

AMENDED AND RESTATED BYLAWS
Approved 10-3-09

**NORTH CAROLINA
TENNIS ASSOCIATION,
INCORPORATED**

a Nonprofit Corporation

INDEX TO AMENDED AND RESTATED BYLAWS
OF
NORTH CAROLINA TENNIS ASSOCIATION, INCORPORATED
a nonprofit corporation

ARTICLE I	PURPOSES AND GOVERNANCE	1
SECTION 1.	PURPOSES	1
SECTION 2.	GOVERNANCE	1
ARTICLE II	OFFICES	1
SECTION 1.	PRINCIPAL OFFICE	1
SECTION 2.	REGISTERED OFFICE	1
SECTION 3.	OTHER OFFICES	2
ARTICLE III	MEMBERSHIP	2
SECTION 1.	CLASSES OF MEMBERSHIP	2
SECTION 2.	DUES.....	2
SECTION 3.	RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP	2
SECTION 4.	PLACE OF MEETINGS.....	3
SECTION 5.	ANNUAL MEETING	3
SECTION 6.	SPECIAL MEETINGS	4
SECTION 7.	NOTICE OF MEETINGS.....	4
SECTION 8.	PROXIES.....	4
SECTION 9.	WAIVER OF NOTICE.....	4
SECTION 10.	QUORUM	4
SECTION 11.	ACTION WITHOUT MEETING	4
ARTICLE IV	BOARD OF DIRECTORS	4
SECTION 1.	GENERAL POWERS	4
SECTION 2.	NUMBER, TERM AND QUALIFICATION	4
SECTION 3.	ELECTION OF DIRECTORS	5
SECTION 4.	TERM OF DIRECTORS	5
SECTION 5.	REMOVAL	5
SECTION 6.	VACANCIES	5
SECTION 7.	CHAIRMAN OF BOARD	6
SECTION 8.	EX OFFICIO MEMBERS.....	6
ARTICLE V	MEETINGS OF DIRECTORS.....	6
SECTION 1.	REGULAR MEETINGS	6
SECTION 2.	SPECIAL MEETINGS	6
SECTION 3.	NOTICE OF MEETINGS.....	6
SECTION 4.	WAIVER OF NOTICE.....	6
SECTION 5.	QUORUM	7
SECTION 6.	MANNER OF ACTING.....	7
SECTION 7.	PRESUMPTION OF ASSENT	7

SECTION 8.	ACTION WITHOUT MEETING	7
SECTION 9.	COMMITTEES OF THE BOARD.....	7
SECTION 10.	STANDING COMMITTEES	8
SECTION 11.	AD HOC COMMITTEES.....	9
ARTICLE VI	OFFICERS	9
SECTION 1.	OFFICERS OF THE CORPORATION	9
SECTION 2.	ELECTION AND TERM.....	9
SECTION 3.	REMOVAL	10
SECTION 4.	RESIGNATION	10
SECTION 5.	PRESIDENT	10
SECTION 6.	FIRST VICE PRESIDENT	10
SECTION 7.	IMMEDIATE PAST PRESIDENT	10
SECTION 8.	VICE PRESIDENT(S)	10
SECTION 9.	SECRETARY	11
SECTION 10.	TREASURER.....	11
SECTION 11.	EXECUTIVE DIRECTOR.....	12
ARTICLE VII	CONTRACTS, LOANS, CHECKS AND DEPOSITS	12
SECTION 1.	CONTRACTS.....	12
SECTION 2.	LOANS	12
SECTION 3.	CHECKS AND DRAFTS	12
SECTION 4.	DEPOSITS.....	13
ARTICLE VIII	INDEMNIFICATION	13
ARTICLE IX	GENERAL PROVISIONS	13
SECTION 1.	SEAL.....	13
SECTION 2.	FISCAL YEAR	13
SECTION 3.	AMENDMENTS.....	14

AMENDED AND RESTATED BYLAWS

NORTH CAROLINA TENNIS ASSOCIATION, INCORPORATED
a nonprofit corporation

ARTICLE I

PURPOSES AND GOVERNANCE

SECTION 1. **PURPOSES:** The purposes for which the corporation (sometimes referred to as the “NCTA” herein) is organized are:

(a) To promote and develop the growth of tennis in North Carolina as a means of healthful recreation and physical fitness;

(b) To promote fair play and good sportsmanship in connection with tennis in North Carolina according to the tennis rules and regulations adopted from time to time by the United States Tennis Association (the “USTA”), the tennis rules and regulations adopted by the Southern Tennis Association, Incorporated (the “STA”), and the tennis rules and regulations adopted by the NCTA;

(c) To represent the State of North Carolina as a member of the STA; and

(d) To engage in any other lawful activity authorized by the Articles of Incorporation of the corporation.

SECTION 2. **GOVERNANCE:** The NCTA shall govern the geographical boundaries within the State of North Carolina. The NCTA may contain one or more Community Tennis Associations (CTA) or subdivisions, the boundaries of which shall be fixed by the NCTA. Each CTA or subdivision shall be governed by such rules and regulations as it shall adopt in accordance with the requirements of the NCTA. Such rules and regulations shall not be inconsistent with the Constitution, Bylaws, or Regulations of the USTA, USTA Southern or the NCTA and are subject to the review and approval by the NCTA.

ARTICLE II

OFFICES

SECTION 1. **PRINCIPAL OFFICE:** The principal office of the corporation shall be established from time to time by resolution of the Board of 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, within the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE III

MEMBERSHIP

SECTION 1. **CLASSES OF MEMBERSHIP.** The corporation shall have the following two (2) classes of membership:

(a) Organization Member. A club or organization whose principal office is located in North Carolina and which is a member in good standing of the USTA.

(b) Individual Member. An individual whose domicile is in North Carolina and who is an individual member in good standing of the USTA.

Each club, organization, and individual who meets the qualifications set forth above shall automatically, without further application, be a member of the corporation, unless such club, organization or individual has declined membership.

SECTION 2. **DUES.** Members shall not pay any dues directly to the NCTA. The NCTA receives annually a portion of the annual USTA dues paid by the organization members and the individual members directly to the USTA. Neither NCTA, nor any of its CTAs or subdivisions may purchase any USTA membership of any kind; except a CTA may purchase a membership on its own behalf.

SECTION 3. **RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP.** Members shall have the following rights and responsibilities:

(a) Voting rights for representation of membership shall be vested solely in the Area Directors (as defined below). Unless the North Carolina Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws require otherwise, the affirmative vote of a majority of Area Directors present at a meeting at which a quorum is present shall be the act of the members. In the event that the vote on particular action at a meeting at which a quorum is present does not result in a majority of Area Directors in favor or against such action (i.e. a tie in votes of the Area Directors), the voting strength of each Area Director who voted on such action shall be computed pursuant to the individual members, clubs and organizations situated in the geographical region (as designated by Board of Directors) of such Area Director, as follows:

- (1) Community Tennis Associations – 25 votes for each association;
- (2) Club – 15 votes for each Club;
- (3) School – 5 votes for each school;

- (4) Parks and Recreation Department – 20 votes for each department;
- (5) Adult Individual Member whose domicile is within such region – one vote for each member; and
- (6) Junior Individual Member whose domicile is within such region – ½ vote for each member.

The vote on such action shall be re-calculated based on voting strength for each Area Director that voted on the action. If such re-calculation results in an affirmative majority based on voting strength for the action, such act shall be considered an act of the members.

The voting strength of each Area Director shall be certified, in writing, to the Secretary of the NCTA by the Executive Director, prior to each meeting at which a vote is to be taken. The votes shall be calculated as of November 30th each year and such voting strength shall continue in effect until November 30th of the next year.

(c) All members shall have the right to attend all meetings of the members.

(d) Area Directors on behalf of the members shall have the right to vote on the election of directors, the election of officers, the election of members of the Nominating Committee, and the amendment of the Bylaws in accordance with the Bylaws. The members shall not have any right to vote on any other matter unless required by law.

(e) By exercising membership in USTA, a member agrees to follow the Constitution, Bylaws, Rules and Regulations of the USTA, USTA Southern and the NCTA. Members agree to be bound by the grievance and disciplinary procedures set forth in these Bylaws in any grievance or controversy against USTA, USTA Southern or the NCTA arising out of the conduct of any members, Boards, employees, contractors, volunteers, or participants in activities of these organizations. Members also agree to fully exhaust all administrative remedies of these organizations before resorting to any court, agency or other forum as defined by USTA Bylaw 17 to resolve any grievances or controversies.

SECTION 4. PLACE OF MEETINGS. All meetings of members shall be held at such place within the State of North Carolina as shall in each case be fixed by the Board of Directors, or if the Board of Directors shall fail to act, then as shall be fixed by the President, and designated in the notice of the meeting.

SECTION 5. ANNUAL MEETING: The annual meeting of members shall be held between January 1 and March 1 of each year on the date fixed by the Board of Directors, or if the Board of Directors shall fail to act, then as shall be fixed by the President, for the purpose of electing the members of the Board of Directors, the officers, and the members of the Nominating Committee, and for the additional purpose of voting on such other matters which the Board of Directors may elect to submit to the members for vote or such other matters on which the members are entitled to vote by law.

SECTION 6. **SPECIAL MEETINGS:** Special meetings of the members may be called at any time by the President or the Management Committee. Such request shall state in reasonable detail the purpose of the called special meeting of the members.

SECTION 7. **NOTICE OF MEETINGS:** Notice of the annual meeting of members shall be published on the corporation's website or other publication readily available to members, not less than 30 nor more than 60 days prior to the annual meeting of members, or be mailed by first class mail, postage prepaid, to the address of record of all members not less than 10 nor more than 60 days prior to the annual meeting of members. Except as otherwise required by the provisions of the North Carolina Nonprofit Corporation Act, the Articles of Incorporation of the Corporation or these Bylaws, notice of a special meeting of the members shall be provided on the website of the Corporation not less than 30 nor more than 60 days before the date of any special meeting of members. The notice for a special meeting of members shall specify or describe the purpose or purposes for which the special meeting is called.

SECTION 8. **PROXIES:** Area Directors may vote either in person or by one or more proxies authorized by a written appointment of proxy signed by the Area Director or his or her duly authorized attorney in fact.

SECTION 9. **WAIVER OF NOTICE.** Any Area Director may waive notice in writing of any meeting before or after the meeting. An Area Director's attendance, in person or by proxy, at a meeting waives objection to lack of notice or defective notice of the meeting unless the Area Director or his or her proxy at the beginning of the meeting objects to the holding of the meeting or transaction of the business of the meeting.

SECTION 10. **QUORUM.** A majority of the votes entitled to be cast shall be represented at a meeting of the members to constitute a quorum.

SECTION 11. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is taken by all of the Area Directors entitled to vote on the action. Such action shall be evidenced by one or more written consents signed before or after such action by all of the Area Directors entitled to vote on the action, describing the action taken, which consent or consents shall be delivered to the corporation and shall be included in the corporate minutes or filed with the corporate records.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. **GENERAL POWERS:** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

SECTION 2. **NUMBER, TERM AND QUALIFICATION:** The number of directors constituting the Board of Directors shall be that number (not less than 10) sufficient to elect and constitute the

members of the Board of Directors in accordance with these Bylaws. Each director shall hold office until his or her death, resignation, retirement, removal, disqualification or his or her successor shall have been elected or qualified. Directors must be members of the NCTA.

Members of the Board of Directors shall be divided into the following four (4) classes:

(a) Area Directors: One (1) person from each of the twelve (12) geographical areas (as designated by the Board of Directors) of North Carolina shall be elected to the Board of Directors as area directors;

(b) At-Large Directors: Four (4) persons who are domiciled anywhere in North Carolina shall be elected to the Board of Directors as "At-Large" directors;

(c) Officers of the NCTA: Each officer of the NCTA shall be deemed elected to the Board of Directors and shall serve as a director as long as he or she so qualifies; and

(d) Past Presidents: Each past president domiciled in North Carolina who is active in the NCTA (as determined by the Board of Directors) shall be deemed elected to the Board of Directors and shall serve as a director as long as he or she so qualified.

The past presidents as a group shall have three (3) votes on all matters on which the Board of Directors is entitled to vote. These three (3) votes shall be prorated among the past presidents present at any Board of Directors meeting at which a quorum is present. If a past president is a member of the Board by virtue of being in any other class of directors, then such Board member shall not be considered a Board member as a past president.

SECTION 3. ELECTION OF DIRECTORS: The area directors and the at-large directors shall be elected by the voting members at the annual meeting of members. Those persons who receive the highest number of votes for each geographic area of North Carolina, and for the at-large directors at a meeting at which a quorum is present shall be deemed to have been elected.

SECTION 4. TERM OF DIRECTORS: Each director shall serve for a term of two (2) years and shall hold office until his or her death, resignation, removal, or until his successor shall be elected or appointed. Directors may serve successive terms. In the event of the death, resignation, retirement, removal or disqualification of a director during his term of office, his successor shall serve the remainder of his term.

SECTION 5. REMOVAL: Any person serving as an area director or an at-large director may be removed at any time with or without cause by a vote in person or by proxy of the voting members at a meeting specifically called for that purpose at which a quorum is present and for which written notice of the purpose of the meeting is sent to all voting members.

SECTION 6. VACANCIES: Any vacancy occurring in the area directors or the at-large directors may be filled by the voting members or by the Board of Directors, whichever group shall

first act. If the directors remaining in office do not constitute a quorum, the remaining directors may fill the vacancy by the affirmative vote of a majority of the remaining directors.

SECTION 7. CHAIRMAN OF BOARD: The President shall serve as the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

SECTION 8. EX OFFICIO MEMBERS: The Board, by resolution, may designate ex officio members of the Board of Directors who may attend all meetings of the Board of Directors, but shall not be entitled to vote on any matter.

ARTICLE V

MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Board of Directors may provide, by resolution, the time and place within the State of North Carolina, for the holding of additional regular meetings.

SECTION 2. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the President or by any three (3) directors. Such a meeting shall be held at the principal office of the corporation, or at such other place designated by a majority of the members of the Board of Directors.

SECTION 3. NOTICE OF MEETINGS: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least seven (7) days before the meeting, give or cause to be given notice thereof by any usual means of communication. Such notice shall specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the directors to a later time without further notice. Notwithstanding the foregoing, if at least three (3) directors shall conclude that a special meeting of the Board of Directors must be held for emergency reasons, then the person or persons calling the special meeting of the Board shall, at least twenty-four (24) hours prior to the meeting, give or cause to be given notice thereof, including the emergency reason for the meeting, by telephone or facsimile transmission.

SECTION 4. WAIVER OF NOTICE: Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice of such meeting unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 5. **QUORUM:** One-third (1/3) of the number of directors then serving as such shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 6. **MANNER OF ACTING:** Unless the North Carolina Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws require the vote of a greater number of directors, the affirmative vote of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 7. **PRESUMPTION OF ASSENT:** A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or to transacting business at the meeting, or (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) he or she files written notice of his or her dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action taken.

SECTION 8. **ACTION WITHOUT MEETING:** Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by two-thirds (2/3) of the members of the Board and written notice of such action taken is mailed to all of the remaining members of the Board within ten (10) days after such action is taken. The action must be evidenced by one or more written consents signed by two-thirds (2/3) of the directors then in office before or after such action, describing the action taken, and included in the minutes or filed with the corporate records.

SECTION 9. **COMMITTEES OF THE BOARD:**

(a) Management Committee. There shall be a Management Committee of the Board whose members shall consist of the President, First Vice President, Vice Presidents, Secretary, Treasurer, and Immediate Past President. The Management Committee shall have and exercise all of the authority of the full Board of Directors of the corporation in the management of the corporation, subject to the direction of the full Board of Directors, to the extent not otherwise limited by law.

(b) Audit Committee. The Audit Committee shall be composed of the Treasurer and at least two (2) other members of the Management Committee for the purpose of overseeing the accounting and financial reporting processes and audits of the financial statements.

(c) Other Committees. The Board of Directors may create other committees of the Board and appoint members of the Board of Directors to serve on them. Each committee of the Board must have two (2) or more members and to the extent authorized by law may exercise such authority of the Board of Directors granted to that committee by resolution of the Board of Directors. Each committee member serves at the pleasure of the Board of Directors.

(d) Method of Acting. The provisions in these Bylaws governing meetings, actions without a meeting, notice and waiver of notice, quorum, and the voting requirements of the Board of Directors shall apply to committees of the Board established under this Section and shall apply to standing committees of the NCTA to the extent not otherwise specifically set forth in these Bylaws.

SECTION 10. STANDING COMMITTEES. The corporation shall have the following standing committees which shall report to the Board of Directors, or the President if so directed by the Board of Directors:

(a) Nominating Committee. The Nominating Committee shall be composed of five (5) members, one (1) of whom shall be the Immediate Past President who shall serve as Chairman of the Nominating Committee. The remaining four (4) members of the Nominating Committee shall be elected for two (2) year terms at the annual meeting of the members of the corporation. In addition to the Immediate Past President, two (2) members of the Nominating Committee must be members of the Board of Directors. No officer may be a member of the Nominating Committee and only one (1) member may be from the same organization member. The Management Committee shall fill any vacancy on the Nominating Committee. The Nominating Committee shall make nominations for officers, area directors, at-large directors, and members of the Nominating Committee, to be voted on at the next annual meeting of the members of the corporation. Such nominations shall be delivered to the Secretary on or before January 1 of every two (2) years and notice thereof shall be given to each member along with notice of the annual membership meeting. Any vacancies in the nominations delivered to the Secretary of the corporation shall be filled by the Nominating Committee and the name of such person so nominated shall be placed in nomination at the annual meeting of members by a member of the Nominating Committee. Nominations for any position may be made by any voting member from the floor at the annual meeting of members.

(b) Sanctioning and Scheduling Committee. The Sanctioning and Scheduling Committee shall be composed of such persons as may be appointed by the President and it shall be responsible in conjunction with the STA for organizing the North Carolina Senior, Adult, and Junior Circuits, and sanctioning and scheduling all tournaments within the State of North Carolina. This Committee shall meet at least annually and shall make recommendations for the awarding of the NCTA Junior, Adult, and Senior Championships to organization members bidding at the annual meeting of members to hold such events. The organization member holding state tournaments shall be selected by the Board of Directors in its discretion.

(c) Adult Competition Committee. The Adult Competition Committee shall be composed of such persons as may be appointed by the President and it shall be responsible for administering all adult and senior competition programs and recommending to the Board helpful or appropriate changes in adult and senior competition regulations.

(d) Junior Competition Committee. The Junior Competition Committee shall be composed of such persons as may be appointed by the President and it shall be responsible for administering all junior programs and recommending to the Board helpful or appropriate changes in junior tennis regulations.

(e) Adult Leagues Committee. The Adult Leagues Committee shall be composed of such persons as may be appointed by the President and it shall promote and develop the growth of tennis by offering and administering adult and senior league programs for the members of the NCTA.

(f) Grievance Committee. The Grievance Committee shall be composed of at least three (3) persons as may be appointed by the President with the approval of the Management Committee and it shall be responsible for enforcing the Articles of Incorporation, Bylaws, and all of the rules and regulations of the NCTA, the STA, and USTA, and the USTA standards of conduct, fair play, and good sportsmanship. The Grievance Committee shall conduct its proceedings in accordance with the process approved by the Board of Directors of NCTA.

Unless otherwise specifically provided in these Bylaws, each standing committee chairperson shall (a) be appointed by the President at the beginning of his or her term of office, (b) serve at the pleasure of the President, (c) recruit, in addition to the members appointed by the President, such additional members to serve on such committee as may be necessary to do the committee's work, (d) convene and hold committee meetings as necessary, and (e) oversee the fulfillment of all goals and objectives of such committee. Committee members may participate in any committee meeting by means of a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other and participate. Committee meetings may be called by the chairperson or any two (2) committee members. No committee member may act by proxy or power of appointment.

SECTION 11. AD HOC COMMITTEES. The President may create and appoint committee chairpersons of such ad hoc committees as the President shall deem appropriate or desirable for the work of the corporation. Such ad hoc committees will report the results of their work to the President.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS OF THE CORPORATION: The officers of the corporation shall consist of a President, First Vice President, Vice President, such other vice presidents as may be designated by the Nominating Committee from time to time, Secretary, and Treasurer. The Board of Directors may appoint Assistant Secretaries and Assistant Treasurers from time to time in its discretion, but such assistants shall not be members of the Board of Directors and shall not have any right to vote because of being such assistants. Any two (2) or more offices may be held by the same person but no officer may act in more than one capacity at any one time.

SECTION 2. ELECTION AND TERM: The President, First Vice President, Vice President(s), Secretary, and Treasurer shall be elected by the members entitled to vote at the annual meeting of members, and shall serve without compensation. Each officer shall serve for a term of two (2) years

and shall hold office until his or her death, resignation, removal, or until his or her successor shall be elected or appointed. Officers may serve successive terms. In the event of the death, resignation, retirement, removal or disqualification of an officer during his or her term of office, his or her successor shall serve the remainder of his term.

SECTION 3. REMOVAL: Any officer elected by the voting members may be removed by the voting members by a vote in person or by proxy at any time with or without cause at a meeting of the voting members specifically called for such purpose at which a quorum is present and for which specific notice is given to all voting members.

SECTION 4. RESIGNATION: An officer may resign at any time by communicating his or her resignation to the corporation, orally or in writing. Any vacancy occurring in an office of the corporation may be filled by the voting members or by the Board of Directors, whichever group shall first act.

SECTION 5. 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 or she shall, when present, preside at all meetings of the members, all Board of Directors meetings, and all Management Committee meetings. He or she shall appoint the chairperson of all standing committees (unless otherwise specifically provided herein), and he or she shall be an ex officio member of all committees. He or she shall sign, with the Secretary, an Assistant Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, 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 or she 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 6. FIRST VICE PRESIDENT: In the absence of the President, or in the event of his or her death, inability or refusal to act, the First Vice President 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. The First Vice President shall perform such other duties as from time to time may be prescribed by the President or the Board of Directors.

SECTION 7. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall serve in an advisory position to the current President and the Board of Directors, shall serve as the Chairman of the Nominating Committee, and shall perform such other duties as from time to time may be prescribed by the President or Board of Directors.

SECTION 8. VICE PRESIDENT(S). In the absence of the President and the First Vice President, or in the event of their death, inability or refusal to act, the Vice Presidents, in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the President, or the First Vice President, and when so acting shall have all

the powers of and be subject to all the restrictions upon the President and the First Vice President. Any Vice President shall perform such other duties as from time to time may be prescribed by the President or Board of Directors.

SECTION 9. SECRETARY: The Secretary shall perform or delegate the following responsibilities:

(a) Maintain a written list of the names, addresses and telephone numbers of all members of the Board of Directors and record their attendance at meetings;

(b) Maintain a written list of the names, addresses and telephone numbers of all committee members;

(c) Maintain a written list of the names and addresses of all members of the corporation;

(d) Keep the minutes of the meetings of members, of the Board of Directors, and of all committees in one or more books provided for that purpose;

(e) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(f) Maintain and authenticate the corporate records of the corporation and be custodian 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;

(g) Attest the signature or certify the incumbency or signature of any officer of the corporation;

(h) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors; and

(i) Maintain the corporation's archival records.

SECTION 10. TREASURER: The Treasurer shall perform or delegate the following responsibilities:

(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 the name of the corporation in its authorized depositories;

(b) Maintain appropriate accounting records as required by law;

(c) Prepare or cause to be prepared annual financial statements of the corporation that include a balance sheet as of the end of the fiscal year and an income and cash flow statement for that year, which statements shall be made available to the members to the extent required by law;

(d) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

SECTION 11. EXECUTIVE DIRECTOR. The corporation may employ an Executive Director, who shall be the chief operating officer of the corporation, subject to the provisions of these Bylaws and to the supervision and control of the Management Committee, or the President if the Management Committee delegates to the President its responsibility for such supervision and control of the Executive Director. The Management Committee, and only the Management Committee, shall have the authority to hire, to set the compensation of, and to terminate the services of, the Executive Director. The Executive Director shall keep the President and the Management Committee fully informed regarding all material matters and business affairs of the corporation and faithfully execute and follow all policies and procedures as may be established from time to time by the Management Committee or the Board of Directors. The Executive Director shall be an ex officio member of the Board of Directors and each committee of the Board and the standing committees of the corporation. The Executive Director shall perform such additional duties which are consistent with her position as Executive Director of the corporation as may be assigned by the Management Committee or the President. The Executive Director, with the approval of the Management Committee, may hire such additional administrative personnel from time to time as may be necessary or appropriate to do the work of the corporation.

ARTICLE VII

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 in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by 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 the 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 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 may be selected by or under the authority of the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

Any person who at any time serves or has served as an officer or director of the corporation, or who, while serving as an officer or director of the corporation, serves or has served, at the request of the corporation, as a trustee or administrator under an employee benefit plan sponsored by the corporation, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney fees, incurred by him in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation.

Any person who at any time after the adoption of these bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

ARTICLE IX

GENERAL PROVISIONS

SECTION 1. **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 is inscribed SEAL; and such seal, as impressed or affixed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

SECTION 2. **FISCAL YEAR:** The fiscal year of the corporation shall be fixed by the Board of Directors.

SECTION 3. **AMENDMENTS:** The Articles of Incorporation and these Bylaws may be amended, restated or repealed (1) by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors, or (2) the affirmative vote of a majority of the Area Directors voting on behalf of the members.

I, _____, the duly elected, qualified and acting Secretary of _____, do hereby certify that the foregoing are the Amended and Restated Bylaws of _____ adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation this ____ day of _____, 200_.

(CORPORATE SEAL)

Secretary