

CENTRAL INDIANA TENNIS ASSOCIATION
BY-LAWS

Article I - Name and Territory

Section 1. Name and Affiliation: The name of this organization is the "Central Indiana Tennis Association, Inc." ("CITA"), an Indiana not-for-profit corporation. CITA is a District affiliate of the USTA/Midwest Section, Inc. ("USTA/Midwest Section"), which is a Section affiliate of the United States Tennis Association, Inc. ("USTA"). The policies, rules, standards and procedures adopted from time to time by the USTA and/or the USTA/Midwest Section and intended to be applicable to District affiliates of USTA shall automatically become the policies, rules, standards, and procedures of CITA. CITA may adopt such other policies, rules, standards and procedures it believes necessary for its operations that are not inconsistent with those of the USTA and/or the USTA/Midwest Section.

Section 2. Territory: The territory of CITA shall consist of the following 61 counties in Indiana: Bartholomew, Boone, Brown, Clark, Clay, Clinton, Crawford, Daviess, Dearborn, Decatur, Delaware, Dubois, Fayette, Floyd, Fountain, Franklin, Gibson, Greene, Hamilton, Hancock, Harrison, Hendricks, Henry, Jackson, Jefferson, Jennings, Johnson, Knox, Lawrence, Madison, Marion, Martin, Monroe, Montgomery, Morgan, Ohio, Orange, Owen, Parke, Perry, Pike, Posey, Putnam, Randolph, Ripley, Rush, Scott, Shelby, Spencer, Sullivan, Switzerland, Tippecanoe, Tipton, Union, Vanderburgh, Vermillion, Vigo, Warren, Warrick, Washington, and Wayne. The territory shall also include such additional or less territory as may be assigned by the USTA/Midwest Section.

Section 3. Principal Office: CITA shall maintain a principal office within the territory of CITA at a location as may be designated from time to time by the Board of Directors.

Section 4. Mission Statement: The mission of CITA is to promote and develop the growth of tennis.

Article II - Purpose

The purpose of CITA is to carry out the objectives of the USTA and the USTA/Midwest Section within the territory of CITA in accordance with the policies, rules, standards and procedures adopted by the USTA and the USTA/Midwest Section.

Article III - Membership

Section 1. Eligibility: CITA shall recognize and adhere to the eligibility criteria and categories of membership as may be established from time to time by the USTA and/or the USTA/Midwest Section. Organizations which restrict or limit their membership on the basis of race, religion, or sexual orientation however, shall not be eligible for membership, or entitled to continued membership, in CITA.

Section 2. Categories: Subject to the provisions of Section 1 above, there shall be three (3) categories of membership:

(A) Member Organization. Any organization of a permanent character located within the territory of CITA and interested in the purposes of CITA is eligible for membership as follows:

- Clubs A private or commercial club, resort, hotel, condominium or apartment complex that controls and maintains its tennis playing facilities.

- Schools Elementary, junior high or high schools, colleges and universities, and other similar educational institutions that have tennis activities.

- Associations An organization not eligible to be a club or school member that actively conducts, controls, or supervises tennis activities or is interested in tennis, such as community tennis associations, park and recreation departments, business groups and patron associations.

(B) Individual. Any natural person who is a member of the USTA and has his or her principal residence within the territory of CITA shall be a member.

(C) Honorary. Any person living within the territory of CITA who has been so designated by the Executive Committees of the USTA or USTA/Midwest Section.

Section 3. Expulsion:

(A) A member shall be automatically expelled from CITA upon notice to CITA of the member's expulsion from the USTA or the USTA/Midwest Section.

(B) Otherwise a member may be expelled from CITA for cause upon a vote of a majority of the members of the Board of Directors of CITA at a meeting called in accordance with Article VII Section 3.

(C) Notice will be given to the subject member setting forth the reasons for expulsions, and to the members of the Board of Directors. The subject member shall be entitled to respond to the statement of reasons for the expulsion either in writing or in person at the meeting called to consider the expulsion.

(D) Any member expelled by vote of the Board of Directors shall be entitled to an appeal to the full membership at the next regular or special meeting, and the appeal shall be decided by a majority of the votes cast at that meeting. Otherwise, the vote of the Board of Directors is final.

Section 4. Requirements: By accepting USTA membership, all organizations, clubs and individuals agree to follow all bylaws, rules and regulations, of the USTA, USTA/Midwest Section, and CITA, and to exhaust all administrative remedies provided therein in each controversy and complaint involving participation in the USTA, USTA/Midwest Section, and/or CITA.

Section 5. Dues: Dues of the members shall be prescribed in the By-Laws of USTA.

Section 6. Applications: The application for membership shall be prescribed by the USTA.

Article IV - Board of Directors, Management Committee and Nominating Committee

Section 1. Board of Directors: There shall be a Board of Directors ("Board"), which shall consist of the five (5) Officers identified in Article V, Section 1 and holding office in accordance with Article VI, Section 1, and eight (8) Directors at Large holding office in accordance with Article VI, Section 2. (Notwithstanding the preceding sentence, no person who serving as a Director at Large at the time of the adoption of these Bylaws shall have his or her term in office reduced by virtue of the number of Directors at Large being reduced from twelve (12) to (8), and such person may remain as a Director at Large (and the Board may have more than eight (8) Directors at Large) until the earlier of the end of his or her then-current term or his or her death, resignation or removal.) The powers of the Board shall be limited to establishing the policies of CITA, approving the annual budget and any amendments thereto, considering appeals of acts or decisions of the Management Committee, approving amendments to these By-Laws, expelling a member, removing an elected official from office, and performing such other duties specifically designated in these by-laws for the Board to perform.

Section 2. Management Committee: The business and affairs of CITA shall be managed and conducted by and under the authority of the Management Committee of the Board, which shall consist of the five (5) Officers identified in Article V, Section 1 and two (2) other Directors selected by the Board. (Notwithstanding the preceding sentence, no Director at Large who serving as a member of the Management Committee at the time of the adoption of these Bylaws shall have his or her term in office as a member of the Management Committee reduced by virtue of the number of Directors at Large on the Management Committee being reduced from four (4) to (2), and such person may remain as a member of the Management Committee (and the Management Committee may have more than two (2) Directors at Large) until the earlier of the end of his or her then-current term or his or her death, resignation or removal.) The term of the members of the Management Committee shall be two (2) years or until the member's term as an Officer or Director expires, whichever comes first. A member of the Management Committee may serve one (1) additional consecutive two (2) year term on the Management Committee. A member of the Management Committee may serve an additional consecutive two (2) year term on the Management Committee as long as his/her position changes (for example, the President-Elect may serve an additional two (2) year term when he/she becomes President). Except for those powers given to the Board, the Management Committee shall have the power to manage the affairs of CITA and perform such other duties as necessary in the interest of CITA. Any action taken by the Management Committee shall be communicated in writing to each member of the Board within thirty (30) days. An appeal of an act or decision of the Management Committee by any member of the Board may be considered at a meeting of the Board, provided notice of such an appeal is set forth in the notice of the meeting.

Section 3. Nominating Committee: A Nominating Committee for CITA shall be convened each year. The Nominating Committee shall be appointed by the Management Committee and approved by the Board of Directors at its first Board meeting. The Nominating Committee shall consist of five (5) people, all having equal voting power. The chair of the Nominating Committee shall not be a member of the board of directors. The chair of the Nominating Committee shall be an active leader in the vetting process. Two (2) committee members shall not be members of the Board of Directors and the two (2) remaining committee members shall be current members of the Board of Directors who have a minimum of one (1) year completed service on the Board. Neither the chair nor committee members of the Nominating Committee may be slated as an Officer or Director while serving on the Nominating Committee.

As part of the Nominations process, the Committee shall interview the current President and Executive

Director to obtain additional knowledge of applicants' performance as past/current CITA Board Member, Officer, Committee Member, Volunteer Participation and other relevant experience. The Committee shall follow the Nominating Policies and Procedures as approved by the CITA Board of Directors.

Other nominations may be made by any Voting Member (defined in Section 2.(E) as long as the nomination is submitted in writing at the CITA office by the close of business no less than fifteen (15) days prior to the meeting at which the appointment is to be conducted.

Article V - Officers, Executive Director and District Delegate

Section 1. Officers:

(A) The Officers of CITA shall be as follows: President, First Vice President, Second Vice President, Secretary, and Treasurer. The Officers shall be elected at the annual membership meeting of CITA.

(B) The President shall be the Chief Executive Officer. The President's duties shall include, but shall not be limited to, presiding at all membership meetings and all meetings of the Management Committee and the Board of Directors, appointing, with the approval of the Management Committee, the chairs of all Standing Committees by January 31, appointing the chairs of all Work Groups, and being responsible that all Officers and Committee Chairmen perform their duties.

(C) The First Vice President and Second Vice President shall assist the President in performing the duties of that Office. In the absence of the President, the First Vice President shall assume the duties of the Office of President; in the absence of the First Vice President as well, the Second Vice President shall assume such duties.

(D) The Secretary shall, with the assistance of the Executive Director, be responsible for the keeping of accurate membership records, certifying voting rights, giving notice and keeping the minutes of the meetings of the Members, Board of Directors and Management Committee.

(E) The Treasurer shall, with the assistance of the Executive Director, function as the chief financial officer of CITA, and shall be responsible for all funds of CITA and for the overall financial management of CITA, including the preparation of budgets following proper budgetary procedures and all other financial reports.

Section 2. Executive Director: CITA shall have an Executive Director who shall be the Chief Operating Officer. The Executive Director, subject to the direction and evaluation of the Management Committee and fully accountable to it, shall manage the day-to-day operational programs, policies, and procedures and shall be responsible for the functioning of the CITA office. The Management Committee shall maintain a written job description for the Executive Director. The Executive Director shall be appointed by, shall serve at the pleasure of, and shall be compensated at a rate fixed by the Management Committee. The Executive Director shall be an advisory member of all committees (with the exception of the Nominating Committee), shall be responsible for executing all Board of Directors and Management Committee decisions, and shall perform such additional duties as may be requested by the Board of Directors or Management Committee. The Executive Director and staff shall remain neutral in the nominating and voting processes.

Section 3. District Delegate: The President shall serve as CITA's District Delegate (the "Delegate") to USTA/Midwest Section as provided in the By-Laws of USTA/Midwest Section. The First Vice President or an alternate Delegate shall be selected by the Management Committee to represent CITA in the event the President is unable to attend any USTA/Midwest Section meetings. The Delegate (or alternate Delegate) shall have the power to act on behalf of CITA.

Article VI - Terms of Office

Section 1. Officers: The Officers shall be elected at the Annual Membership Meeting of CITA, shall begin their term on January 1 of the calendar year following the election, and shall hold office for a term of two (2) years, or until their successor is elected and qualified. An Officer is ineligible to serve two (2) consecutive terms in the same position; provided, however, that the Treasurer may serve two (2) consecutive terms. While in office, no Officer may serve as a Director at Large.

Section 2. Directors at Large: Directors at Large shall be elected at the Annual Membership Meeting and shall begin their term on January 1 of the calendar year following the election. Directors at Large shall serve for a term of two (2) years or until their successor is elected and qualified. Notwithstanding the above, of the number of Directors at Large up for election at the 2016 Annual Membership Meeting whose term will begin on January 1, 2017, four (4) shall be nominated and elected for a term of only one (1) year, while the remaining number shall be nominated and elected for the normal two (2) year term. Nominations and elections for all Directors at Large with terms commencing January 1, 2018 and thereafter shall be for the normal two (2) year term. The maximum number of consecutive terms a Director at Large may serve shall be two (2) terms. Service to complete the unexpired term of a Director at Large as a result of a vacancy shall not be considered to be within the two (2) consecutive term limitation. There shall be no limit of the number of terms a Director at Large may serve, so long as there is a lapse of one (1) year between each two (2) consecutive terms as a Director at Large. The roles and responsibilities of the Directors at Large shall be defined in the Standing Rules developed in accordance with Article XII, but shall include serving as liaisons to each Standing Committee

Section 3. Vacancies: In the event of the resignation, incapacity or death of the President, the order of succession shall be to the First Vice President and then the Second Vice President. In the event a vacancy occurs in an officer position other than the President or among the Directors at Large, the Management Committee shall fill such vacancy by appointment of a suitable replacement, determined by a majority vote of the members of the Management Committee then in office, to serve until the next annual Membership Meeting. The Management Committee shall fill a vacancy as soon as practicable, but must act to fill any vacancy within 120 days after the vacancy occurs. If there are vacancies among the members of the Management Committee sufficient enough to prevent the Management Committee from constituting a quorum in accordance with Article VII, Section 3 (C), the inability to constitute a quorum shall not prevent the remaining members of the Management Committee from taking action to fill vacancies in accordance with the provisions of this Section.

Section 4. Residency: No person shall be qualified to hold any office in CITA unless he or she (1) resides within the territory of CITA, and (2) holds a valid USTA membership.

Section 5. Compensation: All Officers and Directors at Large shall serve without compensation.

Section 6. Eligibility: No person who is a paid employee of CITA in any capacity shall

be permitted to assume any elected office within CITA without first resigning such employment. The receipt of reimbursement from CITA for expenses incurred on behalf of and at the request of CITA shall not, for that reason alone, make a person a paid employee of CITA for purposes of this provision.

Section 7. Removal from Office: On the recommendation of the Management Committee, the Board, by affirmative vote of two-thirds (2/3) of its whole membership, may remove from office for cause an Officer or Director. Cause shall include, but shall not be limited to, the failure of the Officer or Director elected to the Management Committee to attend three (3) consecutive Management Committee meetings or failure of the member of the Board of Directors to attend at least 50% of the scheduled board meetings during the calendar year.

Article VII - Meetings

Section 1. Procedure: The latest edition of Robert's Rules of Order shall be the authority for all rules of order and all parliamentary rules in all cases in which they are not inconsistent with the Bylaws or Standing Rules of CITA.

Section 2. Membership Meetings

(A) Annual Meeting: The Annual Meeting of CITA shall be held each year in October or November at the call of the Board of Directors. The date of the Annual Meeting shall be prior to the annual meeting of USTA/Midwest Section.

(B) Special Meetings: Special Meetings may be called by the Board of Directors at any time, and shall be called upon the written request of ten (10) Member Organizations. Such request shall state the purpose of the proposed Special Meeting. The Board of Directors shall determine the place and date of any Special Meeting.

(C) Notice and Record Date: Written notice of the time, place and purpose of a meeting of the members of CITA shall be given not less than fourteen (14) days nor more than thirty (30) days before the meeting to each Member Organization, each member of the Board of Directors, and each past President of CITA. Such notice shall be directed to the address which appears in the records of the Secretary of CITA. Only those matters listed in the notice may be acted upon at any such meeting. Any person or entity that is a Voting Member (defined in subsection 2(E) below) as of the date that is thirty (30) days prior to the meeting date shall be eligible to vote.

(D) Quorum: At any meeting of the membership of CITA the presence, either in person or by proxy, of either the representatives of twenty-five percent (25%) of the Member Organizations, or representatives of ten percent (10%) of the Member Organizations together with eight (8) Members of the Board, shall constitute a quorum for the transaction of business, and a majority vote of those present (in person or by proxy) and eligible to vote shall constitute the action of CITA. A Member of the Board may also be a representative of a Member Organization(s), and shall be counted in each capacity for the determination of a quorum and eligibility to vote.

(E) Voting: On any matter coming before a meeting of the membership of CITA, those eligible to vote (each, a "Voting Member") and their voting power shall be as follows:

Each Member Organization	One (1) vote
Each Member of the Board of Directors	One (1) vote
Each CITA Past President	One (1) vote

(F) Participation: A Voting Member may participate in the meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

Section 3. Board of Directors and Management Committee:

(A) Frequency. Meetings of the Board or Management Committee shall be held on call by the President, and the President must call a meeting of either body when requested to do so in writing by three (3) members of that body.

(B) Notice. There shall be fourteen (14) days' notice of every meeting of the Board and Management Committee unless notice is waived in writing by all members of the Board or Management Committee as applicable.

(C) Quorum. At any meeting of the Board of Directors, a quorum shall consist of a majority of the Board. A quorum of four (4) shall be necessary at any meeting of the Management Committee. A member of the Board or Management Committee may participate in the meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

(D) Voting. No member of the Board or Management Committee shall be permitted to vote by proxy at a meeting of the Board or Management Committee.

Article VIII - Committees

Section 1. Standing Committees:

(A) The Standing Committees of CITA are:

- a. Grievance
- b. Nominating
- c. Adult Tennis
- d. Junior Tennis
- e. Officials
- f. Strategic Planning
- g. Past Presidents
- h. Community Outreach

(B) The Management Committee may establish any number of additional standing committees to service the operational needs of CITA. In establishing such standing committee(s), the Management Committee shall determine the purpose and scope of the committee (structure, organization, powers, duties and responsibilities) if not self-evident in the name of the committee, and shall prescribe any special rules or procedures necessary for the functioning of the committee as it determines is appropriate. There shall in all events be a

Grievance Committee to determine disputes concerning the enforcement of the policies, rules and regulations under which CITA operates.

(C) The President, by January 31 of each year, shall with the advice and consent of the Management Committee, appoint the chairperson(s) for each standing committee. The chairs of all standing committees shall serve at the pleasure of the President. The chairperson of each standing committee shall select the other members to serve on the committee.

Section 2. Special Work Groups: The President may appoint such Special Work Groups, Task Forces, Study Groups, or Teams as he or she may deem necessary and advisable to further the purposes of CITA.

Section 3. President as Ex-Officio Member: The President shall be an ex-officio member of all CITA Committees except the Nominating Committee.

Article IX - General Counsel

The Management Committee shall engage the services of a general counsel, who shall be a member in good standing of the Bar of Indiana, to advise and represent CITA, its Board Management Committee and Executive Director as necessary and appropriate. The general counsel shall be entitled to reasonable compensation for such services.

Article X - Amendments

These By-Laws shall be subject to amendment by (a) an affirmative vote of a majority of the Board, subject to ratification of that action by a majority of the votes cast at the next Annual or Special Meeting of the Membership, or (b) by a majority of the votes cast at any Annual or Special Meeting of the Membership; provided that a copy of the amendment or proposed amendment, as the case may be, is provided to the Members with the notice of the meeting.

Article XI - Indemnification

CITA shall, to the extent permitted by law, and consistent with the policies of the USTA and the USTA/Midwest Section, indemnify each and every Officer, Director at Large, Committee Chairperson or other person acting as an authorized representative of CITA, their heirs, executors or administrators, against all expenses, including amounts of judgments against, or amounts paid in settlement by reason of action taken by such a person as an authorized representative acting on behalf of CITA, whether or not he person continues to hold such position at the time of incurring such expenses. The right of indemnification provided by this Article shall not be deemed exclusive of any other right to which those who would be indemnified hereunder may be entitled apart from this Article.

Article XII- Standing Rules

The Board of Directors may from time to time establish Standing Rules which shall govern the details of the administration of the organization. Standing Rules may be suspended for the duration of a session, amended, or rescinded by a two thirds vote of the Board without previous notice, or by a majority vote of the Board with such notice.

Article XIII- Conflict of Interest and Disclosure Policy

CITA is fully committed to its obligations to eliminate Conflicts of Interest in all areas where it has control. The following summarizes the material terms of the Conflicts of Interest Policy.

1. General Provisions and Purpose

The Conflict of Interest Policy is intended to ensure that the business of the CITA is conducted effectively, objectively, and without improper influence or the appearance of improper influence. Employees and volunteers must maintain high standards of honesty, integrity, and impartiality in the performance of their duties. CITA's policy is designed to help directors, officers, employees and other volunteers identify situations that present potential conflicts of interest and provide a procedure that, if observed, will allow a transaction to be treated as valid and binding even though one has or may have a conflict of interest with respect to the transaction. It is the duty of each person to become familiar with, and abide by, all rules and regulations of CITA including, but not limited to the Conflict of Interest and Disclosure Policy (hereinafter "Policy").

2. Loyalty and Conflicts of Interest

The following circumstances will be deemed to create a potential Conflict of Interest:

- a) A contract or transaction between CITA and an employee or volunteer;
- b) A contract or transaction between CITA and an entity in which an employee or volunteer has a financial interest or of which an employee or volunteer is a director, officer, employee, partner, or other representative;
- c) An employee or volunteer directly competing with CITA, or having a financial interest in, or serving as a director, officer, employee, agent, partner or other representative of, or consultant to, an entity or person that directly competes with CITA, in the rendering of services or in any other contract with a third party (it being acknowledged that many CITA employees and/or volunteers participate in the tennis industry in some fashion, and that such participation (e.g., through club ownership or providing lessons) shall not be regarded as "directly competing with CITA"); and

Employees and volunteers of CITA owe a duty of loyalty to CITA to fulfill conscientiously their responsibilities on behalf of CITA. Employees and volunteers should disclose and, where appropriate, refrain from engaging in any activity that might conflict, or appear to conflict, with the interests of CITA, or that might result in or create the appearance of using one's position as an employee or volunteer at CITA for private gain; giving preferential treatment to any person; impeding the efficiency or economy of CITA's operations; or making decisions without impartiality.

Employees and volunteers may not do indirectly, through family or friends, what they are precluded by the Policy from doing directly.

3. Procedures for Addressing Conflicts of Interest.

In the event of a potential conflict of interest, the employee or volunteer with the potential conflict (the "Interested Person") shall disclose the potential conflict of interest to the Board.

- (a) An Interested Person may make a presentation at a Board meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the Board shall determine whether CITA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in CITA's best interest, for its own benefit, and whether the transaction or arrangement is fair and reasonable to CITA. In conformity with the above determination the Board shall make its decision as to whether to enter into the transaction or arrangement.