

BYLAWS
of
USTA NORTHERN

ARTICLE I
MEMBERSHIP

Section 1.01 Membership rights. Membership in the USTA entitles members of this Corporation to all privileges and access to this Corporation's events. As set out in the Articles of Incorporation, membership in this Corporation is non-voting. Further, in accord with the Articles of Incorporation's requirement that the Corporation be both organized and operated exclusively for charitable purposes, no members have any right, title or interest in the property of the Corporation.

Section 1.02 Membership classes and qualifications. Membership shall consist of two classifications: Organizational and Individual.

- A. Organizational Members Defined. Any club or other organization located within the boundaries of USTA Northern who is an *organizational member* of the USTA, including clubs, schools, and associations, all as defined by the USTA Bylaws.
- B. Individual Members Defined. An individual who is an individual member of the USTA, and who is domiciled within the boundaries of USTA Northern.
- C. Admission Requires Application.
 - i. Application for Organizational Membership in USTA Northern shall be: (a) submitted to the USTA Membership Department on the proper form; (b) accompanied by annual dues as established by the USTA; and (c) subject to the approval of this Corporation's Board of Directors.
 - ii. Application for Individual Membership in USTA Northern shall be: (a) submitted to the USTA Membership Department/Secretary on the proper form and in accordance with the procedures established by the USTA; and (b) accompanied by annual dues as established by the USTA.
 - iii. Via membership in the USTA, Members meeting the qualifications set out above shall automatically hold membership in this Corporation subject both to the conditions that they: (a) follow the Constitution, Bylaws, Standing Orders, and Rules and Regulations of this Corporation and of the USTA; and (b) that they exhaust all administrative remedies provided in the foregoing documents with respect to each and any controversy and complaint involving participation in activities of USTA Northern and USTA.

Section 1.03 Dues. Other than USTA membership dues, the Board of Directors shall have the right to determine the fees, dues or other payments to be made by the Members of this corporation from time to time.

Section 1.04 Termination. Membership shall terminate at the end of the stated term of Membership. A Member shall not be expelled or suspended, and membership shall not be terminated or suspended before the end of its term, other than for nonpayment of dues or fees, for any reason except having failed to be in compliance with Section 1.02 (iii) preceding. The Board of Directors of this Corporation shall have authority to regulate Members' suspensions and/or expulsion.

Section 1.05 Members' Privileges. Subject to the provisions of the USTA Constitution and Bylaws, this Corporation's Articles of Incorporation, and applicable State law, the Board of Directors of this Corporation may undertake at its discretion the following activities with Members: providing Members with information about the organization's purposes and activities; putting before the Members votes for advisory decisions; and conferring additional benefits.

ARTICLE II BOARD OF DIRECTORS

Section 2.01 Number, Qualification, Election and Compensation. In accord with State law, the Board of Directors of this Corporation shall consist at all times of no fewer than 3 persons. Directors shall at all times in their service be members of the USTA. Subject to such limitation and to the following Sections of this Article, the number of members of the Board of Directors shall be the number designated from time to time by the Board. The Board of Directors shall elect all Directors, and all Directors shall serve without compensation.

Section 2.02 Ex-Officio and Honorary Directors. To complement the composition and expertise of the Board of Directors, the Corporation's Board may, from time to time, elect one or more ex-officio or honorary directors of this Corporation. Ex-officio or honorary directors shall be advisory members of the Board, serving for the term and meeting the qualifying criteria as set by the Board of Directors, but shall have no vote.

Section 2.03 Terms. Except as otherwise provided herein, Directors of the Corporation shall be elected to serve for terms of two (2) years. A Director shall hold office for the term for which he or she was appointed or elected and until the end of the meeting at which her or his successor has been appointed or elected and until such successor has qualified, or until the Director's prior death, resignation or removal. No Director shall serve for more than three (3) consecutive terms, except as allowed when serving as an Officer.

Section 2.04 Removal and vacancies. A Director may at any time be removed with or without cause by the Board of Directors. Any vacancy occurring because of the death, resignation or

removal of a Director may be filled by the Board of Directors for the unexpired term of such Director at any meeting of the Board, including the one in which a removal has been effected.

ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

Section 3.01 Annual Meeting. An annual meeting of the Board of Directors for the purpose of electing Directors and/or Officers (having considered the Nominating Committee's recommendations of individuals to serve in slots then opening), and transacting such other business as may properly come before the meeting, shall be held each year at the time and place designated by the Board of Directors.

Section 3.02 Regular Meetings; Scheduling. Including the Annual Meeting in the roster of "regular meetings," the Board of Directors shall meet at least two times per year, with a maximum of two hundred days between any two meetings. All regular meetings (including the Annual Meeting) may be held at such time and place as shall from time to time be determined by resolution of the Board. After the time and place of regular meetings have been determined, no notice of regular meetings need be given. Meetings may be held elsewhere, or at alternative times, from what the regular meeting schedule established only if notice of the meeting is made and clearly provides for such change(s). Notice of any such change(s), or of any adjournment of a regular meeting to reconvene at a different place, shall be given to all Directors personally, by mail (postage prepaid), telephone, or electronic communication as defined by *Minnesota Statutes* (including, but not limited to, facsimile communication and e-mail) not less than two days before the meeting, excluding the day of the meeting. In the case of reconvening of a meeting, such notice need be provided only to the Directors who were absent at the time such action to schedule the meeting was taken.

Section 3.03 Other Meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time by the President or by the Board of Directors. For such meetings, the President shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty (30) days after receiving the request. If the President fails to give notice of the meeting within seven days from the day on which the request was made, another Officer shall fix the time and place of the meeting and give notice in the manner herein provided.

Section 3.04 Notice. Written notice of each meeting of the Board of Director for which written notice is required, stating the time, place and purpose thereof shall be mailed, postage prepaid, not less than five nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the last available records of this corporation. Any Director may waive notice of a meeting of the Board before, at or after the meeting, orally, in writing or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the

transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. Email notification is an acceptable means of providing notice.

Section 3.05 Quorum and Voting. The presence of a majority of the members of the Board of Directors then-serving shall constitute a quorum at any meeting thereof, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum. At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the Directors present at any meeting shall be sufficient to transact any business unless a greater number of votes is required by law, the Corporation's Articles of Incorporation, or these Bylaws. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A Director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action.

Section 3.06 Remote Action and Means of Communication. The annual meeting and any other meeting of the Board of Directors may be held by one or more means of remote communication as permitted by the Minnesota Nonprofit Corporation Act.

Section 3.07 Written Action (Action Without A Meeting). In accord with the Corporation's Articles of Incorporation, an action permitted to be taken at a meeting of the Directors may be taken by written action signed or consented to by no less than two-thirds (2/3) of the Directors entitled to vote on the action. For such action to be effective, upon signature of the last required Director, immediate notice of the action and effective date shall be made to all Directors.

Section 3.08 Conflicts of Interest. The Corporation shall not enter into any contract or transaction with one or more of its Directors, an organization in or of which a Director is a director or trustee, an officer, a legal representative, or in which the Director or a family member of the Director has a material financial interest, without complying with the provisions of Article VI. Regardless, in no such case shall the Corporation's Board permit or ratify an "excess benefit transaction" as that term is defined in Section 4958 of the Internal Revenue Code. If a contract or transaction would have been permitted under that Code section, failure of the corporation to comply with Article VI shall not invalidate any contract or transaction to which this corporation is a party, although the contract may be voidable under the Minnesota Nonprofit Corporation Act.

ARTICLE IV OFFICERS

Section 4.01 Officers Required; Terms; and Election. The officers of this corporation shall consist of a President, First Vice-President, Vice-President, Secretary, Treasurer and Sectional Delegate. Officers shall be elected by the Board of Directors to serve for terms of two (2) years

and until their respective successors are chosen and have qualified. Any officer may be removed at any time by the Board of Directors with or without cause. Any vacancy occurring in office shall be filled by the Board of Directors. The same person may hold more than one office at the same time and, except as otherwise provided herein, the officers need not be Directors of the corporation. No Officer shall serve more than two (2) consecutive elected terms in the same office.

Section 4.02 President. The President shall have general active management of the business of the corporation; see that orders and resolutions of the board are carried into effect; may execute on behalf of the corporation all contracts, deeds, conveyances or other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation; maintain records of and, when necessary, certify proceedings of the board; and perform other duties as may be assigned to him or her from time to time by the Board of Directors. The President's specific duties shall include: (a) supervising the Executive Director; (b) presiding, when present, at all meetings of the Board of Directors and the Executive Committee; (c) appointing all committees not otherwise provided for; (d) overseeing the Corporation's Officers and committees; and (e) performing other duties as prescribed by the Board from time to time.

Section 4.03 First Vice President. The First Vice President shall be understood, but not guaranteed, to be in line for the Presidency in the following term, upon final approval by the Nominating Committee and the Board of Directors. The First Vice President shall have such powers and shall perform such duties as from time to time may be assigned to each by the President or by the Board of Directors. In the event of the President's absence, disability, or inability or refusal to act, the Board of Directors shall designate one or both of the Vice Presidents to succeed to the power and duties of the President.

Section 4.04 Vice President. The Vice President shall have such powers and shall perform such duties as from time to time may be assigned to each by the President or by the Board of Directors.

Section 4.05 Secretary. The Secretary shall keep the corporation's records and minutes, be the custodian of the records, documents and papers of this corporation, fulfill the usual duties required by such office, and perform such other duties and exercise such other powers as may be assigned to him or her from time to time by the Board of Directors.

Section 4.06 Treasurer. (Amended 7-14-14) The Treasurer shall keep accurate financial records for the corporation, and is responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall: (a) be a member of the Audit, Budget, Compensation and Investment Committees; (b) present a report of this corporation's financial transactions and status to the President and to the Board of Directors when requested as well as at the latter body's annual meeting; and (c) from time to time make such other reports and perform such other duties as the President and the Board of Directors shall direct or require.

Section 4.07 Sectional Delegate. The Sectional Delegate shall represent the Corporation at the USTA annual and semi-annual meetings, and shall be responsible for keeping the Corporation apprised of USTA business.

ARTICLE V
COMMITTEES
(Amended 7-14-14)

Section 5.01 Authority. The Board of Directors may act by and through the standing committees specified herein or as specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it by these Bylaws or as provided from time to time by the Board of Directors. At all times, the Corporation's Committees shall be subject to the control and direction of the Board of Directors.

Section 5.02 Qualifications of Members. Committee members need not be Directors, but must be individual members of the Corporation.

Section 5.03 Standing Committees.

- A. The Executive Committee shall be composed of the Officers of the Corporation. Its charge shall be to direct the affairs of the Corporation between meetings of the Board of Directors and carry out the policies established by the Board of Directors.
- B. The Board Development Committee shall be composed of the Corporation's President, the Sectional Delegate (also serving as this Committee's Chair), and three members of the Board of Directors appointed by the Corporation's President. The Executive Director shall participate as a non-voting member of the Committee, as shall a maximum of two of the Corporation's Past Presidents, as appointed by the President. No member shall participate in discussion or vote on their own application for any office. This Committee shall assess the performance of the current Board and evaluate the needs for future areas of expertise on the Board. This Committee shall work to recruit diverse talent and those with identified areas of expertise and recommend candidates for the Board of Directors and Officers, presenting recommendations to the Board no later 90 days prior to the term than expiring.
- C. There shall be the following Finance related Committees: Audit, Budget, Compensation and Investment. Some of these committees may be combined into a single committee when duties are overlapping. They shall be composed of the Corporation's Treasurer, and individuals appointed by the Corporation's President with concurrence of the Executive Committee. The charge of these Committee's shall be to direct the stewardship of the Corporation's assets and resources in the areas of budgeting, compensation, investments, and overseeing an independent auditor.

D.

Section 5.04 Committee Meetings, Voting and Notice. (Amended 3-22-14) Meetings of committees shall be constituted by a quorum of no less than 51% of the committee members either present in person or via voice conference, which percentage needs to be retained in order for an action to be effected (aside from adjournment). A majority vote of the committee members present and participating via voice conference shall be required to effect action. At all meetings, each member present or participating via voice conference shall be entitled to cast one vote on any question coming before such meeting except when recusal is required due to conflict of interest. Meetings may be held at such time and place as are determined and announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the Chair on at least five days' notice by mail, or two days' notice by email, telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting.

Section 5.05 Terms of Office. Members of Committees shall be appointed to serve a term of two (2) years. No member shall serve more than two (2) consecutive elected terms as Chair. If a Chair has been appointed and elected during a mid-term period, the term-of-office shall be determined as stated in 5.06.

Section 5.06 Vacancies. Vacancies on the Committees resulting from the death, resignation, removal, or disqualification of a Committee member may be filled by the affirmative vote of a majority of the remaining Committee members. Vacancies of the Committee Chair may be filled by appointment by the President, subject to approval by the Executive Committee. Appointment and/or election of a Committee member or Committee Chair will be deemed to be a full two-year term if the appointment and/or election is earlier than 12 months plus one (1) day of the beginning of the normal term. Each Committee member appointed under this Section to fill a vacancy holds office until a qualified successor is elected or appointed.

Section 5.07 Duties and Responsibilities. The duties and responsibilities of each Committee shall be to ensure that the policies of the Corporation are followed and that the Purpose of the Corporation is achieved. Each Committee shall operate under approved USTA Northern Bylaws. Each Committee is required to review its purpose statement every two years and recommend any changes to the Corporation's President.

Section 5.08 USTA Membership. All Committee Chairs and members of the Committees, must be individual members of USTA Northern.

ARTICLE VI CONFLICT OF INTEREST/INDEMNIFICATION

Section 6.01 Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its Directors, officers, or a member of the immediate family of its Director or officer, (b) a Director or officer of a related organization, or a member of the

immediate family of a director or officer of a related organization (within the meaning of *Minnesota Statutes*, section 317A.011, subd. 18), or (c) an organization in or of which the corporation's Director or officer, or member of the immediate family of its Director or officer, is a director or trustee, an officer, a legal representative or has a material financial interest **unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.)** In light of the preceding sentence's mandate, the Board of Directors shall adopt a policy specifying procedures to be followed by the corporation to approve any transactions where a conflict exists. As set out in Section 3.08 of these Bylaws, failure to comply with this Section shall not automatically invalidate any contract or transaction to which this corporation is a party.

Section 6.02 Conflicts of interest: definitions. For purposes of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per the Minnesota Nonprofit Corporation Act, a "material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior section "material financial interest" does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

Section 6.03 Conflict of interest policy. The need for a conflict of interest policy that staff members, officers, and Directors shall adhere to is established by the immediately two preceding Sections of this Article. Such policy shall be established and annually reviewed by the Board of Directors. At a minimum, such policy shall require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with same, shall provide on at least an annual basis to the Secretary of this corporation a list of all organizations and individuals who comprise their "immediate family" or with whom they have a "material financial interest" as such terms are defined in the preceding Article's Section 2, except that in the case of immediate family, a threshold of "materiality" for what comprises a "material financial interest" shall be set by the Board.

Section 6.04 Insurance. This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or

was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

Section 6.05 Indemnification. To the full extent permitted by any applicable law, and subject to the procedural limitations noted in Section 7, following, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee or member of a committee of this corporation or,
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding, in line with the standards enumerated in Section 6, herein.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

[Sections 6.06 and 6.07 of this Article are incorporated by reference from the separate attachment A to these By-laws.]

ARTICLE VII MISCELLANEOUS, INCLUDING AMENDMENTS

Section 7.01 Conforming Relationship With and To The USTA's Mandates. The Rules, Regulations, Bylaws and Standing Orders of the USTA, as now in place or hereafter amended, are recognized as a superseding authority the Corporation shall be bound to; to the extent they mandate governance procedures other than those set out in these Bylaws, the Board of Directors shall amend or alter the contradictory provision(s).

Section 7.02 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31.

Section 7.03 Amendment. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment by a vote of no less than two-thirds (2/3) of all Directors then-seated. Proper notice of the proposed amendment or repeal must precede the Board meeting

at which the amendment will be considered and must include the substance of the proposed amendment.

ADOPTED BY BOARD OF DIRECTORS _____March 1, 2019_____

Attachment A

Section 6.06 Standards. Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

6.06.1 has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;

6.06.2 acted in good faith;

6.06.3 received no improper personal benefit and section 317A.255 of *Minnesota Statutes*, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;

6.06.4 in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and

6.06.5 in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation who is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of this corporation.

Section 6.07 Indemnification: Eligibility, advances, and ancillary recovery. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

6.07.1 Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A.521, subd. 6 of *Minnesota Statutes*, as now enacted or hereinafter amended. In essence, same provides that whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of the relevant proceedings shall be made:

6.07.1.1 by the board by a majority of a quorum; directors who are at the time parties to the proceeding are not counted for determining a majority or the presence of a quorum;

6.07.1.2 if a quorum under 6.07.1.1 cannot be obtained, by a majority of a committee of the board, consisting solely of two or more directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full board including directors who are parties;

6.07.1.3 if a determination is not made under 6.07.1.1 or 6.07.1.2, by special legal counsel, selected either by a majority of the board or a committee by vote constituted under 6.07.1.1 or 6.07.1.2, respectively, or, if the requisite quorum of the full board cannot be obtained and the committee cannot be established, by a majority of the full board including directors who are parties;

6.07.1.4 if a determination is not made under 6.07.1-6.07.3 preceding, by the members with voting rights, other than members who are parties to the proceeding; or

6.07.1.5 if an adverse determination is made under 6.07.1.1-6.07.1.4 preceding, or 6.07.2 following, or if no determination is made within 60 days after the termination of a proceeding or after a request for an advance of expenses, by a court in this state, which may be the court in which the proceeding involving the person's liability took place, upon application of the person and notice the court requires.

6.07.2 With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a director, officer, or person having, directly or indirectly, the power to direct or cause the direction of the management or policies of the corporation, the determination whether indemnification of this person is required because the criteria in Section 6.05 of this Article has been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding under section 317A.521, subd. 3 of *Minnesota Statutes* may be made by an annually appointed committee of the board, having at least one member who is a director (said committee shall report at least annually to the board concerning its action).

6.07.3 Advances of expenses incurred which are payable under Section 6.05 of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the corporation.