

Cape Fear Regional Tennis Foundation

CONSTITUTION

Article 1

Name: This association shall be known as the Cape Fear Regional Tennis Foundation

Article 2

Purpose: To encourage, develop, and promote tennis for the Cumberland County, NC area

Article 3

Membership:

- a. Membership shall be open to all persons interested in promoting tennis in the Fayetteville area
- b. Each member shall have one vote in the business of the association.
- c. There will not be a fee for membership

Article 4

Officers & Directors:

- a. The officers shall consist of the following: President, Vice President, Secretary and Treasurer. Officers shall be elected from the members of the Board of Directors and shall serve for a term of one year.
- b. The Board of Directors shall consist of no more than twelve (12) elected at-large directors, who shall all be adult members in good standing and shall serve for a term of one year.

Article 5

Meetings:

- a. An Annual Membership Meeting shall be held at a time and place designated by the Board of Directors. The membership shall be notified of such meeting at least 10 days in advance.
- b. Election of officers and directors shall be held at the Annual Membership Meeting.
- c. Membership meetings may also be called upon written request of not less than 10% of the adult members in good standing. Such meetings shall be held within 20 days after such request is submitted to the President or at a meeting of the Board of Directors.
- d. Meetings of the Board of Directors shall be held monthly. Special meetings of the Board of Directors may be called by the President or by written request of at least two Board Members to the Secretary of the association. A quorum for the transaction of the association business at a meeting of the Board of Directors shall consist of a majority of the currently elected and serving members of the board.

Article 6

Amendments: This Constitution may be amended by a two-thirds vote of the adult members in good standing who are present at any Membership Meeting. Proposed amendments shall be sent in writing by the Secretary to all adult members in good standing at least ten days prior to the meeting. Proposed amendments may be made by recommendation of the Board of Directors or by petition signed by at least eight adult members in good standing and submitted in writing to the Secretary no less than two weeks in advance of a Membership Meeting at which it may be considered.

Cape Fear Regional Tennis Foundation Board of Directors

<u>Name</u>	<u>Position</u>	<u>Phone</u>	<u>E-mail</u>
Jack Aldrich	President	670-6874	Jpaldrich@nc.rr.com
Lorenzia Wright	VP	433-1576	Teismyra@att.net
Bryce Maddox	Treasurer	484-0890	Brycemaddox@yahoo.com
Mona Romeo	Secretary	867-2185	Mromeo1@nc.rr.com
Phil Lyn	Board Member	818-8697	N/A
Cathy Holloway	Board Member	309-5639	Hollowaycj@earthlink.net
Penny Aldrich	Board Member	670-5549	Penny@callahanrice.com
James Parker	Board Member	257-1729	Jparker@ci.fay.nc.us
Francie Barragan	Board Member	630-7315	Fbarragan78@hotmail.com

By Laws of the
Cape Fear Regional Tennis Foundation

Article I
Offices

Section 1. Registered Agent. The registered agent for service of process on the Corporation shall be designated each year in the annual report to the office of the Secretary of State, and the person designated shall be a current member of the Board of Directors.

Section 2. Principal Office. The principal office of the Corporation may be such a place as the Board of Directors may designate from time to time.

Article II
Meetings of Members

Section 1. Place of Meetings. All meetings of members shall be held at such place as shall be designated in the Notice of Meeting from time to time.

Section 2. Annual Meetings. The annual meetings of the Foundation shall be held once a year at a time and place designated by the Board of Directors for the purpose of electing directors and officers of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President or Secretary by direction of the Board of Directors or pursuant to the written request of not less than 10% of all members.

Section 4: Notice of Meetings. Written or electronic notices stating the time and place of the meeting shall be delivered not less than 5 days nor more than 50 days before the date of any members' meeting. In case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

Section 5: Quorum. Ten percent (10%) of the members of the Foundation entitled to vote shall constitute a quorum at the meeting of members. The members present at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6: Proxies. Members may vote only in person and not by proxy.

Article III

Board of Directors

Section 1. General Powers. The affairs of the Foundation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts, directed or required to be exercised or done by the members, officers and agents to contract in the corporate name, the power to authorize the making of loans and execution of evidence of debt, the power to authorize officers or agent to sign checks, drafts, etc., and the power to select depositories.

Section 2. Numbers, Term and Qualifications. The number of directors constituting the Board of Directors shall be no more than twelve (12). Each director shall hold office for a term of one year, beginning on the day of election. Directors must be members in good standing of the foundation.

Section 3. Election of Directors. The Directors shall be elected at the annual meeting of members. Those persons receiving the highest number of votes shall be deemed to have been elected. If any member so demands, the election of directors shall be by ballot.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the remaining portion of the term of his predecessor in office.

Section 5. Compensation. The Board of Directors shall have the authority to pay reasonable compensation for services rendered.

Article IV Meetings of Directors

Section 1. Regular Meetings. The Board of Directors shall meet on a regular monthly basis at a time and place designated by resolution of the Board. All regular monthly meetings of the Board are open to the membership.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by request of the President or any two directors. Such meeting shall be held at a time and place designated by the person or persons calling the meeting.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held with or without notice and at such time and place as shall be determined by the Board.

Section 4. Quorum. A majority of the number of directors currently qualified and serving shall constitute a quorum for the transaction of business of any meeting of the Board of Directors.

Section 5. Presumption of Assent. A director of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote or his dissent to such action is recorded with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6. Obligation of Board of Directors to attend board meetings. Members of the Board of Directors are expected to attend all monthly meetings. A Board member must inform the President of his expected absence for a regular meeting of the Board. A Board member may miss no more than one regularly scheduled meeting each quarter without extenuating circumstances, which he has communicated to the President.

Article V Officers

Section 1. Officers of the Foundation. The Officers of the Foundation shall consist of a President, Vice President, Secretary and Treasurer. No person may hold more than one office at the same time. All officers must be directors of the foundation.

Section 2. Election and Term. The Officers of the Corporation shall be elected by the members at the annual membership meeting. Each officer shall hold office for a term of one year.

Section 3. Compensation of Officers. No officer shall receive any compensation for services as an officer of the corporation. All officers shall be reimbursed for expenses on behalf of the Foundation.

Section 4. President. The President shall be the principal executive officer of the Corporation and shall supervise and control all of the business of the Corporation. He shall, when present, preside at all meetings of the members and meetings of the board. He shall have the power to appoint special committees as he deems necessary or as directed by the Board of Directors. He shall sign, with the Secretary, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed. He shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all of the powers of the president. The Vice President shall perform such other duties as may be assigned to him by the President or Board of Directors.

Section 6. Secretary. The Secretary shall:

- a. Keep the minutes of the meetings.
- b. See that all notices are given in accordance with the provisions of these by-law's or as required by law.
- c. Be custodian of the Corporation records.
- d. Sign with the President or Vice President documents of the Corporation the issuance of which shall have been authorized by resolution of the Board.
- e. Have general charge of the books of the Corporation
- f. In general, perform all duties as may be assigned by the President or Board of Directors.

Section 7. Treasurer. The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation and deposit such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions in these by-laws.
- b. Prepare or cause to be prepared a true statement of the Corporation's assets and liabilities in January of each year.
- c. In general perform all duties incident to the office of Treasurer and such other duties as may be assigned to him by the President or the Board of Directors.

Article VI General Provisions

Section 1. Waiver of Notice. Whenever any notice is required to be given to any member or director by law, or by the charter or these by-law's, a waiver in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2. Fiscal Year. The fiscal year of the Corporation may be fixed from time to time by the Board of Directors.

Section 3. Amendments. These by-law's may only be adopted, amended, or repealed as provided herein: The affirmative vote of a majority of the voting members present at a properly called meeting of the membership of the Foundation, at which, a quorum is present, shall constitute action by the members to adopt, amend, or repeal any of the by-law's of the Foundation.

Section 4. Proposed Amendments. Proposed amendments may be made by a resolution adopted by the Board of Directors or upon a written petition signed by at least eight of the adult members in good standing. The proposed amendments shall be submitted to the Secretary.

Section 5. Conduct of Meetings. All meetings of members and meetings of the Board of Directors shall, unless governed by the Articles of Incorporation or these by-law's, be conducted according to the rules set forth in Robert's Rules of Order.

Section 6. Use of Corporate Name. No member shall use the Corporation name, mailing list, insignia, or any other property of the Foundation for the purposes other than that directly related to the Corporation without the prior approval of the Board of Directors.



Greater Wilmington Tennis Association

Governing By-Laws

Article I – Name

The name of this corporation shall be the “Greater Wilmington Tennis Association”, sometimes referred to herein as “CTA”, and incorporated under the laws of the State of North Carolina as a non-profit organization.

Article II - Principal Place of Business

A. Physical Office

Principle office of the GWTA shall be located at 8825 Sawmill Creek Lane, Wilmington, NC 28411.

B. Change of Address

The designation of the county or state of the GWTA’s principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location (within the county or state), to another without amendment to the Bylaws. In the event a change has been made, a reasonable effort to notify membership of said change shall be performed.

Article III – Organizational Purpose

The mission of this organization is “To promote and develop the growth of tennis within the Greater Wilmington Area” This fulfillment of this mission shall be accomplished through the following:

- A. Promotion of tennis as a means of healthful recreation and physical fitness.
- B. Development of tennis programs for all levels of adult players from all types of backgrounds in the public facilities, schools, and private facilities.
- C. Development of tennis programs for all levels of junior players from all types of backgrounds in the public facilities, schools, and private facilities.
- D. Coordination and partnership with all other area tennis organizations to accomplish the stated mission.
- E. Serve as a resource organization for area tennis organizations and area parks & recreation departments for tennis related activities.

Article IV – Membership

Membership in this organization shall be available to each and every tennis player residing or competing in the stated geographic boundaries of the area this organization serves. Determination of such persons shall be by one of the two following means:

- A. Each person listed as a USTA member within the geographic region served by CTA as provided to the organization by NCTA once per year.
- B. Each person who is a member of the Wilmington Tennis Ladder.
- C. Each person elected to a board position must attend at 75% of all announced, scheduled meetings. Members who fail to meet this attendance requirement may be voted out of office by the remaining board members.

Each member that shall be known to have left the area served by CTA shall be removed from the list upon doing so. Furthermore, each person whose mail shall be returned to the organization shall be removed from the membership list.

Article V – Officers

CTA shall be governed by a Board of Directors that is responsible for all decision-making for the organization. The Board shall make available to each person listed on its membership roster a financial and event summary for the previous year in the spring of the following year so as to hold the organization accountable to its constituents. The Board shall make all decisions regarding policy and strategic issues. The committees shall complete the implementation of those policies and procedures within the strategic complex.

- A. A non-effective board member or committee member shall be removed from post with a majority vote of the Board or a petition containing verifiable signatures from 30% of the CTA members on the membership roll as of that date.
- B. A Board member shall sit on each of committee of the organization and may serve as that committee's chair.
- C. Board meetings are open to all CTA Board members and committee members. All committee meetings are open to any person listed on the membership list.
- D. The Board shall meet a minimum of six times per year.
- E. Board members are elected to three-year terms, and may be re-elected after completion of their term. The President and Vice-President shall not serve in the same term class. The Secretary and Treasurer shall also not serve in the same term class.
- F. It is recommended that the composition of the Board be diverse in its representation of the community.
- G. The officers of the Board shall consist of the following:
 1. President
 - a. The president shall be the principal executive officer of the corporation and shall preside over all Board meetings and CTA membership meetings.
 - b. The president shall represent the CTA in any necessary seminars, meetings, or conventions, unless he/she designates a replacement.
 2. Vice-President
 - a. The vice-president shall preside over Board meetings and CTA membership meetings in all cases where the president shall be absent.

- b. The vice-president shall have already agreed to serve as CTA president upon the expiration of the president's term.
 - c. The vice-president shall assist the president in whatever manner with the operation of the organization.
- 3. Treasurer
 - a. The treasurer shall be the chief financial officer of the corporation and shall be responsible for budgetary and financial issues related to the organization.
 - b. It shall be the duty of the treasurer to collect all debts due to the organization and make timely payment on all disbursements for the corporation.
 - c. The treasurer position shall be filled by a person who has experience in the financial industry.
- 4. Secretary
 - a. The secretary shall keep the minutes of all Board meetings and CTA membership meetings.
 - b. This officer shall also provide due notice to all Board meetings and CTA membership meetings.
 - c. A membership roster of members of the organization shall be kept current by this officer.
 - d. The secretary shall also maintain the organization's website in a current and complete manner.
- 5. Past President
 - a. The past president shall serve an advisor role to the current board. This position is ex-officio and has no voting privileges.

Article VI – Board of Directors Duties and Responsibilities

- A. The Board shall consist of the officers and a minimum of six members from the CTA membership list. A representative of each parks and recreation department within the geographical boundaries and the paid community coordinator of the CTA shall also serve on the Board as ex-officio members.
- B. Qualifications

Board of Directors shall be of the age of majority in the State of North Carolina. Other qualifications for the directors of the GWTA shall be as follows:

 - (a) Must have a sincere interest in the game of tennis.
 - (b) Must be a resident of New Hanover County as defined by the zip code directory used by for USTA programming.

C. Duties

It shall be the duty of the Directors to:

Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;

- (a) Appoint and remove, employ and discharge, and except as otherwise provide in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

- (b) Supervise all officers, agents and employees of the GWTA to assure that their duties are performed properly;
- (c) Meet at such times and places as required
- (d) Register current and any changes to physical addresses and electronic address (Email) with the Membership Director of the GWTA that notices of meetings may be mailed to them at such addresses shall be valid notices thereof.

D. Job Descriptions

(a) President

The President shall be the Chief Executive Officer of the GWTA and subject to the provisions by the Bylaws and to the direction of the Board of Directors shall have the general management and control of the affairs of the GWTA. The President shall preside at all meetings of the Board of Directors and shall perform all other duties and enjoy all other powers commonly incident to his/her office or which may be prescribed by the Board of Directors or which are or may at any time be authorized or required by law.

(b) Vice President

The Vice President shall perform such duties assigned by the Board of Directors. In absence of the President or in the event of his inability to act, the Vice-President shall perform the duties of the President and when so action shall have all the powers of and be subject to all of the restriction upon the President.

(c) Secretary

The Secretary shall perform such duties assigned by the Board of Directors. The Secretary shall record occurrences of regular and special meetings and distribute minutes of meeting prior to the next schedule meeting. The Secretary shall keep attendance at the meetings and notify the Board of meeting time and place. The Secretary, by direction of the President, shall prepare Agenda for each meeting.

(d) Treasurer

The Treasurer shall have charge and custody of and shall receive and disburse the funds of the GWTA. When necessary or proper, he/she shall endorse on behalf of the GWTA for collection checks, notes and other obligations, and shall deposit all funds of the GWTA in such banks or other depositories as may be designated by the Board of Directors, he shall perform all of the duties and enjoy all other powers commonly incident to his office or as from time to time may assigned to him by the Board of Directors.

- In the absence of the Treasurer or in the event of his inability to act, the President may appoint an Assistant Treasurer to act temporarily in his/her place. The Board of Directors may require the Treasurer and any Assistant Treasurer to be bonded for the faithful discharge of his duties.

Article VII – Board Members

The organization shall have as board members representatives from the following groups:

- USA League Coordinator
- Mixed Doubles League Coordinator
- Combo League Coordinator
- Super Seniors League Coordinator
- USA Team Tennis Coordinator
- School Tennis Program Coordinator
- Marketing and Publicity Coordinator
- By-Laws Committee
- Special population Committee
 - o Special Olympics
 - o Wheelchair tennis
- Park and Recreation Departments
- Pender County representative(s)
- Special Activities Committees
 - o Web Page
 - o Promotions
 - o Special Events

Article VIII – Meetings

- A. Robert’s Rules of Order shall be the guide for all CTA meetings, including the Board of Directors, CTA membership meeting, committee meetings, and subcommittee meetings.
- B. At Board of Directors meetings, committee meetings, and subcommittee meetings, a quorum shall be determined by 51% of the members of the respective group, either by proxy or in person.
- C. A vote of majority shall constitute action by any of the respective groups involved in the organization’s structure.

Article IX – Amendments

These By-Laws shall be subject to amendment and alteration by a majority vote of the Board of Directors or two-thirds of those listed on the CTA membership list.