

Palm Coast/Flagler Friends of Tennis, Inc.

BYLAWS

Article I – Name

The name of the corporation shall be “Palm Coast/Flagler Friends of Tennis, Inc.,” hereinafter the Corporation.

Article II – Principal Place of Business

The Board of Directors (the Board) shall designate the principal office of this corporation from time to time.

Article III – Purpose

This Corporation shall be organized exclusively for all purposes for which a corporation, not-for-profit, may be formed under the laws of the State of Florida; specifically excluded from the Corporation’s purposes are any pecuniary profit or financial gain. The purposes of the Corporation shall include, but may not be limited to, the following:

- a. To promote, encourage, and foster the development and growth of the sport of tennis at both the junior and adult levels in the Palm Coast/Flagler area.
- b. To provide an opportunity for persons of all ages to learn and engage in a wholesome, lifetime sport and recreational activity, and to foster the development of facilities and events that will allow tennis players of all ages and skill levels to develop through local, regional, and state competition.
- c. To promote physical fitness and encourage proper conditioning and healthy habits.
- d. To provide opportunities for healthy social, emotional, and educational development of young persons through peer encounters in athletics and through family participation.
- e. To operate exclusively in any manner for such charitable and educational purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding or additional provisions of any subsequent federal tax law or laws.
- f. To assist local government at the city and county level with providing quality tennis recreational activities and facilities, through organizing and running league tennis activities, encouraging the tennis development of young persons, assisting underprivileged young persons by providing or paying for instruction or otherwise making the means to instruction available, and by promoting amateur tennis competition.

Article IV – Membership

Section 1. Qualification – Membership in the Corporation shall be open to all persons interested in furthering the development of tennis in the Palm Coast/Flagler area, upon payment of such dues as may be fixed by the Board from time to time. In addition, special non-voting memberships for such purposes as the Board may, from time to time, determine to be in the best interest of the Corporation.

Section 2. Duties – It shall be the duty of the membership to elect the directors and officers of the Corporation.

Section 3. Meetings – The membership shall meet at least annually within the month of January at a time and place designated by the Board, for the purposes set forth in these bylaws and for the transaction of such other business as may be designated by the Board and set forth in the Notice of Meeting. A Notice of Meeting, setting forth the agenda for the annual meeting, shall be published at least once 30 days prior to the meeting, and mailed to the membership.

Article V – Board of Directors

Section 1. General Powers – The property, affairs, and business of the Corporation shall be managed and controlled and all corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2. Composition – The Board of Directors of the Corporation shall consist of the Chairperson, Vice Chairperson, Treasurer, Secretary, and at least seven other directors. The number of directors may be increased or decreased from time to time by the Board, but shall not be composed of fewer than eleven directors. Approximately one-half of the directors shall be elected annually at the annual meeting of the membership. Each director shall hold office for two years, and until his or her successor shall be elected and qualified, unless prior thereto he or she dies, resigns, or is removed from office.

Section 3. Meetings – The Board of Directors may hold its meetings within or without the State of Florida. The Board of Directors shall meet no fewer than three times each year, at such time and place as shall be designated by the Board, for the purposes set forth in these bylaws and for the transaction of such business as may come before the meeting. Notice of the meeting shall be mailed or delivered to each director at least seven (7) days prior to each meeting. Consistent with the Corporation's Articles of Incorporation, the Board may undertake any business that comes before it at a regular or special meeting, without prior specification of the business or purposes of the business in the Notice of Meeting. By majority vote of directors present and voting at any meeting of the Board, the Board may table and defer discussion or consideration of any matter brought before the Board. A properly made motion to table or defer discussion or consideration of any business before the Board, once seconded, shall be resolved before further discussion of the business that is the subject of the motion.

Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the Notice of the Meeting, whenever called by the President *or* by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his or her absence, any other officer of the Corporation, at least seven days before the meeting. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or the purpose or purposes of the meeting therein.

Section 4. Quorum – Except as otherwise provided by law (the Articles of Incorporation), a simple majority of the Board in office at the time shall constitute a quorum for the transaction of business. If fewer than a quorum shall be present at any meeting of the Board of Directors, a majority of those present shall adjourn the meeting without further notice.

Section 5. Voting – Except as otherwise provided by the Articles of Incorporation, the affirmative vote of a majority of the directors at any meeting at which a quorum is present shall decide any questions brought before such meeting.

Section 6. Informal Action – Any action required to be taken at a meeting of the Board of Directors or any action which may 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, shall be signed by a majority of the directors.

Section 7. Chairperson – The President of the Corporation shall be the Chairperson of the Board. In the event of his or her absence or disability, the Chairperson *pro tempore* shall be the Vice Chairperson.

Section 8. Executive Committee

- a. The Executive Committee of the Board of Directors shall consist of the Chairperson, Vice Chairperson, Treasurer, and Secretary. The Executive Committee shall have the authority to act on behalf of the entire Board in the interim between meetings of the Board.
- b. The Executive Committee shall consider matters referred to it by the President or Board of Directors and shall report its findings and recommendations to the Board. Except in such matters as the Board or the Articles of Incorporation may specifically limit their authority to act, the Executive Committee, in taking action, shall not require the specific approval or ratification of the Board. All action taken by the Executive Committee shall be reported to the Board at the next scheduled Board meeting. This Committee shall be responsible for studying the needs and requirements of the Corporation and shall also serve as the Finance Committee.

- c. The Executive Committee shall meet as needed at the direction of the Chairperson, or, in his or her absence, the Vice Chairperson. Actions of the Executive Committee shall not require a formal meeting.

Article VI – Committees

Section 1. Nominating Committee – A nominating committee shall be appointed by the President at least two months prior to the annual meeting to establish a slate of candidates that will be voted on at the annual meeting.

Section 2. Special Committees - 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 may determine. Although at least one member of each such committee shall be a member of the Board, such committees may include persons who are not directors or officers of the Corporation.

Article VII – Officers

Section 1. Officers – The Corporation shall consist of the following officers: Chairperson, Vice Chairperson, Treasurer, and Secretary.

Each officer of the Corporation shall have such authority, shall perform such duties, and shall hold office for such term as may be prescribed in these bylaws. The officers of the Corporation shall automatically be members of the Board of Directors.

Section 2. Election and Term of Office – The officers of the Corporation shall be elected once each year at the annual meeting of the membership by the Directors. Each officer shall hold office until the next annual meeting, and until his or her successor shall have been elected and qualified, unless prior thereto he or she dies, resigns, or is removed from office.

Section 3. Chairperson – The Chairperson shall be the chief executive officer of the Corporation and, subject to the provisions of the bylaws and to 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, and shall perform all other duties and enjoy all other powers commonly incident to the office or which may be prescribed by the Board or which are or may at any time be authorized or required by law.

Section 4. Vice Chairperson – The Vice Chairperson shall perform such duties as from time to time may be assigned by the Board of Directors. In the absence of the Chairperson or in the event of his or her inability to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairperson.

Section 5. Treasurer – Subject to the direction of the Board of Directors, the Treasurer shall have charge and custody of and shall receive and disburse the funds of the Corporation. When necessary or proper, he or she shall endorse for collection on behalf

of the Corporation checks, notes and other obligations, and shall deposit all funds of the Corporation in such banks or other depositories designated by the Board. Subject to the direction of the Board, he or she shall perform all other duties and enjoy all other powers commonly incident to his or her office or as from time to time may be assigned by the Board. The Board may require the discharge of the Treasurer's duties in such sums and with such surety or sureties as the Board 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, 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, shall perform all other duties and enjoy all other powers commonly incident to the office or as may from time to time be assigned by the Board. In the absence of the Secretary or in the event of his or her inability to act, the Chairperson may appoint an Assistant Secretary to act temporarily in his or her place.

Article VIII – Resignations, Removals, and Vacancies

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 Chairperson, 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 – The Board of Directors shall remove any director from his or her office with just cause by a majority vote of all the directors in attendance at any regular or special meeting called for that purpose whenever in the directors' judgment the best interests of the Corporation will be served thereby. Any officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Section 3. Vacancies – Any vacancy in the office of any officer arising from death, resignation, removal, or other cause may be filled at any time by the Board of Directors at any meeting, and the officer so elected shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, unless prior thereto he or she dies, resigns, or is removed from office. Any vacancy in the Board and any increase in the number of directors may be filled at any time by the affirmative vote of a majority of the then remaining directors, though less than a quorum of the Board, at any meeting. The person so elected shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, unless prior thereto he or she dies, resigns, or is removed from office.

Article IX – Miscellaneous

Section 1. Contracts, etc. – Except as otherwise provided by law or these bylaws, such officer or officers of the Corporation as shall be specified by the Board of Directors shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, leases, and other instruments or documents, the execution of which shall be authorized by the Board, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. – All checks, drafts, notes, bonds, bills of exchange or other orders, instruments, or obligations for the payment of money shall be signed by such officer or officers of the Corporation as shall be specified by the Board of Directors.

Section 3. Corporate Seal - The corporate seal of the Corporation shall be circular in form and shall have inscribed thereon the year of the Corporation’s incorporation and the words, “Palm Coast/Flagler Friends of Tennis, Inc.”

Section 4. Fiscal Year – The fiscal year of the Corporation shall end on the last day of December.

Section 5. Interested Directors - In the absence of prohibition by law, no contract or transaction between the Corporation and a 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 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 Executive Committee, and that the Board or Executive 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 –

- a. 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 or her as an officer, director, or employee of the Corporation if such person 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 his or her own affairs, *or* 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 or she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

- b. Indemnity – 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 or her in connection with or resulting from any civil or criminal action, suit, or proceeding, or the settlement or compromise thereof, to which he or she may be made party by reason of any action taken or omitted to be taken by him or her as a director of the Corporation, in good faith, if such person, in the opinion of a court or of the Board of Directors 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 or her own affairs, *or* 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 or she had reasonable grounds to believe.

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

Article X – Amendments

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

Adoption of Bylaws

We, the undersigned, are all of the directors of this Corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the preceding 7 pages, as the bylaws of this Corporation.

Dated: May 17, 2007

Arlene Burnett

Mary Lou DeVane

Margaret Evans

Morgan Evans

Bob Heartt

William Hepburn

Sharon Hepburn

Peter Larkin

George Libonate

Theodore Markowski

Carol Ogden

Barry Poliner

Sandra Siepietoski

Theresa Wiss

Donald Wolf

Marie Wolf