



# BYLAWS OF BRUNSWICK-GOLDEN ISLES TENNIS ASSOCIATION (BGITA)

## ARTICLE I

### NAME AND PURPOSE

#### Section 1.

The name of this organization shall be the “Brunswick-Golden Isles Tennis Association”, hereinafter called “BGITA”, incorporated under the laws of the State of Georgia as a non-profit corporation.

#### Section 2.

BGITA shall be organized and operated exclusively for charitable and educational purposes. Its mission is to support, promote and sponsor tennis programs and instruction in the Glynn County area, and to educate the public on the benefits of tennis as a means of healthful recreation and physical fitness. The officers of BGITA are authorized: (i) to accept, hold, invest, reinvest and manage such funds and property as may be given to BGITA by any person or entity, and (ii) to do all things that may be necessary or desirable in accomplishing the aforementioned objectives.

## ARTICLE II

### MEMBERSHIP

#### Section 1.

Membership shall be open to all residents of the greater Glynn county area. Membership fees shall be determined by the Board of Directors.

#### Section 2.

Membership shall be acquired by joining one BGITA-sponsored league team for one season and paying the established program fee (which will include membership) for that period. Membership in BGITA is then valid for the next twelve months, whether or not the member plays in another BGITA-sponsored league. Participating in a BGITA-sponsored event or activity and paying the applicable program fee may also acquire twelve-month membership. Membership fee is determined according to the event and activity.

#### Section 3.

By applying for and accepting membership in BGITA, a member agrees to follow the Bylaws, all rules and regulations of BGITA, the Georgia Tennis Association (“GTA”), the Southern Tennis Association (“STA”), and the United States Tennis Association (“USTA”), and to be bound by the grievance and disciplinary procedures set forth in the Bylaws or rules and regulations of the above organizations in resolving any complaints or grievances connected to any sanctioned tennis event or league.



#### Section 4.

Honorary Membership may be conferred upon persons as determined by the Board of Directors.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

##### Section 1.

BGITA shall be governed by a Board of Directors who shall supervise or direct the affairs of the Association, shall actively promote the association's purpose, and have discretion in the disbursement of its funds. It shall consist of Elected Officers and Administrative Directors. The Board shall have regular meetings as outlined. Additional meetings may be called at such times and places as determined by the President. The Board shall adopt such rules for the conduct of its business as deemed necessary and may, in the execution of the powers granted, appoint committees or agents to act as directed by the Board through the Board of Directors.

##### Section 2.

Directors must attend a minimum of five Board meetings per annum (unless excused by the Board), and possess membership in the United States Tennis Association.

##### Section 3.

The Appointed Directors of BGITA shall consist of the following: Local League Coordinator ("LLC"), Junior League Coordinator ("JLC"). Appointed Directors shall be selected by the Executive Committee and confirmed by a majority vote at the next regular meeting following the election month of the Elected Officers.

##### Section 4.

At-Large members shall be individuals who, by virtue of their position within the community, may be able to contribute to the BGITA mission. At-Large members shall be permitted a vote on any issue before the Board except for financial and membership matters. Any Board member may nominate a candidate for At-Large membership, who must then be approved by a majority vote of the Board. The terms for At-Large members shall be for one year but may be re-elected without limitation.

##### Section 5.

The Executive Committee shall consist of the four Elected Officers and the LLC. Any vacated position shall be filled as expeditiously as possible following the procedure in our By-laws.

##### Section 6.

The LLC shall coordinate, supervise, and conduct the authority over all Adult USTA league play in accordance with the rules and regulations of the USTA, STA, GTA, and BGITA. The LLC shall maintain open communications between BGITA and the GTA, STA and USTA.



#### Section 7.

The Junior LLC shall coordinate, supervise, and conduct the authority over all Junior/Youth USTA league play in accordance with the rules and regulations of the USTA, STA, GTA, and BGITA. The LLC shall maintain open communications between BGITA and the GTA, STA and USTA.

#### Section 8.

Proxy voting is permitted both within the Board of Directors and within the Executive Committee. Any member of the Board or Executive Committee may assign, in writing, their proxy to any other Board or Committee member. All proxies must be committed and advised at the start of the meeting for which the proxy is intended.

#### Section 9.

If a vote of the Board of Directors or of the Executive Committee is conducted by mail, telephone, or electronic means (e.g., computer E-mail), the results shall be recorded by the Secretary and included in the minutes of the next Board meeting. A quorum of members must respond before a vote is considered legal. All requests for a vote shall have a deadline and any members not responding by the deadline shall be considered as no-votes.

#### Section 10.

If a vacancy occurs on the Board of Directors, the position shall be filled as follows: (i) a vacancy for an elected Director (President, Vice President, Secretary or Treasurer) shall be filled by a majority vote of the full Board; (ii) a vacancy for an appointed Director shall be filled by the Executive Committee and confirmed by a majority vote of the Board. The successor will serve the remainder of the designated term.

#### Section 11.

The Board of Directors may establish, on an ad hoc basis, any committee that is deemed necessary or useful to the Board. Upon Completion of assigned duties, ad hoc committees may be dissolved.

## **ARTICLE IV**

### **DUTIES OF OFFICERS**

#### Section 1.

The Board shall elect a President, Vice-President, Secretary and Treasurer. The duties of each office shall be those inherent to the office to which they have been elected.

These include:

- (a) **President:** The President will preside as chairperson over the regular monthly BGITA meetings; keep the permanent file of all Board actions; be responsible for the overall direction of BGITA financial and community affairs; have the authority to appoint a Grievance Committee or a Budget and Finance Committee, or any other Standing committees as deemed necessary by the Board. The President will be an ex-



officio member of all committees but not serve as a chairman of any standing committee. All Committee appointments must be approved by a majority vote of the Board of Directors, following nomination by the BGITA President.

- (b) Vice-President: The Vice-President will assist the President in the performance of his/her duties; shall exercise any and all responsibilities specifically delegated to him/her by the President; and shall exercise all the powers of the President in case of resignation, incapacity, or death.
- (c) Secretary: The Secretary is responsible for recording the minutes of the meetings and sending the minutes to the Board members. The Secretary will notify Board members of meetings; maintain all organizational records; keep a historical record of all Board actions; keep an official copy of the Bylaws; record approved amendments made; and keep a list of all approved Board members, chairpersons and members on the Standing Committees.
- (d) Treasurer: The Treasurer will have the responsibility, in conjunction with the Budget and Finance Committee, of preparing an annual budget and any budget revisions for review and approval by the Executive committee and the Board of Directors; keep an account of all moneys received and expended for the use of the association; provide financial reports for the Board of Directors during regular scheduled meetings; pay all outstanding bills and payroll within the appropriate timetable; notify the Executive Committee of any expenditure exceeding an approved budget, prior to disbursements of funds; submit an annual financial report in a form satisfactory to the Board of Directors; and prepare or have prepared appropriate tax returns for submission to the Internal Revenue Service and Georgia Tax Department.

## Section 2.

The Board also may appoint an Executive Director to coordinate the daily activities of BGITA and may pay such person reasonable compensation for such duties.

## ARTICLE V

### ADMINISTRATIVE DIRECTORS

#### Section 1.

There shall be the following Administrative Directors nominated and approved by the Board of Directors:

(a) Mixed, Men and Women Local League Directors:

These directors will have the responsibility to notify the BGITA membership and the tennis community in general, of seasonal league play including the NTRP levels of individual teams, start and end dates for league play, instructions on how to register for play, assigning Captains to each team, and insuring that the teams are entered into the USTA online "TennisLink" site ([www.usta.org](http://www.usta.org)).

Each local league director will be responsible for notifying the appropriate County officials of the number of players who will be participating in league play so that an accurate "court fees" can be determined. Local league directors are also responsible for



keeping the Local League Coordinator (LLC) informed of all activities at their level. This can be done via the organization's monthly meetings or by email communication.

Local league directors are also responsible for insuring that players are kept advised as to when registration deadlines are set and to generate match schedules once the deadline occurs. Once officially generated, the local league directors then distribute the schedules to each team captain, who in turn distributes the schedule to their respective team players.

(b) Social Director: The job of the Social Director is to organize no less than two socials in a calendar year. The Director will utilize volunteers and reach out to all members of BGITA. The Director will help with writing notes of thanks for volunteers that have helped. The Director will attend Board Meetings and take an active role in the leadership of BGITA.

(c) Communication Director: The job of the Communication Director is to maintain and update the BGITA Facebook site. The Communication Director is also responsible in helping send out Constant Contact messages to all BGITA members. The Director will work with other Directors and the Board Members to see that information about BGITA is available to all members and other interested people. The Director will attend Board meetings and take an active role in the leadership of BGITA.

## **ARTICLE VI**

### **COMPENSATION OF DIRECTORS AND OFFICERS**

The Directors and Officers of BGITA shall serve without compensation. However, BGITA shall be authorized and empowered to reimburse the Directors and Officers for reasonable out-of-pocket expenses incurred by them in furtherance of the purposes of BGITA.

## **ARTICLE VII**

### **MEETINGS**

#### **Section 1.**

There will be nine regularly scheduled meetings of the Board of Directors Administrative Directors. One half plus one Directors shall constitute a quorum. Special meetings of the Board may be held at the call of the President, or at the request of any three Directors. Meetings shall be open to all members of BGITA.

#### **Section 2.**

The Executive Committee may act on issues between regularly scheduled meetings. Such issues and actions taken, must be reported to the Board of Directors at the next regular scheduled meeting. Approved budgets may not be changed by the committee. The committee may take action to disburse funds when needed prior to the next regularly scheduled meeting. Such disbursements shall be set by the Board of Directors and recorded in BGITA Disbursement Policy.

## **Article VIII**

### **ELECTIONS**

#### **Section 1.**

Elections of Officers shall be conducted biennially during the regularly scheduled Board meeting. A nominating committee shall be formed by the President and will be responsible for preparing the nomination slate of new officers.

#### **Section 2**

Each of the four elected Officers shall serve a term of two years, but may run for re-election without limit to the number of terms that may be served. Each of the appointed Administrative Directors shall serve a term of two years, unless appointed during mid-tenure, in which case their term shall expire at the conclusion of the current established appointment period; appointed members may be re-appointed without limit to the number of terms that may be served.

#### **Section 3.**

The Nominating Committee shall submit at least one (1) name for each elected office to the Board of Directors during the regularly scheduled meeting, the month prior to the election month. Floor nominations for elected office, including any rejected by the Nominating Committee, shall be made to the Board of Directors at that time. Persons other than those submitted by the Nominating Committee, who are being nominated for an elected office must (i) be present to accept the nomination; (ii) be a member of BGITA in good standing; (iii) be a member of USTA.

#### **Section 4.**

Any Director may be removed at any time for cause at any meeting with a quorum of the Board of Directors. Removal requires the affirmative vote of at least three-fourths (3/4) of the Directors present. A removed Director's successor may be appointed at the same meeting to serve the remaining term of office.

## **Article IX**

### **FINANCE AND BUDGET**

#### **Section 1.**

The Fiscal Year shall be from January 1 through December 31 of each year.

#### **Section 2.**

##### **Budgets**

(a) Each league or tennis program activity will be required to operate under the budget approved by the Board of Directors. Unless otherwise authorized by the Board of Directors, the cost of operating each league other than court fees per season shall not exceed \$100.

(b) The Budget and Finance Committee will be responsible for preparing an annual Budget for review by the Executive Committee prior to submitting for Board approval at the November Board of Directors' Meeting. The proposed budget will be sent to Board



Members by e-mail no later than fourteen (14) days prior to the November meeting. Any budget revisions throughout the year are to be reviewed by the Executive Committee prior to submitting for Board approval.

### Section 3.

#### Expenditures

Non-budgeted expenditures must be approved by the Board of Directors.

### Section 4.

Appropriate governmental tax returns and any other required reports are to be filed on a timely basis.

### Section 5

The treasurer will submit a year-end financial report during the first regularly scheduled meeting after the financial review has been completed. An audit by an outside independent auditor may be performed with a majority vote of the Board of Directors.

## **ARTICLE X**

### **PROPERTY OF THE CORPORATION**

#### Section 1.

##### Contracts.

Any sale or transfer of any stock, bond, security, real estate, or any other property held in the name of BGITA shall be valid only if executed by BGITA acting through any two Officers authorized by the Board of Directors. Any document of conveyance or transfer executed in this manner, having affixed thereon the seal of BGITA, shall in all respects bind BGITA as fully and completely as if such transaction had been authorized by a specific vote of the Board of Directors and any person to whom a copy of this ARTICLE X shall have been certified by the Secretary of BGITA shall be entitled to rely thereon until notified of its repeal.

#### Section 2.

##### Checks, Drafts, Etc.

All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of BGITA shall be signed by such Officer(s) or agent(s) of BGITA and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of BGITA.

#### Section 3.

##### Deposits.

All funds of BGITA shall be deposited within 30 days to the credit of BGITA in such banks, trust companies, or other depositories as the Board of Directors may select.



#### Section 4.

##### Gifts.

The Board of Directors may accept on behalf of BGITA any contribution, gift, bequest, or transfer of property for the general purposes or any special purpose of BGITA.

## **ARTICLE XI**

### **MAILING ADDRESS**

#### Section 1.

The principal mailing address shall be P.O.Box 21096, Saint Simons Island, Georgia 31522. BGITA may have such offices, either within or without the State of Georgia, as the Board of Directors may determine or as the affairs of BGITA may require from time to time.

## **ARTICLE XII**

### **INDEMNIFICATION**

#### Section 1

##### Right to Indemnification

To the fullest extent permitted by Sections 14-3-850 through 14-3-858, inclusive, of the Georgia Nonprofit Corporation Code (which Sections are incorporated in these Bylaws by this reference), BGITA shall indemnify and hold harmless any person made a Party to a Proceeding because such person is or was a Director or Officer of BGITA against any Liability and reasonable Expenses incurred by such person if he or she acted in any manner he or she believed in good faith to be in, or not opposed to, the best interest of BGITA and, in the case of any criminal Proceeding, such person had no reasonable cause to believe his or her conduct was unlawful; provided, however, that such person is not adjudged liable to BGITA or adjudged liable on the basis that personal benefit was improperly received by such person. Further, upon application by such person and approval by Board of Directors, BGITA may pay for or reimburse reasonable Expenses incurred by such person who is a Party to the Proceeding in advance of final disposition of the Proceeding if: (i) such person furnishes BGITA with a written affirmation of such person's good faith belief that he or she has met the standard of conduct described above and (ii) such person furnishes BGITA a written undertaking, executed personally or on such person's behalf, to repay the advance if it is ultimately determined that such person is not entitled to indemnification under this ARTICLE XII. For the purposes of this ARTICLE XII, the terms, "Party", "Proceeding", "Liability" and "Expenses" shall have the meanings described in Section 14-3-850 of the Georgia Nonprofit Corporation Code, as amended.

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## Section 2. Procedure.

In order to obtain indemnification of Liability and/or advance payment of reasonable Expenses under Section 1 of ARTICLE XIII above of these Bylaws, the person seeking indemnification (the "indemnitee") shall request such indemnification and/or advance payment by notifying the President of the following:

1. The identity of the claimant and the substance and amount of the claim or claims alleged by the claimant;
2. The forum in which such claims have been asserted;
3. The date or dates upon which such claims were asserted;
4. The defenses made or intended to be made to such claims;
5. The current status of such claims;
6. The date upon which, or the period within which, resolution of such claims can reasonably be expected;
7. The anticipated amount, or probable range of amounts, for which BGITA will be responsible upon any such indemnification; and
8. The anticipated amount for which advance payment is requested.

As soon as such notice is received the President shall request a special meeting of the Board of Directors as soon as practicable. Notice of the special meeting shall be given in accordance with Section 1 of ARTICLE VII, and the special meeting shall be conducted in accordance with ARTICLE VII of these Bylaws. At such special meeting, the Board of Directors may request the indemnitee to appear and/or supply additional information or documents. After all testimony, information and/or documents are received, the Board of Directors shall make a determination as to whether indemnification and/or advance payment of Liability and/or reasonable Expenses is proper under these Bylaws. Any Director seeking indemnification shall not take part in such determination. If the Board of Directors determines that such indemnification and/or advance payment is proper, BGITA shall arrange as soon as practicable to pay such indemnitee's Liability and/or reasonable Expenses, as the case may be.

## Section 3. Continuing Right

The indemnification of Liability and advancement of reasonable Expenses provided by or granted pursuant to this ARTICLE XIII shall, unless otherwise provided when authorized or ratified, continue as to an indemnitee who has ceased to be a Director or Officer of BGITA and shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such person.

## Section 4. Non-Exclusivity.

The right of indemnification provided in this ARTICLE XIII shall not be exclusive of



any rights to which any Director or Officer of BGITA may now or hereafter become entitled apart from this ARTICLE XIII.

#### Section 5.

#### Effect of Repeal or Modification.

Any repeal or modification of this ARTICLE XIII or any applicable provision of the Georgia Nonprofit Corporation Code shall not affect BGITA' rights or obligations of indemnification or Liability and/or advance payment of reasonable Expenses as they relate to any Proceeding instituted before any such repeal of modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.

## **ARTICLE XIII**

### **BOOKS AND RECORDS**

#### Section 1.

BGITA shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Any member of the Board of Directors, or his or her agent or attorney may inspect all books and records of BGITA, for any proper purpose at any reasonable time upon two (2) days' advance notice.

## **ARTICLE XIV**

### **DISTRIBUTION OF ASSETS UPON THE DISSOLUTION OF THE CORPORATION**

#### Section 1.

Upon the dissolution of winding up of the affairs of BGITA, whether voluntary or involuntary, and after all debts have been satisfied or provided for, the remaining assets of BGITA shall be distributed, conveyed, delivered and paid over to one or more charitable organizations which themselves are exempt as described in Sections 501(c)(3) and 170 (c) (2) of the Internal Revenue Code of 1986, as amended, (the "Code") (hereinafter "Charitable Organizations"), as determined by the Board of Directors, or as determined by a court of competent jurisdiction upon application of the Board of Directors or upon the application of any interested person if the Board of Directors is not then in existence or fails so to act.

## **ARTICLE XV**

### **PROHIBITION AGAINST SHARING IN CORPORATE INCOME**

#### Section 1.

No Director, Officer, employee, or agent of BGITA, or any other private individual, shall receive at any time any of the net earnings or pecuniary profits from the operations of



BGITA; provided, however, that this prohibition shall not prevent the payment to any person of such reasonable compensation for services rendered to or for the benefit of BGITA or distributions of earnings or profits to other Charitable Organizations.

## **ARTICLE XVI**

### **PROHIBITION AGAINST NONEXEMPT ACTIVITIES**

Anything to the contrary notwithstanding in these Bylaws, no Director, Officer, employee, or agent of BGITA shall take any action or carry on any activity by or on behalf of BGITA not permitted to be taken or carried on by a charitable organization under Code Sections 501(c)(3). No substantial part of the activities of BGITA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and BGITA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE XVII**

### **BYLAW AMENDMENTS**

These Bylaws may be amended by a 2/3 vote of the Directors with notice given at the previous regularly scheduled meeting.

*Revised, May 6<sup>th</sup>, 2013*