

# **ALASKA TENNIS ASSOCIATION, INC.**

## **BYLAWS**

### **ARTICLE I GENERAL**

#### **SECTION 1. NAME**

The name of this organization shall be Alaska Tennis Association, Inc. (hereinafter referred to as the "Corporation").

#### **SECTION 2. LOCATION**

The principle office of the Corporation shall be maintained in the Municipality of Anchorage, Alaska. The Corporation may also establish offices or transact business at other locations in the State of Alaska to further its purposes.

#### **SECTION 3. INCORPORATION**

The Corporation shall be a voluntary, non-profit organization incorporated under the laws of the State of Alaska. The Corporation shall maintain an affiliation with the United States Tennis Association (hereinafter referred to as the "USTA"). The Corporation shall operate its programs in conformity with the USTA's standards and guidelines, and in accordance with its Articles of Incorporation and Bylaws.

### **ARTICLE II PURPOSE**

#### **SECTION 1. PURPOSE**

The purpose of the Corporation shall be in harmony with that of the USTA, which is to:

- foster national and international amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code
- encourage new players to take up the sport
- provide support for new and existing tennis programs
- further the goals of the USTA and their promotional programs
- promote good sportsmanship and the Code of Ethics of the USTA
- promote and provide the opportunity for junior player development

#### **SECTION 2. ORGANIZATION**

The organization is organized exclusively for the charitable, scientific, literary, educational or public benefit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of a future Federal Tax Code.

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**ARTICLE III  
BASIC POLICIES**

**SECTION 1. BASIC POLICIES**

The following are basic policies of the Alaska Tennis Association, as long as they are found not to be in conflict with the USTA or the USTA Pacific Northwest. In the event of a conflict, the Bylaws shall be amended to conform to the policies of the affiliate organization.

- A. The organization shall be non-commercial, non-sectarian and non-partisan.
- B. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with a partisan interest or for any purpose not appropriately related to promotion of the PURPOSE of this Corporation.
- C. The Corporation shall not – directly or indirectly – participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to, any candidate for public office; devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- D. The Corporation will engage only in activities that will promote the sport of tennis within the guidelines established by the USTA and USTA Pacific Northwest, in such a way as will be of benefit to all participants. The organization shall work in concert with, but not enter into membership with, other organizations except as may be approved by the USTA.

**ARTICLE IV  
MEMBERSHIP**

**SECTION 1. MEMBERSHIP**

The membership of the Corporation shall consist of all those who voluntarily pay the annual membership dues, as set by the Board of Directors. There are three types of memberships: family, adult, and junior. A junior member is anyone 18 years of age or younger. A family membership includes parents and all children 18 years of age or under. Designation as a member in the Corporation confers voting rights for the Board of Directors election to be held at the Annual Meeting of the Corporation each November. All rights, powers, and duties for the operation of the Corporation shall vest in the Board of Directors.

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**ARTICLE V  
BOARD OF DIRECTORS**

**SECTION 1. COMPOSITION; ELECTION; TERM**

**A. Composition**

The Board of Directors (hereinafter referred to as “Directors”) shall be comprised of volunteers and shall serve at no compensation. Only members can serve on the Board of Directors. There shall be twelve (12) directors.

**B. Election**

- 1) The Board of Directors shall be made up of eligible candidates without regard to sex, race, color, religion, age, national origin, income, handicap, sexual preference, or marital status. Paid staff of the Corporation are not eligible to serve as Directors. The Board has the authority to reserve Directors seats for geographical representation.
  
- 2) Directors shall be elected by vote of the membership at the Annual Meeting. To have their name printed on the prepared ballots, nominees must give notice to the Board Secretary in writing three business days prior to the election. The membership also has the right to nominate candidates from the floor prior to election, provided that the nominee is: (1) present at the meeting, and (2) agrees to serve in the capacity of Director. The election shall take place at the Annual Meeting of the Corporation. The nominees receiving the highest number of votes shall be elected. If there is a tie, there shall be a run-off election between the two ties nominees.

**C. Term**

Each director shall hold office for a term of three (3) years and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the director. Prior to the 2011 annual meeting, there were nine (9) directors who held three (3) year staggered terms with 3 seats being up for election in each year. These director seats will continue in their normal three (3) year rotation. At the 2011 annual meeting, three additional directors shall be elected to staggered terms so that one director will have an initial term of one (1) year; one director will have an initial term of two (2) years and one director will have an initial term of three (3) years. At the time the directors are re-elected or a new director is elected, their terms shall be for a three (3) year period after 2011. There is no limit to the number of terms that a director may hold office as a director.

**SECTION 2. VACANCIES; RESIGNATIONS; TERMINATION**

**A. Vacancies**

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Vacancies on the Board shall be filled by the affirmative vote of the remaining Directors at any meeting from candidates presenting themselves to the President of the Board. The newly elected Director shall hold office for the balance of the vacated term.

**B. Resignation**

The resignation of any Director shall be effective upon receipt by the President or Secretary of a letter of resignation from such Director or upon the announcement of such Director of his or her resignation at any regular Board meeting.

**C. Termination**

The Directors at a duly constituted meeting may remove a Board member who misses three consecutive Board meetings without explanation from the Board of Directors upon a two-thirds affirmative vote.

**SECTION 3. DUTIES AND POWERS**

Management of the Corporation is vested in the Directors. The Directors shall have the full power, authority and responsibility to plan and direct the affairs of the Corporation, in accordance with the Articles of Incorporation, these Bylaws, The USTA and Pacific Northwest Regulations, and Robert's Rules of Order, the laws of tennis, and as the trustee for the Corporation's financial health. The powers and duties of the Directors shall include, but are not limited to:

- the election of officers as specified in these Bylaws;
- the development of a long range plan for the Corporation;
- the financial health of the Corporation, including the approval of the annual budget, the approval of the annual audit, and securing necessary insurance and bonds;
- the creation of standing and special committees as necessary and the approval of the President's appointments of the committee chair persons;
- the selection of representatives to membership meetings of the USTA and affiliates;
- the selection of the time and place for the meetings of the Board of Directors;
- ensuring that the Corporation does not engage in any activity which may jeopardize the Corporation federal tax exemption, and specifically does not attempt to influence legislation except to the extent permitted by Section 501 or any succeeding or related section of the IRS Code, or participate or intervene in any political campaign of any candidate for political office.

**SECTION 4. CONFLICT OF INTEREST**

No Director or other volunteer shall use his/her position to further the manufacture, distribution, promotion or sale of any material, product or service in which he/she has a direct financial interest. No Director or other volunteer shall accept any gift or gratuity from any supplier or vendor of services or products to the affiliate.

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**SECTION 5. BOARD MEETINGS**

**A. Meetings**

Regular meetings of the Directors shall be held at least six (6) times a year. The Directors are responsible for the scheduling and publication to the membership at large of the time and location of regular meetings. Special meetings may be called at any time with reasonable notice by the President or upon petition of 50% of the Board of Directors.

**B. Quorum**

A quorum consists of 51% of the Directors and a majority vote of those Directors present and eligible to vote. Proxies will not be allowed as a method of voting.

**C. Absences**

Any Director who cannot attend a meeting shall notify the President before the meeting.

**ARTICLE VI  
OFFICERS**

**SECTION 1. AUTHORIZED OFFICERS AND THEIR ELECTION**

The elected Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. All Officers must also be Directors, provided that an Officer may become a Director concurrently. Neither the Treasurer nor the Secretary may serve concurrently as the President.

**SECTION 2. TERM**

The term of each officer shall commence immediately following the close of the Annual Meeting (November) where the election of Officers shall take place and shall continue to serve for one (1) year or until a successor is elected. No Officer shall hold the same position for more than three (3) consecutive terms.

**SECTION 3. ELECTION**

The Officers shall be elected annually by the Board of Directors at a meeting immediately following the annual meeting of the membership, which is held in November.

**ARTICLE VII  
DUTIES OF OFFICERS**

**SECTION 1. THE PRESIDENT**

The President shall:

- a. preside at all meetings of the Alaska Tennis Association and its Board of Directors at which he/she is present;

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- b. be a countersignor on checks drawn on the treasury of the Association by the Treasurer;
- c. help extend the work of the Alaska Tennis Association into all parts of the State where organized tennis exists;
- d. coordinate the work of the officers and directors.

**SECTION 2. THE VICE PRESIDENT**

The Vice President shall:

- a. perform the duties of the president in the absence of the president or as described by the Directors in the event of an inability of the officer to act;
- b. represent the president upon request;
- c. perform duties as assigned.

**SECTION 3. THE SECRETARY**

The Secretary shall:

- a. call the meeting to order in the absence of the president or vice president;
- b. record the minutes of the ATA and the Annual Meeting and Board of Directors meetings and present minutes for approval at the next scheduled meeting;
- c. keep an accurate roster of ATA members, and the ATA Directors and Officers;
- d. post, and distribute for posting, notices of meetings, minutes of the Corporation and newsletters to applicable areas for membership notice;
- e. perform duties as assigned.

**SECTION 4. THE TREASURER**

The Treasurer shall:

- a. have custody of all funds of the Corporation;
- b. collect and keep full and accurate record of all monies;
- c. pay out funds only as authorized by the Officers of the Corporation;
- d. present a written financial statement at the Annual Meeting;

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- e. prepare books for audit;
- f. ensure that the Corporation operate under the adopted financial principals of
  - 1. all monies shall be deposited into the ATA bank account,
  - 2. all monies will be paid out by check, and
  - 3. no less than two signatures are required for check endorsement.

**SECTION 5. OTHER DIRECTORS**

Other Directors serving on the Board shall:

- a. serve in a capacity established by the Board relying on interests and skills;
- b. not serve as signers to the ATA bank account; and
- c. perform duties as assigned.

**ARTICLE VIII  
FISCAL YEAR AND IRS NUMBER**

**SECTION 1. FISCAL YEAR**

The fiscal year of the Alaska Tennis Association shall begin on January 1 and end on December 31.

**SECTION 2. INTERNAL REVENUE SERVICE (IRS) TAX NUMBER**

The Internal Revenue Service Employee Identification Number for the Alaska Tennis Association is 92-0145679. This is the Corporation's Tax ID number.

**ARTICLE IX  
PARLIAMENTARY AUTHORITY**

**SECTION 1. RULES OF ORDER**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Alaska Tennis Association. The Board of Directors has the authority to develop Standing Rules to more readily define roles and procedures for events and activities of the Corporation.

**ARTICLE X  
DISSOLUTION**

**SECTION 1. DISTRIBUTION OF CHARITABLE GAMING PROCEEDS UPON  
DISSOLUTION OF THE ALASKA TENNIS ASSOCIATION**

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Upon the dissolution of the Alaska Tennis Association the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a permittee, other than a multiple-beneficiary permittee.”