

**AMENDED AND RESTATED
BYLAWS
OF
DALLAS TENNIS ASSOCIATION**

Effective: 4/1/2010

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ARTICLE I
STRUCTURE AND PURPOSE

Section 1. Name and Structures

The name of the association shall be The Dallas Tennis Association (the “Association”) which is a non-profit association organized under the laws of the State of Texas, as required by the provisions of the Texas Non-Profit Association Act, as amended or superseded by any successor statute (the “Act”). The Association was originally incorporated under the name Dallas Tennis Patrons Association, Inc.

Section 2. Purposes

The Association is organized and shall be operated exclusively for educational, charitable, civic, and athletic purposes within the Texas Non-Profit Corporation Act and of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any subsequent United States revenue law. The vision statement of the Association is “to grow tennis in the greater Dallas community.”

In furtherance of these purposes, the Association shall promote interest and encourage participation in tennis by conducting area-wide junior development programs and tournaments for juniors (persons 18 years of age and below) by conducting adult participation programs and tournaments for adults and by presenting or sponsoring tournaments of ranking or other outstanding tennis events for the benefit of the general public.

No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate.

Section 3. Members

Membership in the Association shall be available to all persons interested in the purposes and activities of the Association, and any individual may become a member of the Association by paying dues, joining a league, or making contributions as hereinafter provided.

Classes of Members There shall be eight classes of membership in the Association: League, Single, Family, Sponsor, Silver Patron (\$500), Gold Patron (\$1,000), Platinum Patron (\$5,000), and Honorary. Honorary membership shall from time to time be granted to such persons as the Board of Directors of the Association.

Dues All classes of members shall pay dues to the Association in the amounts established for each membership class as determined by the Board of Directors. Dues shall be due and payable on October 1 of each year, which is the first day of the fiscal year of the Association. Any member who fails to pay dues by October 31 of each year becomes delinquent and will be

automatically suspended from membership in the Association. Honorary members will not be required to pay dues. Dues of the various classes of members may be increased or decreased upon approval of the Board of Directors of the Association at any time.

Termination, Suspension, Expulsion of Membership: Subject to the provisions of the laws of this state and any limitations in the articles of Incorporation and these bylaws, termination of membership can occur on any of the following events:

1. Upon his or her notice of such termination delivered by the President or Secretary of the Association personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. If this Association has provided for the payment of dues by members, upon a failure to renew his/her membership by paying dues within thirty (30) days of start of the Association's fiscal year.
3. Any member may be suspended or expelled from the Association upon the determination by the Board of Directors that it is in the best interest of the Association. A member will be provided reasonable notice and an opportunity to be heard either orally or in writing. The process, procedures, and terms of suspension or expulsion shall be established by the Board of Directors. Suspension or expulsion will require a majority vote of the Board of Directors at a duly held meeting.

All rights of a member in the Association shall cease upon termination, suspension, or expulsion.

ARTICLE II

OFFICES

Section 1. Principal Office

The Association may have, in addition to its registered office, offices at such places as its Board of Directors may from time to time determine or as the activities of the Association may require.

Section 2. Registered Office and Registered Agent

The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identified with such registered office, as required by the Act. The registered office may be, but need not be, identical to the principal office of the Association. The Board of Directors may change the registered office and the registered agent as permitted in the Act.

ARTICLE III

BOARD OF DIRECTORS AND ASSOCIATION MEETINGS

Section 1. Management of the Association

The Association shall be managed by the Board of Directors who may exercise all powers of the Association and do such lawful acts as are not by statute, these bylaws required to be done by the members of the Association.

Section 2. Number and Qualification

The Board of Directors shall be comprised of the officers of the Association for each succeeding year plus such appointive officers and directors as there might be in a given year. Directors shall be the age of majority in the State of Texas. There shall be a minimum of nine (9) directors at all times.

Section 3. Annual Membership Meeting

The Association shall have one regular business meeting of the general membership in the last month of each fiscal year for the purpose of electing officers as presented by the Nominating Committee, receiving annual reports of the officers and Board of Directors, and transacting such other business as may properly come before the meeting. All meetings of the general membership shall be held at such places as may from time to time be fixed by the Board of Directors or as shall be specified in the respective notices thereof.

Section 4. Special Meetings of the Members or Committees

Special meetings of the general membership or any active committee, for any purpose or purposes, may be called by the President, the Board of Directors, or the Committee chairperson. These meetings shall be held at such places as may from time to time be fixed by either the President, Board of Directors, or the Committee chairperson. Except for the general membership meeting(s), any meeting may be held by mail, electronic mail, telephone, or in person.

Section 5. Board of Directors Meetings

Meetings of the Board of Directors, regular or special, shall be held at the registered office of the Association or at such places as may from time to time be fixed by the President or by the Board of Directors or specified in the notice or waiver of notice thereof. There will be at least 10 regular Board of Directors meetings during the fiscal year of the Association. Special meetings of the Board of Directors may be called by the President and shall be called by the President upon the written request of a majority of the directors on 24 hours notice to each director, either personally by mail, electronic mail, telephone, or facsimile. Except as otherwise provided by statute, these bylaws, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice thereof.

Section 6. Notices of General Membership Meetings

Written notice stating the place, day, and hour of each meeting of the general membership, and in case of a special meeting for the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally, by mail, or electronic mail, or at the direction of the President or the Secretary, to each member of the Association. A notice in the Association newsletter and posting on the Association's web site will qualify as delivery by mail.

Section 7. Voting

Each member who is 18 years or older, regardless of class, shall be entitled to one vote on each matter submitted to vote at a meeting of the general membership. Members may vote only in person at any meeting of the general membership, and proxies shall not be permitted, recognized, or voted thereat.

Section 8. Quorum of Members

Fifteen (15) members, entitled to vote and present in person, shall constitute a quorum at any meeting of the general membership. When a quorum is present at any meeting of the general membership, the vote of a majority of the members entitled to vote and present in person shall be the act of the meeting.

Section 9. Proxies

Proxies shall not be permitted or recognized.

Section 10. Non-liability of Members

A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE IV

BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

Section 1. General Powers

The Association shall be managed by the Board of Directors who may exercise all powers of the Association and do such lawful acts as are not by statute, these bylaws required to be done by the members of the Association.

Section 2. Composition of Elective Board of Directors

The Board of Directors of the Association shall consist of elective officers: President, Secretary, Treasurer, Executive Vice President, and up to five (5) other Vice Presidents for a total of up to

nine (9). This elective Board of Directors will be known as the Executive Committee of the Association.

Section 3. Executive Committee

President: The President shall be principal executive officer of the Association and, subject to these bylaws, shall have general supervision and active control of the activities of the Association and shall carry out all orders of the Board of Directors. He or she shall consult with the Board of Directors on any planned actions that significantly affect the Association. He or she shall preside at all meetings of the general membership and the Board of Directors. He or she shall present at the annual meeting of the general membership a report of the activities of the Association. He or she shall appoint, except as otherwise provided by these bylaws, the chairpersons of all committees. He or she shall be an ex-officio member of all committees excluding the Nominating Committee. Nominees for the office of President must have served on the Board of Directors for two (2) years prior to his or her nomination.

Vice Presidents: When deemed appropriate by the Board of Directors, the title of Executive Vice President may be conferred upon an individual to indicate a possible successor to the incumbent President. This designation shall not preclude the Nominating Committee from tendering another nominee for the office of President. In the absence or disability of the President, the Executive Vice President followed by the Vice Presidents in order of their seniority shall perform the duties of the President and shall perform such other duties as may be assigned to them by the Board of Directors.

Secretary: The Secretary shall keep a correct record of the proceedings of all meetings of the general membership of the Association and of the Board of Directors, and shall perform such other duties as may be assigned. The record of proceedings for all meetings will be kept at the Association's registered office.

Treasurer: The Treasurer shall present a report to the general membership at each annual meeting and to the Board of Directors whenever requested, and shall perform such other duties as may be assigned to the Treasurer by the Board of Directors.

Immediate Past President: The Immediate Past President may be a voting member of the Executive Committee at his or her discretion.

Past Presidents: Past Presidents may be non-voting members of the Board of Directors at their discretion. Past Presidents shall be lifetime members of the DTA with the right to vote at a general membership meeting.

Section 4. Election

The elective officers shall be elected by majority vote of the members at the annual meeting of the general membership in the last quarter of each fiscal year. The elective officers plus the immediate past president (or if he or she is not available) one of the other past presidents, shall comprise the Executive Committee. At the request of the President, the Executive committee shall meet to discuss and decide issues for the approval of the Board of Directors.

Section 5. Nominating Committee

Prior to the annual meeting of the general membership in the last quarter of each fiscal year, the President, with the consent of the Board of Directors, shall appoint a Nominating Committee consisting of three (3) or more association members in good standing and two (2) board members. The immediate past president (one of the two board members) will chair the committee. In the event that the immediate past president is unable to chair the committee, another past president will be selected. It shall be the duty of this committee to present a slate of nominees for elective officers to be voted upon at the forthcoming general membership meeting. The slate should be diverse in its representation of area tennis clubs, facilities, levels and be representative of the Dallas tennis community.

The nominating committee will accept write-in nominations from a qualified member up until August 15 prior to the annual meeting. Inclusion of write-in nominees will require written notice from the nominee that they accept the nomination. Written notice must be provided to the President, Secretary, or Nominating Committee chairperson.

The slate of nominees must be published in the Association's newsletter and on the Web site prior to the general membership meeting. The slate should be diverse in its representation of area tennis clubs and facilities.

Section 6. Term of Office

All elected officers shall be elected for a term of two (2) years or until their respective successors are elected and shall be eligible to succeed themselves. Elected officers may not serve more than two (2) terms consecutively in the same position. All appointed directors shall be appointed for a term of one (1) year, for the balance of the term of the vacant position to which they are appointed, or until their respective successors are appointed and shall likewise be eligible to succeed themselves. All elected officers shall take office on the first day of the first month of the fiscal year next succeeding their election. All appointed officers and directors shall take office on the day their appointment by the President has been approved by the Board of Directors.

Section 7. Removal

Any director, elected officer, or appointed officer may be removed from office, with or without cause, by an affirmative vote of a majority of directors then in office and as permitted by and in accordance with the laws of this state. Removal may occur at any regular or special meeting of the Executive committee called for such purpose.

Section 8. Vacancies

The President, with the consent of the Board of Directors, may appoint other officers and directors as may be deemed necessary and appropriate and may fill any vacancies in elective offices in the same manner. The Board of Directors may fill any vacancy in the office of the President, and may do so either at a regular or a specially called meeting of the Board of Directors. Appointed officers and directors should reflect the diversity of the Association and

community both culturally and in terms of representation from area tennis clubs and facilities. Vacancies shall be filled for the duration of the term of the vacated position.

Section 9. Quorum

At all meetings of the Board of Directors, the presence of a majority of the number of directors holding office at that time shall constitute a quorum. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute or these bylaws.

Section 10. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Section 11. Proxies

Proxies shall not be permitted or recognized.

Section 12. Insurance for Association Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the articles of the Association, these bylaws, or provisions of law.

ARTICLE V

OTHER/STANDING COMMITTEES

Section 1. Committees

Committees shall be established as required to support the Association's activities and bylaws. A Nominating Committee shall be appointed every fiscal year. See Nominating Committee, Article IV, Section 5.

Section 2. President as Member of Committees

The President shall be a member of all committees, except the Nominating Committee. The Chairperson of each committee shall preside at all committee meetings and be responsible therefore (except that, when necessary, such Chairperson may appoint another member of the committee to preside at a committee meeting or be responsible therefore); give notice of all meetings; communicate and confer with all committee members; and where necessary or convenient, prepare and submit a report of any action taken by such committee.

Section 3. Committee Meetings

Meetings of any committee of the Association (including, without limitation, meetings of the Executive Committee) may be held by mail, electronic transmission, conference call, or in person. Visitors shall not participate in the meetings unless requested to do so by the presiding Officer or by a majority of the committee members present.

ARTICLE VI

ASSOCIATION STAFF

Section 1. Executive Director

The Executive Director of the Association reports to the President. He or she is responsible for the operation of the Association office. The Executive Director manages the other paid staff positions in the office. He or she provides financial reporting, staff support for officers and directors in meeting the Association's goals. The Executive Director shall see that notice is given to the general membership of meetings and other activities of the Association. He or she shall collect and receive the funds of the Association, shall deposit such in the name of the Association with such bank or banks as the Board of Directors shall designate, and shall keep an itemized account of the receipts and disbursements of the Association. The monthly DTA bank statement must be reconciled by someone other than the Executive Director. He or she must get approval from or have the President or Treasurer co-sign checks of \$5,000 or over. Use of the DTA logo or name on any materials must be approved by the Executive Director. He or she shall perform any other duties assigned by the President.

Section 2. Other Association Staff Positions

Other staff positions may be required in order to support the Association's goals. Any new positions must be approved by the Board of Directors of the Association. Presentation of new positions will be made to the Board of Directors including duties, financial information, and other relevant data.

ARTICLE VII

AMENDMENTS

Except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors. Approval shall require an affirmative vote by a majority of the Board of Directors present at a duly held meeting.

ARTICLE VIII

MISCELLANEOUS

Section 1. Manner of Giving Notice

Whenever, under the provisions of any statute, the Articles of Incorporation, or these bylaws, notice is required to be given to any director or member of the Association, it shall not be construed to mean personal notice, and any such notice may be given in writing by mail, electronic mail, or facsimile. Any notice permitted or required to be given by mail shall be deemed to be delivered when the same shall be deposited in the United States mail.

Section 2. Waiver of Notice

Whenever any notice is required to be given to any director or member of the Association, under the provisions of any statute, the Articles of Incorporation, or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting by consent in writing setting forth the action to be taken, signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document.

Section 4. Fiscal Year

The fiscal year of the Association shall be the twelve (12) month period beginning October 1 and ending September 30 inclusive unless otherwise altered by the Board of Directors.

ARTICLE IX

CONFLICT OF INTEREST

Section 1. Definition

A conflict of interest transaction or arrangement is a transaction or arrangement with this Association in which a director or officer has a direct or indirect interest.

A director or officer has a direct interest in any transaction or arrangement if the director or officer or a member of the director or officer's family has a financial interest in the transaction or arrangement.

A director or officer has an indirect interest in any transaction or arrangement if the director or officer or family member:

- has a financial interest or potential financial interest in any entity or individual involved in the transaction or arrangement;
- has a compensation arrangement with any entity or individual with which this Association has a transaction or arrangement; or
- is a director, officer, or trustee of a profit or nonprofit entity involved in the transaction or arrangement and the transaction or arrangement is of such importance that it is or should be considered by the board of that nonprofit entity.

Section 2. Procedures

Any director or officer with knowledge of an actual or potential conflict of interest on the part of that director or officer or any other director or officer of this Association shall inform the entire Board of Directors of the conflict.

The Board of Directors shall obtain disclosure of the financial interest and all material facts. After any discussion with the interested person, the interested person shall leave the meeting while the Board of Directors determines whether a conflict of interest exists. If the Board of Directors determines a conflict of interest exists, the Board of Directors shall follow these procedures to address the conflict of interest:

- The interested person may make a presentation to the Board of Directors, but after the presentation shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the conflict of interest.
- The Board of Directors shall investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board of Directors shall determine whether the transaction or arrangement is fair to the Association.
- The transaction must be approved by a majority of all the members of the Board of Directors who have no direct or indirect interest in the transaction.
- If a majority of the directors vote to approve the transaction or arrangement, a quorum is present for the purpose of taking action, except that such transaction or arrangement cannot be approved by a single director.

ARTICLE X

INDEMNIFICATION


Subject to the determination of the Executive Committee required pursuant to Article 1396-2.22A(F) of the Act, the Association shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (a) is or was a director, committee member or officer of the Association or (b) while a director, committee member or officer of the Association, is or was serving at the request of the Association as a director, committee member, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Association, partnership,

joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the Act, as the same exists or may hereafter be amended. Any repeal or amendment of this Article X shall be prospective only and shall not limit the rights of any such director, committee member or officer or the obligations of the Association with respect to any claim arising from or related to the services of such director, committee member or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article X. Such right shall include the right to be paid by the Association expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Association within sixty (60) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Act, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its Executive Committee or any committee thereof or established thereby, independent legal counsel, or members) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor any actual determination by the Association (including its Executive Committee or any committee thereof or established thereby, independent legal counsel, or members) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advance is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, directors or executive committee, agreement, or otherwise.

The Association may, in the sole and absolute discretion of the Executive Committee, also indemnify any employee or agent of the Association to the fullest extent permitted by law.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

THIS IS TO CERTIFY that the foregoing Amended and Restated Bylaws of Dallas Tennis Association, have been duly adopted this 10th day of March, 2010, by the Executive Committee or other committee designated under the provisions of the foregoing Amended and Restated Bylaws, effective as of April 1, 2010.

By: 
Name: Kenni Driver
Title: President, DTA Board of Directors