

BYLAWS

Great Falls Tennis Association

Article I.

NAME

The name of the Corporation shall be "Great Falls Tennis Association, Inc.", (GFTA). The GFTA is the Community Tennis Association of Great Falls, a member organization of the United States Tennis Association. References in these Bylaws to "the Corporation", "the Association", and the "GFTA" are synonymous.

Article II.

PRINCIPAL PLACE OF BUSINESS

The principal office of this Corporation shall be the home of the current President of the GFTA.

Article III.

PURPOSE

The purpose is to promote and develop the sport of tennis as a means of healthful recreation and physical fitness for all Great Falls area residents, and to cooperate with the United States Tennis Association and similar associations in the pursuit of these aims. The Association is organized for IRS 501(c)(3) non-profit tax-exempt purposes.

Article IV.

MEMBERSHIP.

There are two classes of membership, full USTA membership and associate membership. Only full members will be allowed to vote for election of officers or serve as association officers. Membership shall be open to all Great Falls area residents upon payment of dues as may be fixed by the Board of Directors from time to time.

Article V.

BOARD OF DIRECTORS

Section 1. General Powers.

The property, affairs, and business of the Corporation shall be managed and controlled and all corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2. Composition.

The Board of Directors of the Corporation shall initially consist of five directors. The number of directors may be increased or decreased from time to time by the Board, but shall not be less than three or more than nine. The directors shall be elected or appointed annually at the annual meeting of the Great Falls Tennis Association. Each director shall hold office for a period of two years from the anniversary of their election and until his/her successor is elected and qualified, unless prior thereto he/she dies, resigns, or is removed from office.

Section 3. Meetings.

The Board of Directors shall hold its meetings in the Great Falls area of the State of Montana. The annual meeting of the Great Falls Tennis Association shall be held at such time and place as designated by the Board of Directors, for the purposes set forth in these Bylaws and for the transaction of such other business as may come before the meeting, as shall be designated in the notice of the meeting, which shall be given at least seven days, but not more than twenty-one days before the meeting.

Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the notice of the meeting whenever called by the President or by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his/her absence, any other officer of the Corporation, at least seven days, but not more than fourteen days, before the meeting. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or the purpose or purposes of the meeting therein.

Section 4. Quorum.

Except as otherwise provided for by law, the Articles of Incorporation, or the Bylaws of the Corporation, a majority of the number of members of the Board of Directors in office at the time shall constitute a quorum for the transaction of business. If there shall be fewer than a quorum present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time by an announcement thereat, and the meeting may be held as adjourned without further notice.

Section 5. Voting.

Except as otherwise provided by law, the Articles of Incorporation, or Bylaws of the Corporation, the affirmative vote of the majority of the directors at any meeting at which a quorum is present shall decide any question brought before such meeting.

Section 6. Vacancies.

Vacancies among directors and newly created directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office until the next annual meeting of the Great Falls Tennis Association and until his/her successor is duly elected and qualified.

Section 7. Informal Action.

Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 8. Removal.

Any director may be removed at any time for cause by the Board of Directors at any meeting.

Article VI.

Section 1. Special Committees.

The Board of Directors may from time to time designate and appoint one or more special committees with such powers and duties as the Board of Directors may determine. At least one of each such committee shall be a member of the Board of Directors. Such committees may have as advisors, persons who are not directors, officers, or employees of the Corporation.

Article VII.

Section 1. Officers.

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer, a Secretary, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Each officer of the Corporation shall have such authority, shall perform such duties and shall hold office for such term as may be prescribed by these Bylaws or by the Board of Directors. Any person may hold two or more offices at one time, except the offices of President and Secretary, provided the duties thereof can be consistently performed by the same person. The person elected as President shall be a member of the Board of Directors.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected by the GFTA membership at the annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for two years until the next annual meeting of the Board of Directors and until his/her successor shall have been elected and qualified. The instructions for voting in the election shall be published by the Board of Directors prior to the annual meeting as specified by Article V, Section 3.

Section 3. President.

The President shall be the chief executive officer of the Corporation and, subject to the provisions of the Bylaws and to the direction of the Board of Directors, shall have the general management and control of the affairs of the Corporation, shall preside at all meetings of the Board of

Directors, and shall perform all other duties and enjoy all other powers commonly incident to his/her office or which may be prescribed by the Board of Directors or which are or may at any time be authorized or required by law.

Section 4. Vice-President.

Each Vice-President shall perform such duties as from time to time may be assigned to him/her by the Board of Directors. In the absence of the President or in the event of his inability to act, the Vice-President so designated by the Board of Directors shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

Section 5. Treasurer.

Subject to the direction of the Board of Directors, the Treasurer shall have charge and custody of and shall receive and disburse the funds of the Corporation. When necessary or proper, he shall endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit all funds of the Corporation in such banks or other depositories as may be designated by the Board of Directors. Subject to the direction of the Board of Directors, he/she shall perform all other duties and enjoy all other powers commonly incident to his office or as from time to time may be assigned to him/her by the board of directors.

Section 6. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors and shall be responsible for the custody of all such minutes. Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Corporation. He/she shall give notice of meetings and, subject to the direction of the Board of Directors, shall perform all other duties and enjoy all other powers commonly incident to his/her office or as might from time to time be assigned to him/her by the Board of Directors.

In the absence of the Secretary or in the event of his/her inability to act, the President may appoint an Assistant Secretary to act temporarily in his place.

Article VIII.

RESIGNATIONS, REMOVALS, AND VACANCIES

Section 1. Resignations.

Any director, officer, employee, or agent of the Corporation or any member of any committee may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective unless otherwise provided herein.

Section 2. Removal.

Any officer, employee, or agent of the Corporation may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby.

Section 3. Vacancies.

Any vacancy in the office of any officer arising from death, resignation, removal, or other cause may be filled at any time by the Board of Directors at any meeting, and the officer so elected shall hold office until the next annual meeting of the Great Falls Tennis Association and until his/her successor shall have been elected and qualified.

Any vacancy in the Board of Directors and any additional membership on the Board of Directors resulting from an increase in the number of directors may be filled at any time by the affirmative vote of a majority of the then remaining directors, though less than a quorum of the board, at any meeting, and the person so elected shall hold office until the next annual meeting of the Members.

Article IX.

MISCELLANEOUS.

Section 1. Contracts, etc.

Except as otherwise provided by law or the Bylaws, such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Board of Directors shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, leases, and other instruments or documents, the execution of which shall be authorized by the Board of Directors; and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, notes, bonds, bills of exchange or other orders, instruments, or obligations for the payment of money shall be signed by such officer or officers, employee or employees or agent or agents of the Corporation as shall be specified by the Board of Directors.

Section 3. Corporate Seal.

The corporate seal of the Corporation shall be circular in form and shall have inscribed thereon the year of the Corporation's organization and the words "Corporate Seal" and "State of Montana".

Section 4. Fiscal Year.

The fiscal year of the Corporation shall end on the last day of December.

Section 5. Notices and Waivers Thereof.

Whenever any notice is required by the Bylaws, by the Articles of Incorporation, or by any law to be given to any director or officer, such notice, except as otherwise provided by law, may be given personally or by telegram, cable, radiogram, or fax, addressed to such director or officer at his or her place of business, if any, or at such address as appears in the records of the Corporation as the home address of the director or officer; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such director or officer at either of the above addresses. Any notice given by telegram, cable, radiogram, or fax shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box or with a postal carrier. A waiver of any such notice in writing, signed by the person entitled to such notice, whether before or after the time of the action for which such notice is required, shall be deemed the equivalent thereof; and the presence without objection at any meeting of any person entitled to notice thereof shall be deemed a waiver of such notice as to such person.

Section 6. Interested Directors.

In the absence of fraud, no contract or transaction between the Corporation and its director or any other Corporation or entity in which such director is a director or officer, or is financially interested, shall be void or voidable for this reason alone or by reason that the director was present at a meeting of the board, or of a committee thereof, which approved such contract or transaction, provided that the fact of such common directorship, officer ship, or financial or other interest is disclosed or known to the Board or committee, and that the Board or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested director. Such director may, however, be counted in determining the presence of a quorum at such meeting. No such contract or transaction shall be void or voidable if the fact of such common directorship, officer ship or financial interest is disclosed or known to the directors entitled to vote and the contract or transaction is approved by vote of the Board of Directors.

Section 7. Limitation of Liability and Indemnity.

A. Liability. No person shall be liable to the Corporation for any loss or damage suffered by It on account of any action taken or omitted to be taken by him/her as an officer, director, or employee of the Corporation if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or confirmation furnished by officers or employees of the Corporation which he/she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

B. Indemnity. Each officer and director, whether or not then in office, shall be held harmless and indemnified by the Corporation against liability if said officer or director engaged in good faith conduct; reasonably believed that his/her conduct was in the Corporation's best interest, or not opposed to the

Corporation's best interests; and, in the case of criminal proceedings, had no reasonable cause to believe the conduct was unlawful.

Section 8. Books and Records.

The Corporation shall keep correct and complete books and records on account and shall also keep minutes of the proceedings of its Board and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote.

Article X.

AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, or repeal the Bylaws at any duly convened meeting of the Board of Directors by the affirmative vote of a majority of the directors at any such meeting at which a quorum is present.