

**Bylaws**  
**Of the**  
**Colorado Tennis Umpires Association, Inc.**

**As Restated November 2, 2014, after Member Approval at**  
**2014 Annual Member's Meeting on November 1, 2014**

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**Bylaws**  
of  
**Colorado Tennis Umpires Association, Inc.**

**Article I. Office**

**Section 1.01 Principal and Registered Office**

The principal office of the corporation in the State of Colorado shall be located at the following address:

807 Nevermore Lane, Evergreen, CO 80439

The Board of Directors may change the location of the principal office from time to time.

**Section 1.02 Other Offices**

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**Article II. Purposes and Limitations**

**Section 2.01 Purposes**

The corporation is organized and shall be operated exclusively for the following purposes:

- A. To serve the Colorado tennis community by applying and enforcing the United States Tennis Association (USTA) rules of tennis for the enjoyment of its patrons (sponsors, players and spectators) by (1) encouraging and improving fair and impartial tennis officiating; and (2) training and certifying members in accordance with USTA standards and procedures.
- B. To promote the common interests of persons who serve as officials for tennis matches or tournaments in Colorado by maintaining their high standards of competence and service, sanctioning and conducting educational programs for them, fostering

and providing opportunities for them to serve as officials, and collecting and remitting to them such fees for services as may be payable to them.

- C. To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, and to every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in the Articles of Incorporation and in these bylaws, whether alone or in association with others.
- D. To possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Colorado upon a nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act, and in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do.
- E. To transact all lawful business in which corporations may be involved pursuant to the Colorado Revised Nonprofit Corporation Act so long as the purpose of that business is in accordance with Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- F. Nothing set forth in the Articles of Incorporation or in these bylaws shall be construed as authorizing the corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act, nor to engage in any activity not approved by Section 501(c)(6) of the Internal Revenue Code.

## Section 2.02 Limitations

Notwithstanding any other provision of these bylaws, the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation (a) as a corporation exempt from federal tax under Section 501(c)(6) of the Internal Revenue Code, or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Colorado.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of a candidate for public office. Furthermore, no part of the activities of the corporation may be used to influence legislation as defined in Section 4945 of the Inter-

nal Revenue Code during any period the corporation is classified as a Private Foundation under federal tax laws.

The property of the corporation is irrevocably dedicated to charitable, scientific and educational purposes and no part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers and any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation. Upon termination, dissolution or winding up of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in the manner required by law, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code, as the board of directors shall determine.

### Article III. MEMBERS

#### Section 3.01 Qualification for Voting and Non-voting Membership

The corporation shall have two classes of membership:

**Voting:** A voting member is a person who has obtained a passing grade on a United States Tennis Association Official's Examination and has made payment of his dues.

**Non-Voting:** A person who has obtained a passing grade on a United States Tennis Association Official's Examination, and has made payment of his dues, but who lives outside the State of Colorado.

#### Section 3.02 Suspension of Membership

Members shall be automatically suspended for failure to pay dues within the time provided. The board of directors may also suspend any member, on at least fourteen days advance notice to such person, of a meeting of the directors, upon a finding by the directors at such meeting of directors called for such purpose and at which the member under consideration shall be entitled to appear and to offer a defense to the alleged grounds for suspension, that the person has violated any of the provisions of these bylaws, or any rules of the corporation adopted pursuant to these bylaws. Suspension from membership shall require the affirmative vote of at least 2/3 of the directors present at such meeting.

### **Section 3.03 Voting Rights**

Each certified voting member in good standing shall be eligible to vote on all matters upon which the membership shall be required to vote. Each voting member is entitled to one vote only.

### **Section 3.04 Dues**

Each voting member shall pay annual and special fees as determined by the directors. Any unpaid dues on each May 1<sup>st</sup> of each year shall automatically suspend membership. Any suspended member is “not in good standing” and is ineligible to vote at the meeting of members or to officiate matches where the corporation is responsible for the officiating.

### **Section 3.05 Membership Meetings**

#### **(a) Annual Meetings**

The annual meeting of members of the corporation shall be held between September 1 and November 15 of each year on a date and place determined by the directors. Notice of such meeting shall be given at least 14 days in advance of the scheduled meeting. Notice shall be given in writing to the last known address of the member, or by e-mail to the last known e-mail address of the member. Notice shall be deemed given when mailed or e-mailed. Notice shall include the date, time, and place of the meeting, together with the agenda and report of the nominating meeting.

#### **(b) Special Meetings**

A special meeting of members of the corporation may be called at any time by the President or by any four members of the board of directors, or upon receipt by the Secretary of the corporation of a petition signed by at least thirty percent of the voting members in good standing specifying the matters to be brought before the meeting.

Such a meeting must be called within thirty days after receipt of such petition. Written notice of the date, time, and place of the meeting, together with the agenda, shall be sent to every voting member in good standing by the Secretary at least fourteen days prior to the meeting date. Notice shall be given in writing to the last known address of the member, or by e-mail to the last known e-mail address of the member. Notice shall be deemed given when mailed or e-mailed. Notice shall include the

date, time, and place of the meeting, together with the agenda showing matters to be brought before the meeting, which may include any matter that could be brought before an annual meeting of members.

**(c) Quorum for Meetings**

A quorum required for the annual meeting shall be at least twenty percent of members eligible to vote; a quorum required for any special meeting shall be at least thirty percent of members eligible to vote.

**Section 3.06 Order of Business for Annual Meetings**

The President shall preside over meetings. The business of the meeting shall be:

- A. Verification of those present and entitled to vote, by one teller appointed by the President, or other presiding officer, at the outset of the meeting.
- B. Reading of the minutes of the preceding meeting and action thereon.
- C. Reports of officers.
- D. Reports of committees.
- E. Unfinished business.
- F. Election of directors.
- G. New business.



**Article IV. Board of Directors**

**Section 4.01 General Powers**

The business and property of the corporation shall be managed under the direction of its board of directors, consistent with federal and state law, the Articles of Incorporation, and these bylaws.

### **Section 4.02 Number**

The number of directors of the corporation shall be seven until changed by amendment to these bylaws. The President, Vice-President, Secretary, and Treasurer of the corporation shall each serve as a director during their term as an officer of the corporation. The remaining directors shall be selected as provided for in these bylaws. At least one director shall be a resident of the Southern Colorado area. All directors of the corporation must reside within the area of the State of Colorado served by the corporation.

### **Section 4.03 Selection and Term of Office**

Directors shall be elected at each annual meeting of the members. Each director shall serve for a period of one year or until the next annual meeting. A Nominating Committee established by the directors may nominate candidates, with the consent of the nominee.

Candidates for directors shall be nominated by a nominating committee, with the consent of the nominee, or may be nominated from the floor by members of the corporation present and entitled to vote at the annual meeting.

In odd years three directors shall be elected to two-year terms with the existing two-year term board members serving as one-year directors. In even years four directors shall be elected, and for each successive year thereafter-alternate numbers of three or four shall be elected. Nominees with the largest number of votes shall be elected to the board. Terms are for two years or until successors are chosen. The term "year" shall be defined as the year in which the election is held, until the annual meeting two years thereafter.

### **Section 4.04 Filling of Vacancies**

Subject to the provisions of Section 3 of this Article, in the case of any vacancy in the board of directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until a successor has been selected and qualified.

Subject to the provisions of Colorado law, any director may resign effective upon giving written notice to the Secretary of the board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes final.

### **Section 4.05 Removal of Directors**

Directors may be removed by vote of members at any special meeting of members called for such purpose.

### **Section 4.06 Compensation of Directors**

Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the corporation reimbursement of the expenses incurred in attending any annual, regular, or special meeting of the board, and, by resolution of the board of directors, a fixed sum may also be allowed for attendance at each annual, regular, or special meeting of the board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such service.

### **Section 4.07 Committees**

The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided for in the resolution, shall have and may exercise the powers of the board of directors, and may authorize the seal of the corporation to be affixed to such papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the board of directors. The President may appoint *Ad hoc* committees subject to later board of director's approval.

### **Section 4.08 Adoption of Rules**

The board of directors may, by resolution passed by a majority of the whole board, adopt rules governing requirements for membership, or for transaction of the normal affairs of the corporation, including contract negotiations and officiating assignments for upcoming tennis matches.

## Article V. Meetings of Directors

### Section 5.01 Place of Meeting

The board of directors may hold their meetings and have one or more offices, and keep the books of the corporation, either within or outside the State of Colorado, at such place or places as they may from time to time determine by resolution or by written consent of all the directors.

### Section 5.02 Annual Meeting

The directors shall hold an annual meeting shortly after the annual meeting of members each calendar year, or at such other time within one month after such annual meeting at a time and place as so designated by the directors, for the purpose of electing officers to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the directors at the meeting.

### Section 5.03 Regular Meetings

Regular meetings of the board of directors may be held at such time and at such places within or outside the State of Colorado as may from time to time be determined by resolution of the board, which resolution may authorize the president to fix the specific date and place of each such regular meeting, in which case notice of the time and place of such regular meeting shall be given in the manner hereafter provided. Any business may be transacted at any regular meeting of the board. The board shall use best efforts to hold regular meetings on a quarterly basis.

The annual meeting and all regular meetings of the board of directors shall be open to all voting members of the corporation.

### Section 5.04 Special Meetings

Special meetings of the directors shall be held whenever called by any member of the board of directors. The secretary of the corporation shall give notice of each special meeting of the board of directors by mailing the same at least three days prior to the meeting, or by faxing or e-mailing the same at least two days before the meeting, to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, only the business specified in such notice may be transacted at the special meeting. At any meeting at

which every director shall be present, however, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place, and objectives of any special meeting.

### **Section 5.05 Notice of Meetings**

Except as may be otherwise specifically provided in these bylaws, written notice of each meeting of the board of directors may be given personally to each director present at any meeting where a date and time and purpose of the next meeting shall be discussed and agreed upon by the directors; otherwise notice shall (1) be e-mailed to the last known e-mail address of a director; or (2) shall be mailed, postage prepaid by the secretary of the corporation, to each member of the board at such director's last known address, at least ten days but no more than thirty days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held.

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Section 5.06 Quorum**

At any meeting of the directors a majority shall constitute a quorum for the transaction of business, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### **Section 5.07 Manner of Acting**

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws.

If all of the directors entitled to vote meet at any place, either within or without the State of Colorado, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

### **Section 5.08 Meetings By Electronic Means**

Any annual, regular, or special meeting may be held by conference telephone, electronic video conferencing, or similar communication techniques, so long as all directors participat-

ing in the meeting can hear one another, and all such directors who can hear each other shall be deemed to be present in person at the meeting.

### **Section 5.09 Action By Consent**

Any action required to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting when consents in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter of such meeting. Such consents shall have the same force and effect as the unanimous vote of the directors at a meeting duly held. The secretary of the corporation shall file such consents with the minutes of the meetings of the directors.

### **Section 5.10 Required Vote**

Except as may be provided otherwise in the Articles of Incorporation or in these bylaws, an affirmative vote of a majority of those directors present and entitled to vote shall be necessary for the passage of any resolution of the board of directors.

### **Section 5.11 Presumption of Assent**

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

### **Section 5.12 Executive and Other Committees**

By resolution, the board of directors may designate from among its members an executive committee and other committees, each consisting of two or more directors. Each such committee shall serve at the pleasure of the board.

There shall be a nominating committee of three members that shall consist of members appointed by the board. At least one non-board member shall be appointed to the committee. The nominating committee shall by majority vote select the candidates for the board of directors.

### **Section 5.13 Attendance, Proxy**

Directors shall be encouraged to attend regular meetings, and if three regular meetings are missed, the board may remove such director by majority vote. The director subject to such removal shall be entitled to be present at the meeting at which any vote for removal is to be taken, and shall be given prior notice of such meeting and the proposal for the removal of such director.

One director may give a written proxy to another director, to be used for purposes of voting when a director cannot personally attend a meeting. Such written proxy shall be valid only for the meeting designated therein, and shall automatically expire after such meeting.

## **Article VI. Officers**

### **Section 6.01 Designated Officers**

The officers of the corporation shall be a president, one or more vice-presidents, a treasurer, and a secretary, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

The same person may hold any two or more of the offices of the corporation, except those of president and secretary. But no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these bylaws to be executed, acknowledged, or verified by any two or more officers.

The compensation or salary paid to officers of the corporation shall be fixed by resolutions adopted by the board of directors.

### **Section 6.02 Election and Term of Office**

Officers other than President, Vice-President, Secretary, and Treasurer may, but not need be, directors of the corporation. All officers of the corporation must reside within the area of the State of Colorado served by the corporation.

The board of directors at its annual meeting shall elect the officers annually.

Except where a longer term of office is expressly provided for in an employment contract duly authorized and approved by the board of directors, each officer shall hold office until the next annual meeting of directors unless such officer is removed by the directors under provisions of Section 6.03 of this Article.

### **Section 6.03 Removal**

Except where otherwise expressly provided for in a contract duly authorized by the board of directors, any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby.

### **Section 6.04 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

### **Section 6.05 President**

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation.

When present, the president shall preside at all meetings of the directors.

The president may, with the secretary or any other proper officer of the corporation authorized by the directors, sign any deeds, mortgages, bonds, contracts, or other instruments which the directors authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

The president shall be an *ex-officio* member of all standing committees of the board of directors.

In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

### **Section 6.06 Vice-President**

In the president's absence, inability or refusal to act, the vice-president shall perform 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 board of directors may appoint more than one vice-president. Each vice president shall have such powers and shall perform such duties as may be assigned by the board of directors.

### **Section 6.07 Secretary**

The secretary shall give, or cause to be given, notice of all meeting of directors and all other notices required by law or by these bylaws. In case of the absence or refusal or neglect of the secretary to do so, any such notice may be given by any person directed to do so by the president, or by the director or directors on whose written request a meeting is called as provided in these bylaws.

The secretary shall keep minutes of the director meetings, give notices in accordance with these bylaws, and be in charge of all records other than financial records of the corporation.

The secretary shall have custody of the seal of the corporation and shall affix the same to all documents requiring it, when authorized by the board of directors or by the president, and attest the same.

The secretary will write all letters and other correspondence deemed necessary by the board of directors.

#### **(a) Assistant Secretary**

The board of directors may appoint an assistant secretary or more than one assistant secretary. Each assistant secretary shall, except as otherwise provided by resolution of the board of directors, have power to perform all duties of the secretary in the absence or disability of the secretary, and shall have such other powers and perform such other duties as may be assigned by the board of directors or the president. The taking of any action by an assistant secretary in place of the secretary shall be conclusive evidence of the absence or disability of the secretary when the assistant secretary took such action.

### **Section 6.08 Treasurer**

The treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws;

and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the directors.

If required by the directors, the treasurer shall give a bond for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the directors shall determine.

**(a) Assistant Treasurer**

The board of directors may appoint an assistant treasurer or more than one assistant treasurer. Each assistant treasurer shall, except as otherwise provided by resolution of the board of directors, have power to perform all duties of the treasurer in the absence or disability of the treasurer, and shall have such other powers and perform such other duties as may be assigned by the board of directors or the president. The taking of any action by an assistant treasurer in place of the treasurer shall be conclusive evidence of the absence or disability of the treasurer when the assistant treasurer took such action.

**Section 6.09 Salaries**

No compensation shall be paid to officers for their services unless the board of directors determines that reasonable compensation is justified in return for services rendered or to be rendered to the corporation by an officer or officers of the corporation.

**Article VII. Contracts, Bank Accounts, Loans**

**Section 7.01 Contracts**

The directors may authorize any officer or officers, agent or agents, 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 specific instances.

**Section 7.02 Bank Accounts**

The board of directors shall have authority to direct such officers or agents of the corporation to deposit all funds of the corporation in such banks or trust companies as shall be designated by the directors.

Such officers or agents of the corporation may withdraw such funds on checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this corporation.

Each bank or trust company with which funds of the corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents designated by the board of directors, until written notice of the revocation of such authority of such officers or agents, by the board of directors, is received by such bank or trust company.

There shall from time to time be certified to the banks or trust companies in which funds of the corporation are deposited, the signature of the officers or agents of the corporation authorized to draw against the same.

If the board of directors shall fail to designate the persons by whom check, drafts, and other instruments or orders for the payment of money shall be signed, all of such checks, drafts, and other instruments or orders for the payment of money shall be signed by the president or a vice president and countersigned by the secretary or treasurer or an assistant secretary or an assistant treasurer of the corporation.

### **Section 7.03    Loans**

Such officers or agents of the corporation as from time to time shall be designated by the board of directors shall have authority to effect loans, advances, or other forms of credit at any time or times for the corporation from such banks, trust companies, institutions, corporations, firms, or persons, as the board of directors shall designate, and to execute such instruments as may be required to secure such loans obtained by the corporation, to the extent authorized by the board of directors.

## **Article VIII. Contributions**

The corporation may accept and take any and all contributions made to it on the terms and conditions, if any, established by the donor thereof, provided that such terms and conditions do not materially affect the purposes of the corporation or the tax exempt status of the corporation. The board of directors shall determine whether such terms and conditions meet the above criteria and, in the event such terms and conditions meet such qualifications, shall approve such terms and conditions. Otherwise, the corporation shall refuse such conditional contributions.

## Article IX. Reimbursements

Any payments made by the corporation to an officer, agent, or employee of the corporation, such as salary, commission, interest, or rent, or entertainment expenses incurred by such person, which shall be disallowed in whole or in part as a deductible expense of the corporation by the Internal Revenue Service, shall be reimbursed by such person to the corporation to the full extent of such disallowance.

It shall be the duty of the directors, as a board, to enforce payment of each such amount disallowed. In lieu of payment as reimbursement of the corporation, subject to the determination of the board of directors, proportionate amounts may be withheld from any future compensation payments of such person until the amount owed to the corporation has been fully recovered.

## Article X. Miscellaneous Provisions

### Section 10.01 Fiscal Year

The fiscal year of the corporation shall begin on November 1 of each year, unless and until changed by the directors.

### Section 10.02 Notices

Whenever notice is required to be given to any director or officer of this corporation, it shall not be construed to mean personal notice, but such notice as is authorized by these bylaws. Absent proof that required notice was received by the person to whom directed, which proof may be by receipt of such person or an agent of such person or by any other reliable means to assure receipt of notice given by electronic means, notice shall be deemed given if done in writing, by first class mail, postage prepaid, three days after the time the same shall be mailed by deposit in a post office or letter box addressed to the person to whom such notice is directed.

Unless otherwise provided by law, whenever any notice is required to be given to any director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Section 10.03 Reference to Laws**

All general or specific references to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Colorado shall be deemed to refer to the laws of the State of Colorado as now in force or hereafter amended.

## **Article XI. Amendments**

The bylaws may be altered, amended or suspended by two-thirds affirmative vote of the membership present and voting in person at any annual meeting or at any special meeting provided written notice of the amendment shall be mailed to each member in good standing in the same manner and within the same time as required in these bylaws for member meetings.

Any member wishing to amend the By-Laws must submit in writing to the directors the proposed amendment for consideration. The board will submit the amendment to a By-laws Committee for review and recommendation to the board and to the members.

## **Article XII. Member Protection (Whistleblower) Policy**

The Corporation is committed to lawful and ethical behavior in all of its activities and requires its directors, officers, and members to observe the highest standards of professional and personal ethics in the performance of their duties and responsibilities. As part of this commitment, the Corporation encourages an open and honest atmosphere in which any good faith issue, suggestion or question regarding our business practices can be voiced without fear of retaliation.

If any member reasonably believes that some policy, practice, or activity of Colorado Tennis Umpires Association, Inc., is in violation of a law, or policy (related to legal or financial matters) a complaint or report may be filed by that member with any of the Board of Directors.

This policy does not protect any personnel who file a complaint or report in bad faith or not in good faith. However the filing of a complaint or report in which the suspected conduct reported is determined to be proper does not, in and of itself, constitute a bad faith or not in good faith act. But if a filing is deemed to be in bad faith or not in good faith, said member will be subject to disciplinary measures (e.g. termination or removal) or other corrective actions.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

If an investigation indicates that a violation of law, regulation or policy has occurred, then the Board shall determine and implement, or cause to be implemented, disciplinary measures (e.g. termination or removal) or other corrective actions as it determines appropriate under the circumstances.

## **Article XIII. Conflict of Interest Policy**

### **Section 13.01 Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Colorado Tennis Umpires Association, Inc and heretofore referred to as "CTUA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the association.

### **Section 13.02 Definitions**

- (a) Interested Person** -- any director, officer, or member of a committee who has a direct or indirect, financial interest, as defined below, is an interested person.
- (b) Financial Interest** – a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- i. An ownership or investment interest in any entity with which CTUA has a transaction or arrangement,
  - ii. A compensation\* arrangement with any entity or individual with which CTUA has a transaction or arrangement, or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CTUA is negotiating a transaction or arrangement.

**IMPORTANT NOTE:** A financial interest is not necessarily a conflict of interest.  
\*Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

## Section 13.03 Procedures

### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees considering the proposed transaction or arrangement.

### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

H a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

& b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

A c. After exercising due diligence, the governing board or committee shall determine whether CTUA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the CTUA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest; it shall take appropriate disciplinary and corrective action.

### **Section 13.04 Records of Proceeding**

The minutes of the governing board and all committee meetings with board delegated powers shall contain:

- i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 13.05 Annual Statements**

a. Each director and officer of the CTUA Board shall annually sign a statement which affirms such person:

- i. Has received a copy of the conflicts of interest policy,
- ii. Has read and understands the policy,
- iii. Has agreed to comply with the policy, and
- iv. Understands CTUA is a non-profit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article XIV. Record Retention Policy**

It is CTUA's policy to retain document types consistent with The Sarbanes-Oxley Act. The Treasurer of the Board is responsible to implement this policy. The following table provides the minimum requirements:

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Type of Document	Minimum Requirement
Bank Reconciliations	2 years
Bank Statements	3 years
Checks (important payments/purchases)	Permanently
Contracts (still in effect)	Permanently
Correspondence (general/customers)	2 years
Correspondence (legal and important matters)	Permanently
Duplicate deposit slips	2 years
Year End Financial Statements	Permanently
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Tax returns and worksheets	Permanently

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