

**CODE OF BYLAWS OF  
DURHAM-ORANGE COMMUNITY TENNIS ASSOCIATION, INC.**

ARTICLE I

NAME

The name of the Corporation shall be "Durham-Orange Community Tennis Association, Inc.

ARTICLE II

OFFICES

SECTION 1. Principal Office. The principal office of the Corporation shall be located at 809 Hurley Road, Durham, Durham County, North Carolina 27704 or at such other places as may be determined from time to time by the directors.

SECTION 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

SECTION 3. Other Offices. The Corporation may have offices at such other places, either within our without the State of North Carolina, as the Board of directors may from time to time determine, or as the affairs of these purposes.

ARTICLE III

PURPOSE

The purpose is to promote and encourage the development of tennis in Durham and Orange Counties, North Carolina. This will be accomplished through the conducting of clinics, workshops, lessons, seminars, tournaments and other events and activities relating to the promotion and development of tennis competition, and to cooperate with the United States Tennis Association and other associations in the pursuit of these purposes.

ARTICLE IV

MEMBERSHIP

Membership shall be open to all residents of Durham and Orange Counties upon payment of such dues as may be fixed by the Board of Directors from time to time. Members shall be entitled to serve as directors of the Corporation if elected by the Board, and shall also be entitled to serve on special committees of the Corporation approved and authorized by the Board of Directors. Members shall have no right to vote unless such as vote is called for and authorized by the Board of Directors in regard to any matter germane to the operation of the Corporation. The Board shall keep the members reasonably advised of the activities of the Corporation. Other than payment of dues on a prospective basis, members shall have no obligation to the Corporation and shall not be responsible for the obligations and liabilities of the Corporation.

## 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 initially of five directors. The number of directors may be increased or decreased from time to time by the Board, but shall not be less than three nor more than twenty-one. The directors shall be elected annually at the annual meeting of the Board of Directors. Each director shall hold office until the next annual meeting of the Board of Directors and until his successor shall be elected and qualified, unless prior thereto he dies, resigns or is removed from office.

SECTION 3. Meetings. The Board of Directors may hold its meetings either within or without the State of North Carolina. The annual meeting of the Board of Directors shall be held at such time and place on the first Thursday in February in each year, or on such other date as may be designated by the Board of Directors, for the purposes set forth in these Bylaws and for the transaction of such other business as may come before the meeting, as shall be designated in the notice of the meeting, which shall be given at least seven days, but not more than twenty-one days before the meeting.

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 any two directors then in office. Such notice shall be given by the Secretary or, in his absence, any other officer of the Corporation, at least seven days, but not more than fourteen 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 or Bylaws of the Corporation; one-third of the number of members of the Board of Directors at the time in office shall constitute a quorum for the transaction of business. If there shall be fewer than a quorum present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time by an announcement there at, and the meeting may be held as adjourned without further notice.

SECTION 5. Voting. Except as otherwise provided by law, the Articles 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 shall decide any question brought before such meeting.

SECTION 6. Vacancies. Vacancies among directors and newly created directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office until the next annual meeting of the Board of Directors and until his successor is duly elected and qualified.

SECTION 7. 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 all the directors.

SECTION 8. Removal. Any director may be removed at any time for cause by the Board of Directors at any meeting.

## ARTICLE VI

### 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 of Directors may determine. At least one of each such committee shall be a member of the Board of Directors. Such committee may have as advisors persons who are not directors, officers or members of the Corporation.

## ARTICLE VII

### OFFICERS

SECTION 1. Officers of the Corporation. The officers of the Corporation shall consist of a president, secretary, treasurer, and such vice president, assistant secretaries, assistant treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the offices of president and secretary, but in no event may any officer act in more than one capacity where action of two or more officers is required.

SECTION 2. Election and Term. The officers of the Corporation shall be elected by the Board of Directors. Each officer shall hold office for a period of 2 years or until his death, resignation, retirement, removal, disqualification or his successor is elected and qualifies. An officer may serve consecutive terms for an unlimited period as approved by the Board of Directors at the end of each term. Board of directors shall serve a one year period of time. Board directors may be re-voted upon by the Board of Directors annually. (Adopted 9/4/03)

SECTION 3. Compensation of officers. The compensation, if any, of all officers of the Corporation shall be fixed by the Board of Directors.

SECTION 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 5. Bonds. The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

SECTION 6. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall sign, with the secretary, an assistant secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deed, mortgages, bond contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of the present and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. Vice-Presidents. In the absence of the president or in the event of his death, inability or refusal to act, the vice presidents in the order of their length of serve as vice-presidents, unless otherwise determined 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. Any vice-president may sign the same instruments the president is herein empowered to sign; and shall perform such other duties as from time to time may be assigned to him by the president or Board of Directors.

SECTION 8. Secretary. The secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all executive committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporation recorded and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and (e) in general performance all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 9. Assistant Secretaries. In the absence of the secretary or in the event of his death, inability or refusal to act, the assistant secretaries in the order of their length of service as assistant secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the secretary. They shall perform such other duties as may be assigned to them by the secretary by the president or by the Board of Directors.

SECTION 10. 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 monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in accordance with the provision of SECTION 4 of ARTICLE VIII of these bylaws; (b) prepare and distribute, or cause to be prepared and distributed, annual financial statements of the Corporation which shall be filed at the registered office of the Corporation within four months after the end of each fiscal year; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 11. Assistant Treasurer. In the absence of the treasurer or in the event of his death, inability or refusal to act, the assistant treasurers, in the order of their length of

service as assistant treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the treasurer. They shall perform such other duties as may be assigned to them by the treasurer, by the president, or by the Board of Directors.

## ARTICLE VIII

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contacted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks and Drafts. All checks, drafts or other orders for payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

## ARTICLE IX

### GENERAL PROVISIONS

SECTION 1. Limitations. This initial Code of Bylaws of the Corporation is adopted subject to the express provisions of the Articles of Incorporation, the North Carolina Nonprofit Corporation Act, and Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). In the event of any conflict or inconsistency between any provision in his initial Code of Bylaws and anything in the Articles of Incorporation, the North Carolina Nonprofit Corporation Act, or Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States law), the latter instruments or laws shall prevail and control. No bylaws contained herein shall be adopted or used so as to disqualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

SECTION 2. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which inscribed "CORPORATION SEAL, North Carolina", and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

SECTION 3. Waiver of Notice. Whenever any notice is required to be given to any director under the provisions of the North Carolina Nonprofit Corporation Act or under the provision of the charter or bylaws of this Corporation, a waiver thereof in writing signed by the

person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 4. Fiscal Year. The fiscal year of the Corporation shall be the calendar year (January – December).

SECTION 5. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the Affirmative vote of a majority of the directors entitled to vote.

The initial Code of Bylaws of Durham-Orange Community Tennis Association, Inc. is hereby adopted as of June 4, 1998 by the undersigned members of the Board of Directors.

Amended: February 3, 2006

Amended: January 4, 2007