

ARLINGTON COUNTY TENNIS ASSOCIATION, INC.
BY-LAWS (as of March 2010)

ARTICLE I. OFFICES

The principal office of the Arlington County Tennis Association, Inc. ("Corporation") shall be located at 300 North Park Drive, do Sports Division, Arlington, Virginia 22203.

In accordance with the Virginia Non-Stock Corporation Act, the Corporation shall maintain in the Commonwealth of Virginia, in such place as the Board of Directors designates, a office and a registered agent appointed by the Board whose office is identical with such registered office.

ARTICLE II. SEAL

The corporate seal of the Corporation shall be circular in form and shall contain the initials "ACTA", the words "Corporate Seal", and the words "Commonwealth of Virginia".

ARTICLE III. MEMBERSHIP

Membership in the Corporation shall be open to all residents of Arlington County, and to individuals and families paying property taxes to Arlington County, upon payment of such dues as may be fixed by the Board of Directors from time to time. An ACTA member may continue as a member upon terminating his/her Arlington County residence by continuing to pay such dues without interruption. Participation in ACTA activities may be extended to non-members at the discretion of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled and all corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2. Composition. The Board of Directors of the Corporation shall consist initially of nine directors. The number of directors may be increased from time to time by the Board, but shall not be more than eleven. As of March 2010, the number of directors has been increased to eleven.

- (a) Five of the directors shall be elected biannually at the annual meeting of the members as President, Vice President, Secretary, Treasurer, and Membership Secretary. Each of these five directors shall hold office until the second annual meeting of the members following his/her election or until his/her successor shall be elected and qualified, unless prior thereto he/she dies, resigns or is removed from office.

- (b) An individual whom has previously served on the Board may serve as Chairperson of the Board at the discretion of the current Board. The Chairperson is a voting position.
- (c) Five additional directors shall be appointed biannually by the President, with the approval of those directors having been elected at the annual meeting of the members. These five additional members shall serve as the Doubles Coordinator, and as chairpersons of the Ladders Committee, the Publicity/Outreach Committee, the Special Events/Social Committee and the Facilities Committee. Two or more individuals sharing a director position shall receive only one vote on Board issues.
- (d) Only existing members of the Corporation shall be eligible to be elected as directors.

Section 3. Meetings. The Board of Directors may hold its meetings either within or without the State of Virginia. The annual meeting of the Board of Directors shall be held at such time and place, within the first quarter of each year, or on such other date as may be designated by the Board of Directors. Such meeting shall coincide with the annual meeting of the members, and shall be for the purposes set forth in the By-Laws and for the transaction of such other business as shall be designated in the notice of the meeting, which shall be given at least ten (10) days but not more than twenty-one (21) days before the meeting.

Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the notice of the meeting whenever called by the President or by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his/her absence, any other officer of the Corporation, at least three (3) days but not more than fourteen (14) days before the meeting. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or the purpose or purposes of the meeting therein.

Section 4. Quorum. Except as otherwise provided by law, the Certification of Incorporation or By-Laws of the Corporation, a simple majority of the members of the Board of Directors at the time in office shall constitute a quorum for the transaction of business. For quorum purposes, one Board member but not more than one may be available solely by telephonic conference call to other members of the quorum. If there shall be fewer than a quorum present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time by an announcement thereafter, and the meeting may be held as adjourned without further notice.

Section 5. Voting. Except as otherwise provided by law, the Certificate of Incorporation or By-Laws of the Corporation, the affirmative vote of a majority of the directors at any meeting which a quorum is present shall decide any question brought before such meetings.

Section 6. Vacancies. Vacancies among directors and newly-created directorships shall be filled by vote of the Board of Directors. A director elected to fill a vacancy shall hold office for the duration of the term of the director he/she replaces until his/her successor is duly elected and qualified.

Section 7. Informal Action. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by a simple majority of all the directors.

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

ARTICLE V. STANDING COMMITTEES

Section 1. Standing Committees. There shall be four standing committees of the Corporation, each of which shall be chaired by one of the four appointed members of the Board of Directors, as specified in Article IV, Section 2(b); the Publicity Committee, the Adult Committee (including programs and social functions), the Junior Programs Committee, and the Facilities Committee.

Section 2. 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 member of each such committee shall be a member of the Board of Directors.

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and a Membership Secretary. Each officer of the Corporation shall have such authority, shall perform such duties and shall hold office for such term as may be prescribed by the By-Laws or by the Board of Directors. No person may hold more than one office at one time. Each officer shall be a member of the Board of Directors,

Section 2. Term of Office. Each officer shall hold office until the second annual meeting of the members following his/her election or until his/her successor shall have been elected and qualified.

Section 3. President. The President shall be the chief executive officer at the Corporation and, subject to the provisions of the By-Laws and to the director of the Board of Directors, shall have the general management and control of the affairs of the Corporation, shall preside at all meetings of the Board of Directors, and shall perform all other duties and enjoy all other powers commonly inc to his/her office of which may be prescribed the Board of Directors or which are or may at any time be authorized or

required by law .

Section 4. Vice-President. The Vice-President shall perform such duties as from may be assigned to him by the Board of Directors. In the absence of the President or in the event of his/her inability to act, the Vice-President 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 5. Treasurer. Subject to the direction of the Board of Directors, the Treasurer shall have charge and custody of and shall receive and disburse the funds of the Corporation. When necessary or proper, he/she shall endorse on behalf of the Corporation for collection of checks, notes and other obligations, and shall deposit all funds of the Corporation in such banks or other depositories as may be designated by the Board of Directors. Subject to the direction of the Board of Directors, he/she shall perform all other duties and enjoy all other powers commonly incident to his/her office or as from time to time may be assigned to him/her by the Board of Directors.

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 any 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.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the members and 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 Corporation. He/She shall give notice of meetings and, subject to the direction of the Board of Directors, shall perform all other duties and enjoy all other powers commonly incident to his/her office as may from time to time be assigned to him/her by the Board of Directors.

Section 7. Membership Secretary. The Membership Secretary shall keep the membership rolls of the paid-up members and provide appropriate lists of members to committee members for ACTA activities.

ARTICLE VII. ELECTION PROCEDURES

Section 1. Nomination. Not later than 60 days prior to the annual meeting of the membership at which election of officers will be held, the President shall appoint a nominating committee to provide a list of nominees for President, Vice-President, Treasurer, Secretary, and Membership Secretary for presentation to the membership prior to the annual meeting. A majority of the members of the committee shall not be directors.

Section 2. Removal. Any employee or agent of the Corporation may be removed by the

Board of Directors whenever in its judgment the best interests of the will be served thereby.

Section 3. Vacancies. Any vacancy in the office of any officer or director arising from death, resignation, removal or other cause may be filled at any time by the Board of Directors at any meeting and the officer or director so elected shall hold office for the duration of the term of the director he/she replaces or until his/her successor shall have been elected and qualified.

ARTICLE VIII. MISCELLANEOUS

Section 1. Contracts, etc . Except as otherwise provided law or by the By-Laws, the President shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, leases and other instruments or documents, the execution of which shall be authorized by the Board of Directors. Such authority may be general or confined to five 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 in excess of \$500 shall require written direction from either the President or Vice-President, as authorized by the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. For the purpose of deposit and collection for the account of the Corporation, checks, drafts, and other orders for the payment of money that are payable to the order of the Corporation may be endorsed, assigned, and delivered by such officer or officers, employee or employees, or agent or agents of the Corporation-as determined by the Board of Directors.

Section 4. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

Section 5. Notices and Waivers Thereof. Whenever any notice is required by the By-Laws, by the Certificate of Incorporation or by any law to be given to any director or officer, such notice, except as otherwise provided by law, may be given personally or by telegram, cable or radiogram, addressed to such director or officer at his or her place of business, if any, or at such address as appears in the records of the Corporation as the home address of the director or officer; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such director or officer at either of the above addresses. Any notice given by telegram, cable or radiogram shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box or with a postal carrier. 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 a waiver of such notice as to such person.

Section 6. Interested Directors. In the absence of fraud/ no contract or transaction between the Corporation and its directors or any other corporation or entity in which such director is a director or officer, or is financial 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, officership or financial or other interest is disclosed or known for the Board or committee and that 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.

Section 7. Limitation of Liability and Indemnity.

(A). 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 an officer, 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.

B. Indemnity. Each officer and 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 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 of a court or 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 information 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 of account and shall also keep minutes of the proceeding 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 By-Laws 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.