

TENNIS ASSOCIATION OF HILTON HEAD ISLAND BY-LAWS

Article I. Name

The name of the organization shall be "Tennis Association of Hilton Head Island" (the "Association" or "TAHHI") and shall be organized as an eleemosynary corporation under the laws of South Carolina.

Article II. Principal Place of Business

The principal office of this corporation shall be located from time to time within the geographical area of greater Hilton Head Island.

Article III. Purposes and Objectives

The Association has such purposes and objectives as are now or may hereafter be set forth in the Certificate of Incorporation which shall include the following:

The Association shall promote the development of tennis as a means of healthful recreation and physical fitness in the greater Hilton Head community, shall cooperate with the United States Tennis Association and other associations in the pursuit of these aims, shall generally encourage through tennis the development of health, character and responsible citizenship, shall encourage broad based community participation by subsidizing lesson fees, and establishing scholarship programs for applicants unable to meet costs, and shall foster local tournaments and competitions where the Board deems necessary.

It shall raise, receive and administer funds for the promotion of tennis and tennis programs in the area which satisfies the previously mentioned objectives on a non-profit, educational and charitable basis.

It shall take, hold by lease, gift, grant, devise or bequest any property, real or personal, for the objects of the corporation.

It shall do any and all such other acts or engage in any business or businesses in any manner connected with or necessary, incidental, convenient, or auxiliary to any of the purposes herein before enumerated, or calculated, directly or indirectly, to promote the interest of the corporation and the general public.

This Association is not organized for pecuniary profit and is to be operated as such under existing Internal Revenue codes and State of South Carolina

statutes and regulations. The Association shall have no capital stock.

Article IV. Membership

Section 1. Membership shall be open to all Hilton Head area residents.

Section 2. Membership shall consist of adult members (eighteen years of age and older).

Section 3. Dues shall be considered annually by the Board of Directors, and approved by the membership at the Annual Meeting.

Non USTA Team players will have dues of ten dollars annually. USTA Team players are automatically members; part of the TennisLink fee pays their dues.

Article V. Board of Directors and Officers

Section 1. The affairs and property of the Association shall be managed by the Board of Directors. The Board shall consist of a minimum of five (5) and a maximum of nine (9) members, each holding three (3) year terms.

Approximately one-third of the directors shall complete their terms each year.

At the first Board Meeting following the annual membership meeting, Officers shall be elected by the Board from among Board Members. The Term of Office for the Treasurer will be concurrent with his/her three year appointment to the board. The remaining Officers so elected shall be elected to serve for a term of one (1) year.

Section 2. a. A nominating committee of three (3) members shall be elected by the Board each year, prior to the Annual Meeting. Not more than one (1) member of the Board may serve on the nominating committee. Only one (1) member of the Board may serve on the nominating committee. Only one (1) member of the nominating committee may serve for two (2) consecutive years. It shall be the duty of this committee to recommend one candidate for each pending vacancy of the Board, to be elected at the membership annual meeting, and said list shall be submitted to the membership with the notice of the annual meeting.

The number of Director vacancies will be determined by the current Board of Directors considering the future planned work, programs, committees, rotation balance of Director terms, etc. Special consideration shall be given to at least one member from the Hilton Head Island Pro-fessional Tennis Umpires Association (HHIPTUA) and/or the Hilton Head Island Tennis

Professional Association (GGITPA) as a member of the Board of Directors.

b. Names of other eligible candidates may be placed in nomination by petition only at the Annual Membership Meeting, provided that said petition is signed by not less than ten (10) dues-paying members, and is filed with the Chair of the nominating committee at least thirty (30) days prior to the Annual Meeting.

c. Voting at an association meeting shall be by voice or secret ballot as determined by the presiding officer. Each candidate receiving the greatest number of votes shall be installed at this meeting.

d. Upon retiring, a Director serving as President shall automatically become a member of the next Board of Directors for one additional year only.

e. Only dues paying members are eligible to vote and hold office.

f. In case of resignation or other vacancy in the Board of Directors, except that of an Officer, the Board shall appoint a TAHHI member to be a Director to fill the unexpired term.

g. In case of a vacancy of any Officer, the remaining Directors shall elect, by affirmative majority vote, a Board member to fill such vacancy for the unexpired term.

Section 3. No one shall be eligible for the office of Director at such annual meeting unless placed in nomination in accordance with these By-Laws.

Section 4. Any director or officer may be removed at any time for cause by the Board of Directors at any meeting.

Section 5. No member, Director, Officer, or Committee member, or any other private individual, shall receive any of the net earnings or profit from the operations of the Association, except reimbursement for actual expenses incurred and approved by the Board. All members of the Association shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs, the assets of the Association shall be distributed exclusively to organizations which qualify as eleemosynary organizations under the laws of the State of South Carolina and which are exempt from federal taxation under Section 501(c)3 of the Internal Revenue Code of 1986 (as amended).

Section 6. Members of the Board of Directors shall make every effort to attend regularly scheduled meetings. If a Board Member cannot attend a

meeting, the President must be notified at least 48 hours before the meeting for an Excused Absence. A proxy vote, for any issue that may come before the Board, may be given in writing to the Secretary. Board Members absences will be listed in the Minutes. A Board Member who accumulates four (4) excused absences in a calendar year will be asked to reconsider his/her ability to serve the needs of the organization properly, and may be removed by a majority vote of the Board. A Board Member who accumulates two (2) unexcused absences in a calendar year may be removed by a majority vote of the Board.

Section 7. A quorum of the Board shall be a majority of its members and a majority of a quorum shall be necessary to approve any action taken by the Board, except where an affirmative vote of a majority of the entire Board is required by these By-Laws.

Section 8. - The Board may hire, appoint, or retain such employees, agents, and representatives of the corporation as it deems necessary to perform the acts and duties of the corporation. It may further provide for reasonable compensation for such employees, agents and representatives.

Section 9. Duties of Officers:

a. President - The President shall preside at all meetings of the Association; shall be an ex-officio member of all committees; shall preside at all meeting of the Board of Directors and shall perform all such duties as are incidental to the Office of President and be properly required of him/her.

b. Secretary - Shall have charge of all papers, keep such records, make such reports and perform such duties as are incidental to that office, and property required of him/her by the Association.

c. Treasurer - Shall have charge of the funds of the Association and shall conduct its banking business. Funds shall be dispersed under the direction of the President and the Board. All accounts shall be audited annually. Checks or other instruments, or obligations for payment of money, shall be signed by any two officers if the amount specified by the Board of Directors exceeds \$500.00, and one officer if the amount is \$500.00 or less.

Article VI. Fiscal Year and Meetings

Section 1. The fiscal year of the corporation shall be the calendar year.

Section 2. Meetings:

a. Membership meetings shall be held at such time and at such places as the Board of Directors shall designate, with at least two (2) weeks written notice (electronic notification through email and posting on www.TAHHI.org will be considered written notice) announcing date, time, place, and subject of such meeting.

b. The Annual Meeting for the Association shall be held annually at the discretion of the Board.

c. A quorum for the transaction of business at Membership meetings shall consist of those dues-paying members present at such meeting in person or by proxy.

d. Directors meetings shall be called by the President at such times and places as deemed necessary, or upon written request of two (2) Directors sent to the President and the Secretary. There shall be a minimum of six (6) Directors' meetings per year.

e. The Board of Directors shall establish the general policy of the Association and shall have power to transact all ordinary business.

Roberts Rules of Order Revised shall govern in all matters not covered by these By-Laws.

Article VII. Committees:

Section 1. The President may designate one or more committees, each of which shall consist of a Board member and other members of the Association as appropriate to conduct the work of the Committee and to obtain continuity.

Section 2. Each member of a committee shall continue as such until the next annual meeting of the Association and until his/her successor is appointed, unless the committee shall be sooner terminated by the Board, or unless such member be removed from such committee by the Board.

Section 3. One (1) member of each committee shall be appointed Chair by the Board of Directors.

Section 4. Vacancies in the membership of any committee may be filled by appointments made by the Board of Directors.

Section 5. Each committee may adopt rules for its own government consistent with these By-Laws or with rules adopted by the Board of

Directors.

Article VIII. Limitation of Liability and Indemnity

Section 1. Liability. No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as director, officer, or employee of the Association if such person (2) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstance and in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or confirmation furnished by officers or employees of the Association which he/she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

Section 3.

a. No officer or member shall be personally liable for any bills or obligations of the Association, past or present, except for the payment of his/her own dues.

b. No officer or member of the Association shall disburse any funds or moneys in his/her keeping and belonging to the Association without authorization of the Board of Directors.

c. No person shall use the name, mailing list or official insignia of the Association for other than strictly Association purposes without authorization of the Board of Directors.

Article IX. Miscellaneous

Section 1. Books and Records - The Association shall keep correct and complete books and records on account and shall also keep minutes of the proceedings of its Board, and shall keep at the principal office a record, giving names and addresses of the Directors entitled to vote.

Section 2. Corporate Seal - The Board may provide a corporate seal, whose form shall be determined by the Board.

Section 3. Except as otherwise provided by law or the By-Laws, such officer or officers, employee or employees, agent or agents of the corporation as shall be specified by the Board of Directors shall sign, in the name and on behalf of the Association, all deeds, bonds, contracts, leases, and other

instruments or documents, the execution of which shall be authorized by the Board of Directors; and such authority may be general or confined to specific instances.

Article X. Amendments

These By-Laws may be amended by two-thirds vote of the dues-paying members who are present at any Membership meeting in person or by proxy. No amendment shall be voted upon without at least two (2) weeks notice, in writing, to the Membership giving the proposed amendment and announcing date, time and place of such meeting.

Amended: February 2012