

BYLAWS
OF THE
LOUISIANA
TENNIS
ASSOCIATION

TABLE OF CONTENTS

<u>SECTION</u>	<u>PAGE</u>
1. IDENTITY AND PURPOSES	1
2. PROHIBITION AGAINST DISCRIMINATION	1
3. OFFICE	2
4. FISCAL YEAR	2
5. AGENT FOR SERVICE OF PROCESS	2
6. MEMBERS	2
7. DUES	2
8. OFFICERS	3
9. BOARD OF DIRECTORS	5
10.VACANCIES AND REMOVAL OF DIRECTORS AND OFFICERS	6
11.COMMITTEES	7
12.NOMINATING PROCEDURES	12
13.GRIEVANCE PROCEDURES	12
14.RECIPROCITY	15
15.MEETINGS OF THE ASSOCIATION	16
16.PROXY VOTING IS PERMITTED	17
17.VOTING	17
18.INDEMNIFICATION	18
19.AMENDMENT AND REPEAL OF BYLAWS	19
20.DISSOLUTION	19
21.EFFECTIVE DATE OF THESE BYLAWS	19

BYLAWS OF THE LOUISIANA TENNIS ASSOCIATION

1. IDENTITY AND PURPOSES

The corporation shall be known as Louisiana Tennis Association, Inc. (“the LTA”) that is incorporated under the laws of the State of Louisiana as a nonprofit corporation. The LTA is a district association of the Southern Tennis Association, Inc. (the “STA or USTA Southern”) that functions in accordance with the Constitution, Bylaws, and Regulations of the United States Tennis Association Incorporated (“USTA”) and the Constitution, Bylaws and Regulations of the STA. In the event any LTA Bylaw or regulation conflicts with any bylaws or regulation of the USTA or STA, the latter shall control to the extent of the conflict.

The LTA administers the game of tennis within the geographical area assigned to it by the STA. Its purposes include the following:

To promote the development of tennis as a means of healthful recreation and physical fitness;

To promote and develop the growth of tennis through recreational and competitive programs and activities for all ages and skill levels;

To establish and maintain rules of play and high standards of amateurism and good sportsmanship;

To foster amateur tennis tournaments and competitions;

To generally encourage through tennis the development of health, character, and responsible citizenship; and

To carry on other activities permitted by a corporation exempt from federal income tax under Section 501(c) (4) of the Internal Revenue Code.

2. PROHIBITION AGAINST DISCRIMINATION

The LTA encourages, sanctions, and conducts tennis tournaments and competitions open to tennis players without regard to race, religion, color or national origin, or any other factors prohibited from consideration by the USTA as well as federal, state and local law, under the best conditions possible so as to effectively promote the game of tennis with the general public. However, participation in divisions of tournaments and other events may be restricted on the basis of sex or age (or citizenship for closed events).

3. OFFICE

The principal office of the LTA shall be located at a place designated by the Board of Directors (“Board”).

4. FISCAL YEAR

The calendar year shall be the LTA’s fiscal year unless otherwise established by the Board.

5. AGENT FOR SERVICE OF PROCESS

The LTA Board shall appoint an agent for service of process to be listed with the Louisiana Secretary of State’s office.

6. MEMBERS

The USTA Bylaws specify that the categories of USTA membership are Organization Members, Individual Members and Honorary Members. The LTA governs USTA Organization Members located within the geographic area assigned to it by the STA and USTA, and also governs Individual Members whose membership is assigned to the LTA. More specifically, the members are as follows:

Organization Members

Any organization of a permanent character located within the boundaries of the LTA interested in the purpose of the USTA is eligible for membership as follows:

Community Tennis Association

Any multi-purpose, incorporated, geographically defined, not-for-profit, volunteer support organization that supports or provides comprehensive programs.

Clubs

Any private or commercial club, resort, hotel, condominium, apartment complex, or homeowners association that controls and maintains tennis facilities.

Schools

Any elementary or secondary school, college, university, or other educational institution.

Parks and Recreational Department

Any municipal, parish, or other public entity that fosters tennis activity.

Program Delivery or Service Organization and Other Entities

Any other organization or private entity, including a limited or single focus tennis association that actively conducts, controls, supervises tennis activities or is interested in the promotion of tennis.

Individual Members

Any individual residing within the State of Louisiana who is a member in good standing of the USTA is automatically an Individual Member of the LTA. The categories of Individual Membership are as follows:

Junior – Any individual under the age of 19 years.

Adult – Any individual 19 years or older.

Senior – Any individual 70 years or older.

Family – Residents of the same household who consider themselves a family.

Life - an individual of any age.

Honorary Member

Honorary members are elected by the LTA Executive Committee.

7. DUES

Annual Membership shall be computed and paid within time limitations as established by the Constitution of the USTA.

8. OFFICERS

As officers the LTA shall have a President, an Executive Vice President, two Vice Presidents, a Secretary, and a Treasurer, all of whom shall be Directors and shall serve without compensation. All officers shall take office upon election at the annual meeting in December in even-numbered years and shall serve for a two-year term or until their successors are elected and qualified. Presidents are limited to one two-year term, and may never stand for election for any consecutive term.

President

The President shall be the Chief Executive Officer and Chair of the Board. The President shall convene and preside at all meetings of the membership, the Board, and the Executive Committee. The President shall be an ex officio member of all committees.

Executive Vice President

The Executive Vice President shall assist the President in the performance of the President's duties and shall exercise all the powers of the President in the case of the President's resignation, incapacity, removal, or death. The Executive Vice President shall preside over all meetings of the membership, the Board, or the Executive Committee at which the President is not present.

Vice Presidents

Each Vice President shall perform such duties as assigned to him or her by the President and shall assist the President and the Executive Vice President in the performance of their duties.

Secretary

The Secretary shall have charge of the books, documents and papers as the Board determines, and shall have custody of any corporate seal. The Secretary shall prepare and keep the minutes of all the meetings of the membership, the Board, and the Executive Committee. The Secretary shall monitor the keeping of membership records and the giving of notice of meetings. The Secretary may delegate to the LTA's Executive Director the responsibility of maintaining all meeting minutes and other organizational documents. The Secretary shall calculate and certify the voting strength of members, determine the existence of a quorum, and count any votes cast. The Secretary may affix the corporate seal when so authorized or ordered by the Board. The Secretary shall perform other duties as may be assigned by the Board.

Treasurer

The Treasurer shall monitor the financial management and controls of the LTA and budgeting process, including the development of its annual budgets for approval by the Board. The Treasurer shall have custody of all funds, property and securities of the LTA. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the LTA, and shall deposit or cause to be deposited all monies and other valuable effects of the LTA in the name and to the credit of the LTA in banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render or cause to be rendered a statement of the LTA's accounts. The Treasurer shall at all reasonable times exhibit or cause to be exhibited the books and accounts to any Officer or Director of the LTA. The Treasurer shall perform all duties incidental to the office of Treasurer, subject to the control of the Board, and shall perform other duties as may be assigned by the Board. The Treasurer shall be the chair of the Finance Committee.

Sectional Delegate

The President shall represent the LTA as its Southern Sectional Delegate and shall cast the votes of the LTA at meetings of the voting members of the STA as set forth in the Bylaws of the STA. The Executive Vice President shall represent the LTA as its Alternative Delegate and shall be empowered to act for and on behalf of the LTA when the President/Delegate is unable to act. In the event neither the President nor the Executive Vice President is able to act as Delegate or Alternate Delegate, the LTA's Board shall select and empower any other member of the Board to act in their absence.

9. BOARD OF DIRECTORS

Responsibilities and Qualifications

The Board of Directors shall manage the affairs of the LTA. Each Director must be at least 18 years of age, a resident of the State of Louisiana, a citizen of the United States and a member in good standing of the USTA. The Directors must serve without compensation.

Composition

The Directors of the LTA Board shall be the officers, the five Regional Representatives, the Immediate Past President, all active Past Presidents, who are collectively considered to be a single director ("Collective Director"), one USPTA Professional, one Teaching Professional, and two At Large Delegates. Each Director shall be entitled to one vote at all Board of Directors meetings, except that the strength of the active Past Presidents (excluding the Immediate Past President) present at such meeting shall be one (1) vote, determined by a simple majority of said present active Past Presidents.

Regional Representatives

The Regional Representatives represent the following geographic regions:

Northern – Caddo, Bossier, Webster, Claiborne, Union, Morehouse, West Carroll, East Carroll, Madison, Richland, Ouachita, Lincoln, Jackson, Bienville, Desoto, Red River, Natchitoches, Winn, Caldwell, Franklin, Tensas, Catahoula, and Concordia.

Southwest – Sabine, Grant, LaSalle, Avoyelles, Rapides, Vernon, Beauregard, Allen, Evangeline, St. Landry, St. Martin, Lafayette, Acadia, Jefferson Davis, Calcasieu, Allen, Cameron, Vermillion, Iberia, and St. Mary.

Eastern – Pointe Coupee, West Feliciana, East Feliciana, St. Helena, Livingston, East Baton Rouge, West Baton Rouge, Iberville, Ascension, St. John the Baptist, St. James and Assumption

Southeast – St. Bernard, Orleans, Jefferson, St. Charles, Terrebonne, Lafourche and Plaquemines.

Northshore – Washington, St. Tammany and Tangipahoa

Board Meetings

The Board shall meet not less than twice a year, at a time and place scheduled by the President. Matters involving the LTA are to be reported and discussed, and the policies of LTA governance are to be established. Additional Board meetings may be scheduled by the President with notice of at least two business days.

The Board or any committee of the Board may hold a meeting by means of a conference telephone or similar electronic equipment providing all directors participating in the meeting may simultaneously hear and speak to each other. Participation by a director in a meeting by this means shall constitute presence in person.

A quorum for the transaction of business by the Board shall be not less than a simple majority of those Directors who have voting rights. A simple majority of the voting Directors present shall constitute action of the Board, except that amendments or repeal of the Bylaws require a supermajority vote of two-thirds of all Directors who have voting rights.

Action without a meeting

Any action required or permitted to be taken by the Board may be taken without a meeting upon the unanimous written consent of the Directors who have voting rights, which consent shall set forth the action so taken.

10. VACANCIES AND REMOVAL OF DIRECTORS AND OFFICERS

If a vacancy occurs in any office or on the Board, the remaining Directors may, by a majority vote, elect a successor for the unexpired term (except that a vacancy in the office of the Immediate Past President shall not be filled).

At any meeting of the Board, any officer or member of the Board may be removed for cause by a vote of not less than two-thirds of the entire Board of Directors and a successor may be elected.

11. COMMITTEES

The LTA shall have Board Committees comprised solely of LTA directors, and also Member Committees whose members may include non-directors as well as directors. The Executive Committee shall appoint the members of the Finance and Investment Committee. The President shall appoint the Chairs and members of all Member Committees, and they shall serve at the pleasure of the President.

BOARD COMMITTEES

Executive Committee

The Executive Committee shall consist of the officers of the LTA. The President shall serve as the Chair. The Executive Committee may exercise all of the powers of the Board when the Board is not in session, provided that the Executive Committee shall be at all times accountable to and subject to the control of the Board, and provided further that the Executive Committee shall have no authority as to the following matters: (i) the filling of vacancies on the Board or in any committee other than the Finance and Investment Committee; (ii) the amendment or repeal of these bylaws or the adoption of new bylaws; (iii) the amendment or repeal of any resolution of the Board; and (iv) the removal of Directors or Officers. The Executive Committee shall select a certified public accountant to conduct an annual independent audit of the LTA's financial statements; the Treasurer shall facilitate the relationships on behalf of the Executive Committee. The Executive Committee also selects the outside financial advisor to manage the employee retirement plan. A meeting of the Executive Committee may be convened by the President or by a majority of the Executive Committee members.

Finance and Investment Committee

The Finance and Investment Committee, under the direction of the Treasurer who serves as its Chair, oversees the finances of the LTA and is responsible for reporting to the Board about all fiscal matters pertaining to the LTA. The Finance and Investment Committee prepares the annual budget for approval by the Board. The Finance and Investment Committee is responsible for the management of LTA corporate investments such as its investment portfolio. The Finance and Investment Committee has the authority to engage an outside consultant to provide expert financial advice as needed.

MEMBER COMMITTEES

Adult Tournament Committee

The Adult Tournament Committee is responsible for: (1) studying all adult activities and making recommendations on all policies relating to adult competitive tennis; (2) development of uniform guidelines for ranking adult players; (3) solicitation of sites for USTA Louisiana Adult Sanctioned tournaments with recommendations from the Tournament and Sanctioning Committee; (4) coordination and promotion of all matters pertaining to senior competitive tennis; and (5) coordination of the Southern Senior Cup Team Championships.

Adult League Committee

The Adult League Council is responsible for the organization and administration of Adult League Tennis Programs throughout the State.

Awards Committee

The Awards Committee is responsible for reviewing all applications submitted, and awarding and presenting at the annual meeting the LTA recipient in each category.

Community Tennis Association Committee

The Community Tennis Association Committee shall be composed of a Chairman, the five Regional Representatives and such other persons as shall be named by the President. The Committee shall be responsible for overseeing the orderly development of Community Tennis Associations (“CTA”) and their development of grass roots tennis programs in the State of Louisiana and evaluating the performance of CTAs on a timely basis. The Committee shall evaluate requests for LTA grants and make recommendations to the Board about the grants. In reviewing any request for funding from the LTA, the Committee shall take into consideration, among other things, the financial status of the Community Tennis Association making the request.

Employee Relations Committee

The Employee Relations Committee is responsible for evaluating the LTA staff and recommending their salaries or other benefits, and bonuses, if any, for inclusion in the budget that is subject to Board approval. The Committee also investigates employment matters pertaining to the staff and is to keep the Board apprised of all pertinent developments that may require its attention.

Grievance Committee

The Grievance Committee is responsible for handling Grievances as set forth in these Bylaws.

The Grievance Committee is comprised of at least three committee members plus a Chair. In the event any of the Grievance Committee members are unable to participate or recuse themselves from a grievance proceeding, the President must appoint their replacement(s) for that particular grievance.

Junior Competition Committee

The Junior Competition Committee (“JCC”) is comprised of at least five committee members plus a Chair. The JCC works with the LTA staff liaison in adhering to USTA and STA rules and regulations governing junior tennis as it pertains to Louisiana. The JCC Chair serves as the LTA’s District Endorser in the selection of Louisiana players to compete in the Southern Closed Championships, and the Chair presides over the JCC which meets to choose those players based on the applicable rules and regulations. The JCC organizes and oversees the Junior Qualifying Tournament for eligibility for the Southern Closed. The JCC also chooses the players and coaches to represent Louisiana at the Southern Junior Cup Championships. The JCC also proposes junior tournament rules and regulations for the LTA where appropriate. The JCC also oversees Junior Team Tennis in Louisiana.

Legal Committee

The Legal Committee shall be comprised entirely of lawyers, at least one of whom must be a member of the Board. The Committee oversees all legal issues concerning the LTA and keeps the Board informed of all legal matters that may require notification, approval or other action to be taken on behalf of the LTA. However, the Legal Committee has no authority to bind the Board with respect to litigation or legal transactions, as such authority shall be vested with the Executive Committee, which may delegate that authority to the President.

Marketing Committee

The Marketing Committee is responsible for developing a plan to maximize the promotion of LTA, STA and USTA programs.

Diversity Committee

The Diversity Committee serves to foster the development of tennis in diverse communities throughout the State of Louisiana and to include members of those communities in LTA governance, as well as participation in programs, leagues and tournaments.

Nominating Committee

The Nominating Committee shall make nominations for Directors, Regional Representatives, officers and members for Nominating Committee. The Nominating Committee shall be composed of five members, one of whom shall be the Immediate Past President who shall serve as Chairman. If the Immediate Past President is unable or unwilling to serve, the Nominating Committee shall nominate the successor to be approved by the Board. The four members of the Committee other than the Immediate Past President shall be elected for a single two-year term at the Annual Meeting. In addition to the Immediate Past President, two members of the Nominating Committee must be members of the Board. No officer may be a member of the Nominating Committee and no two members may be from the same member club or organization. No member may serve on the Nominating Committee more than four consecutive years. Two members of the Nominating Committee shall be nominated to serve for a second consecutive two-year term. The Executive Committee shall fill a vacancy for any cause on the Nominating Committee prior to the filing of its report, by appointment.

Public Parks Committee

The Public Parks Committee is responsible for producing a general annual assessment of the Louisiana State Public Tennis Facilities with the intent of educating the Board on public tennis concerns. Topics covered should include facilities, problems and issues this Committee feels relevant to the growth and/or survival of public tennis facilities in Louisiana. The assessment will be presented annually at a Board meeting designated by the President.

Tournament and Sanctioning Committee

The Tournament and Sanctioning Committee shall be responsible for recommending proposed tournament rules and regulations for approval by the Board governing Junior and Adult sanctioned tournaments in Louisiana. The Chair of the Committee has the authority to appoint representatives of the LTA to assist and oversee any sanctioned tournament in the state of Louisiana. The Committee shall be responsible in conjunction with the STA for organizing the Louisiana Adult and

Junior Circuits, sanctioning and scheduling all tournaments, within the boundaries of the LTA. The committee shall meet at least annually and shall make recommendations for the awarding of the LTA Junior and Adult championships to members bidding therefore at the Annual Meeting. Final decisions shall be made by the STA membership at its annual meeting.

Tennis Officials Committee

The Tennis Officials Committee is responsible for: (1) Solicitation of prospective umpires and referees; (2) Teaching and training umpires and referees through umpire clinics and tournament workshops; (3) Testing and certification of tennis officials; (4) Recommending qualified directors/referees that can give assistance to tournaments upon request; (5) Development of material that might be helpful to tournament directors related to tournament draws and scheduling.

Wheelchair Committee

The Wheelchair Committee is responsible for overseeing the effort to promote growth in all of wheelchair tennis, including but not limited to the following: (1) Sanctioning of wheelchair tournaments; (2) Setting up instructional wheelchair workshops; (3) Rankings; (4) Certifying professional wheelchair instructors; (5) Developing wheelchair tennis at the collegiate level; and (6) Overseeing an inclusive player database throughout the State.

Committee Governance

All committee members shall serve without compensation and must be individual members of the USTA.

Each Committee shall have a Chair to preside over committee meetings, and except as otherwise provided above, the President shall choose the number of members each committee shall have. The President shall appoint Committee Chairs and Committee members within thirty days of being elected President. The appointees shall serve at the pleasure of the President.

Each Committee has the authority stated in the Bylaws or delegated by the Board by resolution or charter.

A simple majority of committee members shall constitute a quorum and action of the committee shall be a simple majority of those committee members present. The meetings may be conducted in person or by telephone. The Committee Chair is

responsible for ensuring that minutes of the Committee meetings are recorded, and is to send them to the Executive Director for retention.

All Committees shall keep written minutes of their meetings; all such minutes shall be provided promptly to the Executive Director, the Secretary and the President; and all committees shall report to the Board on its actions and shall be subject to the control and oversight of the Board.

Formation of Other Committees

The President has authority to establish additional committees.

12. NOMINATING PROCEDURES

The Nominating Committee shall file nominations with the Secretary not later than 60 days before the Annual Meeting, and the Secretary shall post such notice on the LTA website no later than 30 days before the annual meeting. If prior to the Annual Meeting any person so nominated dies, becomes incapacitated, or declines to accept the nomination, the vacancy in the nominations may be filled by the Nominating Committee and the name of such replacement shall be placed in nomination at the Annual Meeting.

13. GRIEVANCE PROCEDURES

Jurisdiction

The Grievance Committee shall have jurisdiction over the enforcement of the LTA Articles of Incorporation, LTA Bylaws, Rules and Regulations, the Constitution, Bylaws, Rules and Regulations of the STA, the Constitution, Rules and Regulations of the USTA and the general, non-codified standards of conduct, fair play and good sportsmanship occurring at USTA sanctioned events. The Grievance Committee has no jurisdiction over anything that transpires at a tournament not sanctioned by the USTA or an event that is not sponsored by the USTA, STA, or LTA. The Chair of the Grievance Committee shall be the one to determine whether or not there is jurisdiction over a grievance before the Grievance Committee.

Handling of the Grievance

All actions before the Grievance Committee shall be handled in the following manner:

1. Whenever a written complaint, through the US mail, overnight carrier or by personal delivery, is filed with the Chairman of the Grievance Committee charging that any member has violated the Articles of Incorporation or any of the Bylaws, Rules and/or Regulations of the LTA, STA, or the USTA standards of conduct, fair play and good sportsmanship, the Chairman shall cause a copy of the written complaint to be sent, through the US mail, overnight carrier, personal delivery or email, to the last known address or email address of such member, along with notice that it has been received by the Chairman, and requesting an explanation within ten (10) days after the transmission thereof by the Chairman. After review of the written complaint, the response, if any, of the member and any statements and other evidence compiled by the Chairman, the Grievance Committee shall review the materials submitted and arrive at a written determination as to the merits of the grievance. The member so charged shall be promptly notified of the decision of the Grievance Committee and of the right to appeal in the manner as set forth below.

2. Within thirty (30) days after receipt of written notice of the decision by the Grievance Committee, the member penalized may appeal the decision to the Executive Committee of the LTA by addressing a written request, through the US mail, overnight carrier or by personal delivery, to the President of the LTA requesting review by the Executive Committee. The discipline imposed by the Grievance Committee shall be stayed automatically while the appeal is pending, except in the case of an egregious act involving bodily injury or the threat thereof where a suspension has been imposed pending the outcome of the grievance. The Executive Committee shall thereupon promptly review the evidence considered by the Grievance Committee and the findings of fact and the decision of the Grievance Committee. The Executive Committee shall not be required to hold any hearing. However, the Executive Committee may receive such further evidence, as it, in its absolute discretion, deems appropriate. Promptly following its review, the Executive Committee shall notify the member penalized of its decision. The Executive Committee shall have the power to affirm, modify or reject the decision of the Grievance Committee. Once the Executive Committee rules, the matter is final; there shall be no further appeal within the LTA.

3. The written complaint and any response shall be detailed to the fullest extent practicable. The complaint shall set forth all facts,

witnesses, and specifically identify the actions which are the subject of the complaint. The Grievance Committee may reject any complaint that fails to meet a minimum level of specificity. Each complaint and response thereto shall include a certification by the author that all assertions contained therein are true and correct.

4. If the Grievance Committee finds that any complaint is intentionally incomplete, without any factual basis, and/or was filed to harass, embarrass, and/or was otherwise intended primarily to portray the respondent member in a negative and false light, the Grievance Committee may impose upon the complainant any penalty or discipline which might be imposed upon a complainant as set forth below.
5. All action of the Grievance Committee shall be reported to the STA Disciplinary Committee and any other bodies or individuals deemed necessary by the Executive Committee.

Period of Limitation

The complainant has 60 days from the date of the alleged violation in which to bring a grievance or else the grievance will forever be barred under this LTA procedure.

Discipline

The Grievance Committee has authority to impose penalties to the full extent allowed by the STA and USTA for the violation proven. These penalties are:

- (a) Issue a written reprimand.
- (b) Place any person(s) or organization(s) upon probation under such terms and conditions as the Committee may deem appropriate. (Violation of any of the terms of probation shall constitute grounds for the imposition of additional penalties).
- (c) Suspend any person(s) or organization(s) from participating in any tournaments or other events under the Committee's jurisdiction which are sanctioned by the USTA, or STA, or its State Associations. In the event of an egregious act involving bodily injury or the threat thereof by the person against whom the grievance is filed, said person may be immediately suspended from participating in any tournaments or other events sanctioned by the LTA or STA, pending the outcome of the grievance.

- (d) Suspend any person who is associated with the member or event, including, but not limited to, a parent, guardian, coach, official or tournament staff member.
- (e) Impose loss of sanction.
- (f) Impose a fine not to exceed \$1,000.
- (g) Any combination of the above.

Confidentiality

The Grievance Committee must keep the grievance confidential, except when interviewing witnesses in conjunction with the investigation of the grievance and except when discipline has been imposed publicly.

Further Discipline

If the member has been found in violation and fails to comply with the discipline imposed, without having appealed within the deadline to appeal, then the Grievance Committee may impose further penalties. The member may appeal the further discipline to the Executive Committee in accordance with the appellate procedures above. If the member did appeal but failed to comply with the appellate decision of the Executive Committee, then the Executive Committee may impose further penalties and there is no right to appeal such further discipline under the authority of the LTA. No further discipline may be imposed by the Grievance Committee or Executive Committee without first notifying the disciplined member in writing of the accusation that he or she did not comply with the original discipline and allowing the member to submit a written response.

Reinstatement

Any member who has been suspended or expelled pursuant to the provisions contained herein may be reinstated at any time by the Executive Committee on evidence satisfactory to it that reinstatement is merited. Prior to taking any such action, the Executive Committee shall obtain the recommendations of the Grievance Committee.

14. RECIPROCITY

The LTA gives full faith and credit to the final decisions issued by the grievance or disciplinary bodies of the USTA, STA and every District within the STA and all other Sections of the USTA. Upon receipt of notice of such a final decision (all appeals have been concluded or the time for appeal has expired) by the Executive Director of

the LTA of the expulsion, banishment, or suspension from competing, attending, spectating, coaching, or officiating, by any player, parent, coach, tennis professional, guardian, person associated with any player or players or tournament official, the discipline imposed shall apply within this LTA as if it had been imposed by the grievance procedures of the LTA.

15. MEETINGS OF THE ASSOCIATION

Annual Meeting

The annual meeting of the LTA will take place on the first Saturday of December each year at a place and time of day established by the President. No later than 30 days before the date of the annual meeting, the secretary shall post on the LTA website the matters the Board will bring for a vote of the voting membership.

No later than 60 days before the date of the annual meeting, at least 20 percent of the Organization Members and of the individual members may submit to the secretary proposals to be voted on at the meeting. These membership proposals must not be contrary to the Constitution, Rules, Regulations of Bylaws of the USTA, STA or LTA, as decided by the Board in its sole discretion and no proposal to amend the Bylaws may be presented this way as only the Board has authority to propose amendments or repeal of the Bylaws.

Special Meetings

The Board may call a special meeting of the LTA at any time upon 30 days' notice to the voting membership as posted on the LTA website by the secretary.

A special meeting may also be called by at least 20 percent of Organization Members plus at least ten percent of individual members on a date, time and place that they select within Louisiana, so long as 60 days' notice is given to the Board. This special meeting cannot conflict with the scheduled annual meeting or special meeting called by the Board. Those calling the special meeting shall notify the Secretary of the Board, who shall certify the vote and notify the Board. The Secretary must post on the LTA website notice of such a special meeting 30 day before the meeting. The notice of special meeting by the foregoing members shall state the purpose of the meeting and only those matters stated in the request may be acted on at the special meeting.

Notice of Meetings

Written Notice of any meeting of members shall be deemed valid and sufficient if given via email to an email address for a member that has been provided to the

LTA by either the member or the USTA. For any members who do not provide an email address, notice will be given by US Mail.

Quorum and Action of LTA

A quorum for all meetings of the LTA shall be 20 percent of the Organization Members; there shall be no quorum required for the individual voting members. A majority of votes actually cast shall decide any matter properly brought before a meeting of members, except that Directors shall be elected by plurality vote.

16. PROXY VOTING IS PERMITTED

All members entitled to vote, may, by signing an appointment form (“Appointment”) or by an electronic transmission, appoint another person as proxy (“Proxy”) to vote or otherwise act for the member or director (as applicable). Unless (a) the Appointment or electronic transmission states that it is irrevocable and (b) the Appointment is coupled with an interest, an Appointment shall be revocable at will by the appointing party. Notwithstanding anything to the contrary therein, every revocable Appointment shall be deemed to expressly provide that the authority of the Proxy terminates, unless sooner revoked, at the completion of a meeting of the membership (including adjournments), which must be identified by date and hour in the Appointment. Every Proxy shall be bound by any express voting instructions in the Appointment. Unless otherwise expressly provided in an Appointment, it shall be deemed to confer on the Proxy a power to substitute by written instrument another person or persons in place of the Proxy to vote or otherwise act for the member or director (as applicable), within the limits specified in the Appointment, in the event of the inability or unwillingness for whatever reason of the Proxy to so vote or act.

17. VOTING

Voting at LTA Meetings shall be by CTA’s, clubs, schools, parks and Recreation Departments, Program Delivery or Service, Organization and other Entities, all of which are collectively referred to in the articles of incorporation as Class A Members (“Organization Members”), and also by Individual Members, who are referred to in the Articles of Incorporation as Class B Members. There shall be weighted voting based on voting strength.

The voting strength for Organization Members shall be computed as follows:

Community Tennis Associations – 100 votes for each association;

Club – 15 votes for each club plus one additional vote for each court within the specified club, with a maximum total of 30 votes

School – one vote for each school

Parks and Recreation Department – 30 votes plus 5 for each active facility with 6 or more courts

Program Delivery or Service Organization and Other Entities – 10 votes for each organization or other entity.

Each Individual Member shall have one vote except junior and Honorary members who will have no votes.

18. **INDEMNIFICATION**

The LTA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a Director or officer of the LTA, a committee member who is not a Director or officer of the LTA, or an employee or agent of the LTA designated for indemnification by the Board, or is or was serving at the request of the LTA as a Director, Collective Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person as a result of such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law. However, the indemnity is not mandatory, but rather is permissible, when the LTA has instituted such legal proceeding; and indemnification is permissible, but not mandatory, in cases in which the employees and agents are neither officers nor directors.

The President may authorize the reasonable reimbursement of any individual necessarily incurring travel, housing, meals, office, mailing, telephone or other expense in connection with the business of the LTA. All reimbursements shall be subject to review by the Board at the next ensuing meeting.

Upon receipt of proper documentation of expenses and subject to the approval of the President or the Executive Committee, the LTA may reimburse LTA Board Members and other persons for travel expenses incurred for STA and USTA meetings who are members of a committee, sub-chair or otherwise serve on a STA or USTA committee to the extent those travel expenses will not be reimbursed by the STA or USTA. Automobile reimbursement for mileage will be current IRS Mileage rate plus

parking and tolls. If 21-day advance coach airfare is lower than auto mileage costs, airfare amount will be reimbursed.

19. AMENDMENT AND REPEAL OF BYLAWS

These Bylaws shall be subject to amendment or repeal, and new Bylaws not inconsistent with any provisions of the Articles of Incorporation may be made either by (1) the affirmative vote of the majority of the members of the LTA present and voting at any annual or special meeting of the members provided a minimum of thirty (30) days prior notice of the proposed amendment or repeal be included in the notice of such meeting of members, or (2) by the affirmative vote of the majority of the members of the Board of Directors present and voting at any meeting of the Board of Directors, provided a minimum of ten (10) days prior notice (the requirement of ten (10) days prior notice may be waived by the Executive Committee) of the proposed alteration, amendment or repeal be included in the notice of such meeting of the Board of Directors; provided further that any amendment to the Bylaws of the STA and USTA concerning membership, dues and voting power of Organization Members shall automatically effect an amendment to the corresponding section of these Bylaws. Any such change shall be subject to review at the next annual meeting of the membership.

20. DISSOLUTION

On the dissolution of this corporation in the manner, provided by the law, all assets of this corporation, both real and personal, shall be sold for fair consideration, and, after payment of all obligations and expenses, the proceeds shall be donated to such charities or public institutions in such as the Board may direct.

21. EFFECTIVE DATE OF THESE BYLAW AMENDMENTS

These Bylaws, except for the Bylaws in Section 8. designating the officers of the LTA, become effective January 1, 2018 and supersede all previous Bylaws. The Bylaws in Section 8. designating the officers of the LTA become effective upon appointment of the Nominating Committee for officers to be elected and to take office at the December 2018 Annual Meeting.

2018 BYLAW AMENDMENTS:

September 22, 2018: Amendment proposed to increase the number of officers designated in Section 8 to include two Vice Presidents, rather than one.

Rationale: The election of a second Vice President was inadvertently omitted from the prior Amendment to the Bylaws and the addition of a second Vice President will allow the total number of Directors on the Board of Directors to be an uneven number, which it has been in the past.