

Tennessee Tennis Patrons Foundation

Revised: August 31, 2009

Article I

Name: The name of the corporation shall be Tennessee Tennis Patrons Foundation, Inc. (the TTP or “foundation”).

Article II

Purpose of the

Foundation: The foundation is organized exclusively for charitable, civic improvement, and educational purposes, and shall have no other purposes. The specific purposes of the foundation are: to stimulate interest in tennis and sportsmanship in connection with schools, playgrounds, and parks; to combat juvenile delinquency in the Tennessee Tennis Association area through the promotion of Amateur tennis; to encourage and support junior development programs in the above area; to give encouragement to young players by providing coaching, instruction, tournaments, and exhibitions; to cooperate with other recognized associations for the promotion of amateur tennis; to distribute information and otherwise promote physical development and conditioning among the public at large in the Tennessee Tennis Association area through the playing of tennis; to promote sportsmanship, recreation and health through the playing of tennis.

The assets and income of the foundation shall be for the foregoing purposes and no part thereof shall inure to the benefit of any private individual nor be used to carry propaganda or otherwise attempt to influence legislation. The foundation shall not carry on any trade or business for profit, nor shall it engage in any trade or business, nor engage in any prohibited transactions for charitable organizations as defined in the Internal Revenue Laws of the United States. Should there be by any incidental net income to the foundation resulting from any exhibitions or tournaments held or sponsored by the foundation, the same shall be used only for the purpose of the foundation. The TTP will require, develop and market yearly fundraising exercises in order to sustain the goals stated with in the “purpose” of the TTP. The TTP operates within its own ability to drive funding for it’s “Purpose.” All debts and assets are the explicit responsibility of the TTP and no other aligned tennis associations.

Article III

Principal
Office:

The principal office shall reside within the offices' of the
USTA TENNESSEE TENNIS ASSOCIATION.
The foundation may establish such other offices as its trustees may
authorize and direct.

Article IV

Trustee of
Foundation:

Section 1. The operation and affairs of the foundation shall be
governed by a Board of Trustees (the "board"). This board shall
consist of not less than 3 or more than 11 members. The original
trustee(s) shall be the area chairmen from each area comprising the
geographical territory of the Tennessee Tennis Association, and
the president of the foundation. Trustees shall hereafter be elected
from these areas, in a manner so each area shall be equally
represented. The Board may enlarge its size to the limits set here
within with 30 day prior notice and only prior to the yearly USTA TN
Annual Meeting. The Board of Trustees must all be current members
of the USTA and show membership enrollment throughout prior to
their term on said Board.

Terms of
Trustees:

Section 2. All elections and subsequent results will be reported
within 30 days to the USTA TN BOD. The regular term of a trustee
shall be three years. No trustee who serves a full three-year term shall be
eligible for re-election until expiration of one full year.

Vacancies:

Section 3. No vacancy on the board shall impair the right of the
quorum to exercise all right and perform all duties of the board.
THE USTA TN may be solicited for suitable candidates to fill any
vacancy from pool of interested individuals TTP maintains.

Article V

Meetings:

Section 1. Annual meeting will be required during the USTA
TN Annual meeting.

How Called:

Section 2. Meetings of the board may be called by the chairman.
Meetings may be via face-to-face, conference call or by internet.

Notice: Section 3. All notices must have a 30 day notice.

Quorum

Voting: Section 4. At all meetings of the board, a majority of the members shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the members present at the meeting which there is a quorum shall constitute the action of the board. In voting, each member of the board shall have one vote.

Minutes: Section 5. Minutes MUST be taken and the Secretary or designate must be of record with USTA TN for every meeting held. Minutes must be approved by officers at the next meeting.

Article VI

Officers

Enumeration: Section 1. The officers of the Board of Trustees shall be:
Chairman: (who is the current Immediate Past President of USTA TN.)
Vice-Chairman:
Secretary/Treasurer:
Director:

This listing is required to be placed in the Annual USTA TN Yearbook.

Eligibility: Section 2. All officers other than the director shall be regular or ex-officio members of the board.

Section 3: Director should be clearly identified as the ED of the USTA TN.

Term and
Election of
Officers:

Section 4. Other than the chairman all officers shall be elected by the board at the annual meeting held each year.

Vacancies:

Section 5. A vacancy in an office shall be filled for the unexpired term by the board.

Article VII

Duties of
Officers:

Section 1. The chairman (Immediate Past President of USTA TN) shall be chief executive officer of the board. The chairman shall execute on behalf of the board such contracts and other papers as may be proper under authority delegated by the board. The chairman, as principal officer of the board, shall be responsible for carrying out the powers and duties of the board and shall be ex-officio a member of all standing committees of the board and any special committee which may be created.

Vice-Chairman: Section 2. The vice-chairman shall, in the absence or disability of the chairman, perform the duties and exercise the powers of the chairman and perform such other duties as may be assigned by the board from time to time.

Secretary: Section 3. The secretary shall attend all meetings of the board and record all votes and prepare the minutes of all proceedings of the board in a book to be kept for that purpose; and shall perform like duties when required for any committees created by these by-laws or by the board pursuant to these by-laws. He or she gives, or causes to be given, notice of all meetings of the board in accordance with these by-laws. The office of secretary/treasurer may be held by one person.

Treasurer: Section 4. The treasurer shall have custody of the funds of the board and its securities. He or she shall deposit all monies and other valuable effects in the name and to the credit of "Tennessee Tennis Patrons Foundation" in such depositories as may be designated by the board and shall be the disbursing officer of the monies of the foundation. He or she shall keep accurate records of the fiscal affairs of the board. The office of secretary/treasurer may be held by one person.

Director: Section 5. The USTA TN ED-Director of TTP shall be the administrative officer of the board and shall perform such duties as may be prescribed from time to time by the board. The director shall not be a member of the board and may receive compensation as determined by the board.

Delegation of
Authority of
The Board
Trustees
Executive
Committee: Section 6. The board, may, by resolution, establish an Executive Committee composed of the officers of the foundation which committee shall have and may exercise the powers of the board in the management of the affairs and property of the foundation and the exercise of its corporate powers between meetings of the board. The Executive Committee may act upon the affirmation vote of a Majority thereof.

Additional

Employees: Section 7. The board may employ such other personnel as may be necessary to carry out functions of the foundation. All trustees and officers other than the director, shall serve without compensation, but shall be reimbursed for any expenses incurred on behalf of the foundation.

Annual Audit: Section 8. The fiscal affairs of the foundation shall be subject to an annual audit by a firm of independent certified public accountants. Any and all expenses incurred by the TTP inclusive of yearly audits, if needed, are the sole responsibility of the TTP.

Article VIII

Amendment of

By-Laws: These by-laws may be amended, altered or repealed upon the affirmative vote of two-thirds majority of members of the board, provided such amendment, alteration or repeal is proposed at a prior meeting of the board, and provided that notice of the meeting at which the vote is to be taken shall set forth the proposed amendment, alteration or repeal, and shall state that same shall be acted upon at the meeting for which notice is being given.

Article IX

Dissolution

In the event of its dissolution, the assets of the Tennessee Tennis Patrons Foundation shall be distributed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code to the Tennessee Tennis Association (an IRS approved 501 (c)(3) organization) or other IRS approved 501 (c)(3), non-profit organizations as determined by the Board. No profit or benefit may inure to the benefit of any private Board Member, staff member or USTA member or individual.