

BY LAWS
of
USTA New England-Connecticut, Inc.

ARTICLE I
NAME, PURPOSES, LOCATION
AND FISCAL YEAR

1. Name and purposes. The corporation shall be known as "USTA NEW ENGLAND - CONNECTICUT, INC." (hereinafter alternatively referred to as "USTA Connecticut"). The purposes of the USTA Connecticut shall be those as set forth in the Articles of Organization.
2. Location. The principal office of the USTA Connecticut shall be within the State of Connecticut and shall be the residence or place of business (at his or her option) of the incumbent President of USTA Connecticut.
3. Territory. That area assigned as USTA shall consist of the State of Connecticut, except that part within 35 miles of New York City Hall (which shall form part of the Eastern Section) but including that part within the city limits of Stamford, subject to any changes or modifications as the USTA may direct from time to time.
4. Fiscal Year. The fiscal year of the Association shall, unless otherwise decided by the Directors, end on December 31 in each year.
5. Amendments. Amendments to the By laws may be made at any annual or special meeting of the Board of Directors following the procedures specified in the By laws.

ARTICLE II
VOTING MEMBERS

For the purposes of this Article, the term "Member", unless otherwise specified, shall mean voting Members.

1.1. Qualification.

(a) Organizational Membership. The membership of USTA Connecticut shall consist of organizations interested in the promotion of tennis, including but not limited to clubs, schools, colleges, recreation and parks associations, community tennis associations, camps, and service organizations. The classification of organizational members shall

change automatically whenever the United States Tennis Association, Incorporated, a New York not for profit corporation” (hereinafter referred to as “USTA”) changes its classification of organizational memberships.

(b) Individual Membership. Membership shall be open to individual adult members of the USTA residing in Connecticut upon application made in writing addressed to the Secretary of the Board of Directors indicating the intention of the applicant to support the mission of the USTA Connecticut, and to any USTA Connecticut organizational member of the USTA. All applications for membership shall be submitted in the proper form to the USTA. Membership is subject to the approval of USTA.

1.2. Voting Power

The voting power of the various classes of organizational members shall coincide with that set forth in the USTA By laws and shall be changed automatically whenever the USTA changes its requirements.

No Member shall vote at the Annual Meeting unless it was a Member by August 31 of the preceding fiscal year.

No Member shall enjoy any of the privileges of membership until its dues are paid.

Representation: At all general meetings of USTA Connecticut as described in these By laws, each Member shall be entitled to be represented by one delegate and one alternate.

1.3. Dues. The dues of all Members shall coincide with those set forth in the USTA By laws and shall be changed automatically whenever the USTA changes its requirements.

1.4. Expulsion. The Board of Directors, by vote of no less than two-thirds (2/3) of Directors then in office, shall have the power to recommend to the USTA the suspension or expulsion of any Member with or without cause. Expulsion by the USTA shall constitute expulsion as a Member of USTA New England. Any member who fails to pay dues when due shall automatically be suspended from membership.

1.5. Resignation. A Member may resign by delivering a written resignation by mail, fax, or email to the President, Treasurer, or Secretary of USTA Connecticut and USTA New England, to a meeting of the Members or Directors, or to USTA New England at its principal office.

1.6. Annual Meeting. The Annual Meeting of the Members shall be held after January 1 each year and may be held at such other place within the USTA Connecticut Territory at the date and time as the President or Directors shall determine.

If an Annual Meeting is not held as herein provided, a special meeting of the Members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references in these By laws, except in this Section 1.7, to the Annual Meeting of the Members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Section 1.8.

1.7. Special Meetings. Special meetings of the Members may be held at any time and at any place within the USTA Connecticut territory. Special meetings of the Members may be called by the President or by the Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of at least twenty (20) Members.

1.8. Call and Notice.

Annual Meetings. Notice of the time and place and statement of the purpose of all Annual Meetings shall be given to each Member by mail, fax, or email at least thirty (30) business days prior to the date of the meeting, provided that notice shall be given as otherwise required by law, the Articles of Organization, or these By laws (including Section 1.7).

Special Meetings. Notice of the times and place of special meetings of the Members shall be given to each Member by mail, fax, or email at least fourteen (14) business days before the meeting addressed to the usual or last known business address, or by hand or by telephone at least forty-eight (48) hours before the meeting. Such notice shall include the purpose of the meeting.

Waiver of Notice. Whatever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by the Member's delegate or duly authorized officers (or its attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

1.10 Quorum. At any meeting of the Members at least ten percent (10%) of the Members then in good standing (whether present in person or represented by proxy) shall constitute a quorum. Any meeting may be adjourned to such a date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held adjourned without further notice.

1.11 Action by Vote. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or duly represented by proxy shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By laws.

- 1.12 Action by Writing. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meeting of the Members. Such consents shall be treated for all purposes as a vote at a meeting.
- 1.13 Proxies. Members may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein, which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.
- 1.14 Authorization. Each voting delegate at any meeting and signatories on all proxies must establish to the satisfaction of the Secretary of USTA Connecticut or to such person as he/she may appoint, that the person casting the ballot or executing the proxy has been duly authorized by the Member he/she purports to represent to act on the Member's behalf with respect to casting of said vote and upon all matters that may come before such meeting.
- 1.15 Use of Robert's Rules of Order. Except as otherwise provided in these By laws, Robert's Rules of Order shall be the rules of order for meetings of USTA Connecticut.

ARTICLE III

BOARD OF DIRECTORS

- 2.1. Number and Election.
- (a) Composition. There shall be a Board of Directors composed of 17 members, four (4) of whom shall be the Officers and one (1) who will be immediate Past President. All members of the Board of Directors shall be members of the USTA and shall reside within the geographic area served by the Organization.
- (b) Tenure. Each Director shall hold office until the third Annual Meeting of Members after his/her election and until a successor is elected and qualified, or until he/she sooner dies, resigns, is removed, or becomes disqualified.
- 2.2. Powers. The affairs of USTA Connecticut shall be managed by the Board of Directors who shall have and may exercise all the powers reserved to the Members as Members by law, the Articles of Organization or these By laws. The Board of Directors shall elect the USTA Connecticut State Delegate to USTA New England. The State Delegate shall, at

the direction of the Board of Directors, vote on all matters before the USTA on behalf of USTA Connecticut.

- 2.3. Committees. The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, to the extent permitted by applicable law. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By laws for the Directors.
- 2.4. Suspension or Removal. A non-officer Director may be suspended or removed with or without cause by vote of (a) a majority of the Members then in good standing or (b) no less than two thirds of the Directors then in office. A non-officer Director may be removed with or without cause only after reasonable notice and opportunity to be heard. A non-officer Director suspended or removed with or without cause by a vote of the Members shall have the opportunity to appeal such a suspension or removal to the Board of Directors.
- 2.5. Resignation. A non-officer Director may resign by delivering his/her written resignation by mail, fax, or email to (i) the President, Treasurer, or Secretary of USTA Connecticut; (ii) a meeting of the Members or Directors. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 2.6. Vacancies. Any vacancy in the Board of Directors (excluding the Officers, vacancies for which are addressed in Section 3.9 of these By laws) may be filled by the President, with approval from the Board of Directors. Each successor shall hold office for the unexpired term or until he/she sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.
- 2.7. Regular Meetings. Regular meetings of the Directors shall be held at least twice in each fiscal year. Two of these meetings must be separated by at least three months. The time and place of these meetings shall be designated by the President.
- 2.8. Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the President or by two (2) or more Directors.
- 2.9. Call and Notice
 - (a) Regular Meetings. Notice shall be given to each of the Directors of the time, place and purpose of any regular meeting at least ten (10) days prior to the date of such meeting, provided that notice shall be given as otherwise required by law, the Articles of Organization, or these By laws.

(b) Special Meetings. Notice of the time and place of special meetings of the Directors shall be given to each Director by mail, fax, or email at least five (5) business days before the meeting, addressed to the usual or last known business or residence address, or by notice in person or by telephone at least forty-eight (48) hours before the meeting. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By laws or unless there is to be considered at the meeting (i) contracts or transactions of USTA Connecticut with interested persons, (ii) amendments to these By laws, (iii) an increase or decrease in the numbers of Directors, or (iv) removal or suspension of a Director.

(c) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to (i) any Director if a written waiver of notice, executed by the Director (or an attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting; (ii) any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

- 2.10. Quorum. At any meeting of the Directors, 40% of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 2.11. Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization, or these By laws.
- 2.12. Action by Writing (Including email). Any action to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing (by mail or email) and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the Directors.
- 2.13. Compensation. Directors shall be entitled to receive for their services such reasonable amount, if any, as the Directors may from time to time determine, which may include expense of attendance at meetings. Directors shall not be precluded from serving USTA Connecticut in any other capacity and receiving compensation for any such services.
- 2.14. Participation by Conference Call Directors or any member of a committee may, at the discretion of the President, participate in a meeting of the Board, or of a committee by means of conference telephone, video or similar communications equipment that permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV
OFFICERS AND AGENTS

- 3.1 Number and Qualification. The Officers of USTA Connecticut shall be a President, a Vice-President, a Treasurer, and a Secretary. USTA Connecticut may also have such agents, if any, as the Directors may appoint. The Officers shall be Directors. The Secretary shall be a resident of Connecticut. A person may hold more than one office at the same time.
- 3.2 Election. The President, Vice President, Treasurer and Secretary shall be elected every third year by the Board of Directors at their Annual Meeting.
- 3.3 Tenure. The Officers shall each hold office until the third Annual Meeting following his/her election and until a successor is chosen and qualified, or until the Officer sooner dies, resigns, is removed, or becomes disqualified. Each Officer shall retain authority at the pleasure of the Directors. The President may not be elected to serve as President for more than two consecutive terms. No Vice President may be elected to serve in the same office for more than two consecutive terms.
- 3.4 President and Vice President. The President shall be the chief executive officer of USTA Connecticut and, subject to the control of the Directors, shall have general charge and supervision of the affairs of USTA Connecticut. The President shall call and preside at all meetings of the Members and at all meetings of the Directors, except as the Members or Board of Directors otherwise determine. The President shall form, charge, and appoint a chairman for each committee not otherwise provided for, see that all Officers perform their duties, and be an ex-officio member of all committees.
- The Vice President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of the President's inability to act. The Vice President shall be an ex-officio member of all committees.
- 3.5 Treasurer. The Treasurer shall, with the aid of staff, be responsible for the financial management and controls of USTA Connecticut. The Treasurer shall, with the aid of staff, prepare an annual budget subject to approval by the Board of Directors and shall monitor the budget and make recommendations to the Board of Directors concerning the fiscal affairs of USTA Connecticut. The Treasurer shall have such other duties and powers as designated by the Directors or the President.
- 3.6 Secretary. The Secretary shall, with the aid of staff, record and maintain records of all proceedings of the Members and Directors, which shall be kept at the principal office of USTA Connecticut Secretary and a copy filed with the President. If the Secretary is absent from any meeting of Members or Directors, a temporary Secretary may exercise the duties of the Secretary at the meeting.

- 3.7 Suspension or Removal. An Officer may be suspended or removed with or without cause by vote of no less than two thirds of Directors then in office at any special meeting called for such purpose or at any regular meeting. An Officer may be removed with or without cause only after reasonable notice and opportunity to be heard.
- 3.8 Resignation. An Officer may resign by delivering his/her written resignation by mail, fax, or email to the President, Treasurer, or Secretary of USTA Connecticut, or at a meeting of the Members or Directors. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 3.9 Vacancies. A vacancy in the office of President shall automatically be filled by the Vice President provided that the Vice President is willing and able to accept the position. If the office of President should become vacant despite this provision for automatic succession, the Directors shall appoint a President within thirty (30) days after the vacancy occurs. If the office of any other Officer becomes vacant, the Directors shall elect a successor. Each such successor shall hold office for the unexpired term, until a successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed, or becomes disqualified.

ARTICLE V

COMMITTEES

4.1 Standing Committees.

Nominating Committee. The Nominating Committee shall serve for a three (3) year term.

- i. The Chair of said committee shall be the immediate Past President of USTA Connecticut. If the immediate Past President is unable or unwilling to serve, then the Chairmanship shall be offered to the most recent previous chair of the Nominating Committee. If the most recent previous Chair is unable or unwilling to serve, then the Board of Directors shall select the Chair.
- ii. The Chair of the Nominating Committee and two other members may serve consecutively in such capacity for up to six (6) years.
- iii. A member of the Board of Directors may serve on the Nominating Committee, provided that member is not a candidate for re-election to the Board. No member of the Nominating Committee may be nominated for election as a Board member during his/her term on the Nominating Committee or any unexpired portion thereof.

- iv. Not later than November 1, prior to the next three year cycle of office, the Nominating Committee shall file with the Secretary of USTA Connecticut a list of nominations of Officers, and Board Members. The candidates for consideration shall have been selected at the discretion of the Nominating Committee.
- 4.2 Other Committees. The Directors shall establish whatever other committees they deem necessary. Membership in all committees, with the exception of the Nominating Committee as provided above, shall be terminated at the end of the fiscal year in which they were established. The President may also appoint a General Counsel, and the General Counsel, if any, shall serve as a non-voting member of the Board of Directors.

ARTICLE VI

ELECTION OF OFFICERS AND BOARD OF DIRECTORS

- 5.1 Nominations. By August 15, prior to the next three year cycle of office, the Secretary shall receive a list of nominations for Officers and other members of the Board of Directors from the Nominating Committee as provided in Article III. Said list shall be forwarded by the Secretary to all Members of USTA Connecticut no later than August 15.
- 5.2 Additional Nominations. Additional nominations for any or all such offices may be made by filing with the Secretary, on or before August 30, a certificate of nomination signed by authorized representatives of at least 5% of the Members who are then members in good standing of USTA Connecticut. Any additional nomination shall clearly identify who the alternative(s) would replace on the Nominating Committee's slate. Only candidates duly nominated under the provisions of this Article shall be eligible for election. Each Nominee for contested office shall be entitled to submit to the Secretary a concise statement of his/her qualifications for said office. An additional Nominee as defined herein shall submit a statement of qualifications at the time of filing the certificate of nomination. Upon receipt of such statement of qualifications and certificate of nomination, the Secretary shall without delay notify all other candidates for said office of the additional nomination and receipt of statement of qualification. Upon notification by the Secretary of such additional nomination, all other Nominees for the office in question shall be entitled to submit a statement of qualifications on or before August 30. The Secretary shall distribute a copy of any statement of qualifications submitted by any Nominee to all members of USTA Connecticut entitled to vote for the office in question together with a list of all candidates for said office, appropriate proxies and a notice of the Annual Meeting. It shall be the responsibility of each Nominee to supply the Secretary with sufficient quantities of any statement of qualifications submitted for distribution to all members of USTA Connecticut entitled to vote for the office in question.

- 5.3 Election. The election shall take place at the Special Meeting. If no alternative candidates were properly submitted, the Nominating Committee's slate shall be deemed elected at the next Annual Meeting. If there is more than one duly nominated candidate for any office, election shall be by the Members or such portion thereof entitled to vote for the office in question, casting the number of votes to which each Member is entitled under the provision of Article I. The Members shall cast their votes by written proxy or, in the alternative, and if represented in person at the Special Meeting, by written ballot. A plurality shall suffice for election.

Article VII

EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted, or endorsed by USTA Connecticut shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of USTA Connecticut shall be signed by either the President or the Vice President, and the Treasurer.

ARTICLE VIII

PERSONAL LIABILITY

The Members, Directors, and Officers of USTA Connecticut shall not be personally liable for any debt, liability, or obligation of USTA Connecticut. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against USTA Connecticut, may look only to the funds and property of USTA Connecticut for the payment of any such contract or claim, or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due or payable to them from USTA Connecticut.

No Director or Officer of USTA Connecticut shall be personally liable to USTA Connecticut or its members for monetary damages for breach of fiduciary duty as a Director or Officer notwithstanding any provision of law imposing such liability; provided, however, that this Article shall not eliminate or limit the liability of a Director or Officer (i) for any breach of the Director's or Officer's duty of loyalty to USTA Connecticut or its Members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director or Officer derived an improper personal benefit; and provided further that such limitation shall be effective only to the extent that USTA Connecticut's status as an organization exempt from taxation under the Code is not adversely affected thereby. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to a Director or Officer of USTA Connecticut under this Article for acts or

omissions occurring prior to such amendment or repeal. The provisions of this Article shall not eliminate or limit the liability of a Director or Officer of the Corporation for any act or omission occurring prior to the date on which this Article became effective.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Right to Indemnification. USTA Connecticut shall indemnify, hold harmless, and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as a Director or Officer of USTA Connecticut, or who serves or shall have served at its request as a Director or Officer of another organization in which it has an interest, whether or not an Officer at the time, against and for any and all claims and liabilities to which he/she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he/she is made a party by reason of such service, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of USTA Connecticut or to have derived an improper personal benefit. In effecting such indemnity and reimbursement, the Members of USTA Connecticut may enter into such agreements and direct the Officers of USTA Connecticut to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

ARTICLE X

AMENDMENTS

The By laws may be altered, amended, or repealed in whole or in part by vote of a majority of the Directors then in office, except with respect to any provision thereof that by law, the Articles of Organization, or these By laws requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending, or repealing by the Directors of any By laws, notice thereof stating the substance of such change shall be given to all Members. The Members may alter, amend, or repeal any provision that by law, the Articles of Organization, or these By laws requires action by the Members, however, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal, shall apply to him/her without his/her consent.

ARTICLE XI

By accepting USTA membership, a member agrees to follow the USTA and USTA Connecticut Constitutions, By laws, Standing Orders, and Rules and Regulations, and to exhaust all administrative remedies provided therein in each controversy and grievance involving participation in USTA Connecticut activities.