

**COLUMBUS REGIONAL TENNIS ASSOCIATION, INC.  
BYLAWS**

ARTICLE I  
NAME

The name of the Corporation shall be "Columbus Regional Tennis Association, Inc.," ("Corporation") a member organization of the United States Tennis Association, Inc.

ARTICLE II  
PURPOSE

The purpose of the Corporation is to promote the development of tennis as a means of healthful recreation and physical fitness for all Chattahoochee Valley area residents, and to cooperate with the United States Tennis Association and other associations in the pursuit of these aims.

ARTICLE III  
MEMBERSHIP

Membership of the Corporation shall be open to all individuals upon payment of such dues as may be fixed by the Board of Directors from time to time.

ARTICLE IV  
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 initially of twelve directors. The number of Directors may be increased or decreased, as necessary, from time to time by the Board. Each director shall be elected for a two-year term in accordance with the rules and regulations set forth in these Bylaws during a designated meeting of the Board of Directors. Notwithstanding the foregoing, each director shall hold office until his/her successor shall be elected and shall qualify, unless prior thereto, said director dies, resigns, or is removed from office.

Section 3  
Meetings

The Board of Directors may hold its meetings either within or without the State of Georgia. The Board of Directors shall meet at such time, place, and 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 as shall be designated in the notice of the meeting, which shall be given at least seven days but not more than twenty-one days before the meeting.

Notwithstanding the foregoing, unless otherwise stated in such 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 4

## Quorum

Except as otherwise provided by law, the Certificate of Incorporation, or Bylaws of the Corporation, one-third 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 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 Bylaws of the Corporation, 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 and/or created by vote of the Board of Directors. A director so elected shall hold office for the term corresponding to the unexpired term of his/her predecessor in office, or for two years in the case of a newly created directorship.

## 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 consent in writing, setting forth the action so taken, shall be signed by all the directors.

## Section 8 Removal

Any director may be removed as set forth below in Article VII, Section 2.

## ARTICLE V Committees/Councils

### Section 1 Special Committees

The Board of Directors may from time to time designate and appoint one or more special committees/councils with such powers and duties as the Board of Directors may determine. At least one of each such committee shall be a member of the Board of Directors. Such committees may have as advisors persons who are not directors, officers or employees of the Corporation.

### Section 2 Past Presidents Advisory Council

Past Presidents shall assist where necessary in performing such duties and responsibilities required for the successful functioning of CORTA. Any Past President may elect to serve on the Past Presidents Advisory Council.

### Section 2.1 Notification and Election to Serve

Notification of a Past President's election to serve on the Advisory Council for each calendar year shall be communicated in writing to the current serving President prior any regularly scheduled meeting of the Board of Directors of the current year.

Section 2.2  
Term of Office

Past Presidents may elect to serve on the Past President's Advisory Council for one-year, annual terms. Regardless of when a Past President's term begins, each Past President's annual term shall be deemed to end on December 31 of the same calendar year. Notwithstanding the foregoing, there is no limit as to how many one-year terms any Past President may elect to serve on the Past President's Advisory Council.

Section 2.3  
Voting Strength of Past Presidents Advisory Council

The voting strength of the Past Presidents serving on the Past Presidents Advisory Council shall not exceed one (1) vote at any meeting. If more than one (1) Past President is present at any meeting, the votes of each Past President will be prorated among those present.

Section 2.4  
Multiple Offices

If a Past President that is currently serving on the Past President's Advisory Council is elected to some other office that is granted voting rights as a member of the Council, then that Past President's vote will not be included in the voting strength of the Past Presidents Advisory Council.

Section 2.5  
Vote by Proxy

Past Presidents may vote by proxy. Notwithstanding, the voting strength of the Past Presidents serving on the Past Presidents Advisory Council shall not exceed one (1) vote at any meeting.

ARTICLE VI  
OFFICERS

Section 1  
Officers

The officers of the Corporation shall be a President, one or more Vice-Presidents, 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 of 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. The person elected as President shall be a member of the Board of Directors.

Section 2  
Election and Term of Office

The officers of the Corporation shall be elected bi-annually by the Board of Directors at any designated meeting of the Board of Directors

Section 3  
President

The President shall be the chief executive officer of the Corporation and, subject to the provisions by the Bylaws and to the direction of the Board of Directors, shall have the general management and control of the affairs of the Corporation, shall preside 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, 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(s)

Each Vice-President shall perform such duties as from time to time may be assigned to him 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 of and be subject to all of the restrictions upon the President.

Section 5  
Treasurer

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, the Treasurer 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, the Treasurer shall perform all other duties and enjoy all other powers commonly incident to the Treasurer's office or as from time to time may be assigned to the Treasurer by the Board of Directors.

In the absence of the Treasurer or in the event of the Treasurer's inability to act, the President may appoint an Assistant Treasurer to act temporarily in the Treasurer's place. The Board of Directors may require the Treasurer and any Assistant Treasurer to be bonded for the faithful discharge of their 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. The Secretary 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 the office of Secretary or as may from time to time be assigned to the Secretary by the Board of Directors.

In the absence of the Secretary or in the event of the Secretary's inability to act, the President may appoint an Assistant Secretary to act temporarily in the place of the Secretary.

ARTICLE VII  
RESIGNATIONS, REMOVALS, VACANCIES, AND TERM LIMITS

Section 1

## Resignations

Any director, officer, employee, past president serving on the Past President's Advisory Council, or agent of the Corporation or any member of any committee may resign at any time by giving written notice the Board of Directors, to the President, or to the Secretary 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 director, officer, employee, past president serving on the Past President's Advisory Council, or agent of the Corporation may be removed by the Board of Directors whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any action taken by the Board of Directors under this Section shall be governed by the voting policies and procedures set forth in Article IV, Sections 4 and 5, supra.

## Section 3 Vacancies

Any vacancy in the position/office of any director, officer, employee, or agent of the Corporation arising from death, resignation, removal or other cause may be filled at any time by the Board of Directors at any meeting, and the director, officer, employee, or agent of the Corporation so elected shall serve for a term corresponding to the unexpired term of his/her predecessor. Any action taken by the Board of Directors under this Section shall be governed by the voting policies and procedures set forth in Article IV, Sections 4 and 5, supra.

## SECTION 4 TERM LIMITS

In general, the initial term of any director, officer, employee, or agent of the Corporation shall be for two years, except as provided above with respect to the Past President's Advisory Council. However, when a position/office is filled due to vacancy arising from death, resignation, removal or other cause then the director, officer, employee, or agent of the Corporation shall serve for a term corresponding to the unexpired term of his/her predecessor.

Notwithstanding the foregoing, there is no limit as to how many two-year terms any director, officer, employee, or agent of the Corporation may serve.

## ARTICLE VIII MISCELLANEOUS

### Section 1 Interested Directors

In the absence of fraud, no contract or transaction between the Corporation and its director of 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 2  
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.

ARTICLE IX  
AMENDMENTS

The Board of Directors shall have power to make, alter, amend or repeal the Bylaws at any duly convened meeting of the Board of Directors by the affirmative vote of a majority of the directors at any such meeting at which a quorum is present.

Amendments to Bylaws

Pursuant to Article IX Amendments of the Bylaws of Columbus Regional Tennis Association, Inc. (the "Corporation"), the Bylaws of the Corporation are hereby amended as follows:

By unanimous vote of the Board of Directors, the above and foregoing "Columbus Regional Tennis Association, Inc. Bylaws" are hereby adopted in full this 7<sup>th</sup> day of February 2023. Any and all previous Bylaw versions are, concomitantly, expressly repealed and are no longer to be afforded any force or effect, including, but not limited to, the Bylaws adopted by the Board of Directors on or about the 7<sup>th</sup> day of March, 2017.