

Georgia Tennis Foundation  
**BYLAWS**  
(Revised June 16, 2022)



**GEORGIA TENNIS**  
F O U N D A T I O N

## **Article I**

### **NAME, LEGAL STATUS, AND PURPOSE**

#### **SECTION 1. Name**

The name of the corporation is the "Georgia Tennis Foundation, Inc." doing business as "Georgia Tennis Foundation": (hereafter referred to as the "GTF").

#### **SECTION 2. Legal Status**

- a. The GTF is incorporated as a nonprofit, charitable, educational organization under the laws of the state of Georgia.
- b. The GTF is organized exclusively with the meaning of Section 501c3 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States Internal Revenue Laws of the United States.

#### **SECTION 3. Purpose**

- a. The GTF is organized exclusively for charitable and educational purposes and has no other purposes. Educating the public and providing information as to the lifelong health benefits of tennis as well as the stimulation of interest in tennis and good sportsmanship in schools, playgrounds and public parks is the primary purpose of the GTF. To that end the GTF gives encouragement to players of all ages and abilities (including adults with disabilities) through providing grants and coaching, funding instructions, and by supporting special events and educational opportunities. Further, the GTF endeavors to encourage such activities by providing recognition in the Georgia Tennis Hall of Fame to persons who have brought substantial recognition and esteem to themselves and the sport of tennis in Georgia.
- b. The GTF in carrying out its purposes cooperates with the United States Tennis Association ("USTA"), the USTA Southern Section, the Georgia Tennis Association, Inc. ("USTA GA"), and other local and municipal tennis associations where the functions coincide with the purposes of the GTF.
- c. As a nonprofit corporation, the GTF has no capital stock and no shareholders, and no part of the net earnings, income or profit of the GTF inures to the benefit of or be distributable to its directors, officers or private individuals except that the GTF may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable, scientific and educational purposes.

- d. No substantial part of the activities of the GTF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the GTF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- e. Notwithstanding any other provision of these Bylaws, the GTF shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- f. The GTF shall not be used for the promotion of any political or religious causes.

## **ARTICLE II**

### **GOVERNANCE – BOARD OF TRUSTEES**

#### **SECTION 1. Composition**

- a. The GTF is governed by a Board of Trustees (the “Board”) which shall consist of not less than twelve (12) nor more than eighteen (18) members (each a “Trustee”), including the four Officers identified in Section 3. Members of the USTA Georgia Board of Directors, Advisory Council, “Active” Past Presidents and members are eligible to serve on the GTF Board.

#### **SECTION 2. Term of Trustees**

- a. The term of a Trustee is three (3) years.
- b. Election of new Trustees will be held at the Annual Meeting or within thirty (30) days prior to same. The new Trustees will take office on the first day of January following their election.
- c. There are no “term limits” for Trustees (GTF Officers have a limit of three (3) terms, each term is three (3) years in length).
- d. No vacancy of the Board impairs the right of the quorum to exercise all the rights and perform all the duties of the Board. The President, at his or her discretion, may increase the number of serving Trustees up to the maximum number of Trustees permitted under these Bylaws. Newly created Trustee positions resulting from an increase in the total number of Trustees, and vacancies occurring for any reason, including any vacancy occurring by reason of the

death, resignation, or removal of a Trustee, may be filled at any meeting of the Board by the vote of the majority of the Trustees then in office, although less than a quorum. The President shall propose to the Board the name of a candidate or candidates to fill any Trustee vacancy. Upon election, the newly elected Trustee will begin serving on the Board immediately. Each Trustee so elected shall serve until the next election of Trustees.

- e. A Trustee may be removed for just cause by a three-fourths majority of the eligible voting members. The Trustee in question shall not be eligible to vote.

### **SECTION 3. Officers**

- a. The Officers of the Board are:
  - i. President/CEO.
  - ii. Vice President
  - iii. Secretary
  - iv. Treasurer
- b. All Officers are Trustees of the Board.
- c. All Officers must be elected in accordance with the provisions of Article V, Section 1.
- d. A vacancy in an office may be filled for the unexpired term by the Board. The candidate to fill the vacancy for the remainder of the unexpired term of an officer must be elected by the surviving or continuing Trustees in person, by telephone or by email.

### **SECTION 4. Officers' Responsibilities.**

#### **President**

The President shall:

- i. Serve as Chief Executive Officer of the Board and preside at all meetings of the Board;
- ii. Execute on behalf of the GTF such contracts and other papers as may be proper relative to the carrying out of the business of the GTF;
- iii. Monies or securities of the GTF shall be kept in solvent Banks, or other safe depositories, and shall be withdrawn only by checks signed by the President, or by such other officers, directors or employees of the GTF that shall be designated from time to time by the President, the Board of Trustees or Executive Committee thereof. The Board of Trustees or Executive Committee thereof shall have authority, from time to time, to

designate or approve a mechanical method of signing and/or countersigning checks of the GTF;

- iv. Serve as principal officer of the Board, and be responsible for carrying out the powers and duties of the Board; and
- v. Serve as an ex-officio member of all Standing Committees of the Board and any special committee which may be created.

### **Vice President**

The Vice President shall:

- i. Perform the duties and exercise the powers of the President in the absence or disability of the President; and
- ii. Perform such duties as may be assigned to the Vice President by the Board.

### **Secretary**

The Secretary shall:

- i. Attend all meetings of the Board and record all votes and prepare the minutes of all proceedings of the Board;
- ii. Perform like duties, when required, for any committees created by the President or the Board;
- iii. Give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws;

### **Treasurer**

The Treasurer shall:

- i. Have oversight of the funds and securities of the Board;
- ii. Prepare a proposed budget with input from the President, Vice President and/or the Executive Director for Board approval for the forthcoming fiscal year; and
- iii. Ensure that accurate records of the fiscal affairs of the GTF are kept.
- iv. Ensure that all monies and other valuable effects shall be deposited in such banks or other depositories as shall, from time to time, be selected by the President. Monies or securities of the GTF shall be kept in solvent banks, or other safe depositories, and shall be withdrawn only by checks signed by the President, or by such other officers, directors or employees of the GTF as designated in these Bylaws or from time to time by the

President, the Board or Executive Committee. The President, Board or Executive Committee thereof shall have authority, from time to time, to designate or approve a mechanical method of signing and/or countersigning checks of the GTF.

- v. The Treasurer (or his/her designee) is the accompanying check signature on any check amounts exceeding \$5,000.00.

### **Executive Director**

The Executive Director shall:

- i. Be the administrative officer of the GTF and perform such duties as may be prescribed by the Board; and
- ii. Execute on behalf of the GTF such contracts and other papers as may be proper upon authorization of the Board.
- iii. Be the primary staff liaison for all Committees except where delegated to other staff members.
- iv. Be the primary liaison on behalf of the GTF with USTA GA and the USTA.
- v. Be the sole signatory on checks written on the account of the GTF in an amount not to exceed \$5,000.00 per single check.

### **SECTION 5. Counsel**

- a. With the consent of the Board of Trustees, the President may retain legal counsel, accountants, or other professionals to advise or represent GTF on legal and other matters when called upon by the President, the Executive Director or the Board.
- b. The legal counsel must be a member of the bar in good standing within the state of Georgia.

### **SECTION 6. Compensation of Officers, Trustees, Counsel & Additional Employees**

- a. All Trustees and Officers of the Board serve without compensation.
- b. Counsel serves without compensation, except by special authorization of the Board.
- c. The Board shall adopt and maintain a conflict of interest (COI) policy. Trustees and Officers will complete a COI statement annually for each year of service to the Board.
- d. The President may authorize the reasonable reimbursement of expenses incurred by any person in conjunction with the business of the GTF according to the Board approved Expense Reimbursement Policy. The Board may employ such

other personnel, including but not limited to USTA Georgia staff, as may be necessary to carry out the functions of the GTF.

## **ARTICLE III**

### **MEMBERSHIP AND VOTING**

#### **SECTION 1. Voting Members**

Each person who is elected and/or an Officer is a voting member of the Board with one vote.

#### **SECTION 2. Advisors**

Where the President deems necessary to do so in order to carry out the powers and duties of the Board, the President may designate a non-member(s) of the Board with particular knowledge or expertise on an issue to assist any Standing Committee or special committee with a specified issue or task. The President's designee(s) are Advisors and, upon request from the President, are entitled to attend or provide a report at a meeting of the Board. Advisors do not have a vote on the Board. Advisors have a vote on the committee on which they serve. The designation as an Advisor terminates upon the completion of the term of the President designating such Advisor.

#### **SECTION 3. Honorary Trustees**

The Board shall be authorized to name any person to the position of "Honorary Lifetime Trustee" to honor that person's prior service and dedication to the mission of the GTF. Honorary Lifetime Trustees shall not be entitled to vote on matters before the Board, but shall be welcomed to attend the regular meetings of the Board. There shall be no minimum or maximum number of Honorary Lifetime Trustees.

#### **SECTION 4. Quorum**

- a. At all meetings of the Board or any committee, a majority of the Trustees or committee members, as applicable, are necessary to constitute a quorum for the transaction of business. The act of a majority of the Trustees/committee members participating in or present at the meeting at which there is a quorum constitutes an action of the Board. Any Trustee or committee member may vote by proxy by giving written notice of such vote to the President or any other Trustee/committee member, prior to any meeting. At the discretion of the President, any vote of the Board or any committee may be taken by first-class mail, or by email, telephone or video call. Any written vote is deemed official if received by the deadline date provided for receipt of the written vote.

## **ARTICLE IV**

### **MEETINGS**

- a. Regular meetings of the Board are held at which all matters pertaining to the operation and affairs of the GTF shall be discussed. The Annual Meeting of the Trustees must be held in conjunction with the Annual Meeting of the USTA GA or at such other time and place designated in writing by the President.
- b. Meetings of the Board may be called by the President at such time and place as the call of the meeting shall fix. In addition, a written petition by 1/3 of Trustees may also call a meeting. Such meetings may be called to be held at a place outside of the metropolitan Atlanta region.
- c. Meetings of the GTF in person, or by telephone or via electronic means are held as often as needed for the best interest of the GTF. Any one or more Trustee or any committee member may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time.

### **NOTICE OF MEETINGS**

- a. Notice of the meetings, other than the Annual Meeting held in conjunction with the USTA GA Annual Meeting for which no notice is required, is given to the members of the Board by the President, the Secretary, or the Executive Director. Notice may be given in person, first-class mail, or by email, or by telephone advising of the time and place of the meeting, using the address or contact information for each Board member as shown by the records of the GTF office. It is the duty of each member of the Board to keep the GTF office advised of the correct address and contact information of such member. At least forty-eight (48) hours' written notice must be given for any meeting.
- b. Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, 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.
- c. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.



- d. The Secretary must maintain written minutes, recording the acts and proceedings at meetings of the Board. Such minutes must be prepared by the Secretary or person designed by the Secretary or President and approved by the officer presiding at the meeting. The minutes must be distributed to the Board by mail, or email no later than forty-five days after the conclusion of the meeting and approved at the next succeeding meeting of the Board.
- e. Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all directors and filed with the Secretary of the GTF.

## **ARTICLE V**

### **COMMITTEES**

#### **SECTION 1 - Nominating Committee**

- a. The President of the Board appoints the chair of the Nominating Committee and two additional committee members for a term of two (2) years. The Nominating Committee is responsible for submitting nominations to the Board for the approval of the Trustees to replace the group whose term will expire. The proposed nominees are elected by the Board either in person, by telephone or by email vote at or at least thirty (30) days prior to the Annual Meeting of the Board.
- b. A majority vote by the Nominating Committee is required for all proposed nominees.
- c. At least one (1) member of the USTA Georgia Board of Directors, Advisory Council or "Active" Past Presidents will serve on any GTF Nominating Committee.

#### **SECTION 2 - Executive Committee**

The Board, by resolution adopted by a majority vote of the entire Board present at any regular or special meeting, may appoint an Executive Committee which shall consist of the President, Vice President, Secretary, Treasurer, Executive Director, and up to two (2) other Trustee(s) appointed by the President. The committee shall be delegated such authority or duties as the Board may determine, except that the Executive Committee will not have any authority with respect to the submission to members of any action requiring the approval of the members, the filling of vacancies on the Board or any committee, the fixing of compensation, the amendment or repeal of the Bylaws or adoption of new bylaws or the amendment or repeal of any resolution of the Board which by its terms will not be amendable or repeal able.

### **SECTION 3 - Hall of Fame Selection Committee**

- a. Each year the Hall of Fame Selection Committee is responsible for selecting the inductees into the Georgia Tennis Hall of Fame.
- b. The Hall of Fame Selection Committee shall consist of six (6) members with staggered terms of three years each. Two (2) members of the selection committee will be open for reappointment each year. The members are not required to be Trustees except as set forth below. Members of the committee must be nominated by the President and approved by the Board.
- c. If a vacancy occurs, the President must nominate a replacement member and the Board vote on such nomination as soon as reasonably practical after a vacancy occurs.
- d. A member of the Hall of Fame Selection Committee serves a three-year term and may be reelected for a second three-year term but must rotate off the committee for at least one year before returning to the committee.
- e. Individuals to be inducted into the Georgia Tennis Hall of Fame are nominated using the criteria for nomination of inductees approved by the Board. Written nomination, with resumes and/or bios attached, are required for Hall of Fame Selection Committee consideration.
- f. The Hall of Fame Selection Committee selects from qualified nominations using procedures approved by the Board. Voting a nominee into the Georgia Tennis Hall of Fame requires a positive vote by five of the six members of the Hall of Fame Selection Committee. If necessary, committee members may attend meetings and vote by telephone or video.
- g. The new inductees must be inducted into the Georgia Tennis Hall of Fame at the time as approved by the Board.

### **SECTION 4 - Grants Committee**

- a. The Grants Committee shall be composed of six (6) members with staggered terms of three years each. The members are not required to be Trustees except as set forth below. Members of the committee must be nominated by the President and approved by the Board.
- b. If a vacancy occurs, the President must nominate a replacement member and the Board vote on such nomination as soon as reasonably practical after a vacancy occurs.
- c. The Responsibilities of the Grants Committee shall be as follows:

- i. To review grant recommendations and declinations made by the program staff and make recommendations to the Board on grants, declinations, memberships and discretionary grants;
- ii. To annually recommend to the Board the grants budget allocation among funding priorities;
- iii. To assess and evaluate current funding priorities and grantee pools and make recommendations to the Board;
- iv. To annually review the Grants Data prepared by the staff and report on such to the Board;
- v. To discuss initiatives for funding and/or new directions within existing funding priorities;
- vi. To discuss emerging trends within the movements the GTF supports and the impact such trends might have on GTF grantees;
- vii. To recommend to the Board options for Board site visits;
- viii. To monitor the grant application process and recommend and approve changes to improve same;
- ix. To provide general oversight to the grant making activities of the GTF.

Members of this committee may be formed by existing or past GTF Board Members/Trustees, as well as USTA Georgia volunteer leadership and members.

### **SECTION 5: Fundraising/Development Committee**

- a. The Fundraising/Development Committee shall be composed of six (6) members with staggered terms of three years each. The members are not required to be Trustees except as set forth below. Members of the committee must be nominated by the President and approved by the Board.
- b. If a vacancy occurs, the President must nominate a replacement member and the Board vote on such nomination as soon as reasonably practical after a vacancy occurs.
- c. The Responsibilities of the Fundraising/Development Committee shall be as follows:
  - i. Develop long-term and annual fundraising plans that will generate the funds needed to meet the GTF's fundraising goal;
  - ii. Develop a plan for involving Board members in the non-grant fundraising activities of the GTF;
  - iii. Investigate new fundraising projects, activities, and ideas for possible use in the future;

- iv. As needed, create and supervise sub-committees to successfully carry out the fundraising events and activities that are part of the fundraising plan;
- v. Annually submit objectives as part of the planning and budgeting process;
- vi. Submit regular reports to the Board on the progress of development activities;
- vii. Report to the Board at regular meetings of the Board in a manner determined by the Board.

Members of this committee may be formed by existing or past GTF Board Members/Trustees, as well as USTA Georgia volunteer leadership and members.

### **SECTION 6. Other Committees**

- a. The GTF President may establish other committees necessary to advance the GTF's purpose. The chairs and members of these committees (which can include Advisors and other non-Trustees) must be appointed by the President and shall serve for the remainder of the current President's term, unless renewed by the next President at the beginning of his or her term.

## **ARTICLE VI**

### **INDEMNIFICATION**

- a. The GTF must indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director (as defined below) against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interest of the GTF and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful.

For the purposes of this Article, the terms "party", "proceeding", "director" and "liability" shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code, which govern the indemnification of directors. "Director", as defined by this Article, shall also include the President, Vice President, Executive Director, Advisors, Officers and Trustees of the GTF.

- b. The GTF pays for or reimburses the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding, if:
  - 1) The expenses have been approved in advance by the President; and

- 2) The director furnishes the GTF a written affirmation of the director's good faith belief that the director has met the standard of conduct set forth above; and
  - 3) The director furnishes the GTF a written undertaking, executed personally or on the director's behalf, to repay any advances if it is ultimately determined that the director is not entitled indemnification.
- c. The written undertaking required by paragraph 2 above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

## **ARTICLE VII**

### **INSURANCE**

The GTF shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the GTF or is or was serving at the request of the GTF as a director or officer of another domestic or foreign GTF for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the GTF would have the power to indemnify him or her against that liability under the Act. The GTF's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the GTF. To the extent that such insurance coverage provides a benefit to the insured person, the GTF's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

## **ARTICLE VIII**

### **AMENDMENT OF BYLAWS**

- a. These Bylaws may be amended, altered or repealed upon the affirmative vote of two thirds majority of the members of the Board at any annual, semiannual or special Board meeting. Any proposed alteration, amendment or repeal or any proposed new Bylaw provision must be submitted by a member of the Board. Any such proposal shall be submitted to the Secretary at least forty-five days prior to any scheduled meeting at which the amendment will be voted upon. The Secretary includes notice of such proposed amendment(s) in the notice of the meeting.

## **ARTICLE IX**

### **DISSOLUTION**

- a. In the event of its dissolution, the residual assets of the GTF will be turned over to one or more organizations which themselves are exempt organizations as described in Section 501c3 and 170c2 of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the GTF is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE X**

### **GENERAL PROVISIONS**

- a. The fiscal affairs of the GTF may be subject to an audit or review by a firm of independent certified public accountants selected by Executive Committee.
- b. These Bylaw constitute the operating documents of the GTF in conjunction with approved Policies and Procedures.
- c. The fiscal year of the GTF shall be the calendar year unless other fixed by the Board.
- d. The principal office is currently located at the offices of the USTA GA at 116 Marble Mill Road, NW, Marietta, GA 30060. Should the USTA GA move its offices to another location, the principal office of the GTF shall also move without further amendment of these Bylaws. The GTF may establish such other offices as its Trustees may authorize and direct.
- e. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

**APPROVED BY THE BOARD OF TRUSTEES ON 06/16/2022**