

**BYLAWS OF THE
SAN DIEGO DISTRICT TENNIS ASSOCIATION**

Established 1973

AMENDED AND RESTATED BYLAWS
of
SAN DIEGO DISTRICT TENNIS ASSOCIATION
a California nonprofit public benefit corporation

ARTICLE I
NAME AND LOCATION OF OFFICES

The name of this corporation is San Diego District Tennis Association. It is a California nonprofit public benefit corporation with principal offices at 2221 Morley Field Drive, San Diego, California 92104.

ARTICLE II
PURPOSES; DEDICATION OF ASSETS

1. Purposes

1.1 *General Purposes.* This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States internal revenue law.

1.2 *Specific Purposes.* The specific and exclusive purposes for which this corporation is formed are to

(i) To conduct, promote, maintain, supervise, hold, operate and regulate Tournaments and the game of Tennis in the District of San Diego, State of California, United States of America.

(ii) To establish, develop, organize, assist, build, and maintain clubs, associations and organizations in the County of San Diego for the purpose of promoting generally the best interests of the game of tennis and to procure, expand, facilitate and encourage the playing of the game of tennis and facilities therefor.

(iii) To participate in, secure, maintain and establish membership as a "District Association," or other proper form of membership, in and to the Southern California Tennis Association, a Section of the United States Tennis Association.

(iv) To adopt, assist and cooperate and collaborate with the Southern California Tennis Association, and the various members thereof, in the determination of questions of policy and the promulgation, enactment and enforcement of various rules, regulations and orders respecting the game of tennis and the playing thereof in the County of San Diego.

(v) To provide annual, semi-annual or other tournaments for the various championships to be held in the County of San Diego.

(vi) To promote community health and wellness by encouraging participation among the general public in the sport of tennis, to provide education in the sport of tennis, and in the health and wellness achieved through participation therein.

2. Dedication of Assets.

The properties and assets of this corporation are irrevocably dedicated to charitable, religious, scientific, literary, and educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or officer of this corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Section 501(c)(3), and contributions to which is or are then deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States internal revenue law.

ARTICLE III
MEMBERSHIP

1. Members

The corporation shall have no members. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board of Directors (the "Board"). All rights which would otherwise vest in the members shall vest in the Board.

2. Associates

Nothing contained in Section 1 of this Article shall be construed to limit the right of the corporation to refer to persons associated with the corporation as "members", even though such persons are not members including, without limitation, organizational members and individual members as the same may be designated, and the dues and assessments therefore established, from time to time in accordance with the constitution, bylaws, and rules and regulations of the United States Tennis Association. However, no such reference shall constitute anyone being a member, within the meaning of §5056 of the California Nonprofit Corporation Law. By amendment of its Articles of Incorporation or of these Bylaws, the corporation may grant some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said §5056 of the California Nonprofit Corporation Law.

ARTICLE IV
DIRECTORS

1. Powers

Subject to limitations of the Articles of Incorporation and these Bylaws, and the pertinent restrictions of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, all the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To appoint and remove all the officers, agents and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws; fix the terms of their offices and their compensation and in the Board's discretion require from them security for faithful performance of their duties.
- b. To make such disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation, as more fully set out in the Articles of Incorporation thereof; and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- c. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- d. To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.
- e. To carry on a business at a profit and apply any such profit that results from the business activity to any activity which furthers the purposes for which this corporation is organized; provided however, that the Directors shall not carry on business at a profit to such an extent that the corporation loses its tax-exempt status under federal or state income tax provisions.
- f. To change the principal executive office or the principal business office in the State of California from one location to another; to cause the corporation to be qualified to do business in any other state, territory, dependency, or country and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of any meeting or meetings.

2. Number of Directors

2.1 *Variable Number.* The authorized number of Directors of the corporation shall be an odd number of not less than one (1) and not more than thirty-five (35) until changed by an amendment to these Bylaws, the exact authorized number of directors to be fixed within such limits by the Board from time to time. Notwithstanding the foregoing, the initial number of directors of the Corporation shall be fixed at thirty-five (35).

2.2 *Limitation on Interested Directors.* Not more than 49% of the persons serving on the Board at any one time may be "interested persons." An interested person is (i) any person being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

3. Selection and Tenure of Office

Directors shall serve for a term of three (3) years. Directors shall be elected by a majority of the Directors then in office, to hold office until the expiration of such term and until a successor has been elected and qualified. Upon the adoption of these Bylaws, and subject to Sections 4, 5 and 6 of this Article IV, the directors then in office shall divide themselves by lot, as evenly as possible, into three classes, the first class to serve until the election of directors at the first annual meeting following such adoption, the second class to serve until the election of directors at the second annual meeting following such adoption, and the third class to serve until the election of directors at the third annual meeting following such adoption.

4. Resignations

Except as provided below, any Director may resign by giving written notice to the President or the Secretary or the Chief Financial Officer/Treasurer of the corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. No Director may resign if the corporation would be left without at least one duly elected Director.

5. Removal of Directors

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with §5230) of the California Nonprofit Public Benefit Corporation Law. Any Director may be removed without cause by the vote of not less than two-thirds of the Directors then in office provided, however, that at all times at least one member of the Board of Directors shall hold office by appointment of the Board of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before his term of office expires.

6. Events Causing Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by Board resolution of a vacancy of the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with §5230) of the California Nonprofit Public Benefit Corporation Law; (c) removal of a Director for fraudulent acts in an action in Superior Court under §5223 of the California Nonprofit Public Benefit Corporation Law; (d) the removal of a Director under Section 5 of this Article IV; or (e) the increase of the authorized number of Directors.

Vacancies in the Board shall be filled in the manner set forth in §5224 of the California Nonprofit Public Benefit Corporation Law *provided, however*, that to the extent feasible, vacancies shall be filled in such a manner to preserve the classification of the Board as provided in Section 3 of this Article IV.

7. Place of Meetings

Notwithstanding anything to the contrary in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of the corporation may be held at any place within or without the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated by resolution of the Board.

8. Annual Meeting

The Annual Meeting of the Board shall be held on the second Tuesday in January of each year at 7:00 o'clock p.m. at the principal office of this corporation, or at such other date and time as shall be designated from time to time by the Board.

9. Special Meetings

Special meetings of the Board for any purpose or purposes may be called by the President or any Vice-President or the Secretary or upon the written request of any two Directors.

10. Notice of Special Meetings

Special meetings of the Board shall be held upon four days' notice by first class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board.

11. Quorum

One-third of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents it, whereupon a majority of the Directors in office shall constitute a quorum, provided that if the Board consists of more than one Director, said majority of the Directors in office shall constitute at least the larger of two Directors or one-fifth (1/5) of the

authorized number of Directors. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors, if any, who were not present at the time of the adjournment. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws or by law.

12. Participation in Meetings by Conference Telephone, Electronic Video Screen Equipment, Etc.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another, if allowed by the meeting Chairperson. Participation by Directors in a meeting in the manner provided in this Section constitutes presence in person at such meeting.

13. Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a Director who attends the meeting without protesting before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

14. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 14 only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

15. Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

16. Committees

16.1 *Creation and Powers.* Committees of the Board may be appointed by a duly adopted resolution of the Board. Minutes shall be kept of each meeting of each committee and shall be timely delivered to the Secretary for safekeeping in the records of the corporation.

Committees shall be composed of two or more members of the Board, except as provided below, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

- a. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- b. The fixing of compensation of the Directors for serving on the Board or on any committee;
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- e. The appointment of other committees of the Board or the members of these committees.
- f. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- g. The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of §5233 of the California Nonprofit Public Benefit Corporation Law.

16.2 *Executive Committee.* Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. An Executive Committee shall have an odd number of authorized members to be fixed from time to time by the Board but not less than seven (7), and which shall include in such number the President, the Chief Financial Officer/Treasurer and Secretary; the remaining authorized number of members shall be nominated by the President and elected by the Board. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted *provided, however*, that a majority of the authorized members of the Executive Committee shall constitute a quorum thereof and *provided, further*, the President shall chair the meetings of the Executive Committee. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board.

16.3 *Nominating Committee.* There is hereby established a Nominating Committee, to consist of three directors. The members of the Committee shall be appointed by the Board based on recommendations from the sitting Nominating Committee provided, however, that the chair of the Committee shall not be an interested person. The members of the Nominating Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Committee shall have the following authority and responsibilities:

(a) To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the board of directors for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria")

(b) To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall also consider any nominations of director candidates made not less than ten (10) days prior to a meeting of the Board at which directors are to be elected.

(c) To select the nominees to be presented for election as directors to the Board.

(d) To develop, subject to approval by the board of directors, a process for an annual evaluation of the board of directors and its committees and to oversee the conduct of this annual evaluation.

(e) If a vacancy on the board of directors and/or any committee occurs, to identify and make recommendations to the board of directors regarding the selection and approval of candidates to fill such vacancy.

16.4 *Audit Committee.* In the first fiscal year that the corporation receives or accrues gross revenue of at least two million dollars (\$2,000,000) (exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of funds received), the corporation shall establish an audit committee appointed by the Board ("Audit Committee"). The Audit Committee may include persons who are not members of the Board, but must not include any members of the staff of the corporation (including, for example, the President or the Chief Financial Officer/Treasurer). If the corporation has a financial committee, it must be separate from the Audit Committee. Members of such finance committee may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the finance committee and members of the finance committee shall constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation, in any capacity, from the corporation in excess of the compensation, if any, received by members of the Board for service on the Board and shall not have a material financial interest in any entity doing business with the corporation. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of its independent auditor, and may negotiate the independent auditor's compensation on behalf of the corporation. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with statutory and regulatory standards of auditor independence, and shall approve performance of nonaudit services by the auditing firm.

16.5 *Other Committees.* The President may establish the following standing Committees.

- a. Bylaws and Governance
- b. Finance & Budget

Additional ad hoc committees may be established by the President as needed from time to time with the approval of the Board. The President shall be a member, *ex officio*, of all committees other than the Executive Committee, and the President shall not serve as chair of any committee other than the Executive Committee.

17. Fees and Compensation

Directors shall not receive any stated or fixed salary for their services, but may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at any regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V
OFFICERS

1. Officers

The officers of the corporation shall be a President, a Secretary and a Chief Financial Officer/Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice-Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer/Treasurer may serve concurrently as the President.

2. Election

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board, subject to the rights, if any, of an officer under any contract of employment. The President and each other officer shall hold his or her office for a term of two (2) years, or until he or she shall resign, be removed, or become otherwise disqualified to serve, and until his or her successor shall be elected and qualified. The President shall not serve for more than two consecutive terms of two (2) years each.

3. Subordinate Officers

The Board may appoint, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board may from time to time determine. If an assistant officer to any officer shall be appointed, such assistant officer may exercise any of the powers of his or her superior officer, as provided in these Bylaws or as authorized by the Board of Directors, and shall perform such other duties as are imposed upon him or her by these Bylaws or the Board of Directors.

4. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board, or to the President, the Secretary or the Chief Financial Officer/Treasurer of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

6. Inability to Act

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board may from time to time delegate the powers or duties of such officer to any other officer, or any Director or other person whom the Board may select.

7. President

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the activities and officers of the corporation. The President shall preside at all meetings of the Board. He or she shall be, ex-officio, a member of all committees, including the Executive Committee but excluding the Nominating Committee, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

8. Vice-President

In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or if not ranked, the Vice-President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or the Bylaws.

9. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the corporation's principal office or such other place as the Board may order, of all meetings, proceedings, and actions of the Board and its committees. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

10. Chief Financial Officer/Treasurer

The Chief Financial Officer/Treasurer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including the amounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. The books of account shall at all reasonable times be open to inspection by a Director.

The Chief Financial Officer/Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. He or she shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

11. Compensation

The compensation of all officers shall be fixed in accordance with the procedure set forth in this Section, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the corporation.

Subject to the terms of any employment agreements that may exist between the corporation and its officers, officers' compensation, and any increases in such compensation, shall be fixed in accordance with such compensation survey as the Board shall deem appropriate.

The compensation (including all terms and conditions thereof) of the President and Chief Financial Officer/Treasurer shall be reviewed and approved by the Board in accordance with the above guidelines to ensure that it is just and reasonable as to the corporation. This review and approval shall occur (i) initially upon the hiring of the officer, (ii) whenever the term of the employment, if any, is renewed or extended, and (iii) whenever the officer's compensation is modified. With respect to (iii), separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

The compensation of all corporate officers (other than the President and Chief Financial Officer/Treasurer) shall be fixed by the President in accordance with the above guidelines, subject to ratification by the Board.

ARTICLE VI
ADVISORY COUNCIL

The Board may appoint an Advisory Council in order to assist the Board through policy recommendations made to the Board by said Advisory Council.

ARTICLE VII
OTHER PROVISIONS

1. Endorsement of Documents; Contracts

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by the President, or any Vice-President, and the Secretary, any Assistant Secretary, or the Chief Financial Officer/Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same.

The Board, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, and except as in this Section hereinabove provided, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

2. Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do in proxy or power of attorney duly executed by said officer.

3. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

4. Amendments

These Bylaws may be amended or repealed by a duly adopted resolution of the Board.

ARTICLE VIII
INDEMNIFICATION OF AGENTS OF THE CORPORATION

1. Definitions

For purposes of this Article, "agent" means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article.

2. Indemnification in Actions by Third Parties

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was a director or officer of the corporation, and may at the election of the Board indemnify any person who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was an agent of the corporation (other than a director or officer), against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person believed to be in the best interests of this corporation and, in the case of a criminal proceeding, has no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful. For purposes of this Section 2 of this Article only, "proceeding" shall not include any action by or in the right of the corporation to procure a judgment in its favor, an action brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.

3. Indemnification in Actions by or in the Right of the Corporation

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as

an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- a. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

4. Required Indemnification

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection herewith.

5. Procedure For Indemnification

Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3, by:

- a. A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
- b. The court in which such proceeding is or was pending, upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

6. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article. The provisions of subdivision (a) of §5236 of the California Nonprofit Public Benefit Corporation Law do not apply to advances made pursuant to this Section 6.

7. Other Indemnification

No provision made by the corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

8. Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article except as provided in Sections 4 or 5(b) in any circumstances where it appears:

- a. That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9. Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of §5233 of the California Nonprofit Public Benefit Corporation Law.

10. Nonapplicability to Fiduciaries of Employee Benefit Plans

This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of §207 of the California General Corporation Law.

ARTICLE IX
RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS

1. The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

2. The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

3. No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Chief Financial Officer or by the Board. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement said appropriations.

ARTICLE X
MISCELLANEOUS PROVISIONS

1. Instruments in Writing

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate.

2. Maintenance of Articles and Bylaws

The corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

3. Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

4. Annual Report

Within 120 days after the end of the corporation's fiscal year, the President shall furnish or cause to be furnished a written report to all Directors containing the following information:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than \$50,000 in which the corporation (or its parent or subsidiaries, if any) was a party and in which any director or officer of the corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; for each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest; and

(f) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of the corporation pursuant to Article 10 of these Bylaws, unless such indemnification has already been approved pursuant to Section 5 of Article 8.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such report may be furnished to the directors by electronic transmission in accordance with Section 6 of this Article 10.

5. Audited Financial Statements

Audited financial statements of the corporation must be prepared using generally accepted accounting principles and must be audited by an independent certified public accountant in conformity with generally accepted auditing standards for any fiscal year in which the corporation has gross revenues at least equal to two million dollars (\$2,000,000). Such audited financial statements shall be prepared, and be made available for inspection, in accordance with the requirements set forth in Sections 12586(e)(1) and 12586(f) of the California Government Code, and shall otherwise be in accordance with applicable law. Any non-audit services performed by the firm conducting the audit shall conform to the requirements set forth in Section 12586(e)(1) of the California Government Code.

6. Electronic Transmission by the Corporation

Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of San Diego District Tennis Association, a California nonprofit public benefit corporation, does hereby certify that the above Bylaws consisting of 18 pages were adopted as the Bylaws of the corporation on the 8th day of October, 2024, by the action of the Board of said corporation on said date, pursuant to a unanimous written consent. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

Dated: Oct 8, 2024



Hillary Park, Secretary