



BRUNSWICK-GOLDEN ISLES TENNIS ASSOCIATION, INC. BYLAWS

ARTICLE I: NAME

The name of this corporation shall be the "Brunswick-Golden Isles Tennis Association, Inc.", dba Golden Isles Tennis, hereinafter called GIT, incorporated under the laws of the State of Georgia as a non-profit corporation.

ARTICLE II: PURPOSE

GIT shall be organized and operated exclusively for charitable and organization purposes. The primary focus of the Corporation is to promote the development of tennis as a means of healthful recreation and physical fitness for all residents in Glynn County and the regional area covered by GIT as a Community Tennis Association (CTA) and to cooperate with the United States Tennis Association (USTA) and other associations in pursuit of these aims.

ARTICLE III: MEMBERSHIP

Membership of the Corporation shall be open to all residents of Glynn County and the regional area covered by GIT as a CTA upon payment of such dues as may be fixed by the Board of Directors from time to time.

Membership shall be acquired by joining one GIT sponsored league team for one season and paying the established program fee for that period or by participating in a GIT sponsored event or activity and paying the applicable program fee. Once obtained membership in GIT is valid for twelve months.

By applying for and accepting membership in GIT, a member agrees to follow the Bylaws, all rules and regulations of GIT, the USTA and related associations and to be bound by rules and regulations of these organizations in resolving any complaints or grievances connected to any sanctioned event or league.

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



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ARTICLE IV: BOARD OF DIRECTORS

Section 1 - General Powers

The property, affairs, and business of the Corporation shall be managed and controlled and all corporate powers exercised by or under the authority of the Board of Directors.

Section 2 - Composition

The Board of Directors of the Corporation shall consist of no less than 5 and no more than 12 members. The number of Directors may be increased or decreased, as necessary, from time to time by the Board. Each director shall be elected in accordance with the rules and regulations set forth in these Bylaws during a designated meeting of the Board of Directors.

Notwithstanding the foregoing, each director shall hold office until his/her successor shall be elected and shall qualify, unless prior thereto, said director dies, resigns, or is removed from office.

Section 3 - Meetings

At a minimum there shall be six regularly scheduled meeting of the Board of Directors held at least bi-monthly. Members of the Board of Directors are required to attend at least 75% of the meetings unless excused by the Board President. Notice of these meetings shall be given in writing at least five days prior to the meeting date. Meetings shall be open to all members of GIT unless a majority of Board members present vote to retire into closed session.

The Board of Directors may hold its meetings by means of conference telephone, video conference or other communications equipment by means of which all persons participating in the meeting can hear each other and participate in the meeting.



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Section 4 - Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable location, as the place for holding any special meeting of the Board called by them.

Section 5 - Quorum

Except as otherwise provided by law, the Certificate of Incorporation, or Bylaws of the Corporation, half of the number of members of the Board of Directors at the time in office shall constitute a quorum for the transaction of business.

Section 6 - Voting

Except as otherwise provided by law, the Certificate of Incorporation, or Bylaws of the Corporation, the affirmative vote of a majority of the directors at any meeting at which a quorum is present is sufficient to decide any question or issue brought before the Board.

Section 7 - Informal Action

Any action to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is clearly defined and approved by half of the members of the Board of Directors. The results of the action and associated approvals will be reported to the Board of Directors at the next regularly scheduled meeting.

Section 8 - Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the



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Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgement in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and function of the Corporation, including but not limited to accounts on deposits in financial institutions.

Section 9 - Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by reference to Robert's Rules of Order.

ARTICLE V: OFFICERS

Section 1 - Officers

The officers of the Corporation shall be a President, Vice-President(s), Treasurer and Secretary. All officers must have the status of active members of the Board of Directors.

Each officer of the Corporation shall have such authority, shall perform such duties and shall hold office for such term as may be prescribed by the Bylaws. Any person may hold two or more offices at one time provided the duties can be consistently performed by the same person.

Section 2 – Election and Term of Office

The elections of Officers shall be conducted annually during the regularly scheduled Board meeting in October. The Nominating Committee shall submit at the September regular meeting the names of those persons for the respective officer positions. Nominations shall also be received from the floor after the reports of the Nominating Committee.



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Section 3 - President

The President shall be the chief executive officer of the Corporation and, subject to the provisions of the Bylaws, and the direction of the Board of Directors, shall have the general management and control of the affairs of the Corporation, shall preside at all meetings of the Board of Directors, and shall perform all other duties and enjoy all other powers commonly incident to the office or which may be prescribed by the Board of Directors or which or may at any time be authorized or required by law. The President shall be an ex-officio member of all Committees.

Section 4 - Vice-President(s)

Each Vice-President shall perform such duties as from time to time may be assigned to him/her by the Board of Directors. In the absence of the President or in the event of his/her inability to act, the Vice-President so designated by the Board of Directors 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.

One of the Vice-Presidents will act as the Local League Coordinator (LLC) responsible for coordination and supervision over all USTA league play in accordance with the rules and regulations of the USTA, Southern Tennis Association (STA), Georgia Tennis Association (GTA) and GIT. The LLC is responsible for communication between GIT and the tennis governing bodies.

Section 5 - Treasurer

The Treasurer shall have the responsibility of preparing an annual budget and any budget revisions for review and approval by the Executive Committee and Board of Directors; keep an account of all moneys received and expended for the use of the corporation; provide quarterly financial reports for the Board of Directors; pay all outstanding bills within the appropriate timetable; notify the Board of Directors of any expenditure exceeding an approved budget, prior to the disbursement 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 submissions to the Internal Revenue Service and Georgia Tax Department.



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In the absence of the Treasurer or in the event of the Treasurer's inability to act, the President may appoint an Assistant Treasurer to act temporarily in the Treasurer's place. The Board of Directors may require the Treasurer and any Assistant Treasurer to be bonded for the faithful discharge of their duties in such sums and with such surety or sureties as the Board of Directors may determine.

Section 6 - Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and shall be responsible for the custody of all such minutes. Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Corporation. The Secretary shall give notice of meetings and, subject to the direction of the Board of Directors, shall perform all other duties and enjoy all other powers commonly incident to the office of Secretary or as may from time to time be assigned to the Secretary by the Board of Directors.

In the absence of the Secretary or in the event of the Secretary's inability to act, the President may appoint an Assistant Secretary to act temporarily in the place of the Secretary.

ARTICLE VI: RESIGNATIONS, REMOVAL, VACANCIES AND TERM LIMITS

Section 1 - Resignations

Any director or officer of the Corporation or any member of any committee may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective unless otherwise provided therein.

Section 2 - Removal

Any director or officer of the Corporation may be removed by the Board of Directors whenever in the Board's judgement the best interests of the Corporation will be served thereby. Any



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action taken by the Board of Directors under this Section shall be governed by the voting policies and procedures set forth in Article IV, Section 5 and 6.

Section 3 - Vacancies

Any vacancy in the position/office of any director or officer of the Corporation arising from death, resignation, removal or other cause may be filled at any time by the Board of Directors at any meeting, and the director or officer of the Corporation so elected shall serve for a term corresponding to the unexpired term of his/her predecessor. Any action taken by the Board of Directors under this section shall be governed by the voting policies and procedures set forth in Article IV, Sections 5 and 6.

Section 4 - Term Limits Directors

In general, the initial term of any member of the Board of Directors of the Corporation shall be for three years. Members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third of all members of the Board of Directors shall expire.

However, when a director position is filled due to vacancy arising from death, resignation, removal or other cause then the new director of the Corporation shall serve for a term corresponding to the unexpired term of his/her predecessor.

Notwithstanding the foregoing, there is no limit as to how many three-year terms any director of the Corporation may serve.

Section 5 – Term Limits Officers

Those officers elected shall serve a term of one-year, commencing in January of the year following the elections. Officers shall be eligible to succeed themselves in their respective offices without limit to the number of terms that may be served, except the President who is limited to two consecutive terms after the initial term unless the Board approves an extension by two-thirds vote.



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ARTICLE VII: COMMITTEES

Section 1 – General

The Board of Directors may from time to time designate and appoint one or more special committees with such powers and duties as the Board of Directors may determine. At least one of each such committee shall be a member of the Board of Directors. Such committees may have as advisors, persons who are not directors, officers or employees of the Corporation.

Section 2 – Standing Committees

There shall be the following Standing Committees: Executive Committee and Nominating Committee.

- a) The Executive Committee shall consist of the four Elected Officers and the LLC. 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 regularly scheduled meeting. Approved budgets may not be changed by the committee without the approval of the Board.
- b) The Nominating Committee shall consist of at least three but no more than five members appointed by the Board of Directors. The committee will be constituted no later than two months prior to the election month of the Officers (August of election year). The committee will gather the names of members wishing to run for elected office and from this list present at least one candidate for each office to the Board of Directors one month prior to the election (September).



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ARTICLE VIII: FINANCE AND BUDGET

Section 1 – Fiscal Year

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

Section 2 – Budgets

The Treasurer 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 email no later than 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

Once budgets are approved, all expenditures will be regulated by the GIT Disbursement Policy. Non-budgeted expenditures must be approved by the Board of Directors.

Section 4 – Required Regulatory Filings

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

Section 5 – Accountability and Audits

A financial review may be performed on an annual basis within three months of the end of each fiscal year by a party independent of the Treasurer. The Board of Directors will determine whether this review shall be performed and whether it will be completed by an appointed independent party or an outside independent auditor.



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ARTICLE IX: 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 GIT shall be valid only if executed by GIT acting through any two Officers authorized by the Board of Directors. Any document or conveyance or transfer executed in this manner shall in all respects bind GIT as fully and completely as if such transaction had been authorized by a specific vote of the Board of Directors.

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 GIT shall be signed by such Officer(s) or agent(s) of GIT as defined in the Disbursement Policy.

Section 3 – Deposits

All funds of GIT shall be deposited within 30 days to the credit of GIT 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 GIT any contribution, gift, bequest or transfer of property for the general purposes or any special purpose of GIT.

ARTICLE X: LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1 - Limitation of Liability

No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as an officer, director, or employee of the Corporation 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



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his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or confirmation furnished by officers or employees of the Corporation which he had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.

Section 2 - Indemnification

Each officer and director, whether or not then in office, shall be held harmless and indemnified by the Corporation against all claims and liabilities and all expenses reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which he may be made party by reason of any action taken or omitted to be taken by him as a director of the Corporation, in good faith, if such person, in the opinion of a court or 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 his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe.

ARTICLE XI: Books and Records

GIT shall keep correct and complete books and records of accounts 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. All books and records may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time upon two days advance notice.

ARTICLE XII: Distribution of Assets Upon the Dissolution of the Corporation

Upon the dissolution of winding up the affairs of GIT, whether voluntary or involuntary, and after all debts have been satisfied or provided for, the remaining assets of GIT shall be distribute, conveyed, delivered and paid over to one of more charitable organizations which themselves are exempt as described in Sections 501 (c) (4) and 170 (c) (2) of the Internal Revenue Code of 1986, as amended, as determined by the Board of Directors, or as determined



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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 to so act.

ARTICLE XIII: Prohibition Against Sharing in Corporate Income

No Director, Officer, employee, or agent of GIT, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of GIT; 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 GIT or distributions of earning or profits to other Charitable Organizations in furtherance of the purposes of GIT.

ARTICLE XIV: Prohibition Against Non-Exempt Activities

Anything to the contrary notwithstanding in these Bylaws, no Director, Officer, employee or agent of GIT shall take any action or carry on any activity by or on behalf of GIT not permitted to be taken or carried on by a charitable organization under Code Sections 501 (c)(4). No substantial part of the activities of GIT shall be carrying on of propaganda, or otherwise attempting to influence legislation, and GIT shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XV: BYLAW AMENDMENTS

The Board of Directors shall have power to make, alter, amend or repeal the Bylaws at any duly convened meeting of the Board of Directors by the affirmative vote of two-thirds of the directors at any such meeting at which a quorum is present.

CERTIFICATE OF SECRETARY

The undersigned Secretary of GIT has hereby certified that the above and forgoing Bylaws were duly adopted by the Directors of GIT as the Bylaws of GIT on the 29th day of July 2020 and that they do constitute the Bylaws of GIT.

A handwritten signature in black ink, appearing to read "Karen E. Hufnagel", written over a horizontal line.

Karen E. Hufnagel, Secretary

A handwritten signature in black ink, appearing to read "July 29, 2020", written over a horizontal line.

Date