

OMAHA CLAY COURTS ASSOCIATION

BYLAWS

Article I. NAME:

The name of the association shall be the "Omaha Clay Courts Association," which is abbreviated OCCA.

Article II. PRINCIPAL PLACE OF BUSINESS:

The principal office of this Association shall be located within the Omaha, Nebraska, metropolitan area, including Council Bluffs, Iowa.

Article III. PURPOSE:

The purpose of the Association is to cooperate with the city of Omaha, Nebraska, in the development of clay tennis courts at Dewey Park in mid-town Omaha, and subsequently in the physical maintenance of these courts and in the management of their use.

Article IV. MEMBERSHIP:

Section 1. Membership:

Membership shall be open to all upon payment of such dues as is set by the Board of Directors, and such memberships will run from April 1 through March 31 of the following year.

Section 2. Annual Meeting:

The Board of Directors, at their discretion, shall set the date, time, and location of the annual membership meeting, shall notify the membership of such information at least two weeks prior to such a meeting, shall conduct an election of the Board of Directors and officers at the meeting, and transact such business as necessary at this meeting.

Section 3. Voting Rights:

All members whose dues are paid current shall be eligible to vote.

Section 4. Policy:

The membership has the authority to set the governing policy of this Association.

Section 5. Membership Categories:

Initially, there will be a group of Charter Members who have contributed \$100.00 each to the development of the OCCA and who will have privileges during the first year of play, as established by the Board of Directors. Subsequent membership categories will be established by the Board of Directors.

Article V. BOARD OF DIRECTORS:

Section 1. General Powers:

The property, affairs, and business of the association shall be managed and controlled by the Board of Directors. All Association powers shall be exercised by, or under the authority of, the Board of Directors, so long as it is consistent with policy established by the membership.

Section 2. Composition:

The Board of Directors shall consist of a minimum of seven directors. The directors shall be elected at the annual membership meeting.

Section 3. Terms of the Office:

Members of the Board of Directors shall be elected to terms of three years, provided however, that at the initial election there shall be three members elected for a three-year term, two members elected for a two-year term and two members elected for a one-year term. At the initial election, the terms of office will be determined by the number of votes received, with the candidates receiving the greater number of votes receiving the longer terms. Subsequent elections will be for three-year terms to fill vacancies that are occurring. Each director shall hold office until the next annual membership meeting unless prior thereto he/she dies, resigns, or is removed from office.

Section 4. Meetings:

Meetings of the Board of Directors shall be held at such a time and place as shall be designated in the notice of the meeting whenever called by the President or by the 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 Association, at least seven days prior to 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 meeting may be held as adjourned without further notice.

Section 5. Quorum:

Except as otherwise provided by law or bylaws of the Association, over 50% of the Board of Directors, at the time in office, shall constitute a quorum for the transaction of business. If there is less than a quorum present at any meeting of the Board of Directors, a majority of those present may adjourn by an announcement thereat, and the meeting may be held as adjourned without further notice.

Section 6. Voting:

The affirmative vote of a majority of the Board of Directors at any meeting at which a quorum is present shall decide any question brought before such a meeting.

Section 7. 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 completion of the vacated term.

Section 8. 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 consultation occurs with all members of the Board of Directors and a majority of the Board of Directors approve such action. A memorandum for the record shall be completed by the director who initiated such action and be filed with the Secretary of the Association.

Section 9. Removal:

Any director may be removed at any time for just cause by the Board of Directors at any meeting, provided that he/she is notified of the intent for dismissal and given the opportunity to respond to such dismissal.

Article VI. STANDING COMMITTEES:

The Board of Directors may from time to time designate and appoint one or more standing committees with such powers and duties as the Board of Directors may determine. At least one member on 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 Association.

Article VII. OFFICERS:

Section 1. Officers:

The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. Each officer of the Association shall have such authority, shall perform such duties, and shall hold for such term as prescribed by these bylaws or by the Board of Directors. No person may hold two or more offices at one time. The officers shall be selected from the Board of Directors.

Section 2. Election and Term of Office:

The officers of the Association shall be elected annually by the Board of Directors. Each officer shall be elected for a one-year term and can be re-elected in consecutive years upon the recommendation and affirmative vote of the Board of Directors.

Section 3. President:

The President shall be the chief executive officer of the Association and, subject to the provisions of the bylaws and the direction of the Board of Directors, shall preside at meetings of the Board of Directors, and shall perform all other duties and enjoy all other powers commonly incident to this office or which may be prescribed by the Board of Directors.

Section 4. Vice-President:

The 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/her 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 and be subject to the same restrictions that the President is held to.

Section 5. Secretary:

Subject to the direction of the Board of Directors, the Secretary shall keep minutes of the meetings of the Board of Directors and the annual meeting of the membership and shall be responsible for the custody of all such minutes. Subject to the direction of the Board of Directors, he/she shall have custody of the documents of the Association and shall give notice of all meetings.

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/her place.

Section 6. Treasurer:

Subject to the direction of the Board of Directors, the Treasurer shall have charge of, and custody of, and shall receive and disburse the funds of the Association. When necessary or proper, he/she shall endorse on behalf of the Association for collection checks, notes, and other obligations, and shall deposit all funds of the Association in such banks or other depositories as may be designated by the Board of Directors. Utilizing accepted accounting practices, the Treasurer shall be responsible for maintaining complete and accurate financial records detailing all transactions of the Association.

In the absence of the Treasurer, or in the event of his/her inability to act, the President may appoint an Assistant Treasurer to act temporarily in his/her place. The Board of Directors may require the Treasurer, or any Assistant Treasurer, to be bonded for the faithful discharge of his/her duties in such sums, and with such surety or sureties, as the Board of Directors may determine.

Article VIII. RESIGNATIONS, REMOVALS, AND VACANCIES:

Section 1. Resignations:

Any director, officer, employee, or agent of the Association, 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 Association. Any such resignation shall take effect on 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 therein.

Section 2. Removals:

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

Section 3. Vacancies:

Any vacancy 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 meeting of the Board of Directors and until a successor shall have been qualified and elected.

Any vacancy in the Board of Directors may be filled at any time by the affirmative vote of the then remaining directors, though not less than a quorum of the Board, and

the person so elected shall hold office until the next annual meeting of the membership.

Article IX. MISCELLANEOUS:

Section 1. Contracts, etc:

Except as otherwise provided by law or the bylaws, such officers, employee or employees, or agent of the Association as shall be specified by the Board of Directors, shall sign, in the name and on behalf of the Association, 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 employees, or agents of the Association, as shall be specified by the Board of Directors.

Section 3. Fiscal Year:

The fiscal year of the Association shall be from January 1 through December 31.

Section 4. Limitation and Indemnity:

A. Liability:

No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken by him/her as an officer, director, or employee of the Association 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/her own affairs, or (b) took, or omitted to take, such action in reliance upon the advice of counsel for the Association, or upon statements made or confirmation furnished by officers or employees of the Association which he/she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defense 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 Association against all claims and liabilities, and all expenses reasonably incurred or imposed upon him/her in connection with, or resulting from, any action, suit, or proceeding, civil or criminal, or the settlement or compromise thereof, to which he/she may be made party by reason of any action taken, or omitted

to be taken, by him/her as a director of the Association, in good faith, if such person, in the opinion of a court, or of the Board of Directors (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/her own affairs, or (b) took, or omitted to take, such action in reliance upon the advice of counsel for the Association, or upon statements made or confirmation furnished by officers or employees of the Association which he/she had reasonable grounds to believe.

Section 5. Books and Records:

The Association 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 a record giving the names and addresses of the current members and Board of Directors.

Section 6. Annual Financial Audit:

The Board of Directors shall appoint an annual independent audit committee to perform an audit of the association's records upon the completion of each fiscal year.

Article X. AMENDMENTS:

The Board of Directors shall have the power to make, alter, amend, or repeal the bylaws at any duly convened meeting in which a quorum is present.

These Bylaws were approved and accepted by unanimous vote at our OCCA Annual Meeting on December, 14, 2013.

Respectfully submitted,

Ron Randall
OCCA Secretary