

2008
RESTATED BYLAWS
OF
COOSA VALLEY TENNIS ASSOCIATION, INC.
As amended April 20, 2011

**BYLAWS
OF
COOSA VALLEY TENNIS ASSOCIATION, INC.**

ARTICLE ONE

OFFICES

SECTION 1.1. REGISTERED OFFICE AND AGENT. The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

SECTION 1.2. OTHER OFFICES. The Corporation may have offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the Corporation may require or make desirable. The Board of Directors may designate any one such office as the principal office.

ARTICLE TWO

PURPOSES AND GOVERNING INSTRUMENTS

SECTION 2.1. NONPROFIT CORPORATION. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

SECTION 2.2. CHARITABLE, EDUCATIONAL, AND SCIENTIFIC PURPOSES. The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the articles of incorporation, and amendments thereto, are exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation shall be as set forth in the articles of incorporation and amendments thereto, including, but not be limited to, the following:

- (a) To promote tennis in and about the State of Georgia and the Coosa Valley Region; to stimulate interest in tennis in the public schools, playgrounds and parks and in connection therewith to organize and manage tennis tournaments, tennis leagues and exhibitions; to give encouragement, coaching and instructions to junior players; to cooperate with the Southern Tennis Association and other recognized associations for the promotion of tennis, and to promote sportsmanship, recreation and health in the community; and

- (b) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in the articles of incorporation, and amendments thereto, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

SECTION 2.3. GOVERNING INSTRUMENTS. The Corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

MEMBERSHIP

SECTION 3.1. MEMBERS. The Corporation will not have members.

ARTICLE FOUR

BOARD OF DIRECTORS

SECTION 4.1. AUTHORITY AND RESPONSIBILITY. The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes of the Corporation, as expressed in the articles of incorporation, and amendments thereto, be amended or changed; and the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member, director, trustee, officer, or other private person or individual.

SECTION 4.2. INITIAL AND REGULAR BOARDS OF DIRECTORS. The initial directors of the Corporation shall be the persons named in the articles of incorporation as applicants for the corporation filed with the Secretary of State of Georgia. At the first meeting of the members, the members shall elect a regular Board of Directors, which shall consist of from three (3) to thirteen (13) members, as determined by the members and provided in Section 4.3 of the bylaws.

SECTION 4.3. MANNER OF APPOINTMENT. The Board of Directors shall:

- (a) Determine the exact number of directors that shall serve on the Board of Directors.
- (b) Elect the Board of Directors, and the term of office of each director shall be until his or her successor is duly elected and qualified.

SECTION 4.4. REMOVAL. Any director may be removed for cause or without cause at any special, regular, or annual meeting of the Board of Directors, by the affirmative vote of at least three-fourths (3/4) of the Board of Directors. A removed director's successor may be appointed at the same meeting to serve the unexpired term.

SECTION 4.5. TERM OF OFFICE AND VACANCIES. Each director shall hold office until the appointment at the annual Board of Directors Meeting and the qualification of his or her successor in accordance with Section 4.3 of these bylaws. Any vacancy in the Board of Directors arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so appointed shall hold office until the appointment at the annual meeting of the Directors and the qualification of his or her successor.

SECTION 4.6. COMPENSATION. No director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such director, unless authorized by the concurring vote of two-thirds (2/3) of all the directors or (notwithstanding any quorum requirement of these bylaws) by the concurring vote of all the disinterested directors.

ARTICLE FIVE

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 5.1. ANNUAL MEETING; NOTICE. The annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by e-mail not less than ten (10) nor more than sixty (60) days before such meeting.

SECTION 5.2. REGULAR AND SPECIAL MEETINGS; NOTICE. Regular meetings of the Board of Directors shall be held monthly at a time, place and date determined by the Executive Committee. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by

mail or by e-mail not less than two (2) days before such regular meeting. Special meetings of the Board of Directors may be called by or at the request of the president or by any two of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone or by mail or by e-mail at least twenty-four (24) hours before such meeting.

SECTION 5.3. WAIVER. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six ("Notice and Waiver").

SECTION 5.4. QUORUM. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.

SECTION 5.5. VOTE REQUIRED FOR ACTION. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw is provided for in Article Thirteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.5 of these bylaws.

SECTION 5.6. ACTION BY DIRECTORS WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by a majority of the members of the Board of Directors. Such consent shall have the same force and effect as a valid vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the Corporation's minute book.

SECTION 5.7. TELEPHONE AND SIMILAR MEETINGS. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

SECTION 5.8. ADJOURNMENTS. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened

meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE SIX

NOTICE AND WAIVER

SECTION 6.1. PROCEDURE. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Five for directors. Whenever notice is given to a director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by fax or e-mail at the time notice is filed with the transmitting agency.

SECTION 6.2. WAIVER. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SEVEN

BOARD OF ADVISORS

SECTION 7.1. APPOINTMENT. The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the Corporation. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.

SECTION 7.2. PURPOSE. It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purpose, in furtherance of its goals and objectives.

ARTICLE EIGHT

OFFICERS

SECTION 8.1. NUMBER AND QUALIFICATIONS. The officers of the Corporation shall consist of a president, a president-elect, a secretary, a treasurer and the immediate past president. The Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of the president and the secretary.

SECTION 8.2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected by the Board of Directors and shall serve for terms of two (2) years and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

SECTION 8.3. OTHER AGENTS. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

SECTION 8.4. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

SECTION 8.5. VACANCIES. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

SECTION 8.6. PRESIDENT. The president shall be the principal executive officer of the Corporation and shall preside at all meetings of the Board of Directors. Subject to the control and direction of the Board of Directors, he or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with the state or federal officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise

between meetings of the Board of Directors, and the other officers and employees of the Corporation shall be under his or her supervision and control during such interim. He or she shall perform these and such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

SECTION 8.7. PRESIDENT-ELECT. The President-Elect shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate. The first vice president shall be the president-elect and shall become president at the end of the term of the predecessor president.

SECTION 8.8. EXECUTIVE DIRECTOR. The Corporation may, subject to approval by the board, have an executive director.

- (a) The executive director, subject to the control of the Board of Directors and of the president, shall be the principal administrative officer of the Corporation. Under the direction of the Board of Directors, the executive director shall supervise and have general charge of the operations of the Corporation and shall be charged with carrying out the policies, programs, orders, and resolutions of the Board of Directors.
- (b) The executive director shall employ, discharge and supervise, and determine the compensation of, employees of the Corporation, and shall have general charge of all operating functions and activities of the Corporation.
- (c) The executive director shall perform such other duties and shall have such other authority and powers as the Board of Directors may from time to time prescribe, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall keep the Board of Directors and all officers and committees of the Corporation fully informed as to the business and affairs of the Corporation and shall consult freely with them concerning the business and affairs of the Corporation.

SECTION 8.9. SECRETARY.

- (a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.
- (b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

- (c) The secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.
- (d) The secretary shall be under the supervision of the president. The secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

SECTION 8.10. TREASURER.

- (a) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors.
- (b) The treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and prepare and provide financial statements each month or at such other intervals as the Board of Directors shall direct. He or she shall also be authorized to sign checks, drafts, and other orders for the payment of money.
- (c) If required by the Board of Directors, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.
- (d) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

SECTION 8.11. IMMEDIATE PAST PRESIDENT. He or she shall have such authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE NINE

COMMITTEES OF BOARD OF DIRECTORS

SECTION 9.1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the officers of the corporation as set forth in Section 8.1. The Executive committee, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation; but the designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

SECTION 9.2. OTHER COMMITTEES OF BOARD OF DIRECTORS. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the Executive Committee. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President of the Corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

SECTION 9.3. ADVISORY AND OTHER COMMITTEES. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the president of the Corporation, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. See Article Seven ("Board of Advisors").

SECTION 9.4. TERM OF APPOINTMENT. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 9.5. COMMITTEE CHAIRMAN. One member of each committee shall be appointed chair person thereof.

SECTION 9.6. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 9.7. 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; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 9.8. RULES. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors, or under the Georgia Nonprofit Corporation Code.

ARTICLE TEN

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 10.1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

SECTION 10.2. CHECKS, DRAFTS, NOTES, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined 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 the vice-president of the Corporation.

SECTION 10.3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

SECTION 10.4. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE ELEVEN

INDEMNIFICATION AND INSURANCE

SECTION 11.1. INDEMNIFICATION. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

SECTION 11.2. INDEMNIFICATION NOT EXCLUSIVE OF OTHER RIGHTS. The indemnification provided in Section 11.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation and amendments thereto or bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 11.3. INSURANCE. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE TWELVE

MISCELLAENOUS

SECTION 12.1. 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 of Directors and committees having any of the authority of the Board of Directors.

SECTION 12.2. CORPORATE SEAL. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

SECTION 12.3. FISCAL YEAR. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

SECTION 12.4. INTERNAL REVENUE CODE. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986 as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

SECTION 12.5. CONSTRUCTION. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid and inoperative.

SECTION 12.6. TABLE OF CONTENTS; HEADINGS. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

SECTION 12.7. RELATION TO ARTICLES OF INCORPORATION. These bylaws are subject to, and governed by, the articles of incorporation, and amendments thereto.

ARTICLE THIRTEEN

AMENDMENTS

SECTION 13.1. POWER TO AMEND BYLAWS. The Board of Directors shall have the power to alter, amend or repeal these bylaws or adopt new bylaws.

SECTION 13.2. CONDITIONS. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the directors then in office.

ARTICLE FOURTEEN

TAX-EXEMPT STATUS

SECTION 14.1. TAX-EXEMPT STATUS. The affairs of the Corporation at all times shall be conducted in such a manner as to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.