

**AMENDED AND RESTATED  
BYLAWS OF  
LOWCOUNTRY TENNIS ASSOCIATION**

**Effective January 19, 2011**

**ARTICLE I  
NAME AND OFFICES**

**1.1 Name.** The name of this Corporation is Lowcountry Tennis Association (“LCTA”).

**1.2 Principal Office.** The principal office shall be at a location either within or without the State of South Carolina, as the Board of Directors (the “Board”) may designate or as the business of LCTA may require from time to time.

**1.3 Registered Office.** The registered office of LCTA required by the South Carolina Nonprofit Corporation Act of 1994 (the “Act”) to be maintained in the State of South Carolina may be, but need not be, identical with the principal office of LCTA, and the address of the registered office may be changed from time to time by LCTA.

**ARTICLE II  
OBJECTIVES, PURPOSES, ACTIVITIES AND  
DISPOSITION OF ASSETS ON DISSOLUTION**

**2.1 Objectives.** LCTA’s object is to be organized and operated exclusively as a non-profit public benefit corporation under the Act. Specifically, the objectives of LCTA are:

(a) To promote interest in the game of tennis, support the United States Tennis Association (“USTA”) league in the Charleston area, and maintain the rules of play and high standards of sportsmanship.

(b) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the laws of South Carolina relating to non-profit corporations. In furtherance of its corporate purposes, LCTA shall have all general powers enumerated in the Act.

**2.2 General Purpose.** The purpose of LCTA is to operate exclusively in furtherance of the purposes provided in Section 2.1 above, and more specifically to be qualified and recognized as an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”), and the Treasury Regulations promulgated thereunder. As such, no earnings of LCTA shall inure to the private benefit of any person that is a

member of LCTA. In furtherance of the above purposes, LCTA is formed to perform all activities permitted to be performed by corporations under the laws of this State of South Carolina, to the extent such activities are permitted by organizations which are exempt from federal income tax under Section 501(c)(4) of the Code and the Treasury Regulations promulgated thereunder.

**2.3 Specific Powers.** Except as limited by its Articles of Incorporation (the “Articles”) or these Amended and Restated Bylaws (these “Bylaws”), LCTA shall have and exercise such powers in furtherance of its purposes as are now or may hereinafter be granted by the laws of the state of South Carolina and S.C. Code Ann. §33-31-302 (1994), and in this connection may:

(a) sue and be sued, complain, and defend in its corporate name;

(b) have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;

(c) make and amend Bylaws not inconsistent with the Articles or with the laws of South Carolina for regulating and managing the affairs of LCTA;

(d) purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property or any legal or equitable interest in property, wherever located;

(e) sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;

(f) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interest in or obligations of any entity;

(g) make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;

(h) lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by S.C. Code Ann. §33-31-832 (1994);

(i) be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;

(j) conduct its activities, locate offices, and exercise the powers granted by South Carolina law within or without South Carolina;

(k) elect or appoint directors, officers, employees, and agents of LCTA, define their duties, and fix their compensation;

(l) pay pension plans and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former directors, officers, employees and agents;

(m) make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest;

(n) accept gifts, devises, and bequests subject to any conditions or limitations contained in the gift, devise, or bequest so long as the conditions or limitations are not contrary to South Carolina law or the purposes for which LCTA is organized;

(o) carry on a business;

(p) do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of LCTA.

**2.4 Distribution on Dissolution.** Upon the dissolution of LCTA, the assets of LCTA remaining after payment of all costs and expenses of such dissolution shall be distributed to South Carolina Tennis Association, Inc., if it is still in existence and is tax-exempt under Section 501(c)(4) of the Code, or the corresponding section of any future federal tax code, or such other entity or organization organized and operated for substantially the same purposes as LCTA as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Code, or the corresponding section of any future federal tax code, or to the federal, state or local government for a public purpose, as the Board shall designate.

### **ARTICLE III** **MEMBERSHIP**

**3.1 Classes of Membership.** LCTA shall have one class of Members.

**3.2 Applicants.** Individuals may become Members by meeting qualifications prescribed by the Board.

**3.3 Death of Member.** Upon the death of any Member the membership shall cease.

3.4 Vote. Each Member shall have only one vote at a meeting of the Members.

#### **ARTICLE IV** **OFFICERS**

4.1 Eligibility. The officers of LCTA shall be a President, Vice President, Secretary and Treasurer and such other officers and assistant officers as the Board shall deem necessary or desirable. Any Director may be eligible to hold one or more of these offices.

4.2 Terms of Office. All elected officers shall serve for a period of one year and until their successors shall be duly elected. All officers shall be eligible to succeed themselves. Officers shall be elected by the Board at the annual meeting of the Board or at such time as the Board shall determine. Officers shall assume their duties immediately following the meeting at which they are elected.

4.3 Vacancies. In case of a vacancy, the Board shall appoint a successor to fill the unexpired term.

4.4 Removal. Any officer may be removed by a two-thirds (2/3rds) vote of the Board.

4.5 Duties.

(a) The President is responsible to administer and implement the LCTA's Local USTA League Tennis program, and to interpret the LCTA's rules, regulations and procedures. The President shall preside (in person or via conference telephone or similar communications equipment through which all persons participating may hear and speak to each other) at all meetings of the Board and all other meetings of LCTA unless another representative is designated by the President, represent LCTA at all times unless another representative is designated by the President, shall be an ex-officio member of all committees, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President has authority to sign and execute all authorized bonds, mortgages, contracts, checks, notes or other documents in the name of and on behalf of LCTA except in cases where the signing and execution thereof shall be expressly otherwise delegated by the Board or these Bylaws.

(b) In the absence of the President or in the event of his or her inability or refusal to act, the Vice President will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as may be prescribed by the President or by the Board.

(c) The Secretary shall keep the minutes of the meeting of the Board and all other meetings of LCTA, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, authenticate records of LCTA when such authentication is required, and in general perform all duties incident to the office of the Secretary and such other duties as may be prescribed by the Board. The Secretary shall maintain the membership list of LCTA and have charge of all papers, keep such records, make such reports, and perform such duties as are incidental to that office and properly required of him/her.

(d) The Treasurer shall have charge and custody of and be responsible for all funds and securities of LCTA, receive and give receipts for moneys due and payable to LCTA from any source whatsoever, and deposit all such moneys in the name of LCTA in such banks, trust companies or other depositaries as shall be selected by the Board, and in general perform all of the duties incident to the office of Treasurer and such other duties as may be prescribed by the Board. The Treasurer has authority to sign checks and withdrawal slips and related items on behalf of LCTA. Checks drawn may be signed by the Treasurer or the President. If necessary, the Board will appoint an Audit Committee to audit all of the accounts within three months of the end of a fiscal year. The Treasurer shall prepare the annual budget and report, both of which shall be reported to the membership at the annual meeting.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**5.1 Power and Composition.** Management shall be vested in a Board. The Board shall consist of eleven (11) Directors. The Directors shall be elected at the annual meeting of the Members of LCTA by a majority vote of the Members present at the meeting. The eleven (11) elected Directors may, by a majority vote, appoint additional directors to serve on the Board. The number of Directors may be increased or decreased as may be determined from time to time by the majority vote of the Directors; provided however, in no event shall the Board consist of less than seven (7) Directors or more than twenty-five (25) Directors.

#### **5.2 Election of Directors.**

(a) At a Board meeting held at least forty-five (45) days prior to the election of Directors, the Vice-President shall advise the Board of the persons selected to the Nominating Committee. The Committee shall consist of five members, two of whom shall be members of the Board. The appointed chairperson shall call promptly a meeting of the committee to consider nominations for the director positions to be filled.

(b) The Nominating Committee will present its recommended slate of directors to the Members at the general membership meeting. At that time, Members may nominate additional persons.

(c) Any and all of the requirements of this Section 5.2 may be waived by the Board.

**5.3 Terms of Office.** Each Membership- elected member of the Board and each Director-elected member of the Board shall serve a term of one year and Directors shall be eligible to serve consecutive terms. Except as otherwise provided herein, each Director shall hold office until a new Director is elected and qualified or until his or her earlier resignation, removal from office, death or incapacity. Directors must be natural persons.

**5.4 Vacancies.** In case of a vacancy, the Board shall appoint a successor to fill the unexpired term.

**5.5 Committees.**

(a) Nominating Committee. The Nominating Committee shall be appointed annually by the Vice-President and should represent all areas of the LCTA. The Nominating Committee will present to the annual meeting of the LCTA membership a recommended slate of directors taken from a list of volunteers.

(b) Additional Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more additional committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of LCTA, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of LCTA; amending the Articles; restating the Articles; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all of substantially all of the property and assets of LCTA; authorizing the voluntary dissolution of LCTA or revoking proceedings therefor; adopting a plan for the distribution of the assets of LCTA; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee. Other committees not having and exercising the authority of the Board in the management of LCTA may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of LCTA. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of LCTA shall be served by such removal. Each member of a committee shall continue as such until the next annual meeting of the members of LCTA and until the member's

successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

(c) Voting. The vote of the majority of the total members present in any committee shall be the vote of the committee.

**5.6 No Compensation**. The Board shall receive no payment, compensation or other form of consideration for attendance of meetings or serving as Directors.

## **ARTICLE VI** **MEETINGS**

**6.1 Regular Meetings**. Annual meetings of the Board and annual meetings of the Members of the Corporation shall be held at such time and place as designated by the President or Board. Additional meetings shall be prescribed in the discretion of the President or Board. Participation in a meeting by means of conference telephone or similar communications equipment through which all persons participating may hear and speak to each other shall constitute presence in person at the meeting.

**6.2 Special Meetings**. Special meetings of the Board may be held at any time and place upon the call of the President or a majority of the Directors.

**6.3 Quorum for Members' Meeting**. At all meetings of the Members, twenty-five (25) Members shall constitute a quorum.

**6.4 Quorum for a Board Meeting**. At all Board meetings a majority of the Directors shall constitute a quorum.

**6.5 Lack of Quorum**. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him or her.

**6.6 Voting of Directors**. If a quorum is present, the vote of a majority of the Directors present at a meeting shall constitute an act of the Board unless the Act, these Bylaws or the Articles require the vote of a greater number of Directors.

**6.7 Voting of Members**. If a quorum is present, the vote of a majority of the Members present at a membership meeting shall constitute an act of the Members unless the Act, these Bylaws or the Articles require the vote of a greater number of Members.

**6.8 Order of Business**. At all meetings, the order of business shall be as follows:

1. Reading and disposal of any unapproved

minutes.

2. Reports of officers.
3. Reports of committees.
4. Unfinished business.
5. New business.
6. Adjournment.

**6.9 Notice of Members' Meetings.** Notice stating the place, day and hour of any meeting shall be given to each Member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. Such notice shall be given in writing unless oral notice is reasonable under the circumstances. Except as otherwise provided by law, notice may be given by either personal notice, telephone, facsimile, electronic communication, overnight courier or United States mail. Attendance at or participation in a meeting waives any required notice of the meeting, unless the Member upon arriving at the meeting (or prior to the vote on a matter not properly noticed under these Bylaws) objects to and does not thereafter vote for or assent to the objected to action.

**6.10 Notice of Board Meetings.** Notice of any special meeting of the Board shall be given to each Director not less than two (2) days before the date of the meeting. Except as otherwise provided by law, notice may be given by either personal notice, telephone, facsimile, electronic communication, overnight courier or United States mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**6.11 Action by Members Without a Meeting.** Any action required to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by Members holding at least eighty (80%) percent of the voting power with respect to the subject matter thereof. Written notice of Member approval pursuant to this section must be given to all Members who have not signed the written consent.

**6.12 Action by Directors Without a Meeting.** Any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if the consent in writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

**6.13 Voting by Mail.** Any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the LCTA delivers a written or electronic ballot to every Member entitled to vote on the matter pursuant to S.C. Code Ann. §33-31-708.

## **ARTICLE VII** **MISCELLANEOUS**

**7.1 Management.** Any fees or other funds received by LCTA shall be held in an account or accounts in the name of LCTA in such location(s) as may be designated by the Board or the President. LCTA shall hold, manage, invest and reinvest its funds in accordance with the investment policies of LCTA and shall collect and receive the income therefrom. After deducting all necessary expenses incident to the operation and administration of LCTA, such funds shall be utilized in accordance with the purposes set forth in these Bylaws and the Articles.

**7.3 Autonomy of the Corporation.** LCTA shall be the sole entity or person responsible for the application and use of its assets, including payment of its expenses in accordance with such operating guidelines as may be established by the Board; and it shall operate as an independent and autonomous entity for the purposes of meeting its financial obligations.

**7.4 Fiscal Year.** The fiscal year of LCTA shall be the calendar year.

## **ARTICLE VIII** **AMENDMENTS**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

**ARTICLE IX**  
**WAIVER OF NOTICE**

Except as otherwise provided by law, whenever any notice is required to be given under the provisions of the South Carolina Code, or under the provisions of the Articles or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to LCTA for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.