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Prescott Area Tennis Association Bylaws

Article 1. Name

The name of the corporation shall be the Prescott Area Tennis Association, Inc. (hereinafter "PATA").

Article 2. Affiliation with United States Tennis Association, Inc.

PATA is a Community Tennis Association (CTA) of the United States Tennis Association, Incorporated (hereinafter "USTA") and is empowered by the USTA to fulfill the constitutional purposes of the USTA and to manage the sport of tennis in accordance with the constitution, bylaws, and regulations of the USTA, USTA Southwest Section (SWS), USTA Northern Arizona (NAZ) District, and PATA.

Article 3. Offices

The principal office of PATA shall be located at P.O. Box 3901, Prescott, Arizona 86302. PATA may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine.

Article 4. Purpose

PATA shall be organized and operated as a charitable, non-profit corporation for purposes of, but without limitation thereon:

- (1) Developing the growth of tennis as a means of healthful recreation, physical fitness, and athletic competition;
- (2) Serving as the nucleus of community tennis by providing and supporting tennis services and programs to benefit the greater Prescott area community;
- (3) Building community and cooperation among tennis enthusiasts, organizations, and businesses;
- (4) Fostering high standards, fair play, and good sportsmanship;
- (5) Encouraging and conducting sanctioned and non-sanctioned tennis tournaments and events;
- (6) Upholding the Rules of Tennis determined by the International Tennis Federation;
- (7) Upholding the regulations and policies established by the USTA, USTA SWS, USTA NAZ, and PATA;

- (8) Hosting civic, social, and recreational activities to nurture camaraderie among tennis enthusiasts;
- (9) Carrying on other similar activities permitted to be carried on by non-profit corporations under the laws of Arizona.

Article 5. Membership

Section 1. Eligibility

PATA membership is open to all part- and full-time residents in and around the greater Prescott, Arizona (i.e., PATA geographical area of responsibility) to include, but without limitation thereon, people in the rural areas and communities of Prescott Valley, Chino Valley, Dewey Humboldt, Mayer, and Baghdad.

Membership in PATA is voluntary. The privilege of membership shall be extended to any eligible person who joins PATA and remains in good standing, as defined by these bylaws.

Section 2. General Membership

The PATA general membership shall consist of members in good standing, as defined in these bylaws.

A member is in good standing once his or her membership application is approved. A member remains in good standing until such time as membership is terminated by the member or by the Board of Directors.

Individuals eligible for membership, but who are not members in good standing, may participate in PATA activities not otherwise reserved for members in good standing, but they do not have the rights and privileges of a member in good standing.

Section 3. Rights and Privileges

Members in good standing are entitled to:

- (1) All services and benefits offered by PATA
- (2) Vote on issues and election presented for membership voting, as designated by the Board of Directors and these bylaws;
- (3) Present information at Board of Director meetings, so long as members petition the Board of Directors and such information has been incorporated into the meeting agenda;
- (4) Participate in PATA activities and receive PATA services reserved for members;

- (4) Hold office in PATA.

Section 4. Fees

Membership fees shall be fixed by the Board of Directors.

Section 5. Diversity and Discrimination

PATA shall strive for diversity in membership, meaning the inclusion of people with differences in culture, ethnicity, race, age, gender, beliefs, religion, social or economic status, sexual orientation, and physical ability.

PATA will not practice or permit discrimination on the basis of culture, ethnicity, race, age, gender, beliefs, religion, social or economic status, sexual orientation, or physical ability.

Section 6: Application for Membership

Applications for PATA membership shall be submitted to PATA on a form designated by the Board of Directors.

The President shall be the approval authority for membership applications and must document any denial of membership for review by the Board of directors, which can approve such membership by an affirmative vote from the majority of Board members then in office.

Section 7: Removal of Membership

Applications for removal of membership in PATA shall be submitted to PATA on a form designated by the Board of Directors.

PATA membership may be removed by action from the Board of Directors for any of the following reasons:

- (1) A member submits and application for removal of membership from PATA.
- (2) Upon a member's permanent departure from the Prescott, AZ area (i.e., permanent change of residence outside the PATA geographical area of responsibility).
- (3) With or without cause, as permitted by and in accordance with law and by the affirmative vote of a majority of the Board of Directors then in office.

Article 6. Membership Meetings

Section 1: General

General membership meetings may be held within or outside the State of Arizona, as determined by the Board of Directors.

The Board of Directors determines the frequency and date/time of general membership meetings based on the need for such meetings to conduct PATA business.

There shall be at least one general membership meeting a year, which shall coincide with the Board of Directors annual meeting.

Prescott area residents eligible for membership, as defined in Article 5, who are not PATA members in good standing, as well as guests, may participate in general membership meetings, but without the rights and privileges entitled to members in good standing.

Section 2: Notice

A general membership meeting notice shall be given at least 14 days before a meeting. Such notice may be oral and/or written (e.g., telephone call, email, facsimile, newsletter, letter), and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 3. Quorum and Proxies

If the Board of Directors requires a matter to be decided by the general membership, a quorum of the general membership must be established for the vote.

Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, a majority of members in good standing at the time of the meeting shall constitute a quorum for the transaction of PATA business.

A member in good standing may vote by proxy by selecting a member of the Board of Directors to vote on the member's behalf. The Board of Directors shall establish procedures for proxy voting if used at a general membership meeting.

Section 4. Conducting Meetings

The PATA President shall preside over all general membership meetings or, in his or her absence, the PATA Vice President or, in the absence of this person, by an individual designated by the President in advance of the meeting.

Section 5. Voting

Each member in good standing shall have one vote on issues brought before the general membership for voting.

Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, the

affirmative vote of a majority of members in good standing at any meeting at which a quorum is present shall decide any issues brought before such meeting.

Unless otherwise state in a meeting notice, any and all business may be transacted at any meeting without specification of such business or the purpose or purposes of the meeting therein.

Article 7. Officers

Section 1. General

PATA officers shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of these bylaws.

Any person may hold two or more offices at one time, provided the duties thereof can be consistently performed by the same person. Every effort shall be made to fill vacant positions in a timely manner and to maintain a system of checks and balances in conducting PATA business.

Section 2. President

The President, subject to the provisions of the Bylaws and to the direction of the Board of Directors, shall:

- (1) Be the Chairperson for the Board of Directors;
- (2) Be the Chief Executive Officer;
- (3) Represent PATA at USTA meetings (e.g., USTA SWS, USTA NAZ);
- (4) Have general management and control of PATA affairs and operations;
- (5) Preside at all meetings of the Board of Directors;
- (6) Preside at all meetings of the general membership.
- (7) Enter into contracts on behalf of PATA, when duly authorized by the Board of Directors;
- (8) Appoint officers to fill positions vacated before biennial elections;
- (9) Sign checks and make other forms of payment in the absence of the Treasurer;

- (10) Perform all other duties and enjoy all other powers commonly incident to the 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 3. Vice-President

Subject to direction from the Board of Directors and President, the Vice-President shall:

- (1) Be the Vice Chairperson for the Board of Directors;
- (2) Perform such duties as may be assigned by the President;
- (3) In the absence of the President, or if the President is unable to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 4. Secretary

Subject to direction from the Board of Directors and President, the Secretary shall:

- (1) Keep minutes for meeting of the Board of Directors and meetings of the general membership;
- (2) Maintain PATA (non-financial) documents and files;
- (3) Give notice of meetings;
- (4) Maintain a list of names and contact information for all officers, members of the Board of Directors, and members in good standing;
- (5) Perform all other duties and enjoy all other powers commonly incident to the office or as may be assigned by the Board of Directors.

Section 5. Treasurer

Subject to direction from the Board of Directors and President, the Treasurer shall:

- (1) Have charge and custody of, and shall receive and disburse, PATA funds;
- (2) Endorse on behalf of PATA for collection of checks, notes, and other obligations;
- (3) Deposit all PATA funds in banks or other depositories designated by the Board of Directors;

- (4) Maintain PATA financial records and files;
- (5) Chair committees charged with financial planning for PATA;
- (6) Prepare financial reports as needed for meetings or other PATA business.
- (7) Track and collect membership fees, if membership fees are instituted;
- (8) Prepare an annual budget report at the end of each fiscal year and a budget proposal for the following fiscal year;
- (9) Sign checks and make other forms of payment as authorized by the Board of Directors;
- (10) Perform all other duties and enjoy all other powers commonly incident to the office or as may be assigned by the Board of Directors.

Article 8. Board of Directors

Section 1. General

Subject to the limitation contained in the Articles of Incorporation, these bylaws, or as prescribed by law, the property, affairs, and business of PATA 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 authorized number of PATA directors shall not be less than three (3), nor more than four (4). The number of directors may be increased or decreased by the Board of Directors upon an affirmative vote of the majority of Board members then in office.

Section 3. Board of Directors

The Board of Directors shall be named in the Articles of Incorporation and shall serve as directors until they resign, are removed, or are replaced through elections.

Section 4. Duties

Director duties are, but are not limited to:

- (1) Performing all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;

- (2) Appointing and removing, employing and discharging, and, except as otherwise provided in these bylaws, prescribing the duties and fixing the compensation, if any, of all officers, agents, and employees of PATA;
- (3) Appointing committee chairpersons and committee members.
- (4) Supervising all officers, agents, and employees of PATA to ensure their duties are performed properly;
- (5) Authorizing all disbursements of PATA funds;
- (6) Meeting at such times and places as required by these bylaws;

Section 5. Meetings

The Board of Directors may hold its meetings either within or outside the State of Arizona.

The annual meeting of the Board of Directors shall be held at such time and place within twenty days of the first week in March in each year, or on such other date 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 may come before the meeting.

Special Board of Director meetings shall be held at such time and place as shall be designated in the notice of the meeting whenever called by the Board Chairperson or by a majority of directors then in office.

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, notice of annual and special meetings of the Board of Directors shall be given at least 14 days before the meeting. Such notice may be oral or written (e.g., telephone call, email, facsimile, newsletter, letter), and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Unless otherwise stated in a meeting notice, any and all business may be transacted at any meeting without specification of such business or the purpose or purposes of the meeting therein.

Section 6. Meeting Without Regular Call and Notice

Actions taken at any meeting of the Board of Directors, however called and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice of a quorum is present and if, before or after the meeting, each of the absent directors signs a written waiver of notice. Issues, consents, and approvals shall be documented in meeting minutes.

Section 7. Quorum

Except as otherwise provided by law, Articles of Incorporation, or these bylaws, a majority of the members of the Board of Directors at that time in office shall constitute a quorum for the transaction of business.

Section 8. Conducting Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board or, in his or her absence, the Vice Chairperson or, in his or her absence, a person designated by the Chairperson, respectively.

Section 9. Voting

Each director shall have one vote on any issues brought before the Board.

Except as otherwise provided by law, Articles of Incorporation, or these bylaws, the affirmative vote of a majority of directors at any meeting at which a quorum is present shall decide any question brought before such meeting.

Section 10. 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 all directors consent (e.g., in a letter, email), setting forth the action so taken, shall be approved by all the directors.

Section 11. Electronic Meetings

Directors may participate in meetings of the Board of Directors by conference telephone, Webinar, or similar means of electronic communication, so long as all participating directors are able to clearly communicate with each other. Participating directors shall be deemed present at such meetings.

Article 9. Elections and Terms of Office

Section 1. General

PATA officers and directors must be members in good standing.

Officers and directors shall serve a 2-year term of office and shall be elected biennially at the Board's annual meeting, which is also a general membership meeting.

Officers and directors shall be elected by members in good standing at the time of election and who constitute a quorum, as described in Article 5, at the Board of Directors annual meeting.

Between elections and except as otherwise provided by law, Articles of Incorporation, or these bylaws, the Board of Directors may elect additional Board members by an affirmative vote from the majority of Board members then in office.

Officers and directors shall take office upon selection and shall hold office as directors until death, disability, removal, resignation, annual Board meeting in the second year following the commencement date of their respective directorships, or other time designated by the Board for selection of directors.

Section 2: Nominations

The Board of Directors shall establish a Nominating Committee consisting of at least three members in good standing and shall announce the names of the Nominating committee at least 45 days prior to an election.

At least 15 days prior to an election, the Nominating Committee shall present the Board of Directors a slate of candidates for each applicable officer and director position. Additional candidates may be nominated in the days leading up to elections, but not the day of elections.

Section 3: Voting

An affirmative vote of a majority of members in good standing who constitute a quorum shall decide elections.

Proxy voting, as defined in Article 6, may be used if determined necessary by the Board of Directors.

Article 10. Committees

Section 1. Special Committees

Special committees are used as needed to work on specific PATA projects, which usually have finite timeliness for completion. The Board of Directors may designate and appoint one or more special committees with powers and duties as determined by the Board.

Section 2. Standing Committees

Standing committees are used as needed to manage recurring PATA business. The Board of Directors may establish standing committees with such powers and duties as determined by the Board. Standing committees include, but are not limited to:

- (1) Tournament Committee: Organizes and conducts sanctioned and non-sanctioned tournaments.
- (2) Nomination Committee: Oversees nominations for elections of officers and directors.
- (3) Budget Committee: Prepares annual budget in cooperation with the PATA officers.
- (4) Fundraising Committee: Organizes and conducts fundraising events to support PATA goals and objectives.
- (5) Grievance Committee: Reviews and settles grievances according to established grievance policies and procedures.

Section 3. Participation on Board of Directors

Committee chairpersons shall participate regularly in Board of Directors meetings as non-voting members and may be Board members themselves, with voting rights, if approved by the Board as defined in these bylaws.

Article 11. Resignations, Removals, and Vacancies

Section 1. Resignations

Any director, officer, employee, agent of PATA, or committee member may resign at any time by giving written notice to the PATA Board of Directors, President, or Secretary.

Whenever possible, resignation effective dates shall provide PATA reasonable time to find and train a replacement.

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, agent of PATA, or committee member may be removed by the Board of Directors whenever the best interests of PATA will be served thereby, and upon an affirmative vote of the majority Board members then in office.

Any such removal shall take effect at the time of approval, or at a time otherwise defined by the Board of Directors, and the individual shall be notified in writing.

Section 3. Vacancies

Any officer, director, or committee member vacancy may be filled by an affirmative vote of all directors then in office. The term of office of a person appointed to fill a vacancy on the Board shall be his or her predecessor's term, or such other time as the Board may specify.

Any vacancy in an office arising from death, resignation, removal, or other cause may be filled at any time by the applicable approval authority (e.g., President, Board of Directors), as defined in these bylaws, and the person appointed shall hold office until the next biennial election at the Board of Directors annual meeting, or for a period of time otherwise defined by the approval authority.

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 an affirmative vote of the majority of directors then in office, and the person so elected shall hold office until the next biennial election at the Board of Directors annual meeting, or for a period of time otherwise defined by the Board.

Article 12. Miscellaneous

Section 1. Compensation

Officers, directors, committee members and other PATA members shall not receive compensation for their services but may, by agreement of the Board of Directors, be reimbursed for properly documented, reasonable expenses incurred in connection with duties performed as officers.

Nothing in this section shall be construed to preclude a PATA member from serving PATA in any capacity other than as a director and receiving reasonable compensation for such other services.

Section 2. Checks, Drafts, etc.

All checks, drafts, notes, bonds, bills of exchange, or other orders, instruments, or obligations for the payment of money shall be signed by such officer or officers, employee or employees, or agent or agents of PATA as specified by the Board of Directors.

Section 3. Expenditures

Expenditures in excess of \$199 require prior approval from the Board of Directors. A majority of three (3) Directors constitutes approval.

Section 4. Fiscal Year

The fiscal year for PATA shall end on the last day of December.

Section 5. Notices and Waivers

Whenever any notice is required to be given under the provisions of the Articles of Incorporation, provisions of law, or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 6. Conflict of Interest, Code of Ethics, and Whistleblower Policies

PATA shall maintain and use conflict of interest, code of ethics, whistleblower, and other policies suited to good order and conduct within the organization.

Section 7. Limitation of Liability and Indemnity

PATA directors, officers, and members shall not be personally liable for the debts, liabilities, or other obligations of PATA.

PATA directors, officers, and members shall be indemnified by PATA to the fullest extent permissible under the laws of the state of Arizona.

(1) Liability. No person shall be liable to PATA for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as an officer, director, and member of PATA if such person: (1) 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 (2) took or omitted to take such action in reliance upon advice of counsel for PATA or upon statements made of confirmation furnished by PATA which he or she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which ha/she may be entitled as a matter of law.

(2) Indemnity. Each director, officer, or member, whether or not then in office, shall be held harmless and indemnified by PATA against all claims and liabilities and all expenses reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit, or proceeding, civil or criminal, or the settlement or compromise thereof, to which he or she may be made party by reason of any action taken or omitted to be taken by him or her as a director, officer, or member of PATA in good faith, if such person, in the opinion of a court or of the Board of Directors: (1) 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 or her own affairs,

or (2) took or omitted to take such action in reliance upon advice or counsel for PATA or upon statements made or information furnished by directors, officers, or employees of PATA which he or she had reasonable grounds to believe.

Section 8. Books and Records

PATA shall keep correct and complete books and records on accounts 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.

PATA shall keep confidential any and all member personal information (e.g., email address, phone numbers, address, etc.) and shall not release, sell, or otherwise share such information with outside or third parties.

Section 9. Job Descriptions

PATA shall maintain job descriptions for key positions to include but without limitation thereon, the President, Vice President, Secretary, Treasurer, and Standing Committee Chairpersons.

Section 10. Grievances

Grievances shall be resolved at the lowest level possible within the USTA chain, starting with the CTA (PATA), then district (USTA NAZ), then section (USTA SWS), and lastly the national level (USTA).

A grievance alleging a person and/or entity has violated the bylaws, regulations, and/or policies of the USTA, USTA SWS, USTA NAZ, or PATA; or the standards of conduct, fair play, and good sportsmanship; or for any other reason, shall be filed in writing within 30 days following the date on which the alleged violation occurred.

Grievances shall be submitted to the PATA President, or another PATA officer if the grievance is with the PATA President.

The officer receiving the grievance will serve as the PATA focal point for the individual(s) submitting the grievance and shall forward the grievance to the PATA Grievance Committee within 15 days of receiving the grievance.

The PATA officer receiving the grievance shall notify the accused of the nature of the complaint within 15 days of receiving the grievance.

The Grievance Committee shall review and resolve grievances at its absolute discretion within 30 days of receiving a grievance and shall provide the PATA officer focal point with a written report detailing committee decisions and actions.

The PATA officer focal point shall notify persons so charged and the persons submitting the

grievance of committee decisions and actions within 15 days of receiving the committee report.

Grievances that cannot be resolved within PATA shall go through USTA channels, as specified in USTA NAZ and USTA SWS bylaws.

Article 13. Amendments

The Board of directors shall have the power to make, alter, amend, or repeal these bylaws at any duly convened meeting of the Board of Directors by affirmative vote of a majority of directors then in office.

Article 14. Dissolution

Section 1. General

In the event the Board of Directors determines the need for PATA to no longer exist, it will be dissolved. Dissolution shall be conducted in accordance with the Articles of Incorporation, these Bylaws, and provisions of law.

Section 2. Disposition of Assets

Upon the dissolution of PATA, the Board of Directors shall, after paying or making provision for the payment of all liabilities of PATA, dispose of all its assets exclusively for the purposes of PATA in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine.

Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of PATA is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

SIGNATURE PAGE

Adoption of Bylaws. The signatures herein certify these Bylaws, dated April 8, 2011, have received close scrutiny and have been approved by the PATA Board of Directors and are deemed both fair and necessary for maintenance and proper order in conducting PATA business.

ELIZABETH R. COOK
President, Chairperson, PATA Board of Directors

TERESA ABADY
Vice President, Vice Chairperson, PATA Board of Directors

ROBIN A. FOX
Treasurer, PATA Board of Directors

THOMAS SULLIVAN
Secretary, PATA Board of Directors