

BYLAWS  
of  
PACIFIC NORTHWEST TENNIS OFFICIALS ASSOCIATION

[AS AMENDED SEPTEMBER, 2016]

ARTICLE 1  
NAME, PURPOSE, and GEOGRAPHY

Section 1. Name. The organization shall be known as the Pacific Northwest Tennis Officials Association (the “Association”).

Section 2. Specific Purpose. The specific purpose of the Association is to 1) encourage and improve tennis officiating; 2) recruit and train tennis officials; 3) certify professional competence of its members; 4) assign tennis officials to events fairly and impartially; 5) enforce quality control and conduct evaluations of tennis officials; and 6) provide recognition to tennis officials.

Section 3. Geography. The Association shall include tennis officials delivering services in the states of Alaska, Oregon (except Malheur County), Washington and the northern portion of Idaho above the 45 parallel of latitude.

ARTICLE 2  
OFFICES

Section 1. Principal Office. The principal office of the Association shall be located at such place as the Board of Directors may from time to time authorize. In addition, the Association may have such other offices as the Board of Directors of the Association (the “Board of Directors” or the “Board”) may from time to time designate.

ARTICLE 3  
MEMBERSHIP

Section 1. Membership. The Association shall be comprised of two classes of membership:

A). Dues Paying Members. Each dues-paying member shall meet the prerequisites for becoming a member in Article 3 Section 2. All dues-paying members are eligible to vote.

B). Honorary Members. Honorary members may be elected by a majority vote of the Board of Directors for special service to tennis or to the Association and are not required to pay annual dues. All honorary members are eligible to vote.

Section 2. Eligibility. A person shall become eligible for membership when she or he meets the stated requirements as determined by the Board of Directors. Membership in the

Association shall be made available without regard to race, color, creed, national origin, sexual orientation or any handicap.

Section 3. Dues. Each member shall pay annual dues in the amount determined by the Board of Directors. If any member's dues remains unpaid beyond the due date established by the Board, her or his membership may be terminated as of that date.

Section 4. Voting Rights. Members in good standing shall have the right to vote on the following issues:

- A). The election and removal of Directors and Officers of the Association;
- B) The amendment of the Articles of Incorporation and these Bylaws;
- C) The voluntary dissolution of the Association, the adoption of the plan of distribution of assets, and the revocation of the voluntary dissolution proceedings.
- D) Or such matters the Board may bring before the membership.

Each member is entitled to one vote only. Member's rights to vote shall be limited to those rights explicitly stated in this section.

Section 5. Suspensions and Termination of Membership. The Board shall serve as the Disciplinary Committee and have the power (by majority vote) to suspend or terminate the membership, or require additional training of any member for incompetence, unreliability, or behavior which the Board determines in its sole and reasonable discretion is not in the good interests of the Association.

#### ARTICLE 4 BOARD OF DIRECTORS

Section 1. Powers. The affairs of the Association shall be managed by or under the authority of its Board of Directors, subject to the Association's Articles of Incorporation, these Bylaws and the applicable laws. The Board of Directors shall do, perform and observe every act and thing it shall deem necessary or appropriate to carry out the purposes of the Association. The Board of Directors may delegate the management of the activities of the Association to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Association shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Composition. The Board of Directors shall consist of not less than three (3) and no more than ten (10) Directors, not including ex-officio members, the specific number to be set by resolution of the Board of Directors, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

Section 3. Terms. The term of office for Directors and Officers shall be fixed upon election or appointment, but shall not exceed a term of three (3) years. A Director may be reelected or reappointed to serve for no more than two consecutive terms.

Section 4. Initial Directors. The Board of Directors shall initially consist of nine (9) individuals. The current group of all certified officials in the Pacific Northwest shall appoint the initial Directors in the following staggered terms so all that Directors are not eligible for re-election simultaneously. Three Directors shall be appointed to serve an initial term of one (1) year. Three additional Directors shall be appointed to serve an initial term of two (2) years. Lastly, three additional Directors shall be appointed to serve an initial term of three (3) years. The initial Officers shall be elected by the Board of Directors. At the time the initial Directors are re-elected or a new Director is elected, their terms shall be for a three (3) year period.

Section 5. Election of Officer and Directors. Officers and Directors, with the exception of the past President, shall be elected by majority vote of members present and voting in person or by proxy at the Annual Meeting. See Nominating Committee in Article 5 Section 2 of the Bylaws. See Article 4, Section 9, sub point C for Annual Meeting information.

Section 6. Ex-Officio Directors. The immediate past President shall serve as an ex officio member of the Board. The Board of Directors may elect additional ex officio Directors as are deemed to be in the best interest of the Association. These Directors shall be non-voting members of the Board.

Section 7. Removal of Director. Removal of a Director with or without cause shall occur only if the meeting is called for that purpose among any others, with notice stating that the purpose of the meeting includes removal of the Director, and then only upon the affirmative vote of a majority of all Directors then in office. All Directors shall hold office until their respective successors are elected and qualified, or until their death, resignation or removal.

Section 8. Resignations. Any Director of the Association may resign effective upon giving written notice to the President, the Secretary or the Board of Directors of the Association, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Article 4 Section 9 of these Bylaws to take office on the date the resignation becomes effective.

Section 9. Board Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of death, resignation or removal of any Director, or upon increase in the authorized number of Directors or if for whatever reason there are fewer Directors on the board than the full number authorized. In the event a vacancy occurs on the Board of Directors, the vacancy shall be filled by appointment by the Board of Directors by simple majority vote.

Section 10. Quorum and Action by the Board. A majority of all Directors then prescribed shall constitute a quorum at any meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors, unless a greater number is required by applicable law, the Articles of Incorporation or these Bylaws. A Director shall be considered present regardless of whether the Director votes or abstains from voting.

Section 11. Meetings. Meetings of the Board of Directors and with the Membership may be held either via conference call or in-person within the geographic territory stated in Article 1 Section 3.

(a) Regular Board Meetings. Regular meetings of the Board of Directors shall be held at such times, places and dates as determined by the Board of Directors.

(b) Special Board Meetings. Special meetings of the Board of Directors may be called by the President. Special meetings shall be called by the President within two (2) days of the President's receipt of the written request of at least 51% of all directors. Written notice of any special meeting of the Board of Directors shall be delivered to each Director, either personally, by first class mail or by email at least two (2) days prior to the date of such meeting, and such written notice shall state the date, hour and place of such meeting and set forth an agenda of the specific items to be discussed at such meeting. No business other than that listed on such agenda for a special meeting of the Board of Directors shall be transacted at such meeting, except upon waiver by every Director, whether or not present at such meeting.

(c) Annual Meeting. The Association shall hold either by conference call, webinar or in person an Annual Meeting between December 1<sup>st</sup> and March 31<sup>st</sup> on such a date and time as determined by the Board of Directors.

(d) Notice of Meetings. Notice of the date, time and place of all meetings of the Board of Directors, other than regular meetings held pursuant to Section 9(a), shall be delivered personally, orally or in writing, or by telephone, or by email to each Director, at least forty-eight (48) hours before the meeting, or sent in writing to each Director by first-class mail, charge prepaid, at least four (4) days before the meeting. Such notice may be given by the Secretary of the Association or by the person or persons who called the meeting. Such notice need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the association records or made a part of the minutes of the meeting.

(e) Dissent by a Director. A Director present at a meeting of the Board when Association action is taken is deemed to have assented to that action unless the Director did not vote in favor of the action and either: (i) the Director has objected to the holding of the meeting or transaction of business as provided above; (ii) the Director's dissent or abstention from the action is entered in the minutes; or (iii) the Director delivers written notice of dissent or abstention to the presiding officer before adjournment or to the Association immediately thereafter.

Section 12. Action Without a Meeting. Any action required or permitted to be taken at a regular or special meeting of the Board of Directors may be taken without a meeting if one or more written consents, setting forth the action so taken, is signed by each member of the Board of Directors and included in the minutes or filed with the Association records.

Section 13. Telephone Conference Meetings. Any or all Directors may participate in a regular or special meeting of the Board of Directors by, or conduct the meeting through, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a Board meeting by such means shall be deemed to be present in person at the meeting.

Section 14. Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the Directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 15. Conflicts of Interest. No Director shall in any way permit his or her position on the Board of Directors, in relation to his or her personal business, to conflict with the activities of the Association.

Section 16. Absences. Any Director who cannot attend a meeting shall notify the President before the meeting. The Directors at a duly constituted meeting may remove a Board member who misses three consecutive Board meetings without explanation in accordance with the Removal provisions of Article 4, Section 7. [Amended September, 2016]

## ARTICLE 5 COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. General. The Board of Directors may appoint committee(s) to assist with its management of the Association.

Section 2. Nominating Committee. There shall be a Nominating Committee of five members which shall consist of the Association President, immediate Past President, and three (3) members elected at the Annual Meeting by a majority vote of the members present and voting or represented by proxy. The Nominating Committee shall by majority vote select the candidates for Officers and Directors. The Committee shall also select by majority vote, the candidates for the three (3) non-Board members of the next Nominating Committee. The non-Board members of the Nominating Committee shall serve a term of one (1) year, and if a Committee member is unable to complete this term, the Board may appoint, by a majority vote, a member of the Association to complete the term. The Committee shall not nominate any of its own members to any of the elected offices.

Section 3. Disciplinary Committee. There shall be a Disciplinary Committee. See Article 3 Section 5.

## ARTICLE 6 OFFICERS

Section 1. Selection. The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer. Each officer shall be appointed for a term of two years and shall serve until his or her successor is duly appointed unless removed as provided in these Bylaws. The same individual may simultaneously hold more than one office of the Association.

Section 2. Removal. Any officer may be removed at any time, for cause or without cause, upon the affirmative vote of two-thirds of all Directors.

Section 3. Vacancy. If a vacancy occurs in any office of the Association, the Board of Directors shall appoint, at a regular or special meeting of the Board of Directors, a person to succeed to such office for the remainder of the term.

Section 4. Inability to Act. In the case of absence or inability to act of any officer of the Association or of any person authorized by these bylaws to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any Director or other person whom it may select, for such period of time as the Board of Directors deems necessary.

Section 5. Resignations. Any officer may resign at any time upon written notice to the Association, without prejudice to the rights, if any, of the Association under any contract to which such officer is a party. Such resignation shall be effective upon its receipt by the President, the Secretary or the Board of Directors, unless a different time is specified in the notice for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

Section 6. Duties of President. The President shall be the chief governing officer of the Association and shall have the authority and responsibility necessary to operate the affairs of the Association in all its day-to-day activities, subject to such policies as may be adopted, and such orders as may be issued, by the Board of Directors. The President shall carry out those duties usually incident to the office of President. The President shall act as Chairperson of the Board of Directors at all meetings of the Board. The President shall execute all contracts and documents on behalf of the Association unless the Board of Directors has generally or specifically delegated the authority to execute the contract or document in question to another officer or employee of the Association. The President shall prescribe and assign additional duties of all subordinate officers, subject to the general authority of the Board and the other provisions of these Bylaws.

Section 7. Duties of Vice President. The Vice President shall act as President in the absence or disability of the President, and, when so acting, shall have the power and authority of the President. The Vice President shall carry out all duties delegated to him or her by the President. The Vice President shall also have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 8. Duties of Secretary. The Secretary shall keep the minutes of all meetings of the Board and provide written notice of all meetings and copies of previous meetings in accordance with these Bylaws or as required by the Act. The Secretary shall act as the custodian of the Association's records, authenticating records of the Association as required or convenient for transaction of its affairs, and shall perform such other duties as delegated to him or her by the President. The Secretary shall also have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 9. Duties of Treasurer. The Treasurer shall be the principal financial officer of the Association, and shall maintain adequate and correct accounts of the property and transactions of the Association. The Treasurer shall have the custody of all funds and securities of the Association which may come into the Treasurer's hands, and shall deposit the same to the credit of the Association in such bank or banks or other depositories as the Board may designate. The Treasurer shall perform such other duties as delegated to him or her by the President. The Treasurer shall also have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

## ARTICLE 7 COMPENSATION AND EXPENSES OF DIRECTORS AND OFFICERS

The property of Association is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this organization shall inure to the benefit of any director, officer or member thereof or to the benefit of any private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

## ARTICLE 8 LIMITATION OF LIABILITY

Section 1. Authority to Contract. No Director, officer or employee of the Association shall contract for or incur any obligation on behalf of the Association unless previously authorized by the Board of Directors.

Section 2. General Limitation of Liability. No Director or officer of the Association shall be liable for the debts and obligations of the Association.

ARTICLE 9  
ADMINISTRATIVE PROVISIONS

Section 1. Books and Records. The Association shall keep copies of its current Articles of Incorporation and Bylaws, correct and adequate records of accounts and finances; minutes of the proceedings of its members, Board of Directors and any minutes which may be maintained by committees of the Board of Directors; records of the name, address and class, if applicable, of each member, Director and officer; and such other records as many be necessary or advisable. All books and records of the Association shall be open at any reasonable time to inspection by any member or Director.

Section 2. Accounting Year. The accounting year of the Association shall be twelve months ending on June 30th.

Section 3. Rules of Procedures. The rules of procedure at meetings of its members and Board of Directors shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of its members or Board of Directors.

ARTICLE 10  
AMENDMENT OF BYLAWS

These Bylaws may be amended, restated or repealed by a two-thirds (2/3) vote of the members of the Association present either in person or by proxy at a regular, Annual or special meeting. At least 30 days prior to the meeting, written notice of the proposed amendments shall be emailed to each member.