

**BYLAWS OF THE
SAN ANTONIO TENNIS ASSOCIATION, INC.**



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ARTICLE I STRUCTURE AND PURPOSE

Section 1. Name, Structure and Purpose.

The name of the Corporation shall be the San Antonio Tennis Association, Inc. (“SATA”) SATA is organized and shall be operated in accordance with the Articles of Incorporation exclusively for educational, charitable, civic, and athletic purposes within the Texas Non-Profit Corporation Act and of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision (the “Act”) of any subsequent United States revenue law. The vision statement of SATA is to “grow tennis in the greater San Antonio community.”

SATA shall promote the lifetime sport of tennis as a means of healthful recreation and physical fitness, and to provide programs for players of all ages and abilities, regardless of race, creed, color, national origin, or physical challenge, in cooperation with the United States Tennis Association and the Texas Section thereof, the San Antonio Parks and Recreation Department, schools, clubs, and other tennis or organizations in San Antonio and the surrounding area.

Section 2. Principal Office and Registered Agent of SATA.

The principal office of the organization shall be located at 1503 San Pedro Avenue, San Antonio, Texas 78212. The location of such principal office may be changed from time to time by the Board of Directors (“BOD”) of SATA. SATA shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identified with such registered office, as required by (the “Act”). The registered office may be, but need not be, identical to the principal office of SATA. The BOD may change the registered office and the registered agent as permitted in (the “Act”).

Section 3. Members; Termination, Suspension, Expulsion.

Membership in SATA shall be available to all persons over the age of eighteen (18) who reside in the geographic area served by SATA. An individual may become a member of SATA by participating in SATA or United States Tennis Association leagues or tournaments, by donating, sponsoring, or volunteering, or otherwise participating in the activities of SATA. A corporation shall also be entitled to be a non-voting Member of SATA. Members of SATA shall have no liability, personal or otherwise, for the debts, liabilities or obligations of SATA

Subject to the provisions of these Bylaws, the Articles of Association of SATA, termination of membership of a Member shall be permitted on the occurrence of any of the following:

1. Upon his or her notice of such termination delivered by the President or Secretary of SATA personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2. A determination by the BOD that it is in the best interest of SATA to terminate the Member. A member will be provided reasonable notice and an opportunity to be heard either orally and/or in writing at a Meeting of the BOD. The process, procedures, and terms of suspension or expulsion shall be established by the BOD. Suspension or expulsion will require a two-thirds majority vote of the BOD at a duly held meeting. All rights of a member in SATA shall cease upon termination, suspension, expulsion, or resignation.

ARTICLE II BOARD OF DIRECTORS AND SATA MEETINGS

Section 1. Management of SATA.

The BOD of SATA shall constitute SATA's governing body and shall be bound by the Articles of Incorporation, these Bylaws and the general laws of the State of Texas. SATA may not employ a member of the BOD until six months has passed since serving on the BOD unless otherwise approved by an affirmative vote by at least two-thirds of the BOD at a duly held meeting.

Section 2. Number and Qualification; Term; Resignation.

The BOD shall consist of no less than nine (9) Directors, including the President and Officers of SATA. At his or her discretion, the Immediate Past-President of SATA may serve as Ex-officio non-voting Director of SATA for a term of one (1) year. The President of the BOD shall have the authority to appoint Directors to the BOD and all such appointments shall be approved by the BOD.

In order to be a SATA Director of SATA, an individual must be over the age of eighteen (18), and should have a general knowledge of the tennis programs, tournaments and leagues in San Antonio areas and the programs offered by SATA. In order to be an Officer of SATA, unless otherwise approved by the BOD, individuals shall serve at least two (2) years as a Director of SATA.

The BOD may accept the resignation of any Director that is submitted, either in writing or orally, to the President or at any meeting of the Board.

Section 3. Meeting of the Directors.

SATA shall hold regular meetings of the BOD at least eight (8) times annually. The time and place for all BOD meetings shall be posted on SATA's website and Members shall be notified of the ability of any Member to appear at a SATA BOD Meeting to address the BOD regarding the activities of SATA. Member presentations to the BOD shall be limited to five (5) minutes and any Member desiring to be present and speak at a BOD meeting shall provide one (1) week advance written notice to the SATA President or Secretary.

Special meetings of the BOD may be called by the President or by at least two (2) voting Officers and one voting Director. All regular and special meetings of the Board shall be held in San Antonio, Texas, at a place and time designated by the President.

Notice of the time and place of all meetings of the BOD shall be given by any officer of SATA. Notice of all meetings shall be delivered to each Director at the address of the Directors then recorded on the records of SATA, or by telecopy or e-mail. Notice of regular meetings shall be given at least seven (7) days prior to the date of the meeting. Notice of special meetings shall be given at least three (3) days prior to the date of the meeting. Notice of a special meeting to be held as a telephone meeting shall be given not less than twenty-four (24) hours prior to the meeting.

Quorum. At all special or duly held meetings of the BOD, the presence of a majority of the number of Directors holding office at that time shall constitute a quorum. The vote of a majority of the voting Directors present at any meeting at which a quorum is present shall be the act of the BOD unless the act of a greater number is required by these Bylaws.

Any action which may or must be taken at a meeting of the Directors or which may be taken by any committee of SATA may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors or all of the members of the committee, as the case may be. Unanimous written consent shall have the same force and effect as a unanimous vote, and may be reported as such in any document.

Subject to the provisions of these Bylaws for notice of meetings, members of the BOD and members of any committee designated by the Board may participate in and hold a meeting of the members of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3 shall constitute presence in person at such meeting, except for a person who participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4. Board of Director's Executive Committee.

The Executive Committee of SATA shall consist of six (6) Officers: President, Secretary, Treasurer and three (3) Vice Presidents: Vice President of Programs, Vice President of Leagues and Vice President of Tournaments, with one being designated by the President as the Executive Vice President, and the Immediate Past President. The designation of the Executive Vice President shall require the affirmative vote of a majority of the BOD. The Immediate Past President of SATA, if he or she elects to serve, shall be an ex-officio non-voting member of the BOD and the Executive Committee.

The President shall serve as the Chairperson of the Executive Committee. In the absence of the President or a vacancy in the position of President, the Executive Vice President shall serve as the Chairperson of the Executive Committee. If the Executive Vice President

is unwilling or unable to serve as Chairperson of the Executive Committee, then the Vice President with the most seniority on the BOD shall serve as Chairperson.

The Executive Committee shall meet at such times as called from time to time by the President, upon not less than twenty-four (24) hours prior notification, if possible, to all members of the Executive Committee. The Executive Committee is authorized to conduct meeting by telephonic and electronic means in accordance with these Bylaws.

The Executive Committee shall have such authority and responsibility as the BOD shall delegate from time to time. Decisions by the Executive Committee are subject to change or reversal by a vote of two-thirds or more Directors.

Section 5. Annual Membership Meeting.

SATA shall have one (1) regular business meeting of the general membership in the last quarter of each fiscal year for the purpose of informing the Members of the activities of SATA, to present annual awards, and to approve the slate of Officers and Directors proposed by the Nominating Committee and approved by the BOD in accordance with the terms herein. The annual meeting of the general membership shall be held at such places as may from time to time be fixed by the BOD or as shall be specified in the respective notices thereof.

Section 6. Notice of General Membership Meetings.

Notice stating the place, day, and hour of each meeting of the general membership, and in case of a special meeting for the purpose or purposes for which the meeting is called, shall be posted on SATA's website not less than twenty-one (21) before the date of the meeting.

Section 7. Quorum.

Twenty (20) Members entitled to vote and present in person shall constitute a quorum at any meeting of the Members, including the general membership meeting. When a quorum is present at any meeting of the Members, the vote of a majority of the Members entitled to vote shall be the act of the meeting.

Section 8. Membership Voting.

Each Member of SATA shall be entitled to one vote "for" or "against" the entire slate of Officers and Directors proposed by the Nominating Committee and approved by the BOD, with the votes tallied at the annual membership meeting. Members may vote in advance of the membership meeting electronically through SATA's website. Electronic voting will be available for two (2) weeks after SATA posts the approved slate of Officers and Directors.

Section 9. Proxies.

Member Voting Proxies shall not be permitted.

Section 10. Special Meeting of the General Membership.

Special meetings of the Members may be called by the President, or by a majority of the BOD. These meetings shall be held at such places as may from time to time be fixed by the President and/or BOD.

**ARTICLE III
OFFICERS**

Section 1. President.

The President shall be the principal executive officer of SATA and, subject to these Bylaws, shall have general supervision over the activities concerning SATA. The President shall carry out all orders of the BOD and must keep the BOD informed of any material actions and/or changes that may affecting SATA. The President shall present to the BOD for majority approval any such material proposed actions or changes in a duly held meeting or a special meeting in accordance with these Bylaws. The President shall preside at all meetings of the general membership and the BOD. The President shall present at the annual meeting of the general membership a report of the activities of SATA. The President shall cast the tie-breaking vote at any meeting of the BOD or general membership. The President shall appoint, except as otherwise provided by these Bylaws, the Executive Vice President, and the chairpersons of all committees to be considered for the majority approval of the BOD. The President shall be an ex-officio member of all committees excluding the Nominating Committee. Nominees for the office of President should have served on the BOD for two (2) years prior to his or her nomination unless otherwise approved by the BOD.

Section 2. Vice Presidents.

The BOD shall have three Vice Presidents: Vice President of Programs, Vice President of Tournaments and Vice President of Leagues, with one being designated by the President as the Executive Vice President. The Vice Presidents shall serve as Committee Chairs for following committees: Programs, Tournaments and Leagues perform such other duties as may be assigned to them by the BOD.

Section 3. Executive Vice President.

In the absence or disability of the President, the Executive Vice President shall perform the duties of the President. The designation of a Director as the Executive Vice President shall not preclude the BOD from approving a qualified replacement for the office of President, if a vacancy exists, until such term has expired. Thereafter, President shall be elected in accordance with these Bylaws.

Section 4. Secretary.

It shall be the duty of the Secretary to send out notices of BOD meetings, committee reports, record the attendance at meetings, and record and preserve the minutes of such meetings. The Secretary shall perform such other duties as may be assigned by the BOD. The record of proceedings for all meetings will be kept at SATA's registered office in accordance with these Bylaws and all applicable legal requirements.

Section 5. Treasurer.

The Treasurer shall present a report to the BOD at each BOD meeting and to the general membership at each annual meeting and shall describe in detail all of the income and expenses of SATA, all of the assets and liabilities of SATA, and all of the grants made and programs operated by SATA. The Treasurer, in connection with the Finance Committee, shall present an annual operating budget to the BOD for approval. The Treasurer shall perform such other duties as may be assigned to the Treasurer by the BOD.

Section 6. Immediate Past President.

The Immediate Past President, if he or she elects to serve, shall be an ex-officio non-voting member of the BOD and the Executive Committee for a term of one (1) year.

Section 7. Election of Officers and Directors.

The Nominating Committee shall present a slate of the proposed elected Officers and Directors to the BOD for approval at a special or duly held meeting. The BOD must approve each individual candidate presented by the Nominating Committee. The board-approved slate of Officers and Directors then shall be approved, or not, by a majority vote of the Members.

Section 8. Nominating Committee.

Annually, the President shall appoint a voting member of the BOD to be the Chairperson of the Nominating Committee. Two additional voting members of the BOD shall be appointed to the committee. The Nominating Committee Chairperson will then form a committee with at least four (4) additional members of SATA to propose a slate of candidates for election. The persons serving on the Nominating Committee must be approved by the BOD before the Nominating Committee can review applications for the new slate of Officers and Directors. The Nominating Committee will accept and consider nominations from qualified Members applying for open positions on the BOD. If a Member is nominated by another Member, the nominated Member shall provide written notice to the SATA Nominating Committee that he or she accepts their nomination as a write in candidate for any open position on the BOD. At each meeting of the Nominating Committee, the presence of a majority of the members shall constitute a quorum. No

member of the Nominating Committee or his or her spouse may be a nominee for any office of the Corporation.

Selection of Nominees. At least sixty (60) days before the general membership meeting, SATA shall provide notice to the Members that it is seeking nominees for the SATA BOD. Not less than forty-five (45) days prior to the general membership meeting, the Nominating Committee shall meet, and after examining the qualifications of all candidates proposed for election to the BOD and all candidates for office, make its recommendations of Officers and Director in writing to the Secretary of SATA not less than twenty (21) days prior to the general membership meeting. The Nominating Committee shall endeavor to present a slate of Officers and Directors that is diverse in nature and includes USTA members from at least five (5) different tennis facilities in the SATA region.

Notice. At least fourteen (14) days prior to the general membership meeting, the Secretary of SATA or shall give written notice to the Members (which may consist of a notice in any regular publication of SATA or on its website) of the nominees nominated by the Nominating Committee and approved by the BOD.

Approval by BOD. The BOD must approve the proposed slate of Officers and Directors as recommended by Nominating Committee by an affirmative vote of at least two-thirds of the voting Directors of the BOD prior to submission to the Members. The Nominating Committee shall provide, along with its proposed slate of Officers and Directors, a full list of all candidates that applied for or were considered for any position on the SATA Board.

Section 9. Term of Office.

A term of office is two (2) years for all positions on the SATA BOD. However, if a Director or Officer is appointed to fill a vacant position on the BOD, the time served to fulfill a vacancy on the BOD shall not be counted for purposes of term limits herein. All Directors shall be elected for a term of two (2) years or until their respective successors are elected and shall be eligible to succeed themselves. Subject thereto and unless otherwise approved by the BOD, elected Directors may not serve more than two (2) consecutive terms on the BOD, regardless of the position held, unless a qualified successor is unavailable to assume the position.

Section 10. Removal.

Any member of the BOD, whether elected or appointed, may be removed for cause at a SATA BOD meeting by an affirmative vote of at least two thirds of the current directors. Removal may occur at any regular or special BOD meeting that may be held for such purpose by the request of at least three current-voting members of the BOD.

In the event any Director shall, without good cause, fail to attend three (3) consecutive BOD meetings, the Board of Directors may, by affirmative vote of a simple majority of those Directors present at any regularly constituted meeting, remove said Director from the BOD.

Committee Chairpersons and Committee Members may be removed from said Committees (with cause) by a majority vote of the BOD. Removal may occur at any regular or special BOD meeting that may be held for such purpose by the request of at least three current-voting members of the BOD. The basis for removal shall be detailed on the meeting Agenda (to include name and reason for removal) and delivered to the BOD at least five (5) days prior to the meeting.

Section 11. Vacancies.

The President, with the approval of the BOD, at a special or duly held BOD meeting, may appoint non-voting directors as may be deemed necessary and appropriate. The BOD, may fill any vacancy in the office of the President or other vacant voting positions on the BOD, and may do so either at a special or duly held meeting of the BOD. Vacancies shall be filled for the duration of the term of the vacated position or for a term as otherwise designated by the President and approved by the BOD.

Section 12. Non-liability of Directors.

The Officers and Directors of SATA shall not be personally liable for the debts, liabilities, or other obligations of SATA.

Section 13. Indemnification.

SATA shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she is or was a Director, committee member or Officer of SATA. Any repeal Section shall be prospective only and shall not limit the rights of any such director, committee member or officer or the obligations of SATA with respect to any claim arising from or related to the services of such director, committee member or officer in any of the foregoing capacities prior to any such repeal or amendment to this Section. The indemnity by SATA shall include the right to be paid by SATA expenses (including, without limitation, attorneys' fees) actually, reasonably necessarily incurred by him or her in defending any such proceeding in advance of its final disposition to the maximum extent permitted by law. If a claim for indemnification or advancement of expenses hereunder is not paid in full by SATA within sixty (60) days after a written claim has been received by SATA, the indemnified party may at any time thereafter bring suit against SATA to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under Texas law. The failure of SATA to have made a determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor any actual determination by SATA that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advance is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to

the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, directors or executive committee, agreement, or otherwise.

SATA may, in the sole and absolute discretion of the BOD, also indemnify any employee or agent of the SATA to the fullest extent permitted by law. As used herein, the term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Insurance. SATA shall purchase and maintain insurance on behalf of any person against any liability which may be incurred by him or by her arising out of his or her status as a Director, Officer, committee member or employee of SATA, whether or not SATA would have the power to indemnify him or her against any such liability as stated herein.

ARTICLE IV COMMITTEES

Section 1. Standing Committees.

Committees shall be established as required to support SATA’s mission and activities. SATA shall have four (4) standing committees: Programs, Leagues, Finance; and Tournaments.

The Chairperson of each Standing Committee shall preside at all committee meetings and be responsible therefore (except that, when necessary, such Chairperson may appoint another member of the committee to preside at a committee meeting or be responsible therefore); to give the BOD notice of all meetings; communicate and confer with all committee members; and where necessary or convenient, prepare and submit a report for approval by the BOD before any action taken by such committee.

All Standing Committees shall prepare a proposed annual budget for submission to the Finance Committee. No Committee, Committee Chairperson or Committee member shall have the right to take any action without the prior approval of the BOD.

Section 1. Programs Committee.

The duties of the Programs Committee include but are not limited to, planning and implementing various programs offered by SATA, including but not limited to programs of the USTA and the USTA Texas Section in which SATA participates, and other programs as assigned by the BOD. The Programs Committee shall have a minimum of five (5) members. The Program Director is an ex officio non-voting member of the Programs Committee.

Section 2. Leagues Committee.

The duties of the Leagues Committee include but are not limited overseeing all SATA Leagues to optimize the quality and growth of organized tennis in SATA's geographical area. The committee shall have a minimum of seven (7) USTA members from at least five (5) different tennis facilities in the SATA region. The Leagues Coordinator shall serve as ex-officio, non-voting member of this committee. The SATA BOD must approve the members of the Leagues Committee who shall serve for a term of (2) years.

Leagues Committee meetings should be held at least six (6) times a year and must be posted on the SATA website at least fourteen (14) days prior to notify all members, who may attend. A specific time will be allotted at the beginning of all leagues committee meetings for member input and comments. Members must notify the Committee Chairperson and/or Leagues Coordinator prior to the meeting so they can be included on the meeting agenda. Any local rule changes must be discussed and voted upon by the majority of the League Committee Members and approved by the BOD in a duly held meeting. All league rule changes must also be approved by the BOD prior to the start of a league season for any rule change(s) to be effective for that league season.

Section 3. Finance Committee.

The Finance Committee shall prepare an annual budget for BOD approval. The Finance Committee shall also develop financial policies and procedures, including, reviewing expenditures to ascertain the organization is keeping within budget guidelines. The Finance Committee will be comprised of the Treasurer who will serve as Chair, and a representative of each Standing Committee.

Section 4. Tournaments Committee.

The Tournaments Committee shall consist of the Tournaments Committee Chair, a USTA official, and members of the tennis community that fairly represent San Antonio tennis. The Tournament Director shall serve as an ex officio, non-voting member of this committee.

Section 5. Standing Committee Annual Budgets.

Each Standing Committee shall prepare an annual proposed budget to the Finance Committee. Each Standing Committee shall designate one member to serve on the Finance Committee.

Section 6. Special Committees.

The President shall establish Special Committees as needed to address specific issues as they may arise. The President may appoint a Director of the BOD or a member of SATA to serve as the Committee Chair and the committee shall consist of at least three (3) members of SATA.

Section 7. President as Member of Committees.

The President shall be a non-voting member of all committees, except the Nominating Committee.

Section 8. Committee Meetings.

Meetings of any Standing or Special Committee of SATA (including, without limitation, meetings of the Executive Committee) may be held by electronic transmission, conference call, or in person. The committee chair must designate a committee member to take minutes of each meeting. The time and place for Members to speak at any Standing Committee meeting shall be posted on SATA's website and Members shall be notified of the ability of any Member to appear at a SATA Committee Meeting to address the committee. Member presentations at any committee meeting shall be limited to five (5) minutes and any Member desiring to be present and speak at committee meeting shall provide one (1) week advance written notice to the Committee Chair.

**ARTICLE V
SATA STAFF**

Section 1. Executive Director.

The SATA Executive Director's immediate supervisor shall be the President of the BOD. The Executive Director shall provide reports to the BOD on all operations of SATA, as necessary or as requested by the BOD, at all regular meeting of the BOD. The Executive Director shall manage the paid staff positions, provides financial reporting and staff support for officers and directors in meeting SATA's goals. The Executive Director shall see that notice is given to the general membership of meetings and other activities of SATA. He or she shall oversee the collection and receiving of the funds of SATA and depositing said funds in the name of SATA with such bank(s) as the BOD shall designate and keep an itemized account of the receipts and disbursements of SATA. SATA's monthly bank statement(s) must be reconciled by the internal bookkeeper or the contract bookkeeper and verified by the Executive Director. The Executive Director along with the Finance Committee shall manage the fiduciary responsibilities of SATA. He or she shall prepare the annual budget for Board approval, develop financial policies and procedures, including, reviewing expenditures to ascertain SATA is keeping within budget guidelines. The Executive Director shall obtain the BOD's approval of any expenditure exceeding \$2,000.00. Any checks or electronic payments in excess of \$2,000.00 shall be co-signed and/or approved by the President or Treasurer and in their absence by a voting member of the Executive Committee. The Executive Director shall perform any duties assigned by the President and/or approved by the BOD when necessary. The BOD shall conduct an annual review of the Executive Director.

Section 2. Other SATA Staff Positions.

Various staff positions may be required to support SATA's goals. Any new SATA staff position(s) must be approved by the BOD of SATA. Presentation of new positions will be made to the BOD for approval by majority vote at a regular or special meeting that may be called for this purpose.

ARTICLE VI AMENDMENTS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new by-laws adopted by approval of the BOD. Approval shall require an affirmative vote by at least two-thirds of the BOD at a duly held meeting. All amendments must be made available for review by the BOD ten (10) days prior to a duly held meeting. Amendments to the by-laws, after approval by the BOD, will be made available for review via SATA's website, or electronic mail, to the general membership.

ARTICLE VII MISCELLANEOUS

Section 1. Manner of Giving Notice.

Whenever, under the provisions of any statute, the Articles of Incorporation, or these by-laws, notice is required to be given to any director or member of SATA, it shall not be construed to mean personal notice, and any such notice may be given in writing by mail, electronic mail, or facsimile. Any notice permitted or required to be given by mail shall be deemed to be delivered when the same shall be deposited in the United States mail.

Section 2. Waiver of Notice.

Whenever any notice is required to be given to any director or member of SATA, under the provisions of any statute, the Articles of Incorporation, 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, shall be deemed equivalent to the giving of such notice.

Section 3. Consent.

Any action required or permitted to be taken at any meeting of the BOD may be taken without a meeting by consent in writing setting forth the action to be taken, signed by all of the current BOD. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document.

Section 4. Fiscal Year.

The fiscal year of SATA shall be the twelve (12) month period beginning January 1 and ending December 31, inclusive, unless otherwise altered by the BOD.

ARTICLE VIII CONFLICT OF INTEREST

Section 1. General Provisions and Purpose.

The Conflict of Interest Policy is intended to ensure that the business of SATA is conducted effectively, objectively, and without improper influence or the appearance of improper influence. Employees and volunteers must maintain high standards of honesty, integrity, and impartiality in the performance of their duties. SATA's policy is designed to help directors, officers, employees and other volunteers to identify situations that present potential conflicts of interest and provide a procedure that, if observed, will allow a transaction to be treated as valid and binding even though one has or may have a conflict of interest with respect to the transaction. It is the duty of each person to become familiar with, and abide by, all rules and regulations of SATA including, but not limited to the Conflict of Interest and Disclosure Policy (herein after "Policy").

Section 2. Loyalty and Conflicts of Interest.

The following circumstances may create a potential Conflict of Interest:

- A contract or transaction between SATA and an employee or volunteer;
- A contract or transaction between SATA and an entity in which an employee or volunteer has a financial interest or of which an employee or volunteer is a director, officer, employee, partner, or other representative;
- An employee or volunteer competing with SATA in the rendering of services or in any other contract with a third party; and
- An employee or volunteer having a financial interest in, or serving as a director, officer, employee, agent, partner or other representative of, or consultant to, an entity or person that competes with SATA in the provision of services or any other contract with a third party.

Employees and volunteers of SATA owe a duty of loyalty to SATA to fulfill conscientiously their responsibilities on behalf of SATA. Employees and volunteers should disclose and, where appropriate, refrain from engaging in any activity that might conflict, or appear to conflict, with the interests of SATA, or that might result in or create the appearance of using one's position as an employee or volunteer at SATA for private gain; giving preferential treatment to any person; impeding the efficiency or economy of SATA operations; or making decisions without impartiality. Employees and volunteers may not do indirectly, through family or friends, what they are precluded by the Policy from doing directly.

THIS IS TO CERTIFY that the foregoing By-laws of San Antonio Tennis Association, Inc. have been duly adopted this 1st day of October 2019, by the Board of Directors.

By: _____
Cari Breakie Richardson
President, Board of Directors
San Antonio Tennis Association, Inc.