

BYLAWS OF
KENTUCKY TENNIS ASSOCIATION ENDOWMENT FUND, INC.
d.b.a THE RAISE A RACQUET FOUNDATION
A Kentucky non-profit Corporation
Amended and Re-stated on December 3, 2025

ARTICLE 1

PURPOSE

The exclusive and sole purpose for which Kentucky Tennis Association Endowment Fund, Inc., a Kentucky non-stock, nonprofit Corporation (the “Corporation”) is formed as set forth in Article III of the Articles of Incorporation, as may be amended from time to time. Subject to the limitations of Article 4, the corporations shall have the powers allowed to nonprofit corporations by KRS 14A and KRS 275 (Kentucky Nonprofit Act). The purpose of the non-profit corporation is to promote and grow the game of tennis, including but not limited to the health benefits of playing tennis, a sport for life.

ARTICLE 2

OFFICES

The Corporation’s principal office shall be at the address stated in Article IX of the Articles of Incorporation, as may be amended from time to time. The Corporation may conduct its business affairs, carry on its business operations, have other offices, and exercise its powers within or outside the Commonwealth of Kentucky, as the Board of Directors may, in time to time, determine or the business of the Corporation may require.

ARTICLE 3

**REGISTERED OFFICE AND AGENT FOR SERVICE OF
PROCESS**

3.1 The registered office in Kentucky and the registered agent at such office upon whom any process, notice, or demand required or permitted by law to be served upon the Corporation shall be stated in Article IX of the Articles of Incorporation or as a subsequently changed by resolution of the Board of Directors and amendment to the Articles of Incorporation.

3.2 The registered office may be, but not need be, the same as the Corporation’s principal office in the Commonwealth of Kentucky.

ARTICLE 4

POLICIES

4.1 The Corporation shall have and exercise all powers necessary or convenient to effect its purposes set forth in Article III of the Articles of Incorporation and in particular all powers as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes §273.163 to 273.387 as now stated and as hereafter amended, to the extent such powers are not exercised in contravention of the Corporation's charitable and/or educational purpose.

4.2 The Corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the objectives of the Corporation, but no person shall bind the Corporation without authorization of the Board of Directors of the Corporation.

4.3 All funds raised and revenues received by the Corporation shall be distributed for the promotion of the Corporation's objectives and purposes, as authorized by the affirmative vote of at least two-thirds of the directors present at a duly constituted meeting of the Board of Directors of the Corporation.

ARTICLE 5

SEAL

The corporate seal, if any, shall be in such forms adopted by resolution of the Board of Directors. Such seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other way reproduced; provided, however, that the use of the seal is not required to validate any writing or document to which the Corporation is a signatory or party.

ARTICLE 6

MEMBERS

The Corporation shall have no members.

ARTICLE 7

DIRECTORS

7.1 The business and affairs of the Corporation shall be managed and administered by a Board of Directors comprised of not less than nine or more than 18. The initial directors are set forth in Article X of the Articles of Incorporation. Each director will hold office until the expiration of his or her term or his or her successor is duly elected and qualified. All directors must be at least 18 years of age. Also, it is strongly encouraged that each director have a USTA Membership and is willing to make a financial donation to the corporation.

7.2 Whenever there is a vacancy on the Board of Directors by reason of death, resignation or otherwise, it shall be filled within 60 days by a vote of a majority of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

7.3 At any meeting of the Board of Directors any director may be removed, with or without cause. Furthermore, after missing two consecutive Board Meetings, the individual's status on the Board of Directors is subject to review.

7.4 A majority of directors, at a meeting of the Board of Directors, shall constitute a quorum for the transaction of business. Except as otherwise required by law or these Bylaws, the act of the majority of the quorum present shall be the act of the Board of Directors.

7.5 The directors may hold their meetings, regular or special, at such place within or outside the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing. Regular meetings may be held with notice at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings may be called by the President on five (5) business day notice to each director, either personally or by mail, facsimile, or e-mail. Special meetings may be called by the President in like manner and with like notice at the written request of any director. Notice of any special meeting need not be given to any director, if waived by him or her, before, at, or after such special meeting, in writing or by e-mail, or telephone.

7.6 Whenever any action by the directors at a meeting is required or permitted to be taken by law, the Articles of Incorporation or these Bylaws, such action may be taken without a meeting if notice is sent to all the directors and a majority of directors approve such action.

7.7 By resolution of the Board of Directors each director may be paid his or her reasonable expenses, if any, incurred in attending any meeting of the Board of Directors. No other form of compensation shall be paid to any director in return for such director's participation as a director or for attendance at any meeting of the Board of Directors. Nothing contained herein shall preclude any director from providing services to the Corporation in any other capacity and receiving compensation, therefore.

7.8 Each director shall serve for a 2-year term. Furthermore, each director may serve three(3) consecutive 2-year terms. After the serving of three (3) consecutive 2-year terms, the director must sit out for one (1) year before being eligible to return to the Board of Directors. The Board and the Nominating Committee will annually review the term dates for each director and affirmatively take steps to ensure appropriate staggering of the end of terms so that each year there are a sufficient number of directors to meet the standards in Article 7.1.

7.9 To maintain a close relationship between USTA Kentucky and the Corporation, two director seats will be designated for representatives from the USTA Kentucky Board of Directors. These seats shall be appointed by the USTA Kentucky Board of Directors and appointees will serve 2-year terms.

7.10 The Nominating Committee, chaired by the Immediate Past-President, will consist of four (4) Board Members and the USTA Kentucky President for a total of five (5) members. This committee will recommend the slate of Board of Directors and Officers to the Board of Directors. No officer besides the Immediate Past-President may be a member of the Nominating Committee. No member may serve on the Nominating Committee more than four (4) consecutive years. Two (2) members of the Nominating Committee shall be nominated to serve for a second term. The Management Committee shall appoint a vacancy for any cause on the Nominating Committee, including that of the Chairman. The Nominating Committee shall make all nominations for Officers, Directors, and members of the Nominating Committee to be voted on at the Annual Meeting in accordance with provisions for terms of office. The Nominating Committee shall prepare a slate of nominees for all positions subject to election at the Annual Meeting. Such nominations shall be filed with the Secretary at least thirty (30) days prior to the date of the Annual Meeting. If, prior to the Annual Meeting, a nominee vacancy occurs, the vacancy shall be filled by the Nominating Committee and the name of such person shall be placed in nomination at the Annual Meeting by the Nominating Committee. The Nominating Committee will annually review the term dates for each director, and affirmatively take steps to ensure appropriate staggering of the end of terms so that each year there are a sufficient number of directors to meet the standards in Article 7.1.

7.11 Any member of a Committee or any person inducted into the Kentucky Tennis Hall of Fame may be removed, with or without cause, by the Board of Directors. Any member of a Committee or any person inducted into the Kentucky Tennis Hall of Fame may be removed by the vote of a majority of the Board of Directors present at a duly constituted meeting.

ARTICLE 8

OFFICERS

8.1 The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, one or more Vice-Presidents, including but not limited to the First Vice-President, Secretary, Treasurer, and Immediate Past-President. All officers must be at least 18 years of age.

8.2 Any officer may be removed, with or without cause, by the Board of Directors. Any

officer or agent of the Corporation may be removed by the vote of a majority of the Board of Directors present at a duly constituted meeting whenever in the Board's judgment the best interest of the Corporation will be served by such removal.

8.3 The Board of Directors may appoint other officers or agents, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.

8.4 The President shall be the chief executive officer of the Corporation and subject to the control of the Board of Directors. The President shall supervise and control the business affairs and property of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors of the Corporation. The President may sign all certificates, contracts, obligations and other instruments of the Corporation and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned by these Bylaws or by the Board of Directors. The officers of the Corporation shall be responsible to the President for the proper and faithful discharge of their respective duties and shall make such reports to the President as may from time to time be required.

8.5 The Vice-President(s), if any, shall perform all duties incumbent upon the President during any absence or disability of the President, and perform such other duties as required by these Bylaws or as the Board of Directors may prescribe.

8.6 The Secretary shall:

- a. Keep the minutes of the meetings of the Board of Directors, and cause such minutes to be recorded in the books provided for that purpose;
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. Be custodian of the records of the Corporation and the Board of Directors;
- d. See that all the books, reports, statements, certificates and other documents and records required by law to be kept or filed, are properly kept or filed; and
- e. In general, perform all duties and have all powers incident to the office of the Secretary and do and perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these Bylaws and by the President.

8.7 The Treasurer shall:

- a. Have supervision over the funds, securities, receipts, and disbursements of the Corporation;
- b. Cause to be kept correct books of account of all the business and transactions of the Corporation;
- c. Render to the Board of Directors and the President, whenever requested, an account of the financial condition of the Corporation and of any financial transactions entered into as Treasurer;
- d. In general, perform all duties and have all powers incident to the office of the Treasurer and do and perform such other duties and exercise such other powers as from time to time may be assigned to the Treasurer by these Bylaws, by the Board of Directors, or by the President.

8.8 The Board of Directors of the Corporation may, in its sole discretion, determine a reasonable yearly compensation amount to be paid to any officer or agent of the Corporation for the officer's or agent's service to the Corporation.

8.9 The Officers will serve a two (2) year term.

ARTICLE 9

COMMITTEES

9.1 The Board of Directors may appoint a Committee consisting of at least two (2) directors. The Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation, except as otherwise provided by law. There shall be an Executive Committee which shall consist of all of the officers of the Corporation.

9.2 The President may at any time appoint standing committees to consist of as many members as deems advisable.

9.3 One member of each committee shall be appointed chairperson.

9.4 A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

9.5 The affairs of the Corporation shall be managed by the Executive Committee. The Executive Committee shall report to the Board of Directors any decisions and recommendations made.

9.6 The President shall have the power to fill vacancies in the committees.

9.7 All Past-Presidents of the Corporation shall serve on the Advisory Council in a non-voting capacity.

ARTICLE 10

MEETINGS

10.1 There shall be an Annual Meeting of the Corporation on a date within forty-five (45) days after the end of the fiscal year as set by the Board of Directors, for the receipt of reports and the transaction of all official business. Notice of such meetings, issued by the Executive Director, shall be made known via mail or e-mail fifteen (15) days before the Annual Meeting.

10.2 Meetings of the Corporation may be conducted in person, telephonically, or through video conference, using the Corporation's preferred communication channels, devices, modules, or platforms. Meetings shall be held quarterly each year on dates, times and location announced by the President.

10.3 The Board of Directors or the President may call special meetings of the Board of Directors at any time. The Board of Directors will be notified of the purpose, place and time of any special meeting at least five (5) business days in advance of such a meeting.

10.4 The order of business at annual meetings shall be determined by the President, and normally will be:

- a. Roll Call
- b. Reading of Minutes

- c. Secretary and Treasurer's Report
- d. Committee Reports
- e. President's Report
- f. Elections
- g. Miscellaneous Business
- h. Adjournment

10.5 Robert's Rules of Order shall be the authority for all parliamentary procedures not specifically mentioned herein. At all meetings, those members present and voting, either in person or by proxy, shall constitute a quorum. A simple majority of all votes cast shall be decisive. The Secretary, or other person specifically designated by the President, shall act as Parliamentarian.

10.6 The Board of Directors may also act by unanimous written consent, including e-mail, in lieu of a meeting.

ARTICLE 11

RESIGNATIONS

Any director, officer or committee member may resign his or her office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the Corporation.

ARTICLE 12
BOOKS AND RECORDS

12.1 The Corporation shall keep correct and complete books and records of account and minutes of the meetings of the Board of Directors.

12.2 Any director or officer of the Corporation shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the Corporation's relevant books and records of account and minutes, and to make extracts there from all as permitted and subject to the limitations of Kentucky Revised Statutes §273.233 as now stated or hereafter amended.

ARTICLE 13
FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of December of each year.

ARTICLE 14
LOANS TO DIRECTORS AND OFFICERS

In accordance with Kentucky Revised Statutes §273.241, as now stated or hereafter amended, the Corporation shall not lend money to or use its credit to assist its directors or officers.

ARTICLE 15
CONFLICTS OF INTEREST

The Officers and members of the Board of Directors shall sign an Annual Conflict of Interest disclosure, in accordance with the Corporation's Conflict of Interest Policy. The purpose of this disclosure is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a Director, officer, or key employee of the Corporation or might result in a possible excess benefit transaction.

ARTICLE 16
PROTECTION FROM LIABILITY

The Corporation may maintain in full force and effect standard policies of directors' and officers' liability insurance and comprehensive business insurance covering all directors and officers of the Corporation, insuring against liability for any action taken or not taken by them in their capacity as directors and officers to the extent set forth in the policies.

ARTICLE 17
AMENDMENT

Amendments to these Bylaws may be made either (1) at any Annual Meeting by an affirmative vote of a majority of all votes cast, provided that a copy of each proposed amendment was sent to each member with the notice of the Annual Meeting; or (2) by the affirmative vote of a majority of the Board of Directors, provided that notice of each proposed amendment be included in the call for such meeting and also provided that all voting members of the Board receive such notice not less than fifteen (15) days prior to the meeting of the Board of Directors.

These Bylaws approved as amended on December 3, 2025
by the Board of Directors of the Corporation.

Secretary