

LAST CHANCE TENNIS ASSOCIATION

BY-LAWS

ARTICLE I

Organization and Purpose

Section 1. NAME.

This Association, a member organization of the United States Tennis Association, is a nonprofit corporation organized under the Montana Nonprofit Corporation Act as:

LAST CHANCE TENNIS ASSOCIATION

Section 2. PURPOSE.

The purposes of this Association are to foster the development of amateur competitive tennis in the Helena and surrounding areas, conduct national and international tennis competitions, support and develop amateur athletics for those competitions, and to cooperate with the United States Tennis Association and other associations in the pursuit of these goals.

Section 3. NON-PROFIT OPERATION.

The Association is not organized, and may not be operated for profit and may not engage in any form of trade or commerce or carry on any activity that will result in any remunerative profit to the Association or its members. No part of any income or earnings of the Association may be credited to surplus or inure to its members, directors, or officers, but all income and earnings shall inure exclusively to the benefit of the Association, and shall be used in the furtherance of its purpose.

ARTICLE II

Membership

Membership is open to all people regardless of race, color, or religion. There shall be two categories of members: Sustaining Members are those individuals who have made financial contributions to the Last Chance Tennis Association during the current or preceding year. Participating members are active, participating and dues paying members of the LCTA. Dues paying members also includes participating members who receive financial aid or for whom dues are waived or diminished on account of volunteer work, or financial hardship.

Section 1. CLASSES OF PARTICIPATING MEMBERS.

The Association has seven (7) classes of participating members:

- (1) Equity Single Membership – entitles member to voting rights and use of all Association facilities.
- (2) Equity Double Membership – entitles member and second person living in the same household to use all Association facilities and entitles member to voting rights.

(3) Equity Family Membership – entitles member, member's spouse, and unmarried dependent residing at home to use of all Association facilities and entitles member to voting rights.

(4) Organization Equity Membership – a corporation, partnership, or other organization may own one or more equity memberships. Such organizations may designate in writing, subject to approval by the Board of Directors, one representative of the Membership's rights. The designee is responsible for all payments and debts accruing under the membership. The designee may be changed by the organization in writing, subject to approval by the Board of Directors, without payment of a transfer fee. The designee and the designated players are subject to suspension or expulsion upon the same grounds and in the same manner as if the designee personally owned the membership. The board shall set policies on the number of persons the organization is entitled to, and the pricing thereof.

(5) Temporary membership – entitles temporary member on approval of the Board of Directors, to use of all Association facilities. Such member does not have ownership or membership transfer rights, and is not entitled to vote.

(6) Equity Nonresident – A person living more than 50 miles from the LCTA Tennis Center may join for one-half the normal joining fee. An equity nonresident may use all Association facilities and one-half equity membership, but does not have voting rights.

(7) Junior Membership: A junior membership is offered to persons between the ages of 12-19. A junior member is not an equity member and is subject to fees as set by the Board.

Section 2. OWNERSHIP AND CERTIFICATE- RIGHTS ON DISSOLUTION.

(1) The ownership of the Association is vested in the holders of equity membership equally. A person or organization may own more than one membership but is limited to one vote.

(2) The Board of Directors shall determine the amount of the equity membership fee and the form of each membership. The name and address of the person or organization owning the equity membership shall be recorded with the Association and ownership of the equity membership shall be solely as shown on the books of the Association.

(3) On dissolution of the Association, all property and assets shall be distributed to such organizations as the Board of Directors or the Association may designate and which, within the meaning now expressed in Section 170(c)(2) of the Internal Revenue Code of 1954, are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes.

Section 3. VOTING RIGHTS.

Only equity members have the right to vote and hold office. Each membership is entitled to one vote on each matter submitted to a vote of the members.

Section 4. LIMITATION OF MEMBERSHIP.

The total number of members of each class or of all classes, or both, may be limited as determined by the Board of Directors.

Section 5. TRANSFERABILITY OF MEMBERSHIP.

An equity membership is transferable in the following manner:

(1) Transfer Fee- To transfer any membership on the Association books, the club shall receive a transfer fee in the amount determined by the Board. Transfers will not be complete until this fee and a new member application form has been submitted. Additionally, any outstanding amount due must be paid in full.

(2) The amount received from the proposed member for the equity membership is to be determined by the transferring member and is not required to be recorded in the organization records.

(3) Until the club has a maximum number of equity memberships as determined by the Board, the organization is not responsible for purchasing equity memberships or to locate new members to purchase the existing memberships. It is the responsibility of the existing non-active equity member to sell his or her membership. Once the maximum is reached, the organization will keep a waiting list of prospective members to purchase existing memberships.

Section 6. MEMBER RESPONSIBILITY AND ACCOUNTS.

(1) Each member, irrespective of class, is responsible and liable to the Association for the conduct of and indebtedness incurred by the member, a member's guests, and any other persons entitled to use the Association facilities under the membership.

(2) Dues are payable monthly in advance. All other indebtedness is payable on receipt of bill, following the month in which the indebtedness is incurred.

Section 7. SUSPENSION OR TERMINATION OF MEMBERSHIP.

(1) Upon five days' notice, containing the charges and opportunity to be heard, the Board of Directors may suspend or expel a member:

- a. whose monthly dues are delinquent by 60 days or more;
- b. for violation of any ground rule of the Association; or
- c. for conduct prejudicial to the best interests of the Association.

(2) A suspended or expelled member is not entitled to any rights or privileges of a member of the Association. The dues or assessments of a suspended member do not abate during the period of suspension. An expelled member remains liable for any indebtedness incurred to the Association prior to the member's expulsion. The membership of an expelled member may be transferred as provided in Section 5.

Section 8. RESIGNATIONS.

Subject to Section 5, a member may resign by advising the Board of Directors in writing. After the date of resignation, the member is not entitled to any rights or privileges of a member of the Association and is not liable for dues for the ensuing months.

Section 9. DEATH OF A MEMBER.

Membership in any class transfers without fee to the estate of the member upon the death of a member, and the membership may be transferred in accordance with Section 5 following or as a part of probate.

Section 10. DEBTS UPON TERMINATION.

Termination of membership, whether by death, resignation, or expulsion, does not affect the liability of the terminated member for dues, assessments, or other charges accrued prior to the effective date of the termination.

Section 11. NON-ACTIVE MEMBERSHIP.

The Board may set policies to allow members to go into non-active status. The Association is not responsible for selling any non-active status membership. During non-active status, a non-active member does not have any of the rights and privileges of a member including, but not limited to, the right to vote and is not required to pay dues. Reinstatement to active membership will be made upon application to the Board.

ARTICLE III

Meetings of the members

Section 1. ANNUAL MEETING.

An annual meeting of the resident members shall be held at a time determined by the Board of Directors for the purpose of electing Directors and for the transaction of other business as may come before the meeting.

Section 2. SPECIAL MEETINGS.

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. PLACE OF MEETINGS.

The Board of Directors may designate any place within five miles of the City of Helena, Montana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. NOTICE OF MEETINGS.

Written notice stating the place, day, and hour of any meeting of members shall be delivered personally or by mail or by email to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. If emailed, the notice will be sent to the member at the member's email address as it appears on the records of the Association at the time of the emailing of the notice. If mailed, the notice of a meeting is considered to be delivered when deposited in the United States Mail addressed to the member at the member's address as it appears on the records of the Association with postage thereon prepaid. The preferred order of notification will be:

1. Email
2. USPS Mail
3. In Person

For those members without an email address, notice must be given either personally or via the USPS.

Section 5. INFORMAL ACTION BY MEMBERS.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent is in writing, setting forth the action taken, is signed by all of the members entitled to vote with respect to the subject matter of the action.

Section 6. QUORUM.

The members holding one-fifth of the votes which may be cast at any meeting constitute a quorum at the meeting. If a quorum is not present at a meeting of the members, a majority of the members present may adjourn the meeting without further notice.

Section 7. PROXIES.

Only an equity member may act as a proxy for another, and no member may act as proxy for more than four other members. All proxies shall be in writing. A proxy shall be sufficient if in substantially the following form:

LAST CHANCE TENNIS ASSOCIATION Member's Proxy

KNOW ALL PERSONS, that I, the undersigned, an equity member of the Last Chance Tennis Association, do hereby name, constitute and appoint the listed fellow equity member, as proxy for me to appear and vote at the meeting of members of such Association to be held on the _____ day of 20____, (as well as at any adjournment or adjournments of such meeting) on any question lawfully to come before such meeting, as fully as I could if personally present at such meeting or adjournments thereof.

Dated this _____ day of _____, 20_____

Equity Member

Witness

A Proxy is not valid for any meeting other than the specific meeting described in the proxy, and any adjournments of the meeting.

ARTICLE IV Board of Directors

Section 1. GENERAL POWERS-NUMBER AND QUALIFICATIONS OF DIRECTORS.

The business, property and affairs of the Association shall be managed by a Board of Directors who must be equity members of the Association. An equity membership cannot hold more than one director position. Each director shall hold office for the term elected and until the director's successor has been elected and qualified. Each director has one vote at meetings of the Board. There will be no cumulative voting.

Section 2. NUMBER AND TERM.

There must be a minimum of three directors. The maximum number of directors is nine. A director's term shall be for three years with not more than three directors' terms ending each year. The election of directors shall be by the members entitled to vote at the regular annual meeting of the members. A director may be elected to serve for an additional three-year term but shall not be eligible for election if the director has served six years unless he or she has not been a director for at

least one year.

Section 3. NOMINATIONS.

Candidates for the office of director may be nominated from the floor at the meeting of the members at which the election is to be held.

Section 4. VACANCIES.

Vacancies on the Board of Directors may be filled by vote of the remaining directors, the new director thus elected to hold office until the next annual meeting of the membership.

Section 5. MEETINGS.

Regular and special meetings of the Board shall be held at such place within or without the state of Montana as shall be designated by the Board. Regular meetings shall be held at such time as the Board of Directors, may from time to time designate. Special meetings may be called by the Board or by the President or vice President. Immediately following the election of directors each year, the Board of Directors shall hold a regular meeting for the purpose of organization and transaction of other business, notice of which meeting is hereby dispensed with.

Section 6. QUORUM.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. MANNER OF ACTING.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 8. COMPENSATION.

Directors as such may not receive any stated salaries for their services, but this section does not preclude any Director from serving the Association in any other capacity and receiving compensation therefor. This section does not preclude a Director from receiving work credits, even if the work credits are derived by virtue of that Director's status on the Board, such as, but not limited to, accounting, administrative duties, or serving as treasurer. The Board shall annually review work credits to determine if it is appropriate for a Director to receive such credits.

Section 9. INFORMAL ACTION BY DIRECTORS.

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

Section 10. REMOVAL FROM OFFICE.

A director may be removed from office in any of the following manners:

(1) at any time by a majority vote of the resident members of the Association present at any meeting of the membership called for that purpose.

- (2) By a majority of the remaining Directors if a Director has been absent for three consecutive meetings, or is absent 5 out of 7 consecutive meetings.
- (3) By a majority of the remaining Directors for just cause.

Section 11. COMMENCEMENT OF TERM.

A director shall commence the term of office at the time of election at the annual meeting, or at the appointment of the board when filling a vacancy, or until a successor is duly elected and qualified.

Section 12. CONFLICT OF INTEREST

Each Director shall complete a conflict of interest statement annually. A Director may not contract or subcontract with the LTCA on a continuous basis, except as designated in Article IV, Sec. 8, but may do so from time to time so long as the Board follows the procedures as set forth at Mont. Code Ann. § 35-2-418 when contemplating the transaction.

ARTICLE V

Officers

Section 1. DESIGNATION AND DUTIES.

The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and any other officers the Board deems necessary, so long as they are elected in accordance with the provisions of this Article. The other officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. ELECTION AND TERM OF OFFICE.

The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until the director's successor has been duly elected and qualified. All officers of the Board of Directors shall be board members.

Section 3. REMOVAL.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT.

The President shall be the principal executive officer of the Association and shall in general supervise and control all the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof be expressly delegated by the Board of Directors or these Bylaws or by statute to some other officer or agent of the corporation;

and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE PRESIDENT.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice president (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, has all the powers of and is subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. TREASURER.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for money due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in such banks, trust companies or other depositories as are by the Board selected; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. SECRETARY.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties as from time to time may be assigned by the President or Board of Directors.

Section 9. ASSISTANT TREASURER AND ASSISTANT SECRETARIES.

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President and Board of Directors.

ARTICLE VI
Committees

The President or the Board of Directors may appoint committees as the Board considers necessary. The committee members shall appoint a chairperson. Committee duties are determined by the Board and committees shall be dissolved when the Board of Directors determines they need no longer serve.

ARTICLE VII

Contracts, Checks, Deposits and Gifts

Section 1. CONTRACTS.

The Board of Directors may authorize any officer or officers, or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of the Association or on the Association's behalf, and such authority may be general or may be confined to specific instances; however, a sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the assets of the Association shall be first authorized by two-thirds of the votes which equity members present or represented by proxy are entitled to cast at an annual or special meeting.

Section 2. CHECKS, DRAFTS, ETC.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Association must be signed by an officer or officers, or agents, as shall from time to time be determined by the Board of Directors.

Section 3. DEPOSITS.

All funds of the Association must be deposited from time to time to the credit of the Association in such depositories as the Board of Directors may determine.

Section 4. GIFTS.

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or any specific purposes of the Association.

ARTICLE VIII

Books and Records

The Association shall keep correct and complete books and records of transactions and accounts and also keep the minutes of the proceedings of its members and Board of Directors and any committee or committees having the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members of each class. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the Association shall begin on the first day of July and end on the last day of June of each year.

ARTICLE X

Visitors and Guests

Section 1. GUEST FEES.

Subject to regulation by the Board of Directors, equity members are privileged to extend the

use of the Association facilitates to guests upon the payment by such member of a guest fee fixed by the Board. The frequency of guests by members shall be established by the Board of Directors.

Section 2. FREQUENCY OF USE.

In its discretion, the Board of Directors may further limit or restrict the frequency of use of any facilities of the Association by guests in order to prevent abuse of the privileges granted in this Article.

ARTICLE XI
Fees, Dues and Assessments

Section 1. EQUITY MEMBERSHIP.

The Board of Directors shall fix the amount of the fee for an equity membership and the fee for a non-resident member.

Section 2. DUES.

The Board of Directors determines the amount of monthly or yearly dues.

Section 3. ASSESSMENTS.

To levy an assessment against the membership or any membership class, a majority of the Board of Directors and ratification by affirmative vote of two-thirds of the equity members present in person or by proxy at any annual or special meeting of the membership is required. Notice of a vote on such assessment must be included in the notice of the meeting. However, in lieu of putting ratification of an assessment to a vote at an annual or special meeting, the Board of Directors may submit the ratification of an assessment to the vote of the equity members by mailed ballot (which may include email or other electronic methods). An affirmative vote of two-thirds of the equity members shall be necessary for ratification and approval of the assessment. If the latter method of ratification is adopted, the Secretary shall mail to each equity member a ballot containing the proposition to be voted upon and a space on the ballot to approve or disapprove the assessment. Ballots must be returned to the Secretary on a day fixed by the Board of Directors, which may not be less than ten days from the date of mailing of the ballots to the members.

ARTICLE XII
Roberts Rules of Order

Roberts Rules of Order, latest edition, governs parliamentary procedure of all meetings of this association, including the Board of Directors, and any committee appointed by the Board.

ARTICLE XIII
Amendments to the Bylaws

The power to alter, amend or repeal these Bylaws and to adopt new Bylaws is hereby vested in the membership.

As amended and approved by the membership, February 15, 2023.

Signed

Jamie Coburn, Secretary