

BY-LAWS

Capital Tennis Association, Inc.

Approved by the CTA Board 12-05-16



ARTICLE I. Name and Establishment

Capital Tennis Association, Inc. (CTA) is a not-for-profit organization incorporated under the laws of the District of Columbia and exempt from taxation under section 501(c)(4) of the Internal Revenue Code. The name, symbols, and logos of CTA may be used only with the express written permission of the Board of Directors.

ARTICLE II. Goals

CTA has been established in recognition of the desire of individuals of the LGBT community in and around the nation's capital to participate in organized tennis activities. The objectives of CTA and its Board of Directors shall be:

- a. To coordinate and promote the sport of tennis for its members for pleasure, recreation, and other non-profitable purposes, of which no part of the net earnings, if any, shall inure to the benefit of its members;
- b. To recruit new members and encourage their full participation without regard to race, sex, age, national origin, religion, sexual orientation, gender identity, marital status, personal appearance, family responsibility, material possessions, physical handicap, skill level, political affiliation, or place of residence;
- c. To recognize the service its members provide to the organization and their achievements within the sport of tennis;
- d. To promote and support local, national, and international tennis activities;
- e. To encourage the sharing and development of skills for all of its members;
- f. To adopt rules and regulations for the conduct of various forms of play, the scheduling of court time, and for collecting participation fees;
- g. To ensure that all services and programs are operated through the use of an annual budget and sound financial practices; and
- h. To sponsor and promote social activities for members and non-members.

ARTICLE III. Membership

Section 1 -- Qualifications

Membership in CTA shall be open to all individuals who are at least eighteen (18) years of age.

Section 2 -- Full Membership

- a. Individual members of CTA shall be required to pay annual dues as established by the Board of Directors. An individual desiring to join CTA shall submit payment of dues with a signed or electronically submitted membership application waiving any claims against CTA for possible injuries resulting from CTA activities. These members shall be known as full members.
- b. Annual dues for full members for succeeding years shall be due upon the expiration of their first membership period. If annual dues are not paid within one month of the due date, the member shall not be considered a member in good standing. (Members

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- whose dues are in arrears will retain their initial anniversary date upon the renewal of their membership.)
- c. In addition to the annual dues, full members may be required to pay participation fees in order to take part in individual CTA tennis activities.
 - d. Unless otherwise specified in the by-laws, the words "member" or "members" shall refer to full members.

Section 3 -- Standing

Full members in good standing are those members who (a) have paid their dues as described in Article III, Section 2; (b) are current in any other financial obligations that they may owe to CTA; and (c) have waived any claims against CTA for possible injuries resulting from CTA activities.

Section 4 -- Associate Membership

- a. All players participating in the Capital Classic Tournament, who are not full members of CTA, shall become associate members of CTA at the time specified in Article III, Section 4(b) if they submit payment of their Capital Classic Tournament fees, along with a signed or electronically submitted Capital Classic application form waiving any claims against CTA for possible injuries resulting from CTA activities.
- b. Compliance with Article III, Section 4(a) entitles an associate member to participate in the Capital Classic Tournament for which they registered and to associate membership in CTA for a twelve (12) month period starting on the date of that Tournament. In order to participate in a second Capital Classic Tournament, an associate member must comply again with the requirements of Article III, Section 4(a).
- c. Associate members may have other rights of full members, if specifically granted by the Board. Any full membership rights not explicitly granted by the Board are denied.
- d. Associate members do not have voting privileges in CTA elections.

Section 5 -- Revocation of Membership

By a majority vote of the Board of Directors, and after prior written or electronic notice of at least one (1) week to the individual member, the Board of Directors may vote to revoke the membership of a full or associate member of CTA for conduct detrimental to the welfare and goals of the organization. The Board of Directors may refund any unused portion of the annual dues of the individual whose membership has been revoked, less any financial obligations that they may owe to CTA. Article XIV, Section 3 provides a separate additional enforcement mechanism with respect to member conduct that rises to the level of harassment or bullying.

ARTICLE IV. Board of Directors

Section 1 -- Powers and Duties

- a. The Board of Directors shall be the governing and policy making body of CTA and shall be authorized to take such action and render such decisions as may be necessary and appropriate to accomplish the objectives of CTA and to protect and promote the interests of CTA and its full and associate members.

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- b. The Board of Directors has general responsibility to oversee: (1) all activities sponsored, planned, or approved by CTA; (2) the participation of CTA in activities sponsored by other individuals or groups; and (3) the use of CTA's name, symbols, or logos in any manner.

Section 2 -- Responsibilities

Board members are expected (1) to fulfill the responsibilities of their offices, including any additional duties requested by the President; (2) to be financially accountable for their activities on behalf of CTA; and (3) to make every effort to attend meetings of the Board.

Section 3 -- Qualifications

All members of the Board of Directors shall be full members in good standing of CTA.

Section 4 -- Composition

The Board of Directors shall consist of:

- a. Five Elected officers – a President, a Vice President of Membership, a Vice President of Operations, a Secretary, and a Social Chair; and
- b. Three Appointed officers – a Treasurer, a League Commissioner, and a Capital Classic Director.

Section 5 -- Holding More than One Office

The same person may hold two (2) or more offices (President, Vice President of Operations, Vice President of Membership, Secretary, Treasurer, Social Chair, and Leagues Commissioner) on the Board of Directors at the same time; however, the President may not hold the office of Secretary or Treasurer during the same term.

Section 6 – Conflict of Interest

Any transaction in which a Director has a material interest shall be approved in advance by a vote of the majority of the Directors who have no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director. The Directors may only approve the transaction if (a) the material facts of the transaction and the Director's interest are disclosed to the Board and (b) the Directors in good faith reasonably believe that the transaction is not unfair to CTA. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section. A conflict of interest transaction is not voidable and cannot serve as the basis for imposing liability on a Director if the transaction was not unfair to CTA at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law. In no event shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

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ARTICLE V. Duties of Officers of the Board of Directors

Section 1 -- President

The President shall manage the affairs and activities of CTA and shall have such powers and duties as usually appertain to the office and as may be directed by the Board of Directors. Specifically, the President shall:

- a. Be the presiding officer at all meetings of the Board of Directors of CTA;
- b. Prepare an agenda for meetings of the Board of Directors with the advice of other officers and committee chairs;
- c. Have the power to interpret these by-laws, subject to the approval of the Board of Directors; and
- d. Appoint the heads of committees subject to the approval of the Board of Directors, facilitate the coordination and consistency of the activities of these Committees, and serve as an ex officio member of all committees except the Nominations Committee.

Section 2 -- Vice President of Membership

The Vice President of Membership shall assist the President in managing the affairs and activities of the Board of Directors related to membership activities of the board (Recruitment, Membership Meetings, Social Events, Charity Events and other like offerings) and shall have such powers and duties as usually appertain to the office and as may be directed by the Board of Directors or the President. The Vice President of Membership will also manage general membership activities for the organization, including:

- a. Maintain an accurate and accessible membership directory;
- b. Ensure membership fees and signed waiver forms have been collected;
- c. Distribute membership materials, such as t-shirts and other give aways at the discretion of the Board of Directors;
- d. Maintain information regarding membership expiration dates;
- e. Administer any and all email list-serves as directed by the Board of Directors;
- f. Update and keep current the membership information on the CTA website; and
- g. Serve as or designate the point of contact for prospective new members of CTA; i.e., in newspaper and web-based listings.

Section 3 -- Vice President of Operations

The Vice President of Operations shall assist the President in managing the affairs and activities of the Board of Directors related to tennis activities of the board (Leagues, Tournaments, Ladders, Drill Sessions and other like offerings) and shall have such powers and duties as usually appertain to the office and as may be directed by the Board of Directors or the President. The Vice President of Operations also shall work in cooperation with the League Commissioner to divide up responsibilities for organizing and scheduling the leagues, and coordinating and overseeing the day-to-day operation of the leagues.

Section 4 -- Secretary

The Secretary shall be the custodian of all non-financial records of CTA, its officers, and established committees. The Secretary shall also be responsible for the development, integration, and implementation of communications activities relative to the strategic direction

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and positioning of CTA and its leadership. The Secretary shall keep and/or be given timely records of all proceedings, correspondence, rules, policies, or other documents pertaining to CTA activities. Specifically, the Secretary shall:

- a. Make arrangements for all meetings of the Board of Directors, the annual meeting of the general members, and any special meeting, and notify all prospective participants and CTA members of their time and place;
- b. Keep complete and accurate minutes of all meetings of the Board of Directors and provide copies of the minutes to each member of the Board no later than ten (10) calendar days following each Board meeting;
- c. Conduct appropriate correspondence with other organizations or individuals and prepare and timely submit all necessary non-financial applications, reports, or other documents to other organizations;
- d. Implement a communications plan;
- e. Manage CTA's communications activities;
- f. Post minutes and meeting notices on the CTA website; and
- g. Perform other duties as directed by the President or the Board of Directors.

Section 5 -- Treasurer

The Treasurer position is a non-elected position. The incoming President shall appoint, with the incoming Board's approval, a CTA member in good standing to serve as a voting member of the Board for the calendar year. The Treasurer should have at least two years relevant financial experience associated with the duties of the position. The Treasurer generally shall manage the funds and financial records of CTA. The Treasurer shall oversee the financial accountability of CTA, its officers, established committees and tournaments, and all projects or activities sponsored by CTA. Specifically, the Treasurer shall:

- a. Receive and disburse all funds of CTA upon proper authorization and maintain complete and accurate records of all receipts and disbursements;
- b. Provide monthly reports on CTA's financial status to the Board of Directors;
- c. Assist officers and committee chairs in the preparation of their annual budget proposals, review these budget proposals, and prepare CTA's proposed annual operating budget for the upcoming fiscal year in September of the current year for review and approval by CTA's Board of Directors at its October meeting;
- d. Promptly notify the President and the Board of any financial error or irresponsibility or of any actual or potential financial imbalance, irregularity, or impropriety; and
- e. Perform other duties as directed by the President or the Board of Directors.

Section 6 -- Social Chair

The Social Chair shall coordinate social activities of CTA. The Social Chair may recruit a committee from the general membership to assist in the duties of the Social Chair.

Specifically, the Social Chair shall:

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- a. Solicit volunteers from the general membership to host the holiday party and other social events as directed by the Board;
- b. Schedule and coordinate all tennis socials as decided by the Board;
- c. Update and keep current the social activity information on the CTA website.

Section 7-- League Commissioner

The League Commissioner position is a non-elected position. The incoming President shall appoint, with the incoming Board's approval, a CTA member in good standing to serve as a voting member of the Board for the calendar year. The League Commissioner shall be responsible, in cooperation with the Vice President of Operations, for the smooth operation of all Board-approved leagues and league activities. Specifically, the two shall:

- a. Solicit volunteers from the general membership to plan and implement leagues as directed by the Board;
- b. Schedule and coordinate all tennis leagues as decided by the Board;
- c. Maintain strong business relationships with the tennis facilities in the Washington DC area; and
- d. Update and maintain league information on the CTA website.

Section 8 – Capital Classic Director

The Capital Classic Director position is a non-elected position. The incoming President shall appoint, with the incoming Board's approval, a CTA member in good standing to serve as the Capital Classic Director, who shall be a voting member of the Board for the calendar year. The Capital Classic Director shall be responsible for the smooth operation of the Capital Classic Tournament and have responsibility for chairing the Capital Classic Committee. Specifically the Capital Classic Director shall:

- a. Establish the Capital Classic Committee and any necessary subcommittee(s) for the Capital Classic Tournament. The Capital Classic Director may recruit from the general membership and the Board of Directors to serve on the Capital Classic Committee and any subcommittee(s). Members of the Capital Classic Committee and any subcommittee(s) shall be members of CTA in good standing.
- b. Appoint a Treasurer for the Capital Classic Tournament, subject to the approval of the Board. The Treasurer shall be a member of CTA in good standing.
- c. Provide a proposed budget for the Capital Classic Tournament within one (1) month of appointment to the position of Capital Classic Director.
- d. Have the authority to sign contracts with third parties relating solely to the operation of the Capital Classic Tournament, provided that any contract which binds CTA to pay \$500 or more shall require approval of a majority of the Board members, as outlined in section 2 of Article VI below. The Capital Classic Director shall inform the Board immediately of all contracts with third parties, regardless of the amount which CTA is bound to pay.
- e. In conjunction with the Treasurer of the Capital Classic Committee and, if necessary, the Treasurer of the Board, to issue reimbursements to any member or third party for an expense relating solely to the operation of the Capital Classic Tournament, provided that any reimbursement that might require CTA to pay \$500 or more shall require approval by a majority vote of the Board members, as outlined in Section 2 of Article VI.

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- f. Make reports regarding the Capital Classic Tournament, the Capital Classic Committee and any subcommittee(s) at each board meeting.
- g. Make a final report on the Capital Classic Tournament to the Board as soon as possible after the conclusion of the Capital Classic Tournament.

ARTICLE VI. Meetings of the Board of Directors

Section 1 -- Structure and Procedure

- a. Meetings of the Board of Directors shall be called by the President at least once every two (2) months. However, by a majority vote of the voting Board members present or by e-mail vote, the Board may decide not to hold a meeting in any given month.
- b. The President, or any two officers, can call a special meeting of the Board. Except in cases of an emergency nature, seventy two (72) hours written notice or personal communication of the time and location of each meeting shall be made to each Board member by the President, Secretary, or a designee.
- c. The President, Vice President(s), or a designee shall chair each meeting.
- d. The President, Vice President(s), or a designee shall develop an agenda for each meeting that includes committee reports, old and new business, and other appropriate items.
- e. A simple majority of the members of the Board shall constitute a quorum for the conduct of business.

Section 2 -- Voting by Officers

- a. Each member of the Board of Directors shall have one (1) vote.
- b. During meetings of the Board of Directors, decisions of the Board shall be by a majority of votes cast, including abstentions, of the Board members present or by previously received by e-mail. Voting by proxy shall not be permitted.
- c. Between meetings of the Board of Directors, any member of the Board may propose that the Board make a particular decision by circulating an email to all Board members, describing the proposed decision and requesting a vote thereon. A decision of the Board shall be made by such email vote only if a simple majority of the Board votes "aye" by email within forty-eight (48) hours after the vote request is circulated.
- d. Decisions of the Board shall be final and binding upon all full and associate members of CTA.

Section 3 -- Sunshine Provision

The meetings of the Board of Directors are open to all full and associate members of CTA who are members in good standing. Members of CTA shall be notified of all meetings.

Nonmembers of CTA may attend Board meetings at the invitation of or with the consent of the President, who shall insure that their participation is limited to the purpose of their visit.

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ARTICLE VII. Elections; Transitions

Section 1 -- Nominations Committee

- a. The Nominations Committee shall canvass the Board of Directors and general membership of CTA to identify those interested in serving as officers (other than Capital Classic Director, Treasurer and Leagues Commissioner) of the Board for the upcoming year. The Committee shall accept the nomination of any consenting full member who is a member in good standing of CTA as defined by Article III, Section 3.
- b. The Nominations Committee shall transmit the election ballots to the full membership on or before December 1.
- c. Members of the Nominations Committee shall meet at a reasonable time after the close of voting to count the ballots. After counting the ballots, the members of the Nominations Committee shall promptly notify the current President as well as the new officers of the Board of Directors of the results. The ballots shall be retained by the Nominations Committee for safe keeping until after the time period for a losing candidate to request a recount has passed.
- d. Members of the Nominations Committee shall not be candidates for the Board of Directors. However, a member of the Nominations Committee may resign in order to seek election to the Board of Directors, if that member notifies the President and other member(s) of the Nominations Committee at least one week prior to the close of nominations.

Section 2 -- Voting

- a. Officers (other than Capital Classic Director, Treasurer and Leagues Commissioner) of the Board of Directors shall be elected by the full membership of CTA in good standing in November or December of each year. The election shall be by secret ballot. The ballot shall contain the names of the nominees obtained by the Nominations Committee.
- b. Write-in votes shall be allowed.
- c. The winning candidate for President, Vice President of Operations, Vice President of Membership, Secretary, , and Social Chair is that candidate who receives the most votes. The winning candidate does not have to receive a majority of the votes cast but must win at least ten percent (10%) of the ballots cast. If no candidate including write-ins receives ten percent (10%) of the ballots cast, a run off election among the two (2) candidates that received the most votes must be held within thirty (30) days of the announcing of the results of the general election to the general membership.
- d. In order to request a recount, the losing candidate must contact the current President and request the recount within fourteen (14) days of the ballots being counted by the Nominations Committee.
- e. If a tie among two (2) or more candidates that each received ten percent (10%) or more of the ballots cast must be broken, the Nominations Committee shall break the tie by drawing cards from a standard 52-card deck. High card, determined in accordance with Hoyles Rules of Games, shall win the tiebreak. The tiebreak process shall take place during the next Board meeting after the tie becomes apparent.
- f. No member may serve in any one (1) Board position more than five (5) consecutive years.

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Section 3 -- Term of Service

- a. The President, Vice President of Operations, Vice President of Membership, Secretary, and Social Chair of the newly elected Board will take office on January 1 of each year and serve a one (1) calendar year term.
- b. The Capital Classic Director, Treasurer and Leagues Commissioner shall take office upon appointment by the President and will serve for the remainder of the calendar year in which they are appointed.

Section 4 -- First Meeting of the Board of Directors

- a. The newly elected Board of Directors shall hold its first meeting before the end of January.
- b. At its first meeting, the Board shall conduct the following business, unless it determines otherwise:
 - Examine the current year budget approved by the prior Board in October and make any necessary amendments;
 - Nominate and vote on possible Capital Classic Director, Board Treasurer and Leagues Commissioner appointees.
 - Appoint CTA's Gay and Lesbian Tennis Association (GLTA) representative;
 - Appoint the CTA Championships Committee;
 - Appoint Director(s) of the Atlantic Cup team;
 - Appoint a Tennis Ladder Coordinator;
 - Initiate planning for the upcoming spring, summer, fall, and winter tennis leagues;
 - Decide when and where to hold CTA's annual meeting;
 - Decide the dates of the monthly Board of Director's meetings for the remainder of the year; and
 - Conduct such other business as may be necessary or advisable in connection with the organization of the corporation or the promotion of its contemplated business.

Section 5 -- Duty of the Outgoing Board

It shall be the duty of the outgoing Board members to counsel and advise new members of the status of prior activities, current programs, and future plans. All files, records, documents, equipment, supplies, and other CTA property maintained by outgoing Board members shall be turned over to their successors prior to the January Board Meeting.

Article VIII. Meetings of the General Membership

Section 1 -- CTA Annual Meeting

Following at least ten (10) days written or electronic notice to the full membership of CTA in good standing, an annual meeting of the membership of CTA shall be held after the Board of Director's first meeting in January but before the end of February of each year. The purpose of the meeting shall be to review the status, activities, and plans of CTA and to conduct any

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other business of CTA as may be appropriate. A quorum to conduct business at the annual meeting shall be a simple majority of the CTA members present.

Section 2 -- CTA Special Meetings

Following at least ten (10) days written or electronic notice to the full membership of CTA in good standing, a majority of the Board of Directors may call a special meeting of the membership of CTA. A quorum to conduct business at the special meeting shall be a simple majority of the members of CTA present.

ARTICLE IX. Financial Practices and Contracts

Section 1 -- Cash Management

- a. All of CTA's funds shall be maintained in a federally insured bank or financial institution. The terms and locations shall be approved by the Board of Directors.
- b. All disbursements of CTA's funds shall either be by approved Electronic Funds Transfer (EFT) method or by check bearing the signature of the Treasurer. Each check shall be supported by a written payment request form, or other appropriate documentation, showing the purpose of, and authorization for, the expenditure. Specifically, the payment request form shall include the requestor's name, the payee's name, and the amount of the requested payment, and shall be accompanied by any supporting documentation such as receipts, quotes, or purchase orders. The Treasurer shall retain and forward to the succeeding treasurer all payment request forms and supporting documentation for seven years.
- c. If the payment request relates to an itemized expense included in CTA's annual budget for an applicable program, the payment may be made without further action by the Board of Directors, except that the Board may require that all expenditures be approved by the Board if the financial position of CTA becomes tenuous.
- d. If the payment request relates to an item that was not included in CTA's annual budget, the Board of Directors must approve the payment before the expenditure is made. The approval shall be documented in the minutes of the Board. As soon as possible following their receipt, but in no event later than ten (10) days, all funds accruing to CTA shall be remitted to the Treasurer, or the Board's designee, who shall promptly deposit the funds in CTA's bank account. Funds remitted to the Treasurer or the Board's designee shall be accompanied by appropriate documentation showing the nature and source of the receipt and a listing that identifies from which individual member or participant the funds were collected. This documentation shall be used by the Treasurer in support of accounting entries made into the books of account.
- e. CTA's funds shall not be used for personal loans to any individual or to other organizations.
- f. The Treasurer shall be responsible for completing reconciliation between the bank statements and books of account (general ledger) on a monthly basis. The reconciliation, with copies of the bank statements attached, shall be approved by the President and subsequently maintained in CTA's accounting records. The Treasurer shall retain and forward to the succeeding treasurer all bank statements including deposit slips, canceled checks, and any other relevant documents for at least seven years.

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- g. CTA shall obtain at least \$20,000 in bond coverage for the Treasurer. This coverage shall be reviewed by the Board of Directors from time to time, but at least annually at the first meeting of the Board.

Section 2 -- Budgets

- a. The Treasurer shall prepare a proposed operating budget for CTA for the upcoming fiscal year in October of the current year to be approved by the Board of Directors at its next meeting. Upon approval by the Board, the annual budget shall become effective on January 1 for the fiscal year through December 31.
- b. All budgets shall be prepared on a cash basis.
- c. The proposed operating budget shall show monthly activity and separately identify the sources and uses of all funds (purpose or type) related to a particular program sponsored by CTA. Sources and uses of funds for all programs shall be combined in a master budget.
- d. The Treasurer may delegate the preparation of the proposed budgets for particular programs to an Assistant Treasurer or other individual, but shall remain responsible for the completion of all of the program budgets.
- e. The Capital Classic Tournament Committee shall have its own program budget.
- f. Budgets for CTA programs that begin in one fiscal year and conclude in a subsequent fiscal year shall also include projections for sources and uses of funds that are expected to occur during the months that fall in a subsequent fiscal year.
- g. The annual budget of CTA and the budgets for particular programs, as approved by the Board, may be amended with appropriate justification. If an amendment is approved, the amended budget shall have the force of the original budget.

Section 3 -- Contracts

All contracts and/or financial obligations entered into in the name of CTA must have the approval of the Board of Directors. In addition, these contracts and/or financial obligations must be signed by two officers of the Board unless this requirement is waived by the Board. (If one person holds two or more offices, that person must obtain the signature of another person, who is an officer of CTA, to sign contracts and/or financial obligations.) This means that no officer of CTA, Director of Capital Classic, chair of any committee, or member of CTA shall have any power or authority to bind CTA to any contract or agreement, pledge its credit, or render it liable for any purpose or any amount. The Board, however, may authorize any officer of CTA, Director of Capital Classic, chair of any committee, or other member of CTA to act on behalf of CTA and enter into a contract or execute an instrument in the name of CTA.

ARTICLE X. Committees and Representatives

Section 1 -- Committees; In General

- a. At its discretion, the Board of Directors may establish or dissolve any committee. The President, subject to the approval of the Board, may realign the duties and responsibilities of any committee.
- b. The chairs of the Nominations Committee and the CTA Championships' Committee shall serve for the terms indicated in Article X, Sections 2, and 3, respectively. If the

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Board of Directors establishes other committees, the chairs of these committees shall serve for a term designated by the Board or until the end of the calendar year, whichever is earlier.

Section 2 -- Nominations Committee

- a. In October of each year, the Board of Directors shall appoint a Nominations Committee that consists of a minimum of three members and designate a chair for the Committee. The members of the Nominations Committee shall be members of CTA in good standing.
- b. The Nominations Committee shall be dissolved thirty 30 days after the election ballots are counted and the current President and new members of the Board of Directors are notified of the results.

Section 3 -- CTA Championships' Committee

- a. The Board of Directors shall appoint CTA Championships' Committee Director(s) at its first meeting in January, unless the Board determines that the appointment cannot be made in January. The CTA Championships' Director shall serve for the remainder of the calendar year. The Director(s) shall be member(s) of CTA in good standing and shall make periodic reports to the Board concerning the CTA Championships. If necessary, the CTA Championships' Director(s) shall appoint assistants to help in the managing and operating the CTA Championships. The assistants shall be members of CTA in good standing.
- b. As soon as possible after the conclusion of the CTA Championships, the CTA Championships' Director(s) shall make a final report on the tournament to the Board.

Section 4 -- GLTA Representative

- a. The GLTA representative is the representative of CTA and the Board of Directors at GLTA meetings. The Board of Directors shall appoint a GLTA representative at its first meeting in January, unless the Board determines that the appointment cannot be made in January. The GLTA representative shall serve for the remainder of the calendar year and shall be a member of CTA in good standing.
- b. The GLTA representative shall bring to the Board's attention all significant issues that are to be discussed at GLTA meetings and solicit the Board's views on how to vote.

ARTICLE XI. Removal

Section 1 -- Removal of Members of the Board of Directors

Any member of the Board of Directors may be removed for just cause by a two-thirds majority vote of the Board members present or by electronic vote, provided that the member who is subject to this action is given at least one week's prior written notice of the meetings, the action to be taken, and an opportunity to be heard.

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Section 2 -- Removal of Committee Chairs and Committee Members, Atlantic Cup Director, GLTA Representative, and Coordinator of the Tennis Ladder.

Committee chairs and committee members (including the chairs of any Capital Classic Tournament subcommittee) the Atlantic Cup Director(s), GLTA representative, and coordinator of the tennis ladder serve at the discretion of the Board of Directors and may be removed at any time by a majority vote of the Board members present at any Board meeting or by electronic vote whenever the best interests of CTA will be served by such removal.

Individual members of the Capital Classic Tournament subcommittees also may be removed at the discretion of the Director of Capital Classic.

ARTICLE XII. Vacancies

Section 1 -- Vacancy in the President's Office

In the event of a vacancy in the President's Office, the Vice President of Membership shall assume the duties of President until the end of the calendar year. By a majority vote of the Board members present or by electronic vote, the Board shall elect a replacement Vice President of Membership from among the full membership of CTA in good standing, who shall serve until the end of the calendar year.

Section 2 -- Vacancy Among Officers Except President

In the event of a vacancy among the officers other than the President, the Board shall elect a replacement officer from the full membership of CTA in good standing, by a majority vote of the Board members present or by electronic vote. Members elected to fill a vacancy shall serve until the end of the calendar year.

Section 3 -- Vacancy in Committee Chairs

In the event that a Committee Chair becomes vacant, the President shall appoint a replacement, subject to approval by a majority vote of the Board members present or by electronic vote, who shall serve for the remainder of the chair's term.

Section 4 -- Vacancy in GLTA Representative or Atlantic Cup Director Position

In the event of a vacancy in the positions of GLTA Representative or Atlantic Cup Director, the President shall appoint a replacement, subject to approval by a majority vote of the Board members present or by electronic vote, who shall serve until the end of the calendar year.

ARTICLE XIII. Compensation

Section 1 -- Compensation for Service

Members of the Board of Directors shall not receive fees or monetary compensation for their service on the Board.

Section 2 -- Expenses Incurred for CTA

- a. The members of the Board of Directors, chairs of committees, or other individual members of CTA may receive reimbursement for expenses properly incurred on behalf of CTA if the expense was approved as part of CTA's budget.
- b. If an expense was not approved as part of CTA's budget and there was insufficient

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time to bring the matter to the Board's attention prior to the expense being made, the Board may approve the reimbursement if it votes by a two-thirds majority vote of members present or by electronic vote to approve the expense.

ARTICLE XIV. Eligibility and Rules for Tennis Play

Section 1 -- Eligibility

- a. All regularly scheduled participants in CTA tennis leagues, as well as approved substitutes, shall be required to (1) have paid their dues to CTA as described in Article III, Section 2(a), or agreed to pay higher participation fees as determined by the Board; (2) be current in any other financial obligations that they may owe to CTA; and (3) have waived any claims against CTA for possible injuries resulting from CTA activities.
- b. CTA Championships' participants and Atlantic Cup team members shall meet the eligibility requirements in Article XIV, Section 1(a).
- c. Walk-up participants in the summer and winter leagues who are not members of CTA shall be required to sign a form waiving any claims against CTA for possible injuries resulting from CTA activities.

Section 2 -- United States Tennis Association (USTA) Rules Govern

The rules that govern league play and tournaments conducted by CTA are the Rules of Play of the USTA, as may be amended from time to time. The Board may promulgate additional rules to tailor USTA rules and regulations to CTA tennis activities.

Section 3 -- Nondiscrimination Policy

CTA will not tolerate, condone, or permit any kind of harassment or bullying of our members, guests, or affiliates on any basis, including but not limited to their sex, color, race, religion, national origin, age, handicap, sexual orientation, and/or gender or sexual identity. This includes harassment of past, present, and prospective members of CTA and their families; players, volunteers, and spectators of the Capital Classic, Atlantic Cup, CTA Championships, other GLTA or CTA tournaments, leagues, and other CTA activities; and the employees, agents, or representatives of facilities CTA utilizes or with which CTA contracts. Harassment may include slurs, abusive language, threats, derogatory comments, unwelcome jokes, teasing, unwelcome sexual advances, requests for sexual favors, and other similar verbal or physical conduct.

The Board of Directors encourages any member who experiences interaction(s) which may violate this policy to report such interaction(s) to the President (president@capital-tennis.org) and/or Vice President of Membership (vpmembership@capital-tennis.org). The President and Vice President of Membership shall respond appropriately within their discretion including, at the member's request or if otherwise warranted, discussing the interaction(s) with the Board so that the Board can determine an appropriate response.

Violations of this policy may result in sanctions or penalties, issued at the discretion of a majority vote of the Board of Directors, which may include temporary or permanent expulsion from CTA, restrictions on participation, and/or referral to national, regional, or local authorities.

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ARTICLE XV. Dissolution

Section 1 -- Procedure

The Board of Directors may adopt a resolution recommending that the Capital Tennis Association, Inc. (CTA) be dissolved and directing that the question of dissolution be submitted to a vote at a meeting of the full membership of CTA, which may be either an annual or special meeting. Written or printed notice stating the purpose, or one of the purposes, of the meeting is to consider the advisability of dissolving CTA, shall be given to each member either personally or by mail at least ten (10) days prior to the date of the meeting. A resolution to dissolve CTA shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at the meeting.

Section 2 -- Distribution of Assets

Upon adoption of a resolution to dissolve CTA, the assets of CTA shall be distributed as follows:

- All liabilities and obligations of CTA shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- Assets held by CTA upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- Assets received and held by CTA subject to limitations, permitting their use only for charitable, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of CTA, under a plan of distribution adopted by CTA; and
- Any remaining assets shall be distributed in accordance with a plan of distribution adopted by CTA, provided that such assets are transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of CTA, under a plan of distribution adopted by CTA.

Section 3 -- Plan of Distribution

A plan providing for the distribution of assets shall be adopted by CTA as follows: The Board of Directors shall adopt a resolution recommending a plan of distribution and directing that the plan be submitted to a vote at a meeting of the general membership of CTA, which may be either an annual or special meeting. Written or printed notice setting forth the proposed plan of distribution or a summary of the dissolution shall be given to each member either personally or by mail at least ten (10) days prior to the date of the meeting. The plan of distribution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at the meeting.

Section 4 -- Revocation

CTA may revoke the action taken to dissolve the corporation as follows: The Board of Directors shall adopt a resolution recommending that the voluntary dissolution proceedings be revoked, and directing that the question of the revocation be submitted to a vote at a meeting of the general members of CTA, which may be either an annual or special meeting. Written or printed notice stating that the purpose, or one of the purposes, of the meeting is to consider the advisability of revoking the voluntary dissolution proceedings, shall be given to each member either personally or by mail at least ten (10) days prior to the date of the meeting. A

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resolution to revoke the voluntary dissolution proceedings shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at the meeting.

ARTICLE XVI. Amendments

These by-laws may be amended by the affirmative votes of two-thirds of the voting Board members present at two consecutive meetings of the Board of Directors, or by a two-thirds majority vote of the full membership of CTA present at the annual meeting of the general membership of CTA, or at a special meeting of the full membership of CTA called for purposes of amending the by-laws.