

Bylaws of Gay and Lesbian Tennis Alliance Inc.

This document is the Bylaws of the Gay and Lesbian Tennis Alliance, Inc. ("GLTA"), a nonprofit, tax-exempt corporation incorporated in the State of Delaware, United States of America. These Bylaws, the Certificate of Incorporation, and the GLTA Tournament Rulebook shall be the fundamental rules for the organization, administration, and operation of the GLTA.

Article I - Purpose

A. **Name** - The name of this organization is: "**Gay and Lesbian Tennis Alliance Inc.**"

B. **Mission** - The mission of the GLTA is to provide an open, safe, inclusive space and community that is committed to promoting and developing amateur tennis in the LGBTQ (Lesbian, Gay, Bi, Transgender and Queer/Questioning) Community. We support our member organizations by facilitating communication, providing shared infrastructure, and developing guidelines for use as uniform tournament standards in GLTA sanctioned events.

C. Purpose

- **Inclusion:** Our programs provide a supportive environment for participants without regard to ability level, sexual orientation, gender, race, religion, nationality, ethnic origin, political beliefs, age, physical challenge, or health status.
- **Community:** We view GLTA events as community-building activities which foster greater involvement, integration, and a sense of social responsibility among participants.
- **Autonomy:** Our pursuit of uniform tournament standards is balanced with a commitment to preserving the autonomy of our member organizations.

D. **Status** - The GLTA will be a non-profit, non-political organization and is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the US Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

E. **Gay Games** - The GLTA is the governing body of the sport of tennis within the Federation of Gay Games. The GLTA Board of Directors can appoint a representative to the Federation of Gay Games but not necessarily a GLTA Director.

Article II - Membership

A. **Definition** - The "Members" of the GLTA shall be all valid non-profit tennis organizations who seek representation within the GLTA and who follow the guidelines set forth in these bylaws and the GLTA Tournament Rulebook to maintain membership. New Members must be approved by a majority vote of the Board of Directors.

B. **Dues** – Membership dues shall be paid by all members upon application or re-application for membership. The amount of dues shall be determined by the GLTA Board of Directors.

C. **Tournament Fees** - All GLTA members who hold sanctioned GLTA tournaments shall pay player fees based on the number of tournament entries. These fees shall be determined by the GLTA Board of Directors.

D. **Termination** - Causes for termination of membership from the GLTA are: Non-payment of GLTA dues or failure to abide by these bylaws as interpreted by the GLTA Board of Directors.

E. **Representatives** - All GLTA Member Organizations in good standing are eligible to delegate one representative to vote on GLTA matters.

F. **Non Profit Objective** – Members must be organized for non profit purposes and must distribute any unretained net income exclusively to tax exempt nonprofit organizations.

Article III – GLTA Board of Directors and Representatives

A. **Authority** - Subject to the provisions of law, all GLTA powers shall be exercised by or under the authority of the Board.

B. **Officers** - Six Officers will form the Board of Directors of the GLTA – Secretary, Treasurer, and 4 At-Large Directors. Each Officer is required to work on two committees. The committees are: Communication, Marketing, Standards, Rankings, and Finance. Each Officer will serve a three-year term with a limit of two terms, and amended to reflect that any previously elected Board member will be eligible to run for two additional terms after a one year absence from the Board. The above referenced changes will begin with the 2016 Election. At least one Officer must reside in North America and at least one Officer must reside in Europe. Among and by these Officers, one person will be elected each year by majority vote to serve as CEO/President at the first GLTA Board of Directors meeting or conference call. If a majority is not achieved on the first ballot, the top two candidates shall engage in a run-off election.

C. **Representatives** - Each GLTA member organization will designate a representative to correspond with the GLTA and act as the official voting member in regards to bylaw changes and GLTA board elections. The passage of amendments to the bylaws will be by simple majority of those representatives plus the Board of Directors that vote on a particular item. Any GLTA member organization which has one of their members acting as a GLTA Officer may choose another person as their Official GLTA Representative.

D. **Elections** - There will be annual elections held for GLTA Officers voted on by GLTA Representatives. Officers' three-year terms will be staggered to maintain continuity on the Board. The cycle will be: an At-Large Director and the Treasurer, two At-Large Directors, then an At-Large Director and the Secretary. Each Officer will serve a three-year term. The term of all GLTA Officers shall begin January 1 of the year following election.

E. **Officer Position Descriptions** - The general duties of each Officer, unless redefined by the GLTA Board of Directors, shall be as follows:

Chief Executive Officer/President –Chief Executive Officer/President is responsible for the day to day operation of the GLTA, and is responsible for overseeing and assigning all GLTA Officer's activities. Any and all deeds, mortgages, bonds, contracts, or other instruments in the name of GLTA must be executed by the CEO/President with approval by the full Board. The CEO/President has the business responsibility to manage the assets of the GLTA based on Board oversight and approval, and the CEO/President provides updates/reports to the full Board and the membership at the two mandatory Board meetings. All financial filings as required by governmental authorities will be the responsibility of the CEO/President.

Secretary - Shall develop and maintain an information package geared toward new groups who may be seeking to organize or become more involved with the GLTA tour schedule. Responsibilities include administering the GLTA membership application process, maintaining the GLTA contact list with GLTA representatives from member organizations, compiling minutes of all GLTA meetings and disseminates

them to GLTA member organizations and assisting in printing and mailing of GLTA newsletters or other correspondence, as required.

The Secretary serves as the Corporate Secretary of the GLTA and custodian of its records, Certifies and ensures the original or copy of these bylaws is kept at the principal office and files GLTA documents with the State of Florida as required by law, Keeps at the principal office of the GLTA, or at such other place as the board may determine, minutes of all meetings of the Directors.

Treasurer - Responsible for collection of member dues and player fees from GLTA sanctioned events. Treasurer maintains GLTA accounts, issues semi-annual financial statements and plans, disperses GLTA funds as approved by the GLTA Board of Directors, and oversees all financial filings as required by governmental authorities.

At-Large Member – Responsible for working on at least two committees. Each committee must have at least two members.

Marketing – Responsibilities include interfacing with potential GLTA Tour Schedule sponsors, presenting opportunities to the GLTA Committee, and managing sponsorship agreements on behalf of the GLTA Board and Committee. The North American and European Marketing Directors must serve on this committee.

Tournament Standards – Responsibilities include developing tournament standards and guidelines for all GLTA sanctioned tournaments. Will develop, publish, and maintain an information package for all tournament directors, which will include suggested division formats, uniform level of play descriptions for GLTA tournaments, ITF guidelines and unique GLTA guidelines approved by the GLTA.

Rankings – Responsibilities include developing and maintaining a player ranking system to be used for tournament seeding in GLTA tournaments. Works closely with the Tournament Standards Director to integrate a ranking system compatible with the division formats used in our tournaments. Collects results from all GLTA tournaments and distributes updated player point rankings to tournament directors prior to each GLTA event or upon request.

Social Media Chair - Responsible for general promotion of the GLTA Tour Schedule through advertising, news releases and other media forms. This officer shall be the primary point of contact for new and emerging organizations and shall publish the GLTA newsletter.

Finance – Responsible for working with the CEO/President and the Treasurer on the GLTA Budget and financial reporting.

F. Webmaster Services – Responsible for maintaining the GLTA website which is the primary information source for GLTA clubs and players. Significant web experience is required. Webmaster services may be engaged as volunteers, contractors, or staff of the GLTA.

G. Meetings - The GLTA Board of Directors shall meet twice per year at a date, place, and time as determined by the Board. Notice of a meeting shall be given in writing to all Directors no later than 30 days in advance specifying the place, date, time, and purpose of the meeting. A quorum shall consist of four directors.

The expense reimbursement guidelines are as follows: \$2500 per year per Board member. All additional expenses incurred over the \$2500 limit that relates to Board related activities must be approved by the CEO/President. All additional expenses will be disclosed and reported immediately to the full Board.

H. Officer Vacancies – The Board of Directors may make an interim appointment to fill an officer vacancy until the next annual election. The named officer shall be empowered to act if the preceding officer declines to do so or fails to do so within a reasonable time

I. Removal of Officers – An officer may be removed from office by majority vote of the other Board members with any subsequent vacancy handled per Article III, Section. H.” A Board member that brings the organization in to disrepute or uses the intellectual property of the organization for personal gain shall be considered to be in violation of acceptable Board conduct upon a majority vote of the other Board members. The final removal of a Board member will be reviewed by an independent panel before the removal is finalized.

Article IV – GLTA Committee Communication

A. Committee Communication - The GLTA will hold meetings of Officers at least once each year as determined by the GLTA Board of Directors. An agenda will be sent to the membership organization representative 2 weeks prior to an official board meeting, exception would be emergency meetings and routine conference calls to conduct regular GLTA business. The representatives will be able to express their written opinion on any of the agenda items to be discussed to the CEO/President for consideration. The representative will then receive a written response from the CEO/President on the agenda item no longer than 4 weeks of the conclusion of the meeting.

Article V –Offices

A. Principal Office - The principal office of the corporation is located in the State of Florida. The address of the principal office is PO Box 10158, Daytona Beach, FL, USA 32120.

B. Change of Address - The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

C. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article VI -- IRS 501(c)(3) Tax Exemption Provisions

A. Limitations on Activities - No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in

opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Prohibition Against Private Inurement - No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

C. Distribution of Assets - Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

D. Private Foundation Requirements and Restrictions - In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article VII – Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting by unanimous written consent of all Directors. Such written consents shall be filed with the minutes of the proceedings of the Board.

Article VIII – Amending the Bylaws

A. The Bylaws of the Gay and Lesbian Tennis Alliance Inc. may be amended in any or all of its parts by a two-thirds vote of the GLTA Committee. If a response is not received from a GLTA Member, the absence of a response is deemed to be an “Acceptance” of the Bylaw Amendment.

B. Any proposed changes to the Bylaws should be presented in writing to all GLTA Member Organizations no less than two weeks prior to a vote to amend being held.

Adopted as required by law and these bylaws in Orlando, FL, USA

Secretary

This page is for informational purposes only and is not a part of the GLTA Inc. Bylaws

Original Charter of the unincorporated GLTA adopted July 4, 1991 in San Diego; Revisions approved by the Representatives at the GLTA Conventions in Atlanta on April 17, 1992, Toronto on May 15, 1995, Minneapolis on May 3, 1996, San Francisco on May 24, 1997 and by Committee vote in June, 1998, November, 1998, September, 2009, October 2016