for the upcoming fiscal year for review and approval by ATB's Board of Directors;
- e. Promptly notify the Chair and the Board of any financial error or irresponsibility or of any actual or potential financial imbalance, irregularity, or impropriety; and
- f. Perform other duties as directed by the Board of Directors.

(4). Team Tennis Director: The Team Tennis Director shall have primary responsibility for formulating and running ATB's Team Tennis. The Team Tennis Director, subject to approval of the Board, shall:

- a. Research and propose times, places, fees, and activities for Team Tennis;
- b. Propose rules for Team Tennis and along with the Scribe, a Team Tennis Manual;
- c. Be responsible for actively managing ATB's Team Tennis activities;
- d. Be responsible for reporting all results of Team Tennis activities to the Scribe for reporting to the membership;
- c. Have access to a computer with internet access, and good computer skills.

d. Perform other duties as directed by the Board of Directors.

(5). Ladder Director: The Ladder Director shall have primary responsibility for formulating and running the league's Tennis Ladder(s). The Ladder Director, subject to approval of the Board, shall:

- a. Research and propose times, places, fees (if any), and activities for Ladder Tennis;
- b. Propose rules for Ladder Tennis and along with the Scribe, a Ladder Tennis Manual;
- c. Be responsible for actively managing ATB's Ladder Tennis activities;
- d. Be responsible for reporting all results of Ladder Tennis activities to the Scribe for reporting to the membership;
- e. Have access to a computer with internet access, and good computer skills.
- f. Perform other duties as directed by the Board of Directors.

(6). Women's Director: The Women's Director (which position is limited to a woman unless the position is vacant and no woman is willing to run or be appointed) shall have primary responsibility for formulating and running the league's special programs for women. The Women's Director, subject to approval of the Board, shall:

- a. Research and propose times, places, fees (if any), and activities for women's night or events;
- b. Formulate rules for Women's night or other Women's events;
- c. Have access to a computer with internet access, and good computer skills.
- d. Perform other duties as directed by the Board of Directors.

(7). Social Director: The Social Director shall have primary responsibility to plan and direct social events for the League membership, and will work with the Team Tennis, Ladder, and Women's Directors to help coordinate any social events for them. The Social Director, subject to the approval of the Board, shall:

- a. Research and propose times, places, fees (if any), and activities for league socials which should preferably be at least every other month;
- b. Actively organize and run social activities;
- c. Aid in planning and running social activities with the Team Tennis Director, Ladder Director, and Women's Directors for their awards ceremonies or other events;

c. Perform other duties as directed by the Chair or the Board of Directors.

(8). Membership Director: The Membership Director shall be responsible for recruiting, maintaining, and cataloging ATB members. The Membership Director, subject to approval of the Board, shall:

a. Be primarily responsible for recruiting new members through advertising, referrals from existing members, and personal interaction;

b. Be primarily responsible for ATB's voicemail and membership related email and appropriately respond to all inquiries regarding membership;

c. Be primarily responsible for designing, along with the Scribe, all membership forms and required waivers, and ensuring that all members have properly executed forms on file in the Membership Director's or Secretary's possession;

d. Ensure that all members pay the required membership fee, document the membership fee paid, and ensure the fee is timely delivered to the Treasurer;

e. Ensure that all new members are properly orientated and given a welcome package including t-shirt, as applicable;

f. Maintain, along with the Secretary, ATB's membership roster or database including member names, addresses, phone numbers, email addresses, and payment history in a manner that is accessible to the Board members or can be provided to the Board members;

g. Serve as the liaison between ATB and the GLTA;

h. Disseminate information from the GLTA to the Board, to the Scribe, and in person to the membership, as appropriate;

i. At the request of any member determine GLTA ranking, registration, eligibility, or tournament information and/or assist with such member's GLTA related query or problem;

j. Actively encourage participation of the membership in GLTA tournaments by providing information, applications, coordination of doubles partners (for those who need one), and options for transportation, housing and accommodations directly in person or through the Scribe;

k. Report on the tournament results of ATB members to the Scribe for dissemination to the membership;

l. Keep an updated GLTA information packet containing GLTA rules and regulations for ATB and for sanctioned tournaments.

m. Have access to a computer with internet access, and good computer skills.

n. Perform other duties as directed by the Board of Directors

(9). Tournament Chair: The Tournament Chair will have primary responsibility for ATB's tournaments, including the Citrus Classic, Florida Cup, or any other tournament hosted by ATB. The Tournament Chair, subject to approval of the Board, shall:

a. Chair a Tournament Committee composed of members appointed by the Tournament Chair, which committee members may be delegated duties by the Chair;

b. Research and propose times, places, fees, and activities for ATB tournaments;

c. Formulate and propose, along with the Scribe, a tournament entry form;

c. Formulate and propose, along with the Scribe, rules for Tournament events;

d. Formulate and propose, along with the Treasurer, a Tournament Budget;

e. Formulate and propose, along with the Social Director, social activities for tournament events;

f. Be responsible for managing all tournament activities;

g. Be responsible for recording and reporting to the Scribe, and GLTA if applicable, the results of all tournament activities;

f. Have access to a computer with internet access, and good computer skills.

g. Perform other duties as directed by the Board of Directors.

Section 5 -- Holding More than One Board Office

An officer may hold more than one office by election only as specified in Article VI. The board may temporarily fill any vacant office by appointment of another member of the Board to such vacant position as described in Section 6 below.

Section 6 --- Vacancy in Office

In the event of a vacancy among the officers of the Board of Directors, nominations for the vacant position shall be solicited by the Board (see Article VII) if there are over 90 days left in the Board's term. An election shall be held if more than one nominee submits a

nomination in the time given, else the nominee may be approved by the Board without an election. If no nominees come forward after solicitation or there are less than 90 days until the end of the Board term, the Board may appoint another officer or ATB member to fill such vacancy.

Section 7-- Removal of Officers

Any elected officer of ATB may be removed for just cause by a two-thirds majority vote of the Board members present taken at two consecutive meetings, provided that the officer who is subject to this action is given at least 7 days prior notice of the meetings, the action to be taken, and an opportunity to be heard.

Section 8 -- Compensation for Service

Members of the Board of Directors shall not receive fees or monetary compensation for their service on the Board.

Section 9 – Joint Office Holders (Adopted at 2 consecutive meetings of the Board 8-5-08)

Two members may jointly run for an office by each indicating on their nomination forms that they are running jointly with the other for the office. Joint officers may divide or share duties as they so desire but shall be jointly and severally responsible for all the duties to be performed for that office by these bylaws. Only one need be present at any board meeting to represent the office, and only one vote may be cast on behalf of the office, as determined between them. In the event that joint officers cannot agree on a vote to be taken, the vote shall be null. Both shall be required to be noticed for any board meetings. In the event one joint officer resigns or is individually removed, the remaining joint officer shall continue to hold the office for the remainder of the term.

ARTICLE V. Meetings of the Board of Directors

Section 1 -- Structure and Procedure

- a. Meetings of the Board of Directors shall be called by the Chair at least once a month. However, the Board may elect not to hold a meeting in any given month, provided that such a vote does not obtain for any two consecutive months.
- b. Five days notice of the time and location of each meeting shall be made to each Board member by the Chair, Secretary, or a designee, except that in case of emergency the notice period may be shortened as reasonably necessary.
- c. The Chair, or any three Board Members, can call a special meeting of the Board. Three Board members may call a meeting by giving notice to the Chair or Secretary.
- d. The Chair or a designee shall chair each meeting. In the absence of the Chair or a designee of the Chair, the Secretary shall chair the meeting.

- e. The Chair, or a designee, shall develop an agenda for each meeting that includes committee reports, old and new business, and other appropriate items.
- f. A simple majority of the members of the Board shall constitute a quorum for the conduct of business.
- g. Failure of an officer to attend 3 or more monthly meetings of the Board may be just cause for removal under Article IV, Section 7.

Section 2 -- Voting by Directors

- a. Each office of the Board of Directors shall have one vote. If one person holds more than one office under these by-laws, such person shall have one vote for each office held.
- b. Decisions of the Board shall be by a majority of votes cast, including abstentions, of the officers present constituting a quorum, unless otherwise provided herein. Voting by written proxy (emailed or faxed is acceptable) shall be permitted. Proxies shall be submitted to the Secretary.
- c. The Board may make a decision without a meeting and without notice if a majority of all Officers vote in favor of such decision or consent to such decision. Such a vote may be taken by electronic means through the internet on the ATB website or via email, by telephone, by personal contact, or in writing. In any case of a decision made without a meeting, the Secretary shall notify all of the Board Members of the decision within 5 days of its passage.
- d. Decisions of the Board shall be final and binding upon all members of ATB. Any member of ATB may request that the Board reconsider a prior decision and may present the Board with arguments or evidence supporting a in the decision within 30 days after receiving notification of the decision, provided that such request is made in writing.

Section 3 -- Sunshine Provision

The meetings of the Board of Directors are open to all members of ATB who are in good standing. Members of ATB shall be notified of all meetings. Non-members of ATB may attend Board meetings at the invitation or with the consent of the Chair, who shall insure that their participation is limited to the purpose of their visit.

ARTICLE VI. Elections; Transitions

Section 1 – Nominations

- a. The Secretary shall be responsible to prepare and deliver to the membership a nomination form describing each director position in the language of Article IV and requesting written statements for the particular candidacy as may be directed by the Board, as well as a space for the signature of the nominee, at least 15 days before the Election Date. The Board shall set a reasonable deadline for nominations to be returned to the Secretary (at least 7 days after they are delivered) for inclusion in the election ballot. The Secretary shall accept the duly

executed nomination of any member in good standing as defined by Article III, Section 3 which is returned by the deadline. If a particular office has no nominee at the deadline, the deadline for those offices shall be extended, and another nomination form may be distributed for such office(s) and any member, including a member who is already a candidate for another office, may nominate himself/herself for those offices which remain unfilled after the deadline; provided, however, that any nomination made after the deadline which would be for multiple offices shall be withdrawn from the ballot in the face of a nomination from a member not running for multiple offices. The Board may set reasonable deadlines for all nominations. A nominee may withdraw his/her nomination at any time but may not re-nominate for the same office in the same elections. If an office is left with no nominee after a withdrawal, nominations shall be taken as described herein.

Section 2 – Voting for Directors

- a. The Annual Meeting and election of Directors shall be on or about February 15 of each year. The exact date(s), time(s) and place(s) of the election shall be determined by the Board. The Secretary shall announce the date(s), time(s) and place(s) of the election.
- b. The election shall be by secret ballot at the election site(s) but the Secretary shall check off the roster each member who turns in a ballot to prevent double voting. Mail-in and electronic balloting shall be allowed but shall not be secret. Each member who submits a mail-in or electronic ballot shall be checked off the roster. In the case of electronic balloting, the ballot must be received in the manner(s) specified by the Secretary by election day(s). In the case of mail-in balloting, if the Board gives such option, the ballot must be postmarked by the Election Day, or earlier as may be reasonably required by the board in order to determine the winning candidates on Election Day. A proxy may be given by a member to another member to vote in his or her stead. Any such proxy shall be surrendered for a ballot.
- c. Write-in votes shall be allowed.
- d. The winning candidates are those who receive a majority of the votes cast for their respective offices.
- e. If no candidate for a specific office wins a majority of the votes cast for that office, the Board shall conduct a runoff election with the top 2 candidates for that position within 15 days.
- f. In order to request a recount, a losing candidate must contact the current Chair and request a recount within 5 days of the ballots being counted.

Section 3. Counting of Votes.

The Secretary shall hold the ballots until they are counted unless the Secretary is running for a board position, in which case the Secretary shall designate the Chair or alternate Officer who is not running for election to hold the ballots. The Board of Directors shall meet at a reasonable time after the close of voting to count the ballots. After counting the ballots, the Board shall notify the membership of the results. The ballots shall be given to the Secretary

or his designee for safe keeping until after a time period of 5 days for a losing candidate to request a recount has passed (notice must be delivered within 5 days after notification of the results).

Section 4 -- Term of Service

a. The newly elected Board will take office on March 1 of each year and serve a one-year term. Any vacancies filled after March 1 will expire at the end of the Board term.

Section 5 -- Duty of the Outgoing Board

The outgoing Board shall conduct a Board meeting on or about March 1, giving notice to all newly elected Officers, to transfer their offices to the newly elected officers and Board. It shall be the duty of the outgoing Board members to counsel and advise new members of the status of prior activities, current programs, and future plans. All files, records, documents, equipment, supplies, banners, and other ATB property maintained by outgoing Board members shall be turned over to their successors.

Article VII. Meetings of the General Membership

Section 1 -- ATB Annual Meeting

Following at least 10 days notice to all members of ATB, an annual meeting of the membership of ATB shall be held on or about February 15 of each year. The purpose of the meeting shall be to review the status, activities, and plans of ATB and to conduct any other business of ATB as may be appropriate. A quorum to conduct business at the annual meeting shall be a simple majority of the members of ATB present. Voting for Officers shall be conducted at the Annual Meeting.

Section 2 -- ATB Special Meetings

Following at least 10 days notice to the full membership of ATB in good standing, a majority of the Board of Directors or 20% of the membership may call a special meeting of the membership of ATB. A quorum to conduct business at the special meeting shall be a simple majority of the members of ATB present. Business to be conducted at a special meeting shall be limited to that which is specified in the notice.

ARTICLE VIII. Financial Practices and Contracts

Section 1 -- Cash Management

a. All of ATB's funds shall be maintained in a federally insured bank or financial institution. The terms and locations shall be approved by the Board of Directors.

b. All disbursements of ATB's funds shall be by check bearing the signatures of the Treasurer and one other officer of the Board of Directors. (If the Treasurer holds two or more offices, the Treasurer must obtain the signature of another person, who is an officer of ATB, in order

to disburse funds by check.) Each check shall be supported by a written receipt, or other appropriate documentation, showing the purpose of the expenditure. The documentation shall include the requestor's name, the payee's name, the amount of payment, and the purpose and use of the payment. The Treasurer shall retain all payment request forms and supporting documentation for seven years.

c. If the payment request relates to an itemized expense included in ATB's annual budget for an applicable program, the payment may be made without further action by the Board of Directors, except that the Board may require that all expenditures be approved by the Board if the financial position of ATB becomes tenuous.

d. If the payment request relates to an item that was not included in ATB's annual budget or normal recurring expenditures, the Board of Directors must approve the payment before the expenditure is made. The approval shall be documented in the minutes of the Board.

e. As soon as possible following their receipt, but in no event later than 10 days, all funds accruing to ATB shall be remitted to the Treasurer, or the Board's designee, who shall promptly deposit the funds in ATB's bank account. Funds remitted to the Treasurer, or the Board's designee shall be accompanied by appropriate documentation showing the nature and source of the receipt and a listing that identifies from which individual member or participant the funds were collected. This documentation shall be used by the Treasurer in support of accounting entries made into the books of account.

f. ATB's funds shall not be used for personal loans to any individual or to other organizations.

g. The Treasurer shall be responsible for completing reconciliation between the bank statements and checking account register on a monthly basis. The reconciliation, with copies of the bank statements attached, shall be approved by the Board and subsequently maintained in ATB's accounting records. The Treasurer shall retain all bank statements including deposit slips, canceled checks, and any other relevant documents for at least seven years.

h. The Treasurer shall receive and disburse all funds of ATB upon proper authorization and maintain complete and accurate records of all receipts and disbursements, including categorizing each item of income and expenditure based upon type and ATB activity to which it applies, each membership payment based upon the name of the member and the purpose for which it was paid, and each sponsorship or other item of income based on its payee and the purpose for the payment.

i. The checking account register shall be maintained in customary written form and in electronic form which is capable of being converted to a qif (quicken interchange format) computer file format, and the Treasurer shall provide a complete qif file of all ATB checking transactions upon request of the Board. The qif file shall be maintained with appropriate expense and income categories (ie, court costs, balls, food, etc.), as well as with appropriate classes or departments (i.e., team tennis, tournament, general)

Section 2 – Budgets

- a. The Treasurer shall prepare a proposed operating budget for ATB for the upcoming fiscal year in March of the current year to be approved by the Board of Directors at its April meeting. Upon approval by the Board, the annual budget shall be effective for the term of the current Board of Directors.
- b. All budgets shall be prepared on a cash basis.
- c. The proposed operating budget shall show monthly activity and separately identify the sources and uses of all funds (purpose or type) related to a particular program sponsored by ATB. Sources and uses of funds for all programs shall be combined in a master budget.
- d. The Treasurer may delegate the preparation of the proposed budgets for particular programs to an Assistant Treasurer or other individual, but shall remain responsible for the completion of all of the program budgets.
- e. The Tournament Committee shall have its own program budget.
- f. Budgets for ATB programs that begin in one fiscal year and conclude in a subsequent fiscal year shall also include projections for sources and uses of funds that are expected to occur during the months that fall in a subsequent fiscal year.
- g. The annual budget of ATB and the budgets for particular programs, as approved by the Board, may be amended with appropriate justification. If an amendment is approved, the amended budget shall have the force of the original budget.

Section 3 – Contracts

All contracts and/or financial obligations entered into in the name of ATB must have the approval of the Board of Directors. In addition, unless specifically approved by written resolution of the Board otherwise, contracts and/or financial obligations must be signed by at least two officers of the Board, one of whom shall be the Chair, or in the case of Tournament related business, the Tournament Chair. (If one person holds two or more offices, that person must obtain the signature of another person, who is an officer of ATB, to sign contracts and/or financial obligations). This means that without a resolution of the Board, no one officer of ATB, Director of Citrus Classic, chair of any committee, or member of ATB shall have any power or authority to bind ATB to any contract or agreement, pledge its credit, or render it liable for any purpose or any amount.

Section 4 -- Expenses Incurred on behalf of ATB by Members and Officers

- a. The members of the Board of Directors, chairs of committees, or other individual members of ATB shall receive reimbursement for expenses properly incurred on behalf of ATB if the expense was approved as part of ATB's budget or was authorized by the Board in advance.
- b. If an expense was not approved as part of ATB's budget and there was insufficient time

to bring the matter to the Board's attention prior to the expense being made, the Board may approve the reimbursement after the expense has been incurred, but if it declines to do so such expenditure shall not be reimbursable.

ARTICLE IX. Committees and Representatives

Section 1 -- Committees; In General

- a. At its discretion, the Board of Directors may establish any committee or dissolve any committee it establishes. All committee members shall be members of ATB in good standing.
- b. If the Board of Directors establishes committees, the chairs of these committees shall serve for a term designated by the Board. If no term is established, the chair of a committee shall serve until the Board votes for removal.
- c. The Tournament Chair shall appoint members to the tournament committee, including a tournament director, registrar, referee, and such other appointees as may be necessary or desired, subject to confirmation by the Board.
- d. Committee Chairs and Members serve at the discretion of the Board of Directors and may be removed at any time by the Board.

ARTICLE X. Eligibility and Rules for Tennis Play

Section 1 – Eligibility

- a. All regularly scheduled participants in ATB tennis leagues, as well as approved substitutes shall be required to (1) have paid their dues to ATB as described in Article III, Section 2(a), have paid any participation fees as determined by the Board; (3) be current in any other financial obligations that they may owe to ATB; and (4) have waived any claims against ATB for possible injuries resulting from ATB activities.
- b. ATB tournament participants shall pay all fees execute any applications required for such tournament as required by the Board, and shall have waived any claims against ATB for possible injuries resulting from ATB activities.

Section 2 -- United States Tennis Association (USTA) Rules Govern

The rules that govern league play and tournaments conducted by ATB are the Rules of Play of the USTA, as may be amended from time to time. The Board may amend or promulgate additional rules to tailor USTA rules and regulations to ATB tennis activities.

ARTICLE XI. Dissolution

Section 1 – Procedure

The Board of Directors may adopt a resolution recommending that ATB be dissolved and directing that the question of dissolution be submitted to a vote at a meeting of the full membership of ATB, which may be either an annual or special meeting. Written or printed notice stating the purpose, or one of the purposes, of the meeting is to consider the advisability of dissolving ATB, shall be given to each member at least 10 days prior to the date of the meeting. A resolution to dissolve ATB shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at the meeting.

Section 2 -- Distribution of Assets

Upon adoption of a resolution to dissolve ATB, the assets of ATB shall be distributed as follows:

- a. All liabilities and obligations of ATB shall be paid, satisfied and discharged, or adequate provision shall be made thereof;
- b. Assets held by ATB upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- c. Assets received and held by ATB subject to limitations, permitting their use only for charitable, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of ATB, under a plan of distribution adopted by ATB; and
- d. Any remaining assets shall be distributed in accordance with a plan of distribution adopted by ATB.

Section 3 -- Plan of Distribution

A plan providing for the distribution of assets shall be adopted by ATB as follows: The Board of Directors shall adopt a resolution recommending a plan of distribution and directing that the plan be submitted to a vote at a meeting of the general members of ATB, which may be either an annual or special meeting. Written or printed notice setting forth the proposed plan of distribution or a summary of the dissolution shall be given to each member at least 10 days prior to the date of the meeting. The plan of distribution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at the meeting.

Section 4 – Revocation

ATB may revoke the action taken to dissolve the corporation as follows: The Board of Directors shall adopt a resolution recommending that the voluntary dissolution proceedings be revoked, and directing that the question of the revocation be submitted to a vote at a meeting of the general members of ATB, which may be either an annual or special

meeting. Written or printed notice stating that the purpose, or one of the purposes, of the meeting is to consider the advisability of revoking the voluntary dissolution proceedings, shall be given to each member at least 10 days prior to the date of the meeting. A resolution to revoke the voluntary dissolution proceedings shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at the meeting.

ARTICLE XII. Amendments

These by-laws may be amended by the affirmative votes of two-thirds of the voting members present of the Board of Directors at two consecutive meetings, or by a majority vote of the members present at the annual meeting of the general membership of ATB, or at a special meeting of the members called for purposes of amending the by-laws in which the notice specifies the amendment to be made.

ARTICLE XIII. Notice

Unless otherwise provided herein, any notice required hereunder shall be by any means reasonably calculated to be received by the intended party, including electronically by email, fax, or phone, or in person, or by US mail. In the case of US mail, the mail shall be deemed to be delivered the next business day after postmark. Unless notice is required to a specific person hereunder, no action taken in a regular meeting of the Board or annual meeting of the Members shall be voidable for lack of notice if a majority of all of the Board (in the case of Board action) or a majority of all of the membership voted for such action.

I hereby certify that these by-laws were duly adopted on May 17, 2001 at an annual meeting of the members.

Darryl Creighton
Scribe

1st Amendment: These by-laws were amended on January 29, 2002 after 2 consecutive meetings of the board of directors approved merging the office of GLTA representative into the office of Membership Director.

Darryl Creighton,
Scribe

2nd Amendment: These by-laws were amended on November 9, 2004 after 2 consecutive meetings of the board of directors approved to remove all Florida Cup responsibilities from the Tournament Committee and transfer them to the Board effective March 1, 2005.

3rd Amendment: These by-laws were amended on August 19, 2005 after 2 consecutive meetings of the board of directors approved changing the membership year to a true year with no pro-rated fee. The membership director will maintain records of when a member joined and will contact members for renewal fees monthly as they become due.

Mark Haggett
ATB Scribe

4th Amendment: Article IV Section 9 – Joint Office Holders (Adopted at 2 consecutive meetings of the Board on August 5, 2008)

Two members may jointly run for an office by each indicating on their nomination forms that they are running jointly with the other for the office. Joint officers may divide or share duties as they so desire but shall be jointly and severally responsible for all the duties to be performed for that office by these bylaws. Only one need be present at any board meeting to represent the office, and only one vote may be cast on behalf of the office, as determined between them. In the event that joint officers cannot agree on a vote to be taken, the vote shall be null. Both shall be required to be noticed for any board meetings. In the event one joint officer resigns or is individually removed, the remaining joint officer shall continue to hold the office for the remainder of the term.

Darryl Creighton
Chair

5th Amendment: Article IV Section 4 – Composition of the Board (Adopted at 2 consecutive meetings of the Board on February 23, 2019)

Composition of the Board of Directors of ATB shall be comprised of the following Officers (hereinafter referred to as “Board Members,” “Directors”, or “Officers”), each of whom shall be elected for and hold the office described (collectively referred to as “The Board” or “The Board of Directors”):

- (1). Chair: The Chair shall manage the affairs and activities of ATB and shall have such powers and duties as usually appertain to the office and as may be directed by the Board of Directors. The Chair, subject to approval of the Board of Directors, shall:
 - a. Be the presiding officer at all meetings of the Board of Directors of ATB;
 - b. Make arrangements for all meetings of the Board of Directors and any special meeting, and notify all prospective participants of their time and place.
 - c. Prepare an agenda for meetings of the Board of Directors with advice of the other directors.
 - d. Have the power to interpret these by-laws and rule on them.
 - e. Be the custodian of all non-financial records of ATB, its officers, and established committees.
 - f. Conduct appropriate correspondence with other organizations or individuals and prepare and timely submit all necessary non-financial applications, reports, or other documents to other organizations.
 - g. Complete annual filing with the State of Florida to maintain corporation status.
- (2). Treasurer: The Treasurer shall manage all funds and financial records of ATB. The Treasurer shall oversee the financial accountability of ATB, its officers, established

committees and tournaments, and all projects or activities sponsored by ATB. Specifically, the Treasurer shall:

- a. Receive and disburse all funds of ATB upon proper authorization and maintain complete and accurate records of all receipts and disbursements, including categorizing each item of income and expenditure based upon type and ATB activity to which it applies, and each membership payment based upon the name of the member and the purpose for which it was paid.
- b. Provide monthly income statements breaking down types of income and expenditures and the ATB activities to which they apply, and balance sheets showing current assets and liabilities, and provide other income statements, balance sheets, or financial reports as may be from time requested by the Board of Directors.
- c. Assist officers and committee chairs in the preparation of their annual budget proposals, review these budget proposals, and prepare ATB's proposed annual operating budget for the upcoming fiscal year for review and approval by ATB's Board of Directors.
- d. Promptly notify the Chair and the Board of any financial error or irresponsibility or any actual or potential financial imbalance, irregularity, or impropriety.
- e. Complete the annual tax filing to maintain proper 501.c.3 status.
- f. Perform other duties as directed by the Board of Directors.

(3). Competitive Director: The Competitive Director shall have the primary responsibility for formulating and running ATB's Team Tennis. The Competitive Director, subject to approval of the Board, shall:

- a. Research and propose times, places, fees, and activities for Team Tennis.
- b. Propose rules for Team Tennis.
- c. Be responsible for actively managing ATB's Team Tennis activities.
- d. Be responsible for reporting all results of Team Tennis activities to the participants and/or the designated page of the ATB website.
- e. Perform other duties as directed by the Board of Directors.

(4). Women's Director: The Women's Director (which position is limited to a woman unless the position is vacant and no woman is willing to run or be appointed) shall have the primary responsibility for formulating and running the league's special programs for women. The Women's Director, subject to approval of the Board, shall:

- a. Research and propose times, places, fees (if any), and activities for women's nights or events.
- b. Formulate rules for Women's Night or other Women's activities.
- c. Perform other duties as directed by the Board of Directors.

(5). Tournament Director: The Tournament Director will have primary responsibility for ATB's tournaments, including the Citrus Classic, or any other tournament hosted by ATB. The Tournament Director, subject to approval of the Board, shall:

- a. Chair a tournament committee composed of members appointed by the Tournament Director, which committee members may be delegated duties by the Director.
- b. Research and propose times, places, fees, and activities for ATB tournaments.
- c. Formulate and propose rules for Tournament events.
- d. Formulate and propose a Tournament budget.

- e. Formulate and propose social activities for tournament events.
- f. Be responsible for managing all tournament activities.
- g. Serve as the liaison between ATB and the GLTA.
- h. Disseminate information from the GLTA to the Board.
- i. At the request of any member, determine GLTA ranking, eligibility, or tournament information and/or assist with such member's GLTA related query or problem.
- j. Actively encourage participation of the membership in GLTA tournaments by providing information, coordination of doubles partners (for those who need one), and options for transportation and housing.
- k. Perform other duties as directed by the Board of Directors.

(6). Communications Director: The Communications Director is primarily responsible for overseeing communications with the membership including, but not limited to: social media posts, electronic communications and emails, website updates, and surveys. The Communications Director, subject to approval of the Board, shall:

- a. Have general responsibility for maintenance of the ATB website and its contents.
- b. Prepare or pass along all general league correspondence, surveys, and announcements to league membership.
- c. Be primarily responsible for ATB's email correspondence and making sure that issues are forwarded to the appropriate director for follow-up.
- d. Keep and/or be given timely records of all proceedings, correspondence, rules, policies, or other documents pertaining to ATB activities that are to be posted on the ATB website.
- e. Make regular posts to ATB Social Media accounts (i.e. - Facebook, Twitter, Instagram) to keep members and potential members abreast of tennis/league activities.
- f. Perform other duties as directed by the Board of Directors.
- g. Keep complete and accurate minutes of all meetings of the Board of Directors and provide copies of the minutes to each member of the Board.

(7). Social Membership Director: The Social Membership shall be responsible for recruiting, maintaining, and cataloging ATB members. Social events should be planned for League membership and for recruitment purposes. The Social Director, subject to the approval of the Board, shall:

- a. Be primarily responsible for recruiting new members through advertising, referrals from existing members, and personal interaction.
- b. Ensure that all members pay the required membership fee, document the membership fee paid, and ensure the fee is delivered to the Treasurer.
- c. Ensure that all new members are properly orientated and are welcomed to ATB, including membership item (i.e. hat, t-shirt).
- d. Maintain ATB's membership roster or database including member names, addresses, phone numbers, email addresses, and payment history.
- e. Research and propose times, places, fees (if any), and activities for league socials which should preferably be at least quarterly.
- f. Actively organize and run social activities.
- g. Perform other duties as directed by the Board of Directors.

Daniel Cribb,
ATB Tournament Director