

**CONSTITUTION
OF THE
CHARLESTON AREA TENNIS ASSOCIATION, INC.**

Approved: October 7, 1986

Amended: October 27, 2015

CHARLESTON AREA TENNIS ASSOCIATION, INC.
CONSTITUTION
OCTOBER 7, 1986, as amended, October 27, 2015

ARTICLE I. – NAME AND INCORPORATION

The name of the corporation is Charleston Area Tennis Association, Inc. (“CATA”).

The CATA was incorporated as a non-profit corporation on October 8, 1986 under Chapter 31, Article 1, Section 27 of the Code of West Virginia 1931, as amended.

ARTICLE II – RELATIONSHIP TO USTA, USTA/MIDWEST, INC., AND OVTA

The CATA is an Area Association of the Ohio Valley Tennis Association (“OVTA”), which is a District Association of the USTA/MIDWEST, INC. (“Midwest Section”), which is a Sectional Association of the United States Tennis Association Incorporated (“USTA”).

ARTICLE III – BOUNDARIES

The boundaries of the CATA are as follows: the West Virginia counties of Boone, Calhoun, Kanawha, Lincoln, Logan, Mingo, Putnam, and Roane.

ARTICLE IV – PURPOSES

The purposes for which the CATA has been formed are as follows:

- (1) To promote the development of tennis as a means of healthful recreation and physical fitness;
- (2) To establish and maintain rules of play and high standards of amateurism and good sportsmanship;
- (3) To foster amateur tennis tournaments and competitions;
- (4) To encourage, sanction and conduct tennis tournaments and competitions open to athletes without regard to race, creed, color or national origin and under the best conditions possible so as to effectively promote the game of tennis with the general public;
- (5) To assist in organizing and maintaining local Organization Members;
- (6) To carry out the objectives of the USTA, the Midwest Section, and the OVTA in accordance with principles, policies, standards and procedures adopted by the USTA, the Midwest Section, and the OVTA;

- (7) To generally encourage through tennis the development of health, character and responsible citizenship; and
- (8) To carry on other similar activities permitted to be carried on by such a non-profit corporation.

ARTICLE V – MEMBERSHIP

The categories of membership in the CATA shall be Member Clubs and Organizations and Individual Members..

The only voting members of the CATA shall be Member Clubs and Organizations and Individual Members residing or with principal offices within the boundaries of the CATA.

Member meetings and applicable rules and procedures shall be as provided in the By-Laws.

ARTICLE VI – COMMITTEES

The polices of the CATA shall be established by an Executive Committee.

The business operations of the CATA shall be managed by a Management Committee.

There shall be such other committees as provided in the By-Laws.

ARTICLE VII – OFFICERS

The officers of the CATA shall be a President, a First Vice President, two other Vice Presidents, a Secretary, a Treasurer, and an Area Chair.

The Executive Committee may appoint such other officers as it may deem to be desirable.

The qualifications, duties, terms of office and manner of election or appointment of the officers shall be as provided in the By-Laws.

ARTICLE VIII- RESTRICTIONS ON USE OF NET EARNINGS
AND POLITICAL ACTIVITES

No part of the net earnings of the CATA shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the CATA shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions, including grants, in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the CATA shall be the carrying on of propaganda,

or otherwise attempting to influence legislation, and the CATA shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. In the event of the liquidation or dissolution of the CATA, whether voluntary or involuntary, all assets of the corporation remaining after payment of, or the provision for the satisfaction of, all liabilities or obligations of the CATA shall be distributed, except as may be provided by law and subject to the direction and control of a court of competent jurisdiction, to one or more organizations selected by the Executive Committee of the CATA which are of the type described in Section 170(b)(1)(A)(other than in clauses (vii) and (viii) thereof) of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent Federal Tax laws. The CATA may engage in the public solicitation of funds. Nothing in this article shall authorize the CATA, directly or indirectly, to engage in or include among its purpose any of the activities mentioned in the not-for-profit provisions of the governing law

ARTICLE IX – INDEMNIFICATION

The CATA (by action of the membership or of the Executive Committee) may indemnify or agree to indemnify any officer or employee, or a former officer or employee, including any member of a committee of the CATA, against expenses reasonably incurred by him or her in connection with any claim, action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or employee of CATA, or at its request, of any other corporation (whether non-profit or for profit) and whether or not he or she continues to be an officer or employee at the time of incurring such expenses, except in respect of matters as to which he or she shall be finally adjudged in such action, claim, suit or proceeding to be liable for negligence or misconduct in the performance of duties; in the event of any such claim, action, suit or proceeding, indemnification may be provided only in connection with such matters covered by the judgment or settlement as to which the CATA is advised by counsel that the person to be indemnified did not commit a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled under any agreement, any insurance purchased by CATA, vote of the members, or otherwise.

ARTICLE X – AMENDMENTS

This Constitution may be amended only at a membership meeting by the affirmative vote of the holders of at least two-thirds of the votes present, provided that a copy of the proposed amendments has been sent with the notice of the meeting.