



Articles of

Incorporation

Date: March 26, 2015

Approved: April 15, 2015

Article I. Name

The name of the Association shall be the “Loveland Tennis Association, a member organization of the United States Tennis Association, Inc.”

Article II. Mailing Address

The mailing address of this Association is P.O. Box 1385, Loveland, Colorado 80539-1385

Article III. Purpose

The purpose of the organization is to promote the long-term development of tennis as a means of healthful recreation and physical fitness on a non-profit basis in cooperation with the United States Tennis Association and other Associations in the pursuit of these aims.

Article IV. Membership

Section 1 - Individual Adult Membership

A member is considered an adult when he or she is 18 years old upon renewal of the Loveland Tennis Association dues as described in section 4.

Section 2 - Junior Membership

A member is considered a junior when he or she is under 18 years old upon renewal of the Loveland Tennis Association dues as described in section 4.

Section 3 - Family Membership

A family membership consists of one or two adult members plus any number of junior members as defined above.

Section 4 - Membership dues and membership term

Membership shall be open to all upon payment of such annual dues as fixed by the Board of Directors from time to time. Memberships are for one year, beginning March 1 through February 28 (29). There are no partial year memberships.

Article V. Board of Directors

Section 1 - General Powers

The property, affairs and business of the Association shall be managed and controlled and all powers shall be exercised by or under the authority of the Board of Directors.

Section 2 - Composition

The Board of Directors shall consist of not less than 5 or more than 17 directors. The number of directors on the Board of the Association may be increased or decreased by a majority vote of the Board. A Board member must be an adult member of the Association. Each director's term shall be for two (2) years with no limit on the number of elected terms that can be served.

Section 3 - Nominations/Elections

The directors shall be elected annually by the general membership. The association newsletter will ask for nominations for directors of the association. The election of directors will be completed prior to the end of the previous board members term. Each individual member is accorded one vote. The winning directors will be the candidates who received the largest number of votes. In the event the number of nominees exceeds the limit, a majority of the general membership vote will determine the directors. In the event of a tie, where the number of directors exceeds the maximum, the remaining director positions shall be determined by lottery.

Section 4 - Meetings

Regular Meetings: Regular meetings of the Board of Directors of the Association are open to all members.

Special Meetings: Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the notice of the meeting whenever called by the President or by a majority of the Directors then in office. Such notice shall be given to the board by the Secretary. In the event of his/her absence, any other officer of the Association may give notice. This notice will be given at least three days but not more than seven days before the meeting. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or the purpose(s) of the meeting therein.

General Membership Meetings: A meeting of the general membership of the Association may be held as deemed necessary or desirable. It may be considered an annual meeting for the purpose of election of the Board of Directors.

Section 5 - Quorum

A majority of the Directors must be present at a meeting in order to constitute a quorum.

Section 6 - Voting

The affirmative vote of a majority of the Directors at any meeting at which a quorum is present shall decide any questions brought before such meeting.

Section 7 - Vacancies

Vacancies among officers shall be filled by a current Director and by a vote of the Board of Directors. An officer so elected shall hold office until completion of the current term. Vacancies among Directors may be filled by appointment of the President. A Director so appointed shall serve the remaining term, and/or until the new Directors are elected.

Section 8 - Informal Action

Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

Section 9 - Removal

Any Director may be removed, for cause, at any time by the Board of Directors at any meeting. Causes may include, but are not limited to, missing more than 3 meetings within the same year.

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 committee shall be a Director or employee of the Association.

Article VII. Officers

Section 1 - Officers

The elected Directors shall elect the Association's officers from the pool of Directors. Each officer shall hold office until the beginning of the next year or until his/her successor shall be elected, unless prior thereto he/she dies, resigns or is removed from office.

The officers of the Association shall be President, Vice President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers as shall be desirable. Each officer of the Association shall have such authority, shall perform such duties, and shall hold office for such terms as may be prescribed by these Articles or by the Board of Directors. One or more offices may be held by the same Director, as may be deemed necessary or desirable by the Board of Directors. All officers shall perform such duties as detailed in the current job description for that office.

Section 2 - President

The President shall be the chief executive officer of the Association. He/she shall be subject to the provisions of the Articles and the direction of the Board of Directors. He/she shall preside at all meetings of the Board of Directors and shall perform all other duties incident to his/her office.

Section 3 - Vice President

The Vice President shall perform such duties as from time to time may be assigned by the Board of Directors. In the absence of the President or in the event of his/her inability to act, the Vice President so designated 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 of the restrictions upon the President.

Section 4 - Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and shall be responsible for the custody of all such minutes. Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Association.

In the absence of the Secretary or in the event of his/her inability to act, the President may appoint an Assistant Secretary to act temporarily in his/her place.

Section 5 - Treasurer

Subject to the direction of the Board of Directors, the Treasurer shall receive and disburse the funds of the Association. When necessary or proper, he/she shall endorse, on behalf of the Association for collections, checks, notes and other obligations, and shall deposit all funds of the Association in such banks or depositories as designated by the Board of Directors.

The Treasurer shall not exceed an expenditure amount greater than the limit set forth by the Board of Directors for each disbursement unless approved in advance by the Board of Directors, or if the expenses are part of the usual and customary expenditures of the Association, or if waiting for Board approval would cause said payment to be delinquent.

In the absence of the Treasurer or in the event of his/her inability to act, the President may appoint an Assistant Treasurer to act temporarily in his/her place. The Board of Directors may require the Treasurer and an Assistant Treasurer to be bonded for the faithful discharge of his/her duties in such sums and with such surety or sureties as the Board of Directors may determine.

A review of the financial statements and bank accounts shall take place periodically, but no less frequent than once per year. This financial review shall be conducted by one or more of the Directors on the Board. The treasurer shall provide all necessary reports and statements for review.

Section 6 - Resignations

Any Director, employee or agent of the Association or any member of any committee may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or any later time specified therein, and the acceptance of such resignations shall not be necessary to make it effective unless otherwise provided therein.

ARTICLE VIII. Miscellaneous

Section 1 - Contracts, etc.

Except as otherwise provided by law or Articles, such officer or officers, employee or employees, or agent or agents of the Association as shall be specified by the Board of Directors shall sign in the name and on behalf of the Association all deeds, bonds, contracts, leases and other instruments or documents, the execution of which shall be authorized by the Board of Directors, and such authority may be general or confined to specific instances.

Section 2 - Checks, Drafts, etc.

All checks, drafts, notes, bonds, bills of exchange or other orders, instruments or obligations for the payment of money shall be signed by such officer or officers, employee or employees or agent or agents of the association as shall be specified by the Board of Directors.

Section 3 - Corporate Seal

In the event the Association shall have a corporate seal, the seal shall be circular in form and shall have inscribed thereon the year of the Corporation's organization and the words "Corporate Seal" and "State of Colorado".

Section 4 - Fiscal Year

The fiscal year of the Corporation shall begin on January 1st and end on December 31st of the same year.

Section 5 - Notices and Waivers Thereof

Whenever any notice is required by the Articles, by the Certificate of Incorporation or by any law to be given to any Director, such notice, except as otherwise provided by law, shall be given in writing by registered mail with return receipt required. A waiver of any such notice in writing, signed by the person entitled to such notice, whether before or after the time of the action for which such notice is required, shall be deemed the equivalent thereof: and the presence without objection at any meeting of any person entitled to notice thereof shall be deemed a waiver of such notice to such person.

Section 6 - Conflict of Interest

In the absence of fraud, no contract or transaction between the Corporation and its Director or any other corporation or entity in which such Director is financially interested, shall be void or voidable for this reason alone or by reason that the Director was present at a meeting of the Board, or of a committee thereof, which approved such contract or transaction, provided that the fact of such common Directorship, or financial or other interest is disclosed to the Board or committee, and the Board or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested Director. Such Director may however, be counted in determining the presence of a quorum at such meeting. No such contract or transaction shall be void or voidable if the fact of such common Directorship, or financial interest is disclosed or known to the Directors entitled to vote and the contract or transaction is approved by a vote of the Board of Directors.

Section 7 - Limitation of Liability and Indemnity

Liability - No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director or employee of the corporation if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or confirmation furnished by officers or employees of the corporation which he/she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

Indemnity - Each Director, whether or not then in office, shall be held harmless and indemnified by the corporation against all claims and liabilities and all expenses reasonably incurred or imposed upon him/her in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which he/she may be made party by reason of any action taken or omitted to be taken by him/her as a Director of the corporation, in good faith, if such person, in the opinion of a court of the Board of Directors (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of

counsel for the corporation or upon statements made or confirmation furnished by officers or employees of the corporation which he/she had reasonable grounds to believe.

Section 8 - Books and Records

The corporation shall keep correct and complete books and records on account and shall also keep minutes of the proceedings of its Board and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote.

ARTICLE IX - Amendments

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