

**BY-LAWS
OF
LOWCOUNTRY YOUTH TENNIS ASSOCIATION**

**ARTICLE I
NAME AND OFFICES**

1.1 Name. The name of this Corporation is Lowcountry Youth Tennis Association (“LYTA”).

1.2 Principal Office. The principal office shall be at a location either within or without the State of South Carolina, as the Board of Directors (the “Board”) may designate or as the business of LYTA may require from time to time.

1.3 Registered Office. The registered office of LYTA required by the South Carolina Nonprofit Corporation Act of 1994 (the “Act”) to be maintained in the State of South Carolina may be, but need not be, identical with the principal office of LYTA, and the address of the registered office may be changed from time to time by LYTA.

1.4 Other Offices. The LYTA may have such other offices within and without the State of South Carolina as the business of the LYTA may require from time to time. The authority to establish or close such other offices may be delegated by the Board of Directors to one or more of the LYTA’s officers.

1.5 Registered Agent. The LYTA shall maintain a Registered Agent as required by the Act who shall have a business office at the LYTA’s registered office. The Registered Agent shall be designated by the Board of Directors from time to time to serve as its pleasure. In the absence of such designation, the Registered Agent shall be the LYTA’s Secretary.

1.6 Filings. In the absence of directions from the Board of Directors to the contrary, the Secretary of the LYTA shall cause the LYTA to maintain currently all filings in respect of the Principal Office, Registered Office, and Registered Agent with all governmental officials as required by the Act or otherwise by law.

**ARTICLE II
OBJECTIVES, PURPOSES, ACTIVITIES AND
DISPOSITION OF ASSETS ON DISSOLUTION**

2.1 Objectives. LYTA’s object is to be organized and operated exclusively as a non-profit public benefit corporation under the Act. Specifically, the objectives of LYTA are:

- (a) To provide vibrant youth programs which promote fun, a healthy life style, and life skills development through the sport of tennis in the South Carolina counties of Charleston, Berkeley and Dorchester.
- (b) To do any other act or thing incidental to or connected with the foregoing purposes or

in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the laws of South Carolina relating to non-profit corporations. In furtherance of its corporate purposes, LYTA shall have all general powers enumerated in the Act.

2.2 General Purpose. The purpose of LYTA is to operate exclusively in furtherance of the purposes provided in Section 2.1 above, and more specifically to be qualified and recognized as a public charity exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), and the Treasury Regulations promulgated thereunder. As such, no earnings of LYTA shall inure to the private benefit of any person that is a member of LYTA. In furtherance of the above purposes, LYTA is formed to perform all activities permitted to be performed by corporations under the laws of this State of South Carolina, to the extent such activities are permitted by charitable organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder and to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and no part of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

2.3 Specific Powers. Except as limited by its Articles of Incorporation (the "Articles") or these By-Laws, LYTA shall have and exercise such powers in furtherance of its purposes as are now or may hereinafter be granted by the laws of the state of South Carolina and S.C. Code Ann. §33-31-302 (1994), and in this connection may:

- (a) sue and be sued, complain, and defend in its corporate name;
- (b) have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
- (c) make and amend By-Laws not inconsistent with the Articles or with the laws of South Carolina for regulating and managing the affairs of LYTA;
- (d) purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property or any legal or equitable interest in property, wherever located;
- (e) sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interest in or obligations of any entity;

(g) make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;

(h) lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by S.C. Code Ann. §33-31-832 (1994);

(i) be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;

(j) conduct its activities, locate offices, and exercise the powers granted by South Carolina law within or without South Carolina;

(k) elect or appoint directors, officers, employees, and agents of LYTA, define their duties, and fix their compensation;

(l) pay pension plans and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former directors, officers, employees and agents;

(m) make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest;

(n) accept gifts, devises, and bequests subject to any conditions or limitations contained in the gift, devise, or bequest so long as the conditions or limitations are not contrary to South Carolina law or the purposes for which LYTA is organized;

(o) carry on a business;

(p) do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of LYTA.

2.4 Distribution on Dissolution. Upon the dissolution of LYTA, the assets of LYTA remaining after payment of all costs and expenses of such dissolution shall be distributed, as determined at the time by the Board of Directors, to such other entity or organization(s) organized and operated for substantially the same purposes as LYTA and which at that time qualifies as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or to the federal, state or local government for a public purpose, as the Board shall designate.

ARTICLE III
BOARD OF DIRECTORS

3.1 Power and Composition. Management shall be vested in a Board. The Board shall consist of seven (7) Directors. The Directors may, by a majority vote of those present, elect additional directors to serve on the Board. The number of Directors may be increased or decreased as may be determined from time to time by the majority vote of the Directors present; provided however, in no event shall the Board consist of less than four (4) Directors or more than fourteen (14) Directors.

3.2 Terms and Term Limits.

(a) A regular term of office of Board Members starts on the day of election at an Annual Meeting and ends at the next election two years thereafter.

(b) Board Members may serve three (3) consecutive two-year terms. Board Members who have served out their term limits or who have voluntarily left the Board for other reasons may be elected to the Board upon the expiration of at least one year after having left the Board.

(c) Board Members who leave the Board before the expiration of their terms and Board members who have been elected to fill a vacancy during a term, and who serve eighteen months or more of a term, shall be considered to have served a full term. Periods less than eighteen months will not be considered full terms and shall not be considered when determining term limits.

(d) For purposes of continuity, terms of Members shall be staggered so that approximately half of the Board is elected each year. For the initial Board, four members, determined by lot, shall be elected for one (1) year, which shall be deemed a full term for purposes of term limits.

3.3 Election of Directors. The Directors shall be elected at the Annual Meeting of the Board of Directors by a majority vote of the Directors present at the meeting. Directors shall recuse themselves for voting for themselves when standing for re-election to a new term.

3.4 Vacancies. In case of a vacancy, the Board shall appoint a successor to fill the unexpired term or choose to leave the position vacant until the next election.

3.5 Removal. Any Director may be removed by a two-thirds (2/3rds) vote of the Board.

3.6 No Compensation. The Board shall receive no payment, compensation or other form of consideration for attendance of meetings or serving as Directors. Directors shall be allowed reimbursement of expenses incurred in the performance of their duties, not including travel to annual, regular or special meetings of the Board. Requests for reimbursement must be approved by the President (or Treasurer if the request is from the President) and accompanied by appropriate receipts.

ARTICLE IV **OFFICERS**

4.1 Eligibility. The officers of LYTA shall be a President, one or more Vice Presidents, Secretary and Treasurer and such other officers and assistant officers as the Board shall deem necessary or desirable. Any Director may be eligible to hold one or more of these offices.

4.2 Terms of Office. All elected officers shall serve for a period of one year and until their successors shall be duly elected. All officers shall be eligible to succeed themselves. Officers shall be elected by the Board at the Annual Meeting of the Board or at such time as the Board shall determine. Officers shall assume their duties immediately upon election.

4.3 Vacancies. In case of a vacancy, the Board shall elect a successor to fill the unexpired term.

4.4 Removal. Any officer may be removed by a two-thirds (2/3rds) vote of the Board.

4.5 Duties.

(a) **President.** The president shall be the chief executive officer of the corporation and, subject to the provisions by the Bylaws and to the direction 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 incident to his office or which may be prescribed by the board of directors or which are or may at any time be authorized or required by law.

(b) **Vice President.** Each vice president shall perform such duties as from time to time may be assigned by the President or Board of Directors. In the absence of the president or in the event of his or 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.

(c) **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of LYTA, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records, authenticate records of LYTA when such authentication is required, and in general perform all duties incident to the office of the Secretary and such other duties as may be prescribed by the Board. The Secretary shall have charge of all papers, keep such records, make such reports, and perform such duties as are incidental to that office and properly required of him/her.

(d) **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of LYTA, receive and give receipts for moneys due and payable to LYTA from any source whatsoever, and deposit all such moneys in the name of LYTA in such banks, trust companies or other depositaries as shall be selected by the Board, and in general perform all of the duties incident to the office of Treasurer and such other duties as may be prescribed by the Board. The Treasurer has authority to sign checks and withdrawal slips and related items on behalf of LYTA. Checks drawn may be signed by

the Treasurer or the President. If necessary, the Board will appoint an Audit Committee to audit all of the accounts within three months of the end of a fiscal year. The Treasurer shall prepare the annual budget and report, both of which shall be reported at the Annual Meeting for approval by the Board of Directors.

ARTICLE V **COMMITTEES**

5.1 Nominating Committee. The Nominating Committee shall be appointed annually by the President to serve for the following year and consist of those Directors whose terms will not expire at the next election plus two persons from outside the Board. These two persons from outside the Board shall not be eligible to be a nominee for the Board for the election for which they are serving on the Nominating Committee. The Nominating Committee will present a recommended slate of nominees to the Board of Directors no less than thirty (30) days prior to the Annual Meeting of the Board. The Board of Directors may elect the slate as presented or modify the slate and elect a modified slate.

5.2 Additional Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more additional committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of LYTA, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Director or officer of LYTA; amending the Articles; restating the Articles; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all of substantially all of the property and assets of LYTA; authorizing the voluntary dissolution of LYTA or revoking proceedings therefor; adopting a plan for the distribution of the assets of LYTA; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee. Other committees not having and exercising the authority of the Board in the management of LYTA may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

5.3 Committee Members. Committee chairs and committee members are appointed by, and serve at the pleasure of, the President during his or her term, but may continue to serve under successive presidents if appointed.

5.4 Voting. The vote of the majority of the total members present in any committee meeting shall be the vote of the committee.

ARTICLE VI **MEETINGS**

6.1 Regular Meetings. The Board of Directors shall meet at least quarterly at such time and place as designated by the President or Board. The final meeting of the year shall be deemed the Annual Meeting, at which time elections of Directors and Officers shall take place in addition to

other business as needed. Except for the Annual Meeting, participation in a meeting by means of conference telephone or similar communications equipment through which all persons participating may speak to and simultaneously hear each other shall constitute presence in person at the meeting.

6.2 Special Meetings. Special meetings of the Board may be held at any time and place upon the call of the President or a majority of the Directors.

6.3 Quorum for a Board Meeting. At all Board meetings a majority of the Directors shall constitute a quorum.

6.4 Lack of Quorum. If a quorum is not present, the presiding officer shall adjourn the meeting to a day and hour fixed by him or her.

6.5 Voting of Directors. If a quorum is present, the vote of a majority of the Directors present at a meeting shall constitute an act of the Board unless the Act, these By-Laws or the Articles require the vote of a greater number of Directors.

6.6 Order of Business. At all meetings, the order of business shall be as follows:

1. Reading and disposal of any unapproved minutes.
2. Reports of officers.
3. Reports of committees.
4. Unfinished business.
5. New business.
6. Adjournment.

6.7 Notice of Board Meetings. Notice of any regular meetings of the Board shall be given to each Director not less than thirty (30) days before the date of the meeting. Notice of any special meeting of the Board shall be given to each Director not less than two (2) days before the date of the meeting. Except as otherwise provided by law, notice may be given by either personal notice, telephone, facsimile, electronic communication, overnight courier or United States mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

6.8 Action by Directors Without a Meeting.

- (a) Any action that may be taken at any regular or special meeting may be taken without a meeting if the corporation delivers a written or electronic ballot to every member entitled to vote on the matter. The Annual Meeting is specifically exempted from the provisions of this paragraph and must be held in person.

(b) A written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

(c) Approval by written or electronic ballot is valid only when the number of votes cast by ballot exceeds or equals the quorum required to be present at a meeting authorizing the action, and those voting are unanimously in favor of or opposed to the motion being voted upon.

(d) All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements and specify the time by which a ballot must be received by the corporation in order to be counted.

6.9 Voting by Proxy. Directors may not vote by proxy.

ARTICLE VII MISCELLANEOUS

7.1 Management. Any fees or other funds received by LYTA shall be held in an account or accounts in the name of LYTA in such location(s) as may be designated by the Board or the President. LYTA shall hold, manage, invest and reinvest its funds in accordance with the investment policies of LYTA and shall collect and receive the income therefrom. After deducting all necessary expenses incident to the operation and administration of LYTA, such funds shall be utilized in accordance with the purposes set forth in these By-Laws and the Articles.

7.2 Autonomy of the Corporation. LYTA shall be the sole entity or person responsible for the application and use of its assets, including payment of its expenses in accordance with such operating guidelines as may be established by the Board; and it shall operate as an independent and autonomous entity for the purposes of meeting its financial obligations.

7.3 Fiscal Year. The fiscal year of LYTA shall be the calendar year.

ARTICLE VIII WAIVER OF NOTICE

Except as otherwise provided by law, whenever any notice is required to be given under the provisions of the South Carolina Code, or under the provisions of the Articles or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to LYTA for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by law, LYTA shall indemnify and hold harmless all Directors, officers, employees and volunteers of LYTA against all claims arising out of any alleged action

or inaction in the good faith performance of their duties. Furthermore, the Board and its officers, staff and volunteers shall not be personally liable for the debts, liabilities, or other obligations of LYTA.

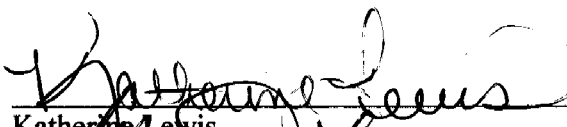
ARTICLE X
AMENDMENTS AND ADOPTION

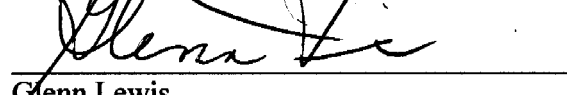
10.1 Amendment of Articles of Incorporation. The power to alter, amend, or repeal the Articles of Incorporation of the Corporation is vested in the Board of Directors. Such action may be adopted by a two-thirds vote of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new Articles of Incorporation at such meeting. Any proposal for alteration, amendment or repeal must be made by a Director.


10.2 Amendment of By-Laws. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds vote of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting. Any proposal for alteration, amendment or repeal must be made by a Director.

10.3 Construction. If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

10.4 Adoption. The undersigned, being the incorporators of this Corporation, hereby do adopt the foregoing By-Laws, consisting of preceding pages, as the By-Laws of this Corporation.


Katherine Lewis Date Oct 14, 13


Glenn Lewis Date Oct 21, 13


Ronald H. Charron Date Oct. 21, 2013