

**Bylaws of the
Greater Vallejo Tennis Association (GVTA)**

Last Updated September 10, 2007

Article I

Name, Location and Object of Corporation

Section 1. Name. The name of this corporation (the Corporation) is "Greater Vallejo Tennis Association".

Section 2. Location. The location and principal office of the Corporation shall be in the Greater Vallejo area (here within defined as the cities of Benicia, American Canyon and Vallejo, California) at a place designated by the Board of Directors. Currently the principal office is located at 426 Mills Drive, Benicia, California 94510.

Section 3. Object. The object of the Corporation is set forth in its Articles of Incorporation filed under the California Non-Profit Corporation requirements. This Corporation is not organized for business purposes nor pecuniary profit, and no part of the net earnings shall inure to the benefit of any member or officer, but shall inure exclusively to the benefit of the Corporation for the accomplishment of its purposes, which may include, but are not limited to, the following.

- (a) Compiling and publishing of a roster of active members of the Corporation.
- (b) Preparing and distributing of regular news communications on the activities of members, events sponsored by the Corporation and related tennis activities.
- (c) Conducting educational clinics, demonstration matches and other educational activities designed to promote interest in tennis and proficiency in participation.
- (d) Conducting competitive tennis events among members, members and guests, and such other persons as may elect to participate under conditions established by the Corporation.
- (e) Conducting events and activities designed to raise funds for the purposes of the Corporation.
- (f) Promoting publicly sponsored tennis activities and provision of tennis facilities on public grounds by governmental agencies including the city, county, school districts and colleges in the community.
- (g) Providing advisory consultation services to public officials charged with the development of facilities and conduct of tennis activities.

Article II

Membership and Dues

Section 1. Election to membership. Any person may become a member in this corporation by payment of the membership fee and subscribing to and complying with the membership and league rules as may be established from time to time by the Board of Directors.

Section 2. Open membership. Membership shall not be withheld from any person because of race, color, creed, religion, sex, age, or national origin.

Section 3. Dues. The dues of all members shall be in an amount as shall be determined from time to time by resolution of the Board of Directors. Dues shall be on an annual basis, the commencing date of the one year term to be designated as the Board of Directors shall determine.

Section 4. Removal for default in dues payment. Any member in default in payment of dues shall be ipso facto suspended from all privileges of membership, and if, after notice, such default exists for more than thirty days, the membership of such member shall automatically cease.

Section 5. Removal for prejudicial conduct. Any member including officers and directors may be removed from membership by a majority vote of the Directors present at any annual meeting of the Board of Directors or at any special meeting of the Directors called for the purpose of determining whether or not a member's conduct was prejudicial to the corporation, provided, that such member shall have first received written notice of the accusations against him/her, that such member shall have been given the opportunity to produce his witnesses, if any, and that such member shall have been heard, if he/she so desires, at the meeting at which the vote is taken.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary. A resignation shall not relieve any member so resigning of the obligation to pay dues or other charges theretofore accrued and unpaid.

Section 7. Definition of "in good standing". A member shall be in good standing so long as all dues, assessments, or other accrued charges are paid, subject to compliance with the membership and league rules as may be established from time to time pursuant hereto.

Section 8. Classes of membership. There shall be as many membership classes as may be determined by resolution of the Board of Directors. The classes may confer or restrict such privileges as the Board of Director may determine, provided only that a membership class shall in no way affect the voting right of any adult member other than as limited in Para. 7 hereof in the event of the creation of a class of membership to be known as "family membership".

Section 9. Conflict Resolution. No member shall institute any litigation against or involving any member of the Board of Directors unless that member participates in good faith in mediation and/or binding arbitration in accordance to procedures set by the Board.

Section 10. Access to Financial Information. Members in good standing shall have access to GVTA financial statements and records following a written request stating purpose and a majority vote by the Board of Directors in favor of the request. Access to the financial statements and records requested will be granted within ten (10) days of the Board vote.

Section 11. Non-member Fees. Membership is not required to participate in Corporation sponsored activities, however other applicable participation fees may apply to non-Members as established from time to time by the Board of Directors.

Article III

Meetings of Members

Section 1. Annual meeting. An annual meeting of the members shall be held at a date and time designated by resolution of the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Notice of annual meeting. Written notice of the time, place and purpose(s) of the annual meeting of members shall be mailed or sent by electronic transmission to each voting member no less than fourteen (14) days prior to the date of such meeting nor more than fifty (50) days prior to said meeting. This notice shall contain the names of those persons nominated by the Nominating Committee for positions of officers and directors. Nominations may be made from the floor at the time of the meeting.

Section 3. Delayed annual meeting. If, for any reason, the annual meeting of members is not held on the appointed day, or on the day and at the time of an adjournment thereof as designated by the President at the time of the Annual meeting, such meeting may be called and held as a special meeting, provided that notice be given as specified in Section 2 above.

Section 4. Special meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one tenth of the adult members in good standing.

Section 5. Notice of special meetings of members. Written notice of the time, place and purposes of special meetings of members shall be mailed or sent by electronic transmission to each voting member no less than fourteen (14) days prior to the date of such meeting nor more than fifty (50) days prior to said meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 6. Place of meetings. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If a special meeting called either by the President or by more than one tenth of the voting members in good standing, whoever so calls such meeting shall designated on the notice any place suitable for the meeting. A place shall be deemed to be unsuitable if, for any reason, more than one-tenth of the voting members object in writing to the President, in which event it shall be the duty of the President to arrange for a meeting place which shall be sufficient to accommodate all members, and which shall be within the Greater Vallejo area.

Section 7. Voting rights. Each adult member in good standing shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of the members. An adult member shall be defined as any member over 18 years of age. However, in the event of the establishment of a class of membership to be known as a "family membership", such membership shall be limited to two (2) votes, to be exercised by any two members of the family over the age of 18 years.

Section 8. Quorum. Presence in person, or written proxy, of voting members, representing no less than one-tenth of the voting members shall constitute a quorum at any meeting of the members. Those voting members who are unable to attend the annual meeting may forward a written proxy on forms provided by the Board of Directors and received no later than one week before the meeting authorizing the President of the Board of Directors to cast their votes for Directors or other specific voting issues on the agenda of the meeting. No proxy shall be valid for more than eleven months.

Section 9. Meeting Minutes. Minutes from each meeting shall be transcribed and provided in electronic format for official filing by or to the Secretary of the Corporation within 14 days of meeting end.

Article IV

Board of Directors

Section 1. Number and term of directors. The business, property and affairs of this corporation shall be managed by a Board of Directors initially composed of five (5) members. The number of Directors may be increased or decreased from time to time by the Board, but shall not be less that five (5) nor more than eleven (11). Four (4) of whom shall be the corporation's elected officers and the remainder shall be members elected at the annual meeting of the members. The term of office for a Director shall be three (3) years, with a maximum of one-half of the Directors up for election each year. Within 30 days of the annual meeting, the officers of President, Vice President, Chief Financial Officer and Secretary are elected by the Board and shall hold such offices for a term of one year (effective with the start of the next calendar year) and/or until the election of their respective successors. When

any Officer or Director fails to attend three consecutive regular or Special Board Meetings, or is otherwise unable to perform the duties of his/her office, the Board may declare the office vacant and the Board may elect another person to serve the unexpired term of such Officer or Director. The Officers and Board of Directors shall represent the general make-up of the membership and shall meet at least two (2) times per year.

Section 2. Organization meeting of the Board. Immediately following the annual meeting of the members, the Board of Directors, as constituted upon adjournment of such annual meeting, shall convene for the purpose of transacting and necessary business.

Section 3. Regular meetings of the Board. Regular meetings of the Board of Directors shall be held at least bi-annually at such time and place as the Board of Directors shall from time to time determine. No notice of such regular meeting shall be required.

Section 4. Special meetings of the Board. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given a least two days previously thereto by written notice delivered personally or sent by mail or electronic transmission to each Director.

Section 6. Waiver of notice. Any Director may waive notice of any meeting, either before or after such meeting has been held.

Section 7. Quorum. A majority of the Directors shall constitute a quorum.

Section 8. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by a majority vote of the remaining Directors. Each person so elected to fill a vacancy shall service as a Director for the unexpired portion of the term.

Section 9. Power to appoint and remove agents. The Board of Directors shall have power to appoint and remove such agents whenever in the judgment of the Board of Directors the best interests of the corporation will be served thereby.

Section 10. Delegation of powers. The Board of Directors may for any reason, delegate all or any of the powers and duties of any office to any other officer or director.

Section 11. Meeting Minutes. Minutes from each meeting shall be transcribed and provided in electronic format for official filing by or to the Secretary of the Corporation within 14 days of meeting end.

Article V

Officers

Section 1. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer, and such other officers as may be elected in accordance with Section 2 of this Article.

Section 2. Election of officers. The officers shall be elected annually or at end of term(s) in accordance with Article IV, Section 1 by the members at the regular meeting of the members. Any member may make nominations for officers from the floor, and such nomination shall be given equal consideration with those nominations presented by the Nominating Committee. The Board of Directors may elect or appoint other Officers of this Corporation as it shall deem desirable, provided those Officers are selected from the elected Board of Directors.

Section 3. Vacancies. A Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the Corporation and, subject to these bylaws, shall have general supervision and active control of the activities of the Association and shall carry out all policies and decisions of the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors. The President shall report to the Board of Directors on any planned actions which significantly affect the Association, shall preside over all meetings of the membership and the Board of Directors, shall present at the annual meeting of the members a report of the activities of the association, shall oversee formation of committees and appointment of the chairpersons of all committees, and shall be an ex-officio member of all committees including the Nominating Committee, and shall perform all other duties delegated to the President by the Board.

Section 5. Vice President. In the absence of the President or in the event of his /her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the Restrictions upon the President. The Vice President shall perform such other duties as are assigned to him/her by the President or Board of Directors.

Section 6. Chief Financial Officer. The Chief Financial Officer shall have custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, deposit all such moneys in the name of the corporation in such bank(s) or other depositories as shall be determined by resolution of the Board of Directors, give a bond for the faithful discharge of his duties and according to such terms as the Board of Directors may require, and generally perform all duties incident to the officer of Chief Financial Officer and such other duties as

may be assigned by the President or the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with these bylaws or as required by law, be custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and generally perform all duties incident to the office of Secretary or such other duties as may be assigned by the President or the Board of Directors. The Secretary shall keep such books and records in a manner convenient for the inspection by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article VI

Committees

Section 1. Executive Committees. The Board of Directors, by resolution, may create such committees of two or more Directors as it deems necessary, provided that the authority of such committees is limited to those powers expressly delegated in the resolution, and provided also that such delegated powers of the Board of Directors shall not include the power to alter bylaws in any respect, to amend the Articles of Incorporation, to appoint or remove any member or officer to or from any office, to authorize the sale, lease, exchange or mortgage of any property or assets of the corporation, or to authorize the dissolution of the corporation.

Section 2. Nominating Committee. The Nominating Committee shall be appointed at such time and in such numbers as the President shall determine, subject to approval and acceptance by the due Resolution of the Board of Directors, and shall have as its purpose the presentation to the annual meeting of members of nominations for officers and directors.

Section 3. Standing Committees. Standings committees may be designated by resolution of the Board of Directors, and shall include committees as shall be designated by the Board from time to time. Except as otherwise provided in the resolution, the President shall appoint such committee members and may remove such members if in the President's judgment the best interests of the corporation will be served thereby. The activities shall include but are not limited to the following:

a) Tennis Policy Promotion and Coordination. Authorized to develop policy positions with respect to the use and development of public facilities and programs, and the coordination of scheduled events among separate organizations and other entities with overlapping membership and interests in the Greater Vallejo area. This committee also shall be responsible for developing an annual program and budget proposals for the Corporation; for

helping to publicize activities sponsored or supported by the Corporation; and for helping solicit contributions for support of Corporation purposes.

b) Instruction. Authorized to carry out planned clinics, demonstrations, and other instructional programs adopted by the Board of Directors.

c) Competition. Authorized to coordinate tennis leagues, tournaments, and other competitive activities for various classes of players, both members and non-members, and to expend funds budgeted for these purposes, according to the plans and budget adopted by the Board of Directors.

Section 4. Term of office. Each member of a committee shall continue as such until a successor is appointed, until the committee is terminated or until such member is unable or unwilling to perform committee duties and responsibilities.

Section 5. Chairman. The President shall appoint the chairman of each standing committee.

Section 6. Vacancies. The President may fill by appointment any vacancy in any standing committee.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article VII

Execution of Instruments

Section 1. Checks, etc. All funds of this Corporation, except for petty cash and cash change funds, shall be deposited in such qualified depository or depositories from among those authorized by applicable law and regulations. All disbursements of funds of this Corporation shall be made by checks or other written instruments, signed by the Chief Financial Officer, President, or Vice President, not exceeding an amount set by the Board. The funds of this Corporation shall be invested only as authorized by applicable law and regulations. The assets of the Corporation may be pledged as collateral to secure credit for the Corporation upon resolution by the Board of Directors. All credit agreements of the Corporation must be signed by the Chief Financial Officer and countersigned by the President, or in his absence or inability to serve, by the Vice President.

Section 2. Contracts, conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or Vice President, and the Secretary, may execute the same in the name and

behalf of this corporation. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

Section 3. Fiscal Year and Budget. The fiscal year of the Association shall end on the last day of December. A budget for the following calendar year will be submitted for approval by the final meeting of the Board of Directors of each year. The Board of Directors may from time to time designate an independent agent to perform an audit of the Association accounts.

Section 4. Notices and Waivers. Whenever any notice is required by the bylaws, by the Articles of Incorporation, or by any law to be given to any Director or officer, except as otherwise provided by law, such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by electronic communication. A waiver of any such notice in writing signed by the person entitled to such notice, whether before or after the time of the action for which such notice is required, shall be equivalent to the giving of such notice.

Section 5. Interested Directors. In the absence of fraud, no contract or transaction between the Association and its Director or any other corporation or entity in which such Director is a director or officer, or is financially interested, shall be void or voidable for this reason alone or by reason that the Director was present at a meeting of the Board, or of a committee thereof, which approved such contract or transaction, provided that the fact of such common directorship, officership, or financial or other interest is disclosed or known to the Board or committee, and that the Board or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested Director. Such Director may, however, be counted in determining the presence of a quorum at such meeting. No such contract or transaction shall be void or voidable if the fact of such common directorship, officership, or financial interest is disclosed or known to the Directors entitled to vote and the contract or transaction is approved by vote of the Board of Directors.

Section 6. Limitation of Liability and Indemnity. 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 or her as an officer, Director, or agent of the Association if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of their 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 agents of the Association which the person had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which the individual may be entitled as a matter of law.

- A. Indemnity: Each officer and Director, whether or not then in office, shall be held harmless and indemnified by the Association against all claims and liabilities and all expenses reasonably incurred or imposed upon them in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which the individual may be made party by reason of any action taken or omitted to be taken by them him as a Director of the Association, in good faith, if such person, in the opinion of a court of the Board of Directors (a) exercised and used the

same degree of care and skill as a prudent person would have exercised and used under the circumstances in the conduct of their 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 information furnished by officers or agents of the Association which the individual had reasonable grounds to believe.

Section 7. Conflict of Interest Policy and Procedures. Any member of the Board of Directors or any of its Committees shall disclose his or her financial interest in any matter pending before the GVTA Board of Directors or any of its committees and shall refrain from voting on any decision related to such matter.

- A. Disclosure: Any member of the Board of Directors or any of its Committees shall disclose his or her financial interest in any matter pending before the Corporation. He or she shall also disclose any affiliation with any party applying for a grant, tournament, etc. whether the relationship is through family, business or other ties.
- B. Recusal: Any member of the Board of Directors or any of its Committees shall disqualify himself or herself from making, participating in making or using his or her official position to influence the making of that decision.
- C. Recording: Any conflict of interest situation must be declared and recorded in the official records (minutes) of the committee or the Board of Directors making that decision. The minutes shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, and the names of the persons who were present for discussions and votes relating to the matter.
- D. Ratification: Any decision where a conflict of interest situation was disclosed must be ratified by the Board of Directors and recorded in their Board minutes.
- E. Compliance: Each director, officer and member of a committee with governing board delegated powers shall affirm they have read, understood, and agree to comply with this Corporations Conflict of Interest Policy.

Section 8. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and shall keep a record giving the names and addresses of the Directors entitled to vote.

Article VIII

Amendment of Bylaws

Section 1. These bylaws may be amended or replaced by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members or by the affirmative vote of a majority of the Board of Directors; provided, that any bylaws made by the Board may be amended or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members.

Article IX

Action by Members or Board Without Formal Meeting

Section 1. Any action required to or permitted to be taken at a meeting of the members or of the Board, or any committees of either, including any organizational meeting, may be taken without either a notice or a meeting if a consent in writing or electronic transmission, in the form of minutes of a meeting or otherwise, setting forth the actions so taken, shall be signed by all persons entitled to notice of or to vote, with respect to the subject matter thereof. Consent minutes shall be deemed effective on the date stated therein, whether signed after or prior to the stated date.

Article X

Dissolution

Section 1. Upon dissolution of this corporation, all proceeds, if any shall pass to another non-profit, tax-exempt tennis association to be designated by the Board of Directors.

Certificate of Adoption of Bylaws

We, the undersigned,, being all of the persons appointed to act as the Board of Directors of the Greater Vallejo Tennis Association, do hereby certify that the above and foregoing bylaws of said corporation were adopted this date and the same do now constitute the bylaws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of September, 2007.

Christopher J. Picone
President

David Godsey
Vice President

Doug Ramo
Chief Financial Officer

Prabhjeet Grewal
Secretary

Jerry Coleman
Director

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the Greater Vallejo Tennis Association, and that the above and foregoing bylaws were adopted as the bylaws of the said Corporation on the 12th day of September, 2007, by the persons appointed to act as the first directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of September, 2007.

Prabhjeet Grewal
Secretary