

AMENDED AND RESTATED
BYLAWS
OF
TENNIS FOUNDATION OF MISSISSIPPI

ARTICLE I.

Name

The name of the nonprofit corporation shall be TENNIS FOUNDATION OF MISSISSIPPI.

ARTICLE II.

Purposes and Powers

1. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United State Internal Revenue law. Specific purposes of the corporation include:

A. To combat juvenile delinquency in Mississippi through the promotion of amateur tennis;

B. To establish and support a scholarship fund to provide financial support to Mississippi tennis players;

C. To encourage and support junior development programs In Mississippi;

O. To encourage and support MISSISSIPPI TENNIS ASSOCIATION education, research, and development;

E. To promote the growth and excellence of tennis in

Mississippi;

F. To cooperate with other recognized associations for the promotion of amateur tennis;

G. To promote the instruction, development, and playing of tennis in Mississippi;

H. To conduct clinics, workshops, tournaments, and exhibitions designed to develop interests and skills in the game of tennis throughout the State of Mississippi and elsewhere among persons of all ages and abilities;

I. To distribute information and otherwise promote physical development and conditioning among the public at large through the playing of tennis; and

J. To promote sportsmanship, recreation and health through the playing of tennis.

2. The corporation shall not engage in any activities attempting to influence legislation nor shall it directly or indirectly participate in any political campaign or any other activity not within the purposes set forth in the articles of incorporation or these bylaws.

3. Notwithstanding any other provision hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation contributions to which are deductible under Section 170(c) (2), 2055(a) and 2522(a)

of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

4. The corporation may:

A. Receive and maintain a fund or funds of real or personal property, or both, and use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes as stated in these bylaws either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise-, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to the amount or value, and to sell, convey, or otherwise dispose any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the Directors, will best promote the purposes of the corporation.

B. In general, to do any and all acts and things, and to exercise any and all powers which may now or hereafter be lawful for the corporation to exercise under and pursuant to the laws of the State of Mississippi for the purpose of the accomplishing any of the purposes of the corporation.

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors,

officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

6. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, civic improvement, or educational purposes as shall at the-time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine and contributions to which are deductible under Sections 170(c)(2), 2055(a), and 2522(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the proper Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes and to which contributions would be deductible under the stated sections.

ARTICLE III.

Membership

1. The membership of the corporation shall consist of those persons serving, from time to time, on the Board of Directors of the Mississippi Tennis Association plus the past-Presidents of the Tennis Foundation of Mississippi.

2. Membership in the corporation shall automatically be terminated upon the following conditions:

(1) death of the member;

(2) resignation of the member from the Board of Directors of the MISSISSIPPI TENNIS ASSOCIATION;

(3) upon a vote of the majority of the members at any annual or special meeting of the members; or

(4) if a Director on the Board misses two consecutive meetings, he/she will automatically be removed.

ARTICLE IV.

Board of Directors

1. The management of the corporation shall be vested in a Board of Directors composed of eleven (11) members. Each of the nine Directors shall serve for a three (3) year term and may be re-elected. Three (3) Directors shall be elected each year by the members for a three (3) year term. All elected Directors are to serve to the end of their respective terms and until their successors shall have been duly elected and qualified.

2. The chairman of the Board of Directors shall be the

immediate past-president of the MISSISSIPPI TENNIS ASSOCIATION. The chairman shall be a member of the corporation and serve a two-year term. The President of the Mississippi Tennis Association shall be the Vice-President and shall serve in the absence of the President with all attendant powers and authority and shall be a member of the Board of Directors.

3> The Board of Directors shall exercise all the powers of the corporation.

4. In case of any vacancy in the Board of Directors, through death, resignation, disqualification or other cause, the remaining Directors may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant and until his successor shall-be elected and qualified.

ARTICLE V.

Officers

1. The officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

2. The President shall be the Chairman of the Board of Directors and shall preside at all meetings of the members and the Board of Directors. He shall have general charge of and control over the affairs of the corporation. He shall be the executive head of the corporation, and shall administer the affairs of the corporation.

3. The President of the Mississippi Tennis Association shall be the Vice-President of the Board of Directors and shall perform all the duties and be vested with all the authority of the President

in case of a vacancy in the office of the President, or in the absence or disqualification of the President, and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors.

4. The Secretary shall be elected by a majority vote of the members for a two (2) year term and shall attend to the giving and serving of all notices of meetings and shall have the custody of all books, records and papers of the corporation, except such as shall be in charge of some other person authorized to have charge thereof by the Board of Directors and by the membership, and shall perform such other duties as may from time to time be assigned to him by the Board of Directors.

5. The Treasurer shall be elected by a majority vote of the members for a two (2) year term and shall keep an accurate and detailed record of all receipts and disbursements of the funds of the corporation, which record shall at all times be subject to inspection by any member of the corporation. He shall deposit all funds of the corporation coming into his hands in such bank or banks as may be approved by the Board of Directors, and generally shall perform all acts to properly care for the fiscal affairs of the corporation and shall have such further powers and duties as may be assigned to him by the Board of Directors.

6. In case of death, resignation, disqualification or absence or disability of any officer of the corporation, unless otherwise provided for herein, the Board of Directors may delegate his duties and powers to any other officer of the corporation, or may elect a

member of the Board of Directors to act in his stead.

ARTICLE VI.

Compensation

No Director of the corporation shall receive compensation for his services as a Director of the corporation.

ARTICLE VII.

Expenditure of Funds

The Board of Directors of the TENNIS FOUNDATION OF MISSISSIPPI shall be the determining authority for the expenditure of corporation assets. Any expenditure of funds must be authorized by a majority vote of the Board of Directors present at the meeting. All checks issued by the corporation shall be signed by such officer or officers as may be designated by the Board of Directors. The Board of Directors shall keep minutes of each meeting clearly showing the authorization of each expenditure. However, the members of the corporation must approve the areas or programs for which expenditures will be made.

ARTICLE VIII.

Meetings

1. The fiscal year of the corporation shall end on the 31st day of December of each year. The annual meeting of the members of the corporation shall be held at a time and place to be announced.

2. The regular annual meeting of Board of Directors shall be held immediately following the annual members meeting or as soon thereafter as practicable.

3. Special meetings of the members of the corporation shall

be called upon the request of the President, or the Vice-President, or three or more members of the corporation.

4. At any meeting of the membership, a member will be considered present if he is personally present or if he has executed a proxy properly authorizing another member to act in his behalf, and any quorum required shall include as present any member who has executed such proxy and caused the same to be filed with the Secretary of the meeting. Any member executing such proxy shall be bound by the acts of the meeting at which such proxy has been duly registered as set forth above.

5. Special meetings of the Board of Directors shall be called upon the request of the President, the Vice-President, or two or more members of the Board of Directors.

6. Any action that may be taken at a meeting of the members or Directors may be taken without a meeting if authorized by a writing signed by all members or Directors, who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation.

ARTICLE IX.

Notices

1. Notice of the annual or a special meeting of the members shall be given by mailing a written notice of the time, place, and purpose of such meeting to each member at his last known post office address at least ten (10) days before the time of such meeting. Notwithstanding the above, if all of the members waive notice of the meeting, no notice shall be required.

2. Notice of the annual or a-special meeting of the Board of Directors shall be given by mailing a written notice of the time, place, and purpose of such meeting to each Director at his last known post office address at least ten (10) days before the time of such meeting. Any Director shall be deemed to have waived notice of the meeting by his attendance and signature of the minutes of such meeting or an appropriate waiver.

ARTICLE X.

Quorum

1. A majority of all members of the corporation shall constitute a quorum at any annual or special meeting of the members of the corporation.

2. A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

ARTICLE XI.

Location

The domicile of the corporation shall be the Mississippi Tennis Hall of Fame room located at 1563 E. County Line Road, Suite 305, Jackson, Miss. Mailing address of the corporation will be:

Tennis Foundation of Mississippi
PO Box 5388
Jackson, Mississippi 39296

ARTICLE XII.

Liability of Members

Neither the members of the corporation nor the members of the

I, JAMES H. LACEY, JR., Secretary of TENNIS FOUNDATION OF MISSISSIPPI, a nonprofit Mississippi corporation, do hereby certify that the foregoing Amended and Restated Bylaws of the TENNIS FOUNDATION OF MISSISSIPPI, was duly adopted by the board of directors of the corporation in a meeting held on the 27th day of January, 1995.

1995.

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ATTEST:

JAMES H. LACEY, JR., SECRETARY

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GA NES S. DYER, VICE-PRESIDENT

Board of Directors shall be liable or responsible for debts or obligations of the corporation.

ARTICLE XIII.

Amendments

These bylaws may be amended, enlarged, or repealed by a vote of two-thirds (2/3) of the members of the corporation provided that no amendment of these bylaws shall in any way conflict with any provision of the corporation's Charter of Incorporation.