

BYLAWS OF THE USTA TEXAS TENNIS FOUNDATION

Article I: Board of Directors, Officers and Duties

1. **Board of Directors:** The direction and management of the affairs of the USTA Texas Tennis Foundation (the “Foundation”) and the control and disposition of its properties and funds shall be vested in a Board of Directors (the “Board”) which shall consist of three persons, each in good standing with USTA Texas. The Board shall be comprised of the person then serving as President of USTA Texas, the immediate Past President of USTA Texas, and a third person, who is not an employee of USTA Texas, to be selected by the President of USTA Texas at the Semi-Annual Meeting, each for a 2-year term to be effective January 1 of the following year. Any vacancy on the Board shall be filled by appointment by the President of USTA Texas. The Board shall elect officers, including a President, Vice-President, and Secretary-Treasurer (collectively, the “Management Committee”), annually at the first meeting following each change in the composition of the Board that occurs upon a change in the USTA Texas presidency. Such meeting and election of officers will be held at a time and location designated by the incoming USTA Texas President. The President of the Foundation will give a semi-annual report of the Foundation’s activities to the Board of Directors of USTA Texas at the USTA Texas Annual and Semi-annual Meetings.
2. **Duties of the President and Vice President:** The President shall be responsible for presiding over all Board meetings and administrative affairs of the Foundation except those reserved for the Secretary and Treasurer. The Vice-President shall assist the President in the performance of duties and shall exercise all power of the President in his/her absence.
3. **Duties of the Secretary and Treasurer:** The Secretary shall keep the minutes of the Board meetings and conduct all general correspondence of the Foundation. In the absence of the Vice-President, the Secretary will exercise all powers of the Vice-President. The Treasurer shall keep an account of all moneys received and expended, liquidate all properly authorized bills against the Foundation, and report in writing the state of finances of the Foundation at the Annual meeting of the Foundation and at such other times as may be required by the Board. In the absence of the Vice-President and the Secretary, the Treasurer shall exercise all powers of the Vice-President and the Secretary.
4. **Duties of the Board of Directors:** It shall be the duty of the Board to oversee the operations of the Foundation in compliance with the provisions of the Articles of Incorporation and the Bylaws of the Foundation. No action which shall have a material or substantial effect on the Foundation shall be taken in the name of, or on behalf of, the Foundation without the approval of the Board by majority vote.
5. **Executive Director:** The person then serving as the Executive Director of USTA Texas shall also serve as the Executive Director of the Foundation under the control and supervision of the Board and in such capacity shall manage and carry out the operations and administration of the Foundation on a day to day basis. The Executive Director shall be authorized to execute on behalf of the Foundation such contracts or other commitments as have been approved by the Board.
6. **Other Foundation Employees:** The Foundation may employ such other employees as determined by the Board, the duties of which shall be prescribed by the Board, and any such persons shall be under immediate supervision of the Executive Director.

Article II: Meetings

1. Meeting Minimum: Annually there shall be at least one meeting of the Board.
2. Quorum: A majority of the members of the Board present at any meeting, whether in person or by telephone, shall constitute a quorum.
3. Vote: Each member of the Board shall have one vote, including the President, which may be exercised in person or by phone.
4. Minutes: Minutes of each Board meeting shall be distributed to each member of the Board and to each member of the Management Committee within thirty (30) days after the applicable Board meeting.

Article III: General Provisions

1. Dissolution: In the event of the dissolution of the Foundation, it shall be in accordance with the Articles of Incorporation of the Foundation.
2. Prohibited Transactions With Regard To Tax Exemption:
 - (a) The Foundation shall not engage in any act which could constitute a real or potential basis for denial of tax exemption under the applicable laws.
 - (b) The Foundation shall not, for the benefit of any Board member, officer or director of the Foundation, or any person who has made a substantial contribution to the Foundation, or any member of the family of such a person, or any corporation controlled by such a person:
 - (1) Lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest;
 - (2) Pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
 - (3) Make any part of its services available on a preferential basis;
 - (4) Make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
 - (5) Engage in any other transaction which results in substantial diversion of its income or corpus;
 - (6) Otherwise make available any Foundation funds without the benefit of an arms-length transaction and approval by majority vote of all independent members of the Board.
 - (c) The Foundation shall not accumulate any funds, in any form, out of income amounts which:
 - (1) Are unreasonable in relation to the amount or duration in order to carry out the purpose or function constituting the basis for tax exemption of the Foundation;
 - (2) Are used to a substantial degree for purposes or functions other than those constituting the basis for tax exemption; or
 - (3) Are invested in such a manner as to jeopardize the function constituting the basis for the Foundation's tax exempt status.
 - (4) Gifts: The Foundation shall be authorized to receive gifts, donations, legacies and bequests, subject to approval of the Board by majority vote.

Article IV: Amendments

1. Amendments to the Constitution of the Foundation may be made at any regular or special meeting of the Board by a vote of at least two-thirds of the Board of all votes cast. Amendments to the Bylaws of the Foundation may be made at any regular or

special meeting by majority vote of the Board of all votes cast. At least thirty (30) days before any meeting of the Board at which a vote to amend the Constitution and/or Bylaws of the Foundation will be entertained, a written notice of the proposed amendment shall be sent to each member of Board.

As amended 2/10/24