



BYLAWS

Article I. Name

The name of the corporation shall be "Montgomery County Tennis Association, Inc."

Article II. Purpose

The Montgomery County Tennis Association, Inc. is a non-profit, volunteer-based organization which is dedicated to the long-term growth and development of tennis and committed to providing healthful recreation available to all residents of Montgomery County.

Article III. Board of Directors

Section 1. General Powers: The property, affairs and business of the Corporation shall be managed and controlled and all corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2. Composition: The Board of Directors of the Corporation shall consist of not less than nine or more than seventeen (17) voting directors, including the officers enumerated in Article VII of these Bylaws, and the number serving at any one time may be increased or decreased as provided in Section 6 of this Article. The terms of the directors shall be three years and shall be staggered so that one-third of them shall be elected every year, such elections to be held at the organization's annual meeting. Each director shall hold office until his successor shall be elected and qualified, unless prior thereto he becomes unable or unwilling to perform duties, resigns or is removed from office.

Section 3. Meetings:

- a) The Board of Directors may hold its meetings either within or without Montgomery County.
- b) The annual meeting of the Board of Directors shall be held at such time and place as may be designated by the Board of Directors, for the purposes set forth in these Bylaws and for the transaction of such other business as properly may come before the meeting, as shall be designated in the notice of the meeting, which shall be posted on the corporation's website not fewer than seven (7) days before the meeting.
- c) Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the notice of the meeting whenever called by the President or by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his/her absence, any other officer of the Corporation, at least three (3) days, but not more than twenty-one (21) days, before the meeting.
- d) At all meetings of the Corporation, only those items listed in the Meeting Agenda distributed at least three days in advance of said meeting and accompanied by sufficient supporting (or explanatory) documentation to allow a reasonable person to understand the issues presented and remedy(ies) proposed, shall be in order and may be considered; except that, any item may be ruled in order by unanimous consent of the members present and voting. Where a proposed additional business item does not receive unanimous consent (and thus, is out of order), it shall automatically be added to the agenda of the next (Board or committee) meeting, unless the Board or committee member who first requested that the item be considered notifies the Secretary that he/she withdraws that request.
- e) Robert's Rules of Order shall be observed at all meetings of the Board of Directors or any committee.

Section 4. Quorum: Except as otherwise provided by law, the Certificate of Incorporation or Bylaws of the Corporation, one-half of the number of members of the Board of Directors at the time in office shall constitute a quorum for the transaction of business. If there shall be fewer than a quorum present and or connected via two way communication technology at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time by an announcement thereat, and the meeting may be held as adjourned without further notice.

Section 5. Voting: Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors at any meeting at which a quorum is present shall decide any question brought before such meeting.

Section 6. Vacancies: Vacancies among directors and newly created directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office until the next annual meeting of the Board of Directors and until his successor is duly elected and qualified. Subject to the approval of current board members, past Presidents may serve as ex-officio, non-voting Board members without regard to term limits.

Section 7. Informal Action: Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

Section 8. Removal: Any director may be removed for cause at any time by the Board of Directors at any meeting. A director who misses three consecutive meetings is subject to removal from the Board. The President shall inform any director removed by virtue of this provision. Said director(s) can be reinstated by written request to the Board within 30 days of the 3rd missed meeting. Reinstatement shall be contingent on majority vote for reinstatement by the remaining Board of Directors.

Article IV. Committees

Section 1. Standing Committees. The corporation shall create and maintain the following Standing Committees:



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- a. **Executive Committee.** The Executive Committee consists of the President, who shall serve as its Chair, the Treasurer, the Secretary, and all Vice Presidents. The Executive Committee is charged with (i) overseeing the affairs of the corporation between Board meetings, including the approval of contracts and the expenditure of funds in excess of budgeted amounts; (ii) doing those things necessary and appropriate to support the effective functioning of the Board of Directors; (iii) identifying, recruiting, and nominating a slate of candidates to serve on the Board of Directors; (iv) determining those persons, if any, who shall be recognized at the annual meeting for their exemplary service to the organization; (v) preparing for approval by the Board, both short-term and long-term strategic objectives and target achievements for the organization; and (vi) at least annually, review the formal, written performance evaluation of the Executive Director prepared by the President, and advise the Board and President of any recommendations it may have pertaining thereto.
- b. **Budget & Finance Committee.** The Budget & Finance Committee shall consist of the Treasurer, who shall serve as Chair, and at least four other members, not less than two of which shall be current Board members who do not serve on the Executive Committee. The Budget & Finance Committee is charged with: (i) the preparation of an annual operating budget that states projected revenue and expenses for the corporation after taking into account the short-term and long-term strategic objectives and achievements identified by the Executive Committee and approved by the Board, and which shall be presented to the full Board for its consideration and approval no later than February 1 of the year to which the proposed budget applies; (ii) making recommendations to the Board for the promulgation and implementation of sound budgetary policies and practices; and (iii) recommending for approval by the Board the retention of persons or firms to serve the corporation as bookkeeper, accountant, or independent auditor, under terms and conditions representative of the times and best practices for non-profit organizations of similar size and scope.

Each Standing Committee is authorized to create such subcommittees as it deems necessary from time to time to facilitate the successful discharge of its responsibilities. Subcommittee members may or may not be directors. Any non-director proposed for appointment to a Standing Committee shall first be approved by the Committee Chair and the President.

One or more individuals shall be assigned as Staff support to each of the above-named Standing Committees, as determined by the Executive Director.

Section 2. Special Functions. The President during his/her term in office and in conjunction with the Officers and Board of Directors may appoint or approve individuals or committees to carry out the following Special Functions. The assignment and mission of a Special Function may transcend administrations and shall remain active until its termination by the Board of Directors. Special functions include:

- a. League Programs
- b. League Procedures
- c. Junior Programs
- d. Tournaments
- e. Marketing

Other Revenue Generation Grievance & Grievance Appeals arising out of any MCTA-sponsored program, except those complaints arising out of sanctioned tournament play (which are governed by USTA Regulation I.D) or which are specifically assigned elsewhere by the relevant program regulations (e.g., NTRP-related complaints or complaints against local league administration, both arising out of USTA League play).

Section 3. Other Program Committees. In addition to its Standing Committees, the President may from time to time designate and appoint one or more special committees, to be chaired by an individual selected by the President, and exercising such powers and performing such duties as the Board of Directors shall determine. At least one of each such committee shall be a member of the Board of Directors. Such committees may have as members or advisors persons who are not directors, officers or employees of the Corporation.

Article V. Officers

Section 1. Officers: The officers of the Corporation shall be a President, a First Vice-President, a Second Vice President, a Treasurer, a Secretary, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Each officer of the Corporation shall have such authority, shall perform such duties and shall hold office for such term as may be prescribed by these Bylaws or by the Board of Directors. Any person may hold two or more offices at one time, except the offices of President and Secretary, provided the duties thereof can be consistently performed by the same person.

Section 2. Election and Term of Officers: The officers of the Corporation shall be elected by the Board of Directors at the corporation's annual meeting from among the Directors then in office. Each officer shall serve a three-year term commencing on the January 1st immediately following election. Each officer shall hold office until the January 1st date immediately following the annual meeting at which his successor shall have been elected and qualified. The term of service under this section supersedes the term defined in Article III, Section 2.



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Section 3. President: The President shall be the chief executive officer of the corporation and, subject to the provisions of the Bylaws and to the direction of the Board of Directors, shall oversee the general management and control of the affairs of the Corporation, shall preside as Chairperson at all meetings of the Board of Directors, and shall perform all other duties and enjoy all other powers commonly incident to his office or which may be prescribed by the Board of Directors or which are or may at any time be authorized or required by law.

Section 4. Vice-President: Each Vice-President shall perform such duties as from time to time may be assigned to him under these Bylaws or by the Board of Directors. In the absence of the President or in the event of his inability to act, the Vice-President so designated by the Board of Directors shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all of the restrictions upon the President.

Section 5. Treasurer: The Treasurer will advise the Board of Directors and administrative staff, other agents or employees of the financial status of the Corporation and attest to the accuracy of the Corporations books and records. Subject to Article VII, the Treasurer shall serve as the principal Corporation representative in all fiscal matters concerning the Corporation. The Treasurer shall be responsible and arrange for the preparation and filing of annual tax returns as required by the state and Federal regulations and arrange for accounts to be audited by a Certified Public Accountant on an as-needed or as-required basis. When necessary and proper, and subject to the direction of the Board of Directors, the Treasurer shall have charge and custody of and shall receive and disburse the funds of the Corporation. When necessary or proper, he shall endorse on behalf of the Corporation for collection checks, notes and other obligations, and shall deposit all funds of the Corporation in such banks or other depositories as may be designated by the Board of Directors. Subject to the direction of the Board of Directors, he shall perform all other duties and enjoy all other powers commonly incident to his office or as are assigned to him under these Bylaws, or from time to time may be assigned to him by the Board of Directors. In the absence of the Treasurer or in the event of his inability to act, the President may appoint an Assistant Treasurer to be bonded for the faithful discharge of his duties in such sums and with such surety or sureties as the Board of Directors may determine.

Section 6. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and shall be responsible for the custody of all such minutes. Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Corporation. He/she shall give notice of meetings and, subject to the direction of the Board of Directors, shall perform all other duties and enjoy all other powers commonly incident to his/her office or as may from time to time be assigned to him by the Board of Directors. In the absence of the Secretary or in the event of his inability to act, the President may appoint an Assistant Secretary to act temporarily in his/her place.

Article VI. Executive Director and Other Agents or Employees

Section 1. The Board of Directors may employ or contract with an individual to act as the organization's Executive Director and who shall serve as a non-voting member of the Board of Directors. The Executive Director shall be the Chief Operating Officer of the corporation and shall exercise those powers, and perform those tasks commonly incident to his office or which may be prescribed by the Board of Directors or which are or may at any time be authorized or required by law.

Section 2. The Executive Director shall identify, recruit, hire, manage, evaluate, and where necessary terminate such additional staff as the Board may authorize from time to time and provide for in the corporation's annual operating budget. Any such additional staff may resign at any time by giving written notice to the Executive Director, with a copy to the President.

Article VII. Resignations, Removals and Vacancies

Section 1. Resignations: Any Director, Officer, employee, or agent of the Corporation or any member of any committee may resign at any time by giving written notice to the President of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective unless otherwise provided therein.

Section 2. Removal: Any officer, employee or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 3. Vacancies: Any vacancy in the office of any officer arising from death, resignation, removal or other cause may be filled at any time by the Board of Directors at any meeting, and the officer so elected shall hold office until the next annual meeting of the Board of Directors at which his successor is scheduled to be, and shall have been, elected and qualified. Any vacancy in the Board of Directors and any additional membership on the Board of Directors resulting from an increase in the number of directors may be filled at any time by the affirmative vote of a majority of the then remaining directors, though less than a quorum of the Board, at any meeting.

Article VIII. Miscellaneous

Section 1. Contracts, etc.: Except as otherwise provided by law or the Bylaws, such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Board of Directors shall sign, in the name and on behalf of the corporation, all deeds, bonds, contracts, leases, and other instruments or documents, the execution of which shall be authorized by the Board of Directors; and such authority may be general or confined to specific instances. Any written contract and/or payment request obligating the Corporation to any commitment for a period of twelve (12) months or longer and/or to any payment of five



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thousand dollars (\$5000) or greater shall require the signature from any two from among the President, Treasurer, or Executive Director.

Section 2. Checks, Drafts, Credit Cards, wires and other electronic payments, etc.: All checks, drafts, notes, bonds, credit cards, bills of exchange or other orders, instruments or obligation for the payment of money shall be signed by either the President, Treasurer, or Executive Director. Any payments of five thousand dollars (\$5000) or greater shall require the signature from any two from among the President, Treasurer, or Executive Director.

Section 3. Corporate Seal: The corporate seal of the Corporation shall be circular in form and shall have inscribed thereon the year of the Corporation's organization and the words "Corporate Seal" and "State of Maryland."

Section 4. Fiscal Year: The fiscal year of the Corporation shall be the calendar year.

Section 5. Notices of Waivers Thereof: Whenever any notice is required by the Bylaws, by the Certificate of Incorporation or by any law to be given to any director or officer, such notice, except as otherwise provided by law, may be given personally or by electronic means, addressed to such director or officer at his or her place of business, if any, or at such address as appears in the records of the Corporation as the home address of the director or officer; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such director or officer at either of the above addresses. Any notice given by electronic means shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box or with a postal carrier. A waiver of any such notice in writing, signed by the person entitled to such notice, whether before or after the time of the action for which such notice is required, shall be deemed the equivalent thereof; and the presence without objection at any meeting of any person entitled to notice thereof shall be deemed a waiver of such notice as to such person.

Section 6. Interested Directors: In the absence of fraud, no contract or transaction between the Corporation and a director or any other corporation or entity in which such director is a director or officer, or is financially interested, shall be void or voidable for this reason alone or by reason that the director was present at a meeting of the board, or of a committee thereof, which approved such contract or transaction, provided that the fact of such common directorship, officership or financial or other interest is disclosed or known to the Board or committee and that the Board or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested director. Such director may, however, be counted in determining the presence of a quorum at such meeting. No such contract or transaction shall be void or voidable if the fact of such common directorship, officership or financial interest is disclosed or known to the directors entitled to vote and the contract or transaction is approved by vote of the Board of Directors.

Section 7. Limitation of Liability and Indemnity:

- A. Liability:** No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as an officer, director, or employee of the corporation if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or confirmation furnished by officers or employees of the corporation which he had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.
- B. Indemnity:** Each officer and director, whether or not then in office, shall be held harmless and indemnified by the corporation against all claims and liabilities and all expenses reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which he may be made party by reason of any action taken or omitted to be taken by him as a director of the corporation, in good faith, if such person, in the opinion of a court or of the Board of Directors (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.
- C. The Corporation shall maintain adequate Directors and Officers insurance to shield all Board Members from personal liability.**

Section 8. Books and Records: The corporation shall keep correct and complete books and records on account and shall also keep minutes of the proceedings of its board and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote.

Article IX. Amendments

The Board of Directors shall have power to make, alter, amend or repeal the Bylaws at any meeting of the Board of Directors by the affirmative vote of two-thirds of the directors present and voting at any such meeting at which a quorum is present.

Article X. Gender and Titles of Chairs

All references to the male gender in these Bylaws shall refer to and mean equally the female gender, and the singular shall include the plural, each where the context so indicates. Any chair may use any commonly recognized title such as "chairperson," "chairman," "chairwoman," or "chair."



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