

## **Articles of Incorporation**

### **Arlington Tennis Education Foundation, Inc.**

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I** The name of the corporation is Arlington Tennis Education Foundation, Inc.

**ARTICLE II** The Corporation is a non-profit corporation.

**ARTICLE III** The Period of duration is perpetual.

**ARTICLE IV** The purpose for which the corporation is organized is to foster national or international amateur tennis competition and to educate amateurs in the sport of tennis.

**ARTICLE V** The street address of the initial registered office of the corporation is 601 W. Abram, Arlington, Texas 76010, and the name of the initial registered agent at such address is Kris L. Landrith.

**ARTICLE VI** The number of directors constituting the initial board of directors of the corporation is ten (10), and the names and addresses of the persons who are to serve as the initial directors:

**Ken Allibon** 1802 W. Lamar, Arlington, TX 76012

**Catherine Brooks** 504 W. Kimball, Mansfield, TX 76063

**Betty Dunn** 2440 Graham Dr., Arlington, TX 76013 76016

**B.C. Hosch** 3205 Yellowstone, Arlington, TX 76016

**Jane Kelly** 4111 Blue Feather Ct., Arlington, TX 76016

**Liz Mahon** 5705 Melstone Dr., Arlington, TX 76016

**Patsy Mills** 3012 Louise St., Ft. Worth, TX 76012

**Al Newsome** 2702 Mintwood Place, Arlington, TX 76016

**Ruth Robinett** 3215 Collard Rd., Arlington, TX 76017

**Ken West** 2205 Emerald Lake Dr., Arlington, TX 76013

## ARTICLE VII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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.

## BYLAWS

**Arlington Tennis Education Foundation, Inc.  
d.b.a. Arlington Tennis Association (“ATA”)**

Bylaws underlined and in **bold** have been amended.

Asterisks:

First Amendment\*

Second Amendment\*\*

### **ARTICLE I: Membership**

Section 1. The terms of membership shall be perpetual. Membership may be attained by one of the following:

Participating in an ATA event.

A donation to the Arlington Tennis Association.

Section 2. Kinds. There are two (2) kinds of membership, namely: Active and Honorary:

A. Active membership: Any adult or junior who has met the criteria of Section 1.

B. Honorary membership: Any adult who has distinguished himself or herself by meritorious service in the furtherance of tennis, and who resides within, or who is definitely associated with, the territorial limits of this organization.

Section 3. Period: Individual membership shall continue during the existence of this foundation unless terminated by request or by death of the member.

Section 4. Property Interest. Any person whose membership or term of office has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the organization.

## **ARTICLE II: Officers & Directors**

Section 1. At the regular September board meeting prior to the fall annual membership meeting, the President shall name a nominating committee of three (3), with one (1) member being designated as chairperson. They shall select nominees to replace the members of the board whose term has expired. The Board of Directors shall consist of no more than twelve (12) Directors nor less than six (6) Directors plus four (4) officers. The nominee for the office of President must have served on the Board at least one year prior to nomination. At the time of election, additional nominations for Officers and Directors can be made from the floor. Those candidates receiving the highest number of votes shall be declared elected for a term of two (2) years. The newly elected Board of Directors shall start their term of office on the first day of the fiscal year.

Section 2. A vacancy in the Board of Directors of any office shall be filled by appointment by the remaining members of the Board.

Section 3. **No President or officer shall succeed themselves in their office after serving two (2) consecutive terms.\***

Section 4. If elected, a Director may succeed himself after serving two (2) consecutive terms.

Section 5. The governing body of this organization shall be the Board of Directors. They shall have general control and supervision of all affairs of this Association, shall approve committees appointed by the President, and approve decisions made by the various committees.

Section 6. The Board shall have general control over all officers and committees, and may, for good cause, declare any office vacant subject to appeal to the general membership if so desired by the individual involved.

Section 7. Each Officer and Director shall be an active member in good standing of this organization.

Section 8. **During the November Board meeting, the newly elected Board Members will decide which Board Members will fill the office of President, Vice President, Secretary, and Treasurer; also, decide who will fill the office of Public Relations, Membership, Editor of the newsletter, and a Liaison for the USTA Programs. If deemed, each of these positions may form committees with the**

**Board Members serving as Chairperson.** \*\* Also, the Board Members will decide which board member will head each of the standing committees (Tournament, Junior Development, and Scholarship).

**Section 9.** No Officer or Director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

**Section 10.** The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary in the conduct of the business of the organization.

**Section 11.** The Board of Directors shall reserve the right to enforce the point penalty system of the USTA, which may include defaulting or even suspending a player who engages in such described violations.

### **ARTICLE III: Duties of Officers**

**Section 1.** President: It shall be the duty of the President to preside at meetings of the organization and Board of Directors, and perform such other duties as ordinarily pertains to this office.

**Section 2.** Vice-president: It shall be the duty of the Vice-president to preside at meetings of the organization and Board of Directors in the absence of the President, maintain ATA e- mail communications, and to perform such other duties as ordinarily pertains to this office.

**Section 3.** Secretary: It shall be the duty of the Secretary to keep the record of the attendance at meetings, send out notices of the annual membership meeting and special meeting of this organization, and record and preserve the minutes of such meetings. Upon the request of a current ATA member, the Secretary shall make available the Articles of Incorporation and Bylaws of the Association, and perform such other duties as usually pertain to this office.

**Section 4.** Treasurer: It shall be the duty of the Treasurer to have custody of all funds, deposit all funds of the organization in a federally insured bank or savings and loan located in Arlington, Texas, control all checks, present the annual budget report and a budget of estimated income and estimated expenditures for the fiscal year at the January meeting (prepared jointly with outgoing and incoming treasurer). Also, after the proposed budget has been approved by the Board, it is the treasurer's duty to see that it is published along with the financial statement from the previous year in the next newsletter, file all tax forms on time, and to perform such other duties as pertain to this office. Upon retirement from office, he or she shall turn over to the successor or the President, all funds, books of accounts, or any other foundation property in their possession.

## **ARTICLE IV: Voting**

**Section 1.** The business of this organization shall be transacted by a show of hands except the election of directors, which may be by ballot if requested as deemed necessary.

**Section 2.** All current members are entitled to vote at any annual or special meeting when in person or by proxy. The proxy must be in writing and signed by the member submitting the proxy. Current junior members shall have no voting power.

**Section 3.** All voting by the membership or the Board will be finalized by a majority vote unless the President or Bylaws states otherwise.

## **ARTICLE V: Meetings**

**Section 1.** **The annual meeting of this organization shall be held in the fall of each year, in Arlington, Texas, at a place, time, and date (no later than the thirtieth (30th) of October) to be specified by the Board of Directors at which time the election of officers and directors shall be held. Notice of the meeting shall be posted on the website at least ten (10) days in advance of meeting.\*\***

**Section 2.** A special meeting of members of this association may be called by the President, at any time, and shall be called by the President if requested by a majority of the Board of Directors, or if requested in writing by twenty (20) active members of this association.

**Section 3.** At all meetings, annual or special, those members present shall constitute a quorum. Written notice shall be given to all members of this organization at least ten (10) days in advance of any special meeting.

**Section 4.** Directors and Officers are required to attend one (1) Board meeting each month held only within the boundaries of Tarrant County, in the State of Texas. The time, place and date will be decided by the Board of Directors at the previous Board meeting. Those with a valid reason for absence shall, prior to the meeting, contact one of the Board Members of their impending absence. **Three (3) absences during the fiscal year shall automatically eliminate membership on the Board.**\* Any Board Member, who is terminated due to these attendance requirements, has two (2) weeks to request a meeting with the current Board. Upon hearing from the terminated Board Member, the Board may, with a majority vote, approve to reinstate the terminated Board Member. Any further absence by the same Board Member automatically terminates membership on the Board with no method of reinstatement. The minutes of each Board Meeting will reflect any absences. Any resulting vacancy will be filled in accordance with Article II, Section 2 of the bylaws.

Section 5. A majority of the Board Members shall constitute a quorum of the Board of Directors. Any less than a quorum shall warrant a rescheduling of the meeting.

Section 6. An executive committee consisting of the officers and one other Board Member appointed by the President are authorized to act for the Board in any matter deemed sufficiently urgent by the President. An email ballot may be taken to take action on immediate matters.

## **ARTICLE VI: Committees**

Section 1. The President shall appoint, with the approval of the Board of Directors, such committees as deemed appropriate. Each committee shall have no less than two (2) members of this organization with at least one (1) of whom must be a Director acting as Chairperson. All committees may have one (1) or more Directors, unless specified otherwise in these Bylaws, as long as there are members (non-directors) of this organization included.

Section 2. The President shall be an ex-officio member of all committees, except for one (1), the nominating committee, and as such, shall have all the privileges of membership, thereof.

Section 3. Except where special authority is given by the Board of Directors, committees shall not take action until a report has been made to the Board and approved by the Board.

Section 4. Committees may include, but are not limited to, the following:

A. Tournament Committee - Shall organize and run tennis tournaments, open to all tennis players, and whatever they deem necessary.

B. Junior Development Committee - Shall plan and supervise junior tournaments, open to all junior tennis players, and provide tennis clinics for juniors (non-member and member), and whatever they deem necessary,

C. **Scholarship Committee - Shall select recipients for the Pat Johnson Memorial Scholarship to be presented to one or more full-time college student(s) each year in the fall\* and shall present to the Board any changes in requirements and application form as deemed necessary.**\*\*The committee will consist of one (1) Board Member plus two (2) current members from this organization.

## **ARTICLE VII: Resolutions & Subscriptions**

Section 1. No resolution or motion to commit this organization on any matter shall be considered by the organization until it has been considered by the Board of

Directors. Such resolution or motion, if offered at any organization meeting, shall be referred, without discussion, to the Board which, after having given consideration to the matter, shall submit its recommendation to the organization.

Section 2. Any appeal to the organization for charitable or other subscription shall be handled in accordance with the procedure prescribed in Section 1 of the article.

### **ARTICLE VIII: Parliamentary Authority**

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this association in all cases to which they are applicable and to which they are not inconsistent with these bylaws and any special rules of order this association may adopt.

### **ARTICLE IX: Amendments**

Section 1. The Directors may make, adopt, alter, or amend the Bylaws when deemed necessary. All notices required by The ATA Board to the ATA Membership may be by way of posting on the ATA website.

As amended May, 2004

**FIRST AMENDMENT \***  
**TO**  
**BYLAWS**  
**OF**  
**ARLINGTON TENNIS EDUCATION FOUNDATION**  
**(a Texas non-profit corporation doing business as Arlington Tennis Association)**

**EFFECTIVE: December 1, 2011**

This First Amendment (this “**Amendment**”) to the Bylaws (as amended May 2004, the “**Bylaws**”) of Arlington Tennis Education Foundation, Inc., a Texas non-profit corporation (the “**Association**”), is subject to and governed by the Texas Non-Profit Corporation Act (the “**Act**”) and the Articles of Incorporation of the Association (the “**Articles**”). In the event of a direct conflict between the provisions of this Amendment and the mandatory provisions of the Act or the Articles, such provisions of the Act or Articles, respectively, shall control.

1. Amendment to Article II, Section 3. Article II, Section 3 of the Bylaws shall be deleted in its entirety and replaced with the following: “No President or officer shall succeed themselves in their office after serving more than five (5) consecutive terms.”

2. Amendment to Article V, Section 4. The fourth sentence of Article V, Section 4 of the Bylaws shall be amended to read in full as follows: “Five (5) absences during the fiscal year shall automatically eliminate membership on the Board.”

Except as amended hereby, the Bylaws shall remain in full force and effect in their entirety.

The undersigned, being the Secretary of Arlington Tennis Education Foundation, Inc., doing business as Arlington Tennis Association, hereby certifies that the foregoing Amendment to the Bylaws of Arlington Tennis Education Foundation, Inc. was authorized by the Board of Directors of Arlington Tennis Education Foundation, Inc. on December 1, 2011.

Lynn Darst, Secretary

**SECOND AMENDMENT \*\***  
**TO**  
**BYLAWS**  
**OF**  
**ARLINGTON TENNIS EDUCATION FOUNDATION**  
**(a Texas non-profit corporation doing business as Arlington Tennis Association)**

**EFFECTIVE: January 5, 2012**

This Second Amendment (this “**Amendment**”) to the Bylaws (as amended May 2004 and by First Amendment to Bylaws effective as of December 1, 2011, the “**Bylaws**”) of Arlington Tennis Education Foundation, Inc., a Texas non-profit corporation (the “**Association**”), is subject to and governed by the Texas Non-Profit Corporation Act (the “**Act**”) and the Articles of Incorporation of the Association (the “**Articles**”). In the event of a direct conflict between the provisions of this Amendment and the mandatory provisions of the Act or the Articles, such provisions of the Act or Articles, respectively, shall control.

1. Amendment to Article II, Section 8. The first two (2) sentences of Article II, Section 8 of the Bylaws shall be deleted in their entirety and replaced with the following: “During either the November or December Board meeting (as specified by the Board of Directors), the newly elected Board Members will decide which Board Members will fill the office of President, Vice President, Secretary and Treasurer.”

2. Amendment to Article V, Section 1. Article V, Section 1 of the Bylaws shall be deleted in its entirety and replaced with the following: “The annual meeting of the organization shall be held in the fall or winter of each year, in Arlington, Texas, at a place, time and date (no later than the fifteenth [15] day of December) to be



specified by the Board of Directors, at which time the election of officers and directors shall be held.”

3. Amendment to Article VI, Section 4C. Article VI, Section 4C of the Bylaws shall be deleted in its entirety & replaced with the following: “Scholarship Committee - shall select a recipient(s) for the ATA College Scholarship to be presented to one or more full-time college student(s) each year in the spring. The committee shall be responsible in presenting to the ATA Board any changes in requirements and the application form as deemed necessary. “

Except as amended hereby, the Bylaws shall remain in full force and effect in their entirety.

The undersigned, being the Secretary of Arlington Tennis Education Foundation, Inc., doing business as Arlington Tennis Association, hereby certifies that the foregoing Amendment to the Bylaws of Arlington Tennis Education Foundation, Inc. was authorized by the Board of Directors of Arlington Tennis Education Foundation, Inc. on January 5, 2012.

Lynn Darst, Secretary