

**BY-LAWS OF**  
**THE AMERICAN PLATFORM TENNIS ASSOCIATION, INC.**

**ARTICLE I**

1. Name: The name of this corporation is the American Platform Tennis Association, Inc.
2. Offices: The principal office of the corporation shall be located at 109 Wesport Drive Pittsburgh, Pennsylvania 15238. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the corporation may require.

**ARTICLE II**

**Members and Meetings of Members**

1. Voting Members: The voting members shall consist of all active members, other than junior members, on the current membership roster of the corporation and any individual, club, association, church, community, school, college or other organization whose application for voting membership is approved by the Board of Directors as provided in Section 6 of this Article.
2. Non-voting Members: The non-voting members of the corporation shall consist of all junior members on the current membership roster of the corporation and any individual, club, association, church, community, school, college or other organization whose application for non-voting membership is approved by the Board of Directors as provided in Section 6 of this Article.
3. Dues: The Board of Directors shall have the authority to establish and/or reestablish categories of membership and to establish and/or reestablish dues for each category of membership. A current list of the categories of membership and the dues for each category shall be maintained in the principal office of the corporation and shall be available to members and to potential applicants upon request.
4. Suspension and Expulsion: Any member may be suspended or expelled from the corporation by the vote of a majority of the entire Board of Directors for refusing or failing to comply with these by-laws or for other good and sufficient cause.
5. Resignation: Any member may resign from the corporation by written declaration to the secretary, but the Board of Directors may decline to accept the resignation of any member while such member is financially indebted to the corporation.

6. Applications for Membership: Applications for membership in the corporation shall be made by completing a membership application form, signed by the applicant if an individual and by an officer thereof if an organization, and by delivery of said form to the principal office of the corporation together with a check or charge card information for the appropriate dues amount. Applications shall be subject to the approval of the Board of Directors or of such director or directors duly designated by the Board of Directors to review membership applications. If an application is rejected for any reason, a refund of the dues paid shall be made to the applicant.
  
7. Rights of Members:
  - (a) Voting members shall be entitled to one vote at all annual and special meetings of the voting members, which vote may be cast in person or by written proxy duly subscribed by the voting member if an individual or by an officer thereof if an organization. A written proxy shall be served personally, by mail or electronically, upon each voting member who appears as such on the books of the corporation at least fifteen days prior to the scheduled date of any meeting of the voting members.
  - (b) All elections shall be had and, unless otherwise specifically provided by statute or in these by-laws, all questions decided by a majority vote of the voting members.
  - (c) All members shall be entitled to receive tournament schedules, notices or publications designated by the corporation for dissemination to the general membership. All members shall be entitled, subject to their eligibility as determined at the sole discretion of the respective tournament committees, to participate in all tournaments sanctioned by the corporation.
  - (d) No member of whatever category shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.
  
8. Annual Meetings: The annual meeting of the voting members shall be held at such time and place as shall be designated by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.
  
9. Special Meetings: Special meetings, other than those regulated by statute, of the voting members may be called at any time by the president or by any four directors, and must be called by the president or the secretary upon receipt of the written request of one-third of the voting members of the corporation.

10. Notice of Annual and Special Meetings: Notice of the time, place and proposed agenda, if any, of the annual meeting and of any special meetings of the voting members shall be served personally, by mail or electronically, upon each voting member who appears as such on the books of the corporation at least fifteen days prior to the scheduled date of such meeting.
11. Quorum: At any meeting of the voting members of the corporation, the presence, in person or by written proxy, of not less than one-tenth of the voting members or one hundred voting members, whichever is the lesser, shall be necessary to constitute a quorum for all purposes except as otherwise provided by law. Notwithstanding the presence or absence of a quorum of the voting members, any meeting may be adjourned without notice other than by announcement at the meeting and without further notice to any absent member by a majority vote of the members present in person or by written proxy. At any reconvened meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed. For purposes of determining whether a quorum be present at such a reconvened meeting, presence by written proxy at the original meeting shall constitute presence at the said reconvened meeting.
12. Waiver of Notice: Whenever under the provisions of any law or of the certificate of incorporation or by-laws of this corporation, the corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the voting members of the corporation or after the lapse of a prescribed period of time, such requirements may be waived in writing by the voting member or members entitled to such notice or entitled to participate in the action to be taken.
13. Removal of Directors or Officers:
  - (a) Any director or officer may be removed from office by the affirmative vote of two-thirds of the voting membership, registered either in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation or for refusal to exercise due diligence in carrying out its purposes. Any such director or officer proposed to be removed shall be entitled to at least five days notice, in writing, by mail, of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.
  - (b) Alternatively, a board member will be considered removed from the APTA Board of Directors provided that at least 65% of the Board members cast a valid vote (abstentions do not count as a vote) and if he or she does not receive more than 4 affirmative votes from those members of the Board of Directors who vote.

14. Compensation and Expenses: Members shall not receive any stated salary for their services as such, but the Board of Directors shall have the power, in its discretion, to contract for and pay to members rendering unusual or special services to the corporation or incurring duly authorized expenses on its behalf special compensation appropriate to the value of such services and/or expenses.

15. Indemnification:

- (a) The corporation shall defend and indemnify (i) its directors and officers, whether serving the corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of New York now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law, and (ii) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled.
- (b) The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE III  
Directors

- 1. Election: The business and property of the corporation shall be managed and controlled by a Board of Directors, who shall be elected from among the individual voting members.
- 2. Term of Office: Each elected director shall serve a three year term, unless he or she resigns or is removed before the three year term has ended. If a director serves two consecutive three year terms, he or she may not be elected to the board again until at least two years have passed since he or she served as a director on the board, provided, however, that a director may serve six consecutive years as a director and up to three additional consecutive years as president. In the event of the illness or disability of a director, the board may grant him or her a leave of absence for up to the remaining length of his/her term, with the period of the leave not counting toward the length of time he or she is permitted to serve.

3. Number: The number of the directors of the corporation shall be not less than 11 nor more than 20, but such range may be increased or decreased by amendment to these by-laws in the manner set forth in Article XI hereof. When the number of directors is so decreased by amendment adopted by the Board of Directors, each director in office shall continue to serve until his term expires or until his resignation or removal as herein provided.
4. Resignation: Any director may resign at any time by giving written notice of such resignation to the Board of Directors.
5. Vacancies: Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled by any individual member or members duly elected by a majority of the directors then serving. In the absence of a regular or special meeting of the Board of Directors for that purpose, the serving directors may be polled in any manner deemed appropriate by the Executive Director of the corporation, and the report of said Executive Director shall constitute the official result of the vote of the polled directors unless challenged in writing by one or more of said directors within thirty days of receipt thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding meeting of the voting members of the corporation or until the election and qualification of his successor.
6. Annual Meetings: Immediately after each annual election, the newly elected directors may meet forthwith for the purpose of organization, the election of officers and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all of the directors.
7. Special Meetings: Special meetings of the Board of Directors may be called by the president or by the secretary and must be called by either of them on the written request of any four members of the board.
8. Notice of Meetings: Notice of all directors' meetings, except as herein otherwise provided, shall be given by mail at least three days prior or by telephone, e-mail or facsimile transmission at least one day prior to the scheduled date of said meeting, but such notice may be waived by any director before or after the meeting. Regular meetings of the Board of Directors may be held without notice at such time and place as may be determined by the board. Any business may be transacted at any directors' meeting except as otherwise provided in these by-laws. At any meeting at which three-fifths of the serving directors shall be present, even though without notice or waiver thereof, any business may be transacted.

9. Chair: At all meetings of the Board of Directors, the president or, in his absence, the secretary or, in their absence, a chair chosen by the directors present shall preside.

10. Quorum:

(a) At all meetings of the Board of Directors, one-half of the then serving directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these by-laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent director. Directors may participate in person or via teleconference or videoconference.

11. Compensation: The Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed sum or expenses of attendance, if any, or both may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the corporation or incurring duly authorized expenses on its behalf special compensation appropriate to the value of such services and/or expenses.

12. Powers: All the corporate powers except such as are otherwise provided for in these by-laws and in the laws of the State of New York shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the corporation such powers as they may see fit, provided, however, the Board of Directors must vote on the following matters, which may not be delegated to any committee:

- a. The annual budget
- b. Election of officers, committee chairs, and committee members of non-advisory committees
- c. Hiring and firing of the CEO and Executive Director
- d. Strategic direction of the corporation
- e. Unbudgeted expenditures over \$7,500 or any amount if it results in a change in strategic direction
- f. Buying real estate, selling real estate, entering any lease over 5 years, or selling all or substantially all of the corporation's assets (which action shall require the affirmative vote of 2/3 of the entire Board).

13. Duty to Report: The Board of Directors, pursuant to Section 519 of the Not-For-Profit Corporation Law, shall present at the annual meeting of the voting members a report, verified by the president and treasurer or by a majority of the directors, showing in appropriate detail the following: (a) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the annual meeting, which shall be not more than four months prior to said meeting; (b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report; (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (d) the expenses or disbursements of the corporation, both for general and restricted purposes, during the year immediately preceding the date of the report; and (e) the number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current members may be found.
14. Voting by Proxy: Directors may not vote by proxy.
15. Voting by Email: The Board may not vote by email, but the Board can take action by unanimous written consent of all directors via email.

#### ARTICLE IV Officers

1. Number: The officers of the corporation shall be the president, one or more vice-presidents, the secretary, the treasurer, and such other officers with such powers and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Directors. Any two offices, except those of president and secretary, may be held by the same person. At least three regions shall be represented among the officers.
2. Election, Term of Office and Qualifications: The Governance Committee shall present a slate of officers to the full Board. The president, the secretary and the treasurer shall be elected annually by the Board of Directors from among their number, and the other officers shall be elected annually by the Board of Directors from among such persons as they may see fit, at the first meeting of the Board of Directors after the annual meeting of the voting members of the corporation.
3. Vacancies: In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office may elect in a manner consistent with the procedure set forth

in Article III, Section 5 of these by-laws an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of the voting members next succeeding and until the election and qualification of his successor.

4. President: The president shall preside at all meetings of voting members and of the Board of Directors. The president shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned by the Board of Directors. In the event of the absence or disability of the president, the Board of Directors shall designate from among the vice-presidents, the secretary and the treasurer the officer who shall perform the duties and possess and exercise the powers of the president.
5. Vice-Presidents: Each vice-president shall have such powers as the Board of Directors may determine and shall perform such duties as may be assigned by the Board of Directors.
6. Secretary: The secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The secretary shall attend and keep the minutes of all the meetings of the Board of Directors and of the voting members of the corporation. The secretary may sign with the president or a vice-president, in the name of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, affix the seal of the corporation. The secretary shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.
7. Treasurer:
  - (a) The treasurer shall work with the Executive Director and the Finance Committee to develop a budget for the organization for each fiscal year, report to the Board on all fiscal matters, and keep records of the Profit and Loss and Balance Sheet for the corporation.
  - (b) The treasurer shall work with the Finance Committee to develop a plan for investing any surplus funds of the organization.
  - (c) The treasurer shall work with the Executive Director to provide a quarterly status comparing actual expenses with the budget, analyze any variance, and project balance of the year expenses.



8. Removal: Any officer may be removed from office by the affirmative vote of two-thirds of all the directors at any regular or special meeting called for that purpose for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interests of the corporation or for refusal to exercise due diligence in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days notice, in writing, by mail of the meeting of the Board of Directors at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE V  
Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such power and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.

ARTICLE VI  
Contracts

The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any account.

ARTICLE VII  
Committees

1. Executive Committee:

- (a) The officers of the corporation and the chair of the Governance Committee shall be members of the Executive Committee.
- (b) The secretary shall act as secretary of the Executive Committee, shall attempt to communicate the agenda of the Executive Committee to all Board Members whenever possible before the meeting, shall keep the minutes of all meetings of the

Executive Committee, and shall promptly deliver meeting minutes to all members of the Board of Directors.

- (c) The Executive Committee shall (i) exercise control over the affairs of the corporation between meetings of the Board of Directors when the entire Board cannot be consulted in a timely manner, (ii) propose the chair of each committee to the Board of Directors for approval, (iii) approve unbudgeted expenses over \$2,000 but not more than \$7,500 as long as they do not result in a change in strategic direction, (iv) reallocate budget expenses between line items if necessary, and (v) aid the President in setting agendas for Board meetings, including seeking input from other Board members.

2. Governance Committee:

- (a) The Governance Committee shall be comprised of five directors approved by the Board. No committee member may serve more than three consecutive years and thereafter may not rejoin the committee until two years have passed.
- (b) The Governance Committee, in consultation with the President, shall present a slate of officers to the Board for approval at the first meeting immediately after the Annual member meeting.
- (c) The Governance Committee shall (i) review the procedures of the corporation and make recommendations to the Board on those matters, (ii) establish procedures for evaluating director contributions and participation, and (iii) establish procedures for exit interviews with departing directors.

3. Nominating Committee:

- (a) The Nominating Committee shall be comprised of five members with a minimum of three Board members. At least three Regions must be represented on the committee. No committee member may serve more than three consecutive years and thereafter may not rejoin the committee until two years have passed.
- (b) The Chair of the Nominating Committee shall be proposed by the Executive Committee and voted on by the Board. The Nominating Committee Chair shall propose committee members, who will then be voted on by the Board.
- (c) At least sixty days prior to the Annual Meeting, the Nominating Committee shall present to the secretary a slate of directors and the Board shall vote on whether to present those candidates to the membership for their vote at the Annual Meeting.

(d) The notice of the annual meeting of the voting members shall contain a list of the names of such nominees. No person whose name shall not have been included on such list shall be eligible for election as a director of the corporation at such annual meeting unless notice of intention to nominate such person at the meeting, signed by not less than one-tenth of the voting members, shall have been given to the secretary at least fifteen days prior to the date of such annual meeting.

4. Advisory Committees:

(a) The Board of Directors may create non-binding advisory committees and appoint a chair for each committee. An advisory committee chair may appoint directors or non-directors as members thereto provided that at least one board member serves on the committee or as a liaison. The members of any such committee shall serve at the pleasure of the Board of Directors. There shall be no term limits imposed on any advisory committee member except that no member of the Players Committee may serve for more than three consecutive years and then may not rejoin that committee until two years have passed.

(b) Advisory committees shall advise with and aid the officers of the corporation in all matters designated by the Board of Directors, but shall have no binding authority on behalf of the corporation. Each advisory committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

(c) The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee rendering unusual or exceptional services to the corporation or incurring duly authorized expenses on its behalf special compensation appropriate to the value of such services and/or expenses.

(d) Regional Presidents shall be appointed by the chair of the Regional Presidents Committee in consultation with the Board president. Regional Presidents shall serve a three year term with a maximum of two consecutive terms.

5. Committee Limitations: No committee of the Board shall have the power to perform any of the following acts:

(a) The submission to members of any action requiring members' approval under New York law.

- (b) The filling of vacancies in the Board of Directors or in any committee.
- (c) The fixing of compensation of the directors for serving on the Board or on any committee.
- (d) The amendment or repeal of the by-laws or the adoption of new by-laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (f) The election or removal of officers and directors.
- (g) The approval of a merger or plan of dissolution.
- (h) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a corporation or, if there are no members entitled to vote, the authorization of such transaction.
- (i) The approval of amendments to the certificate of incorporation.

ARTICLE VIII  
Prohibition Against Sharing In Corporate Earnings

No member, director, officer or employee of or member of a committee of or person connected with the corporation, or any private individual, shall receive at any time any of the net earnings of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors in accordance with these by-laws; and no such person or person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation, whether voting or non-voting, shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over only to an entity exempt from federal income tax under the provisions of Title 26, Sections 501 C (3), 501 C (4) and 501 C (7) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Internal Revenue Code.

ARTICLE IX  
Fiscal Year

The fiscal year of the corporation shall commence on April 1 of each calendar year and end on March 31<sup>st</sup> of the following year.

ARTICLE X  
Tournaments, Rules, Courts and Equipment

1. Tournaments: The Board of Directors shall, either directly or through a designated officer or committee, supervise the national championship platform tennis tournaments, establish eligibility requirements therefore, determine qualifications for sanctioned tournaments, coordinate the scheduling of all sanctioned tournaments, and establish national rankings.
2. Rules: The Board of Directors shall, either directly or through a designated officer or committee, establish rules of play for the game of platform tennis and revise them from time to time as appropriate, and promote good sportsmanship and a good standard of ethics for the game of platform tennis.
3. Courts and Equipment: The Board of Directors, to assure uniformity of play, shall, either directly or through a designated officer or committee, establish specifications and dimensions for platform tennis courts, nets, paddles, balls and other equipment used in or in connection with the playing of platform tennis.

ARTICLE XI  
Amendments

1. By Board of Directors: The Board of Directors shall have the power to make, alter, amend and repeal the by-laws of the corporation by affirmative vote of a majority of the then serving directors, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a regular meeting, except as otherwise provided by law.
2. By Voting Members: The by-laws may be altered, amended or repealed at any meeting of the voting members of the corporation by a majority vote of all voting members represented either in person or by proxy, provided, that the proposed action is inserted in the notice of such meeting.

Adopted by the BOD – May 4, 2019 Annual meeting

