

**Bylaws of
Pride Tennis Worldwide, Inc.
trading as “Gay and Lesbian Tennis Alliance, Inc.” and “GLTA”**

Pride Tennis Worldwide, Inc., trading as “Gay and Lesbian Tennis Alliance, Inc.” and “GLTA” (hereinafter, the “Corporation”), is a not-for-profit corporation, operated under Section 501(c) of the United States Internal Revenue Code (the “IRC”), duly organized and operated under the laws of the State of Delaware. These Bylaws and the Articles of Incorporation of the Corporation, as amended from time to time (collectively, “Governing Documents”), shall govern the Corporation’s administration and operation.

Article I

Name, Formation, Offices, Registered Agent, Mission, Purpose, Books and Records

- 1.1 Name.** The name of this organization shall be: “Pride Tennis Worldwide, Inc.”
- 1.2 Trade Names.** The Corporation, in the discretion of the Board of Directors, may from time to time trade as or do business as “Gay and Lesbian Tennis Alliance, Inc.” and/or “GLTA.”
- 1.3 Offices.** The principal office of the Corporation shall be located within, or outside of, the State of Delaware, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain a registered agent within the State of Delaware as may be designated by the Board of Directors. The initial principal office shall be [INSERT OFFICE ADDRESS]. The designation of the Corporation’s principal office may be changed from time to time by a vote of a majority of the Board of Directors. Notice of any changed principal office for the Corporation shall be delivered to all Members within forty-eight (48) hours after the Board’s receipt of confirmation that the applicable national, state, or local government has changed the principal office of the Corporation.
- 1.4 Mission.** The mission of the Corporation is to provide an open, safe, inclusive space and community that is committed to promoting and developing amateur tennis internationally in the LGBTQIA+ (Lesbian, Gay, Bisexual, Transgender, Queer/Questioning, Intersex, Asexual, inclusive of all identities) Community. We support our member organizations by facilitating communication, providing shared infrastructure, and developing guidelines for use as uniform tournament standards in Corporation-sanctioned events.
- 1.5 Purpose.** The Corporation’s central purpose shall be to coordinate and promote the sport of tennis among the broader international community of LGBTQIA+ citizens and allies, for pleasure, recreation, and other non-profit purposes (meaning that no part of the net earnings of the Corporation, if any, shall inure to the benefit of its Members), and to engage in such other activities consistent with this central purpose.
- 1.6 Status.** The Corporation is a not-for-profit corporation and non-political organization and is organized exclusively for one or more of the purposes as specified in Section 501(c) of the IRC. At any time hereafter, the Corporation, by majority vote of the Members, may pursue charitable organization status under Section 501(c)(3) of the IRC, for such purposes including but not limited to, the making of distributions to qualifying non-profit organizations.

1.7 Tour Calendar Year. The Corporation's "Calendar Year" for tournament purposes only is November 1 through October 31 of each year.

1.8 Fiscal Year. The Corporation's "Fiscal Year" shall be January 1 to December 31 of each year.

Article II Membership

2.1 Types of Membership.

2.1.1 Member. A "Member" of the Corporation shall be any person or organization, operating for non-profit purposes and in good standing with the Corporation, which seeks and obtains representation within the Corporation by operating a Board-approved, sanctioned tournament within a Calendar Year or otherwise meeting the sanctioning requirements as set forth by the Board of Directors in the Tournament Rulebook or Standard Operating Procedures, as amended from time to time. A Member is considered to be in good standing so long as the Member remains in compliance with its obligations under these Bylaws and the Tournament Rulebook. New Members must be approved by a majority vote of the Board of Directors. So long as a Member is in good standing, such Member shall have the right to cast one vote in all Corporation elections, and on other matters for which a vote of the Members is taken through its Member Representative.

2.1.2 Affiliate Player. An "Affiliate Player" is any individual who participates as a player or director in at least one sanctioned tennis tournament during the preceding Calendar Year.

2.2 Cessation of Membership.

2.2.1 Removal/Revocation of Status as a Member. By a two-thirds (2/3) or greater vote of the Board of Directors, and after prior written or electronic notice of at least ten (10) days to the Member, Membership may be revoked for: (a) non-payment of Corporation Dues as and when they may become due, excepting that revocation of Membership shall be mandatory where a Member fails to pay Corporation Dues in full within 180 days of the date they become due; (b) failure to comply with the obligations of these Bylaws or the Tournament Rulebook; or (c) conduct detrimental to the welfare and the goals of the Corporation, as determined by the Board of Directors.

2.2.3 Board Discretion. By a majority vote, the Board of Directors, in its sole and exclusive discretion, may extend the time for a Member to come into compliance with its obligations under these Bylaws, including the payment of Dues so as to avoid removal or revocation of status as a Member.

2.2.4 Cessation. Any Member shall cease to be a Member of the Corporation upon: (a) that Member's written notice of resignation submitted to the Board of Directors; (b) the dissolution or cessation of legal existence of the Member; or (c) the removal or revocation of that Member's status as a Member pursuant to these Bylaws.

2.2.5 Forfeiture of Rights. Any Member who ceases to be a Member pursuant to these Bylaws shall forfeit any and all rights bestowed upon them by virtue of their status as a Member.

2.3 Member Dues.

2.3.1 Member Obligation to Pay Dues. All Members shall pay Corporation “Dues” to the Corporation, which shall include: (a) one (1) uniform annual fee, to be paid upon application and re-application for Membership, in an amount to be established by a majority vote of the Board of Directors; and (b) a uniform tournament fee for each player entered in any sanctioned tournament sponsored or directed by a Member. The amount of Corporation Dues owed hereunder shall be established in advance of each calendar year by a majority vote of the Board of Directors and publicized to the Members prior to November 1 for each calendar year.

2.3.2 Restrictions on Dues. Dues collected by the Corporation shall not be donated to any outside organization, group, or individual except by a majority vote of the Board of Directors and in compliance with Corporation’s tax-exempt status and these Bylaws. Nothing in this Article II, Section 3 shall be construed so as to restrict the Board of Directors or Members from holding specific fundraising events for the purposes of donation, so long as such donation is in compliance with the Corporation’s tax-exempt status.

Article III Board of Directors and Representatives

3.1 Powers, General Responsibilities, and Qualifications. Subject to the provisions of applicable law, all corporate powers shall be exercised by or under the authority of, and all activities and affairs of the Corporation shall be managed by, the Board of Directors.

3.1.1 The Board of Directors (hereinafter sometimes referred to as the “Board”) shall be the highest-level governing and policy-making body of the Corporation and shall be authorized to take such action and render such decisions as may be necessary and appropriate to accomplish the objectives of the Corporation and to protect and promote the interests of the Corporation and its Members.

3.1.2 The Board shall have general responsibility to oversee: (a) all activities sponsored, planned, or hosted by the Corporation itself; (b) the participation of the Corporation in activities sponsored by other individuals or groups; (c) the general organization of sanctioned tournaments to ensure compliance with the Tournament Rulebook; and (d) the use and licensure of the Corporation’s name, symbol(s), logo(s), design(s), advertisement(s), intellectual property, resources and/or accounts, tax identification number, and/or tax exempt status.

3.1.3 Members of the Board of Directors shall: (a) fulfill the responsibilities of their respective offices, including any additional duties requested by a majority vote of the Board of Directors or the President/Chief Executive Officer; (b) be fully accountable for their activities on behalf of the Corporation; (c) make every effort to attend all meetings of the Members and meetings of the Board, in compliance with these Bylaws; and (d) otherwise direct their conduct as directors of the Corporation to be in compliance with these Bylaws and, as applicable, the Tournament Rulebook.

3.2 Composition of the Board of Directors. The Board of Directors of the Corporation shall be comprised of no fewer than five (5) and no greater than seven (7) Directors, including at a minimum, at least the following Director positions: President/Chief Executive Officer, Secretary, and Treasurer. The Board shall, in its discretion and in accordance with the Corporation's financial position and needs, determine the number of Directors who shall serve for the following Fiscal Year and shall give notice to the Members at least thirty (30) days in advance of any annual election.

3.2.1 Sex/Gender Identity Representation. The Board shall, at all times, maintain a Board with sex and/or gender identity diversity, where a minimum of one (1) Board member is female and a minimum of one (1) Board member is male.

3.3 Holding More Than One Office. No Director shall be permitted to hold more than one (1) office on the Board of Directors simultaneously.

3.4 Conflicts of Interest. Any transaction in which a Director or a Director's family member or significant other has a material interest shall be approved in advance by a vote of the majority of the Directors who have no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director. All interested Directors shall recuse themselves voluntarily from any Board vote which may affect them materially. The Directors may only approve the transaction if (a) the material facts of the financial transaction and the Director's interest are disclosed to the Board, and (b) the Directors in good faith reasonably believe that the transaction is not unfair to the Corporation. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section. A conflict of interest transaction is not voidable and cannot serve as the basis for imposing liability on a Director if the transaction was not unfair to Corporation at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law. In no event shall any person or other entity dealing with the Directors be obligated to inquire into the authority of the Directors to enter into and consummate any contract, transaction, or other action.

3.5 Duties of Officers. The Board shall be comprised of a minimum of three (3) officer positions: President/Chief Executive Officer, Secretary, and Treasurer (each, an "Officer"). In addition to those positions, the Board may utilize such other and further ad hoc officer positions as the Board deems, in its discretion, to be appropriate in any given year, each of whom shall also be deemed an "Officer." The general duties of each Officer position shall be determined by the Board, subject to the following requirements:

3.5.1 Secretary. The Secretary shall be the custodian of all non-financial records of the Corporation. In addition to the foregoing, the Secretary shall be responsible for the following tasks:

3.5.1.1 Record Keeping. The Secretary shall keep and/or be given timely records of all proceedings, correspondence, rules, policies, or other documents pertaining to Corporation activities, in both paper and digital copy. The Secretary shall have available to them the seal of the Corporation for use in

performing the duties of the office.

3.5.1.2 Meeting Organization. The Secretary shall make arrangements for all meetings of the Board, any meetings of the Members, and any special meeting, and notify all prospective participants and Members of the time, place, and location of such meetings. At the commencement of all meetings, the Secretary shall certify their good faith compliance with all notice requirements to Members. In advance of any meeting of the Board or the Members, the Secretary shall prepare a draft agenda and deliver the same to all potential participants no later than seven (7) days prior to the meeting.

3.5.1.3 Meeting Minutes. The Secretary shall keep complete and accurate minutes of all meetings of the Board of Directors, any meetings of the Members, and any other meeting designated by the Board of Directors and shall draft and ensure execution of all Board resolutions. The Secretary shall provide copies of the minutes and resolutions to each member of the Board of Directors within a reasonable time following each meeting. The Secretary shall provide copies of the minutes and resolutions, with the exception of minutes taken and resolutions reached during Board executive session, to each Member within a reasonable time following each Board or other meeting.

3.5.1.4 Minutes of Action Taken Between Meetings. The Secretary shall keep complete and accurate minutes of all actions taken by the Board of Directors between meetings. The Secretary shall provide copies of the minutes of action taken between meetings and any resolutions related thereto to each member of the Board of Directors no later than ten (10) calendar days prior to the next Board meeting following the date the action was taken. The Secretary shall provide copies of the minutes of any action taken between meetings and any resolutions related thereto to each Member within a reasonable time following each Board meeting.

3.5.2 Treasurer. The Treasurer shall be the custodian of all financial records of the Corporation. In addition to the foregoing, the Treasurer shall be responsible for the following tasks:

3.5.2.1 Financial Accountability. The Treasurer shall oversee the financial accountability of the Corporation, its Directors, and established committees, and all projects or activities sponsored by the Corporation.

3.5.2.2 Collection of Dues. The Treasurer shall be responsible for collection of Member Dues, including player fees from sanctioned events.

3.5.2.3 Accounts. The Treasurer shall maintain the Corporation's bank accounts in a financial institution located in the United States and insured by the Federal Deposit Insurance Corporation which is approved by a majority of the Board of Directors.

3.5.2.4 Financial Statements and State and Federal Tax-Related Filings. The Treasurer shall issue semi-annual financial statements and budget plans to the entire Board of Directors, make periodic reports to the Members of the Corporation's financial condition, disperse the Corporation's funds as approved by the Board of Directors, and oversee all state and federal financial- and tax-related filings as required by governmental authorities and applicable law. Specifically, the Treasurer shall maintain full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in the Corporation's bank accounts. The Treasurer shall receive and disburse all funds of the Corporation only upon proper authorization. The Treasurer shall produce and publish to the Board a financial statement within thirty (30) days of the close of each quarter.

3.5.2.5 Reports. At each Meeting of the Board of Directors, and whenever else required by the President/CEO or the Board, the Treasurer shall render a statement of the Corporation's accounts and the financial health of the Corporation.

3.5.2.6 Books and Records. The Treasurer, at all reasonable times, shall exhibit the Corporation's books and accounts to any member of the Board. Any Member may inspect the financial books and records of the Corporation by making a reasonable request in writing to the Treasurer. The Treasurer must allow inspection at a reasonable site of the Treasurer's choosing, for a reasonable period of time, within ten (10) business days of the request.

3.5.2.7 Annual Budget. The Treasurer shall produce and ensure publication to the Members an annual operating budget for the Corporation no later than March 1 of each year.

3.5.2.8 Experience. The Treasurer should be literate in the financial operations of a United States non-profit organization, and have at least two (2) years relevant financial, professional, or similar experience associated with the duties of the position.

3.5.2.9 Residency Requirement. The Treasurer of the Corporation must reside in the United States of America.

3.5.3 President/Chief Executive Officer. The President/CEO is responsible for the day-to-day operation of the Corporation and shall manage the affairs, activities, and initiatives of the Corporation, including supervising and providing oversight of all Director and Officer activities. In addition to the foregoing, the President/CEO shall be responsible for the following tasks:

3.5.3.1 Strategic Leadership. The President/CEO is responsible for providing strategic leadership for the Corporation, including developing a strategic

vision for the Corporation's operations and outreach.

3.5.3.2 Presiding Officer. The President/CEO shall act as the presiding officer at all meetings of the Board and/or the Members.

3.5.3.3 Interpretation of Corporation Rules and Governing Documents. The President/CEO, in concert with the full Board, shall have the power and authority to interpret the Governing Documents of the Corporation with their reasonable meaning and fair intention.

3.5.3.4 Appointment of Committees. Except as otherwise provided for herein, the President/CEO shall have the authority to appoint heads of committees, subject to the approval of the Board, facilitate the coordination and consistency of the activities of these committees, and serve as an ex officio member of all committees.

3.5.3.5 Signatory Authority. Any and all deeds, mortgages, bonds, contracts, or other instruments in the name of Corporation shall be executed by the President/CEO with approval by the full Board, unless the Board shall specifically require an additional signature. The President/CEO may delegate signatory authority to other members of the Board as may be necessary or appropriate for the efficient operations of the Corporation.

3.5.3.6 Management of Assets. The President/CEO has the business responsibility to manage the assets of the Corporation based on Board oversight and approval.

3.6 Assignment of Officer Positions. At the first Board meeting of each calendar year at which a quorum is present, one (1) individual shall be appointed to serve in each of the Officer positions identified in Sections 3.5.1 through 3.5.3 hereof, inclusive. The Board may also appoint any remaining Directors to ad hoc Officer positions as the Board may deem necessary or appropriate in accordance with Section 3.5 hereof and the needs of the Board. The Officers chosen to each position shall serve in such roles until the first Board meeting of the following year or such other time as the Board deems appropriate by majority vote.

3.7 Member Representatives. Each Member organization shall designate a single representative ("Member Representative") to correspond with the Board of Directors and to cast votes on behalf of that Member in regard to any business for which a Member vote is required, including Board elections.

3.8 Election of Board Members. The Corporation shall sponsor and conduct elections for the Board of Directors on an annual basis, on a date to be established by a majority vote of the Board of Directors.

3.8.1 Election Cycle. Standard terms of service of each Director shall be staggered to maintain continuity on the Board. The election cycle shall be as follows:

3.8.1.1 Class A Directors, elected in 2024 and assuming office on January 1, 2025,

and every third year thereafter: two (2) At-Large Directors;

3.8.1.2 Class B Directors, elected in 2025 and assuming office on January 1, 2026, and every third year thereafter: one (1) At-Large Director;

3.8.1.3 Class C Directors, elected in 2026 and assuming office on January 1, 2027, and every third year thereafter: two (2) At-Large Directors;

3.8.1.4 In accordance with Section 3.2 hereof, the Board may, in its discretion and in accordance with the Corporation's financial position and needs, increase the number of Directors from a minimum of five (5) Directors to a maximum of seven (7) Directors. If the Board does so, such additional Directors shall be elected in any of the election cycles described in Section 3.9.1.1 through 3.9.1.3 hereof, so long as the Board has given the Members at least thirty (30) days advance notice of any such election; except that, the maximum number of standard Director positions to be elected in any given election cycle is three (3) Directors. This restriction on the number of Director positions to be filled in any single election cycle does not apply to Special Elections, as defined in Section 3.9.7 herein.

3.8.2 Election Process. The Corporation shall conduct annual elections held for Directors, on no less than 30 days' notice to the Members. All Member Representatives in good standing on the date ten (10) calendar days before the election is scheduled to start shall have the right to cast a vote in the election of all Board Members.

3.8.3 Third-Party Arbiter. The Board shall retain a neutral third-party arbiter to supervise and audit all elections on the Corporation's behalf.

3.8.4 Eligibility for Board Positions. An individual is eligible to run in an election and to serve on the Board so long as that individual has played in at least one (1) sanctioned tournament within the Tour Calendar Year of the election in which that person runs for office (i.e. the period November 1 through October 31 immediately preceding the election).

3.8.5 Term Limits.

OPTION 1: Directors shall not be subject to term limits.

OPTION 2: No Director shall serve more than two consecutive three-year terms on the Board at any time. A Director who has served two consecutive terms shall be eligible to run for election to the Board again after sitting out one election cycle. For the avoidance of doubt, a Class A Director who serves two (2) consecutive terms may run as a Class B or Class C Director in the first Class B or Class C Director election following the end of their term as a Class A Director.

OPTION 3: No Director shall serve more than two consecutive three-year terms on the Board beginning on or after January 1, 2025. A Director who has served two consecutive terms shall be eligible to run for election to the Board again after sitting out one election cycle. For the avoidance of doubt, a Class A Director who serves two (2) consecutive terms may run as a Class

B or Class C Director in the first Class B or Class C Director election following the end of their term as a Class A Director.

OPTION 4: No Director shall serve more than three consecutive three-year terms on the Board at any time. A Director who has served three consecutive terms shall be eligible to run for election to the Board again after sitting out one election cycle. For the avoidance of doubt, a Class A Director who serves two (2) consecutive terms may run as a Class B or Class C Director in the first Class B or Class C Director election following the end of their term as a Class A Director.

OPTION 5: No Director shall serve more than three consecutive three-year terms on the Board beginning on or after January 1, 2025. A Director who has served two consecutive terms shall be eligible to run for election to the Board again after sitting out one election cycle. For the avoidance of doubt, a Class A Director who serves two (2) consecutive terms may run as a Class B or Class C Director in the first Class B or Class C Director election following the end of their term as a Class A Director.

3.8.6 Resignation/Removal of Board Members. Each member of the Board shall hold office until the expiration of the Term for the position to which they serve or until their death, incapacity, resignation, or removal.

3.8.6.1 Resignation. Any member of the Board may resign from office at any time by delivering a resignation in writing to the President/CEO. If the President/CEO resigns from office, they shall deliver a resignation in writing to the Secretary.

3.8.6.2 Removal. Any member of the Board may be removed: (a) for cause, by a two-thirds (2/3) vote of the entire Board, excepting Members of the Board who have recused themselves, if any, at a special meeting of the Board called for that purpose; or (b) without cause, by a two-thirds (2/3) vote of the Members, at a special meeting of the Members called for that purpose and following the requirements outlines in these Bylaws.

3.8.7 Vacancies. Upon the death, incapacity, resignation, or removal of any member of the Board, the remaining members of the Board shall fill the vacancy with any eligible individual not currently a member of the Board on an interim basis by a majority vote. The appointed individual shall serve until the next annual election. At such election (which shall be deemed a “Special Election” for the Director position vacated), a Director will be elected to fill the remainder of the term created by the death, incapacity, resignation or removal of the Board member. The appointed interim Director shall serve until the new Director elected at the Special Election takes office. In the event the President/CEO position becomes vacant, a special meeting of the Board of Directors shall be held in which a new President/CEO shall be elected from the remaining eligible Directors. The election of a new President/CEO shall be held as soon as practical, but in no event may the meeting be held later than one month after the President/CEO’s office becomes vacant. Upon the appointment of a new President/CEO, the now-vacant Director position shall be filled by a Special Election in accordance with this Section.

3.10 Expense Reimbursement. Board members are entitled to receive reimbursement for

expenses incurred to attend Board meetings or travel for official Corporation business on an annual basis. Expenses eligible for reimbursement shall be determined in accordance with the Corporation's Travel Reimbursement Policy effective January 1, 2025, as amended. Expense reimbursement for Directors shall be in the amount equal to the lesser of actual expenses incurred or \$3,600.00 USD per year, per Board member. By unanimous vote, the Board of Directors, in its discretion, may approve expense reimbursement in excess of \$3,600.00 per year, per Board member on a case-by-case basis. Maximum expense reimbursement amounts shall be reviewed annually and may be adjusted upward or downward according to current economic indicators. Other than amounts permitted under this Section, no Director shall receive compensation for services provided to the Corporation.

3.11 Meetings. The Board of Directors shall meet, in person, at least twice per year, at a date, place, and time as determined by the Board. By majority vote of the Board, any Director may attend any meeting of the Board by virtual means. In extraordinary circumstances, including but not limited to epidemic, pandemic, war, travel restrictions, government decree, or safety concerns, a majority of the Board determines that an in person meeting shall not be conducted, the Board may conduct any biannual meeting virtually.

3.11.1 Notice of Meetings. Notice of the time, place, and location of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken shall be delivered to each member of the Board, and delivered to the Member Representatives, no less than seven (7) calendar days prior to the day on which the meeting is scheduled to commence. To the extent possible, copies of all documents on which any action is proposed to be taken shall be delivered to all Board Members no later than three (3) calendar days prior to commencement of the meeting.

3.11.2 Quorum and Voting. Unless a greater proportion is required by law or by these Bylaws at any given time, a majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present, shall be the action of the Board. There shall be no proxy voting at Board meetings.

3.12 Action By the Board of Directors. Except as otherwise provided herein, any action required or permitted to be taken by the Board may be taken without a meeting. The Board may take any such action, and all Board members may vote regarding any such action, by electronic means. This Section shall not be construed so as to waive the Board's obligation to meet for the biannual meetings required by Section 3.11 hereof.

3.12.1 Transparency and Accountability. By making full and accurate information about the Corporation's mission, activities, finances, and governance publicly available, the Corporation, and its Board of Directors, practices and encourages transparency and accountability to its Members. This policy will indicate which documents and materials produced by the Corporation are presumptively open to the public; indicate which documents and material produced by the Corporation are presumptively closed to the public; and specify the procedures whereby the open/closed status of documents, materials, and information can be altered. For purposes of this Transparency and Accountability Policy, the term "Available," in reference to a document, material, or information, shall mean that full copies of the same are posted to a designated document site available to the Members, in a format that allows an individual using the

internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document, and provided in electronic form upon written request by a Member, within seven (7) calendar days of the request. Documents, materials, and information provided may be watermarked and/or redacted as necessary to ensure security of the same, except that any redaction shall be included to the minimum extent necessary to preserve the security of the document and the Corporation.

3.12.1.1 The Corporation shall make all minutes of Board meetings and minutes of action taken by the Board between meetings Available to the Members for inspection free of charge, except for matters discussed during executive session or where the Board passes a resolution to make any specific portion confidential for the purposes of preserving the privacy of any individual Member or Affiliated Player.

3.12.1.2 The Corporation shall make annual and quarterly financial statements produced by the Treasurer Available to the Members for inspection free of charge, except where the Board passes a resolution to make any specific portion confidential for the purposes of preserving the privacy of any individual Member or Affiliated Player.

3.12.1.3 The Corporation shall make the Member roll and contact list Available to the Members for inspection free of charge. The Member roll shall include the name of the sanctioned tournament and the designated e-mail address for the Member Representative.

3.12.1.4 The Corporation shall make the Governing Documents of the Corporation Available to the Members for inspection free of charge.

3.12.2 Membership Feedback. The Board shall provide notice and seek public comment from the Members making a proposal for the amendment of these Bylaws; or making any material change to the requirements for Membership. Any notice issued hereunder shall be made no fewer than seven (7) days prior to the Board's proposed action.

3.13 Employees and Other Agents. The Board may appoint from time to time such at-will employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as the Board may from time to time deem necessary.

3.14 Removal of Employees and Other Agents. Any employee or agent of the Corporation may be removed with or without cause, except as otherwise prohibited by law, by a vote of the majority of the Board.

Article IV Financial Practices and Contracts

4.1 Cash Management.

4.1.1 Except as otherwise provided by these Bylaws, all of the Corporation's funds shall

be maintained in a financial institution located in the United States and insured by the Federal Deposit Insurance Corporation which is approved by a majority of the Board of Directors.

4.1.2 All disbursements of the Corporation's funds shall either be by approved Electronic Funds Transfer (EFT) method or by check bearing the signature of the Treasurer or the President/CEO. Each check shall be supported by a written payment request form, or other appropriate documentation, showing the purpose of, and authorization for, the expenditure. Specifically, the payment request form shall include the requestor's name, the payee's name, and the amount of the requested payment, and shall be accompanied by any supporting documentation such as receipts, quotes, or purchase orders. The Treasurer shall retain and forward to the succeeding treasurer all payment request forms and supporting documentation for seven (7) years.

4.1.3 If the payment request relates to an itemized expense included in the Corporation's annual budget for an applicable program, the payment may be made without further action by the Board of Directors, except that the Board may require that all expenditures be approved by the Board if the financial position of the Corporation becomes tenuous.

4.1.4 If the payment request relates to an item that was not included in the Corporation's annual budget, the Board of Directors must approve the payment before the expenditure is made. The approval shall be documented in the minutes of the Board. As soon as possible following their receipt, but in no event later than ten (10) calendar days, all funds accruing to the Corporation shall be remitted to the Treasurer, or the Board's designee, who shall promptly deposit the funds in the Corporation's bank account. Funds remitted to the Treasurer or the Board's designee shall be accompanied by appropriate documentation showing the nature and source of the receipt and a listing that identifies from which individual the funds were collected. This documentation shall be used by the Treasurer in support of accounting entries made into the books of account.

4.1.5 The Corporation's funds shall not be used for personal loans to any individual or to other organizations.

4.1.6 The Treasurer shall be responsible for completing reconciliation between the bank statements and books of account (general ledger) on a monthly basis. The reconciliation, with copies of the bank statements attached, shall be approved by the President/CEO and subsequently maintained in the Corporation's accounting records. The Treasurer shall retain and forward to the succeeding treasurer all bank statements including deposit slips, canceled checks, and any other relevant documents for at least seven years.

4.2 Budgets.

4.2.2 The Treasurer, with the advice and counsel of the Board, shall prepare a proposed operating budget for the Corporation for the upcoming fiscal year in November of the current year to be approved by the Board of Directors at the first meeting of the Board of Directors after the beginning of the fiscal year. Upon approval by the Board, the annual budget shall become effective on the first day of the fiscal year.

4.2.2.1 All budgets shall be prepared on a cash basis.

4.2.2.2 The proposed operating budget shall show monthly activity and separately

identify the sources and uses of all funds (purpose or type) related to a particular program sponsored by the Corporation. Sources and uses of funds for all programs shall be combined in a master budget.

4.2.2.3 The Treasurer may delegate the preparation of the proposed budgets for particular programs to an assistant treasurer or other individual, but shall remain responsible for the completion of all of the program budgets.

4.2.2.4 Major events, including marketing and/or recruitment events, sponsored by the Corporation shall have their own program budgets, subject to the approval of the Board of Directors.

4.2.2.5 Budgets for the Corporation's programs that begin in one fiscal year and conclude in a subsequent fiscal year shall also include projections for sources and uses of funds that are expected to occur during the months that fall in a subsequent fiscal year.

4.2.2.6 The annual budget of the Corporation and the budgets for particular programs, as approved by the Board, may be amended with appropriate justification. If an amendment is approved, the amended budget shall have the force of the original budget.

4.3 Contracts. The President/CEO and the Treasurer shall have signing power for bills, notes, receipts, acceptances, endorsements, checks (two signatures required, where appropriate), releases, contracts, and documents. In no instance may a person receiving a reimbursement be a sole signature on any check or other method used to issue a reimbursement.

4.4 Investments. The funds of the GLTA may be retained in whole or in part in cash or be invested from time to time in any investment that is 100% secure (CD for example), with no risk.

Article V Tax Exemption Provisions

5.1 Charitable Organization Status. Although at the time of adoption of these Bylaws, the Corporation is not an approved Section 501(c)(3) organization under the IRC, the Corporation may seek Section 501(c)(3) approval in the future. In furtherance of that anticipated goal, the Corporation shall operate in a manner consistent with organizations approved under Section 501(c)(3) of the IRC.

5.2 Limitations on Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the IRC), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

5.3 Prohibition Against Private Inurement. Except as otherwise specifically provided for herein, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors or trustees, 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 of the Corporation.

5.4 Distribution of Assets. In the event of the dissolution of the Corporation and the Corporation is not re-incorporated within thirty (30) calendar days, the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

5.5 Private Foundation Requirements and Restrictions. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the IRC, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the IRC; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRC; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the IRC; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the IRC; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the IRC.

Article VI Harassment and Non-Discrimination Policy

6.1 Harassment and Non-Discrimination Policy. Regardless of the laws applicable in any given jurisdiction, the Corporation shall not tolerate, condone, or permit any kind of harassment or bullying of its Members, Affiliated Players, guests, or other affiliates on any basis, including but not limited to their race, sex, age, national origin, religion, sexual orientation, gender identity, marital status, personal appearance, family responsibility, material possessions, socio-economic status, physical handicap, health status, skill level, political affiliation, or place of residence. This includes harassment of past, present, and prospective Members and Affiliated Players of the Corporation and their families; players, volunteers, and spectators of any sanctioned tournament or other Corporation-sanctioned or -sponsored activities and events; and the employees, agents, or representatives of facilities the Corporation, its Members, and Affiliated Players utilize or with which the Corporation, its Members, and Affiliated Players contracts. Harassment may include, but is not limited to, slurs, abusive language, threats, derogatory comments, unwelcome jokes, teasing, unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct. The Board of Directors encourages any Member or Affiliated Player who experiences interaction(s) which may violate this policy to report such interaction(s) to the President/CEO, or any other Board member. The Board shall open a grievance matter, as set forth in Article VII hereof, and respond appropriately within their discretion, with the advice and counsel of the entire Board. Violations of this policy may, after reasonable notice of no less than ten (10) days and an opportunity to respond, result in sanctions or penalties, issued at the discretion of a majority vote of the Board of Directors, which may include temporary or permanent expulsion from the Corporation, temporary or permanent ban from Corporation-sanctioned and -sponsored events, restrictions on participation, and/or referral to national, regional, or local authorities.

6.2 Member Policy Requirement. The Corporation shall ensure that, regardless of the laws applicable in any given jurisdiction, each Member implements and enforces a harassment and non-discrimination policy in the form and substance of Section 6.1 of these Bylaws. In order to receive sanctioning approval, Members must certify in writing compliance with such requirement.

Article VII Grievances

7.1 Grievances. Any grievance or protest filed regarding an issue that arises during a sanctioned tournament or event, pursuant to the Tournament Rulebook, pursuant to these Bylaws (including Article 6 hereof), or any other issue involving a Member or Affiliated Player while participating in a Corporation-related event, shall be heard and decided by the process outlined in those Rules. Final jurisdiction on such issues rests with the Board of Directors and its decision shall be final.

7.2 Procedures for Grievances Arising Out of Section 6.1 of These Bylaws. Any complainant wishing to submit a grievance (hereinafter, a “Bylaws Grievance”) under Section 6.1 of these Bylaws to the Board shall do so in writing and submit the same to president@glta.net, with a copy to secretary@glta.net.

7.2.1 Referral to Investigation Panel. Promptly upon receipt of the Bylaws Grievance, the Secretary shall forward the Bylaws Grievance to the entire Board. Within three (3) business days of the date of receipt by the Board of the Bylaws Grievance from the Secretary, the President/CEO shall appoint a panel of one or more Board members to investigate the Bylaws Grievance.

7.2.2 Investigation. The investigation panel is empowered to obtain such evidence, receive such witness statements, and conduct such interviews as the panel deems appropriate in its discretion. The investigation panel shall conclude its investigation within a reasonable time.

7.2.3 Report. Within five (5) business days of the completion of the investigation, the investigation panel shall provide a confidential written report to the Board for consideration. The report shall contain a reasonable and fulsome description of the evidence found in the course of the investigation.

7.2.4 Deliberations. Within three (5) business days of the date of receipt of the report of the investigation panel, the Board shall meet and confer and deliberate to determine whether a violation of Section 6.1 of the Bylaws has occurred. The Board shall determine, by majority vote, whether a violation of Section 6.1 of the Bylaws has occurred by a preponderance of the evidence (i.e., whether it is more likely than not that a violation occurred). Any deliberations may be conducted by electronic means.

7.2.5 Sanction. If the Board finds by a preponderance of the evidence that a violation of Section 6.1 of the Bylaws has occurred, the Board shall meet and confer and deliberate to determine what sanction, if any, to impose related to the violation. The Board shall impose any sanction approved by a majority of the Board, including but not limited to suspension or permanent expulsion from Corporation activities or any other sanction appropriate under the circumstances, as determined by the Board.

7.2.6 Notice to Associated Parties. Within three (3) business days of the date of the Board's decision on a Bylaws Grievance, the Secretary shall provide written notice of the Board's decision to all persons affected, including the complainant and any respondent.

7.2.7 Appeal. Any Member or Affiliate Player aggrieved by the Board's decision may file an appeal within ten (10) calendar days of the date of receipt of the Board's decision by submitting such appeal in writing to president@glta.net, with a copy to secretary@glta.net. Upon receipt of the appeal, the President/CEO shall determine whether the Board's decision was clearly erroneous under the legal standards applicable in the State of Delaware. If the Board's decision was not clearly erroneous, the decision will be upheld. If the President/CEO determines that the Board's decision was clearly erroneous, the President/CEO may refer the matter to the full Board for further deliberations and a new final decision.

7.3 Procedures for All Other Grievances. Any complainant wishing to submit a grievance (hereinafter, a "General Grievance") unrelated to Section 6.1 of these Bylaws to the Board shall do so in writing and submit the same to any Board member. Upon receipt of such a General Grievance, the Board member shall forward the same to the entire Board. The General Grievance shall be resolved in a manner consistent with the Tournament Rulebook or other applicable document as approved by a majority vote of the Board of Directors. In the absence of an applicable Rule or instructive document, the Grievance shall be resolved by a majority vote of the Board of Directors. If at any point the President/CEO deems a General Grievance to require investigation due to the severity of the allegations, the President/CEO may assign the General Grievance to be adjudicated under the procedures set forth in Section 7.2.1 through 7.2.7 hereof.

Article VIII Indemnification

8.1 Unless otherwise prohibited by law, the Corporation shall, to the maximum extent permitted by the Delaware Corporations Act, indemnify any Director or Officer; any former Director or Officer; and any person who may have served at its request as a Director, Officer, partner, employee, or agent, indemnify such person against any and all expenses and liabilities actually and necessarily incurred by them or imposed on them in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which they may be or are made a party by reason of being or having been such Director, Officer, partner, employee, or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which they shall be adjusted in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of their own negligence, gross negligence, or intentional, reckless, or wanton misconduct, in the performance of a duty to the Corporation.

8.2 The Corporation shall indemnify a Director or Officer to the extent the Director or Officer was successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because the Director or Officer was a Director or Officer of the Corporation against reasonable expenses incurred by the Director or Officer in connection with the proceeding.

8.3 Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, reasonable attorneys' fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, employee,

or agent. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, Officer, employee, or agent; provided, however, that such Director, Officer, employee, or agent shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article or the Delaware Corporations Act.

8.4 The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

8.5 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, Officer, employee, or agent may be entitled under any statute, Bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

8.6 The Board may authorize the purchase of insurance on behalf of any Director, Officer, employee, or agent, against any liability asserted against or incurred by them which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

8.7 The Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with Section 4958 of the IRC or any other provision of the IRC applicable to corporations described in Section 501(c)(3) of the IRC.

Article IX Amendments

9.1 Amendments to These Bylaws. Following initial adoption of these Bylaws, these Bylaws may be amended, in whole or in part, only by a majority of the Members voting in an annual election or special meeting called for that purpose. Notwithstanding the foregoing, the Board is authorized to make non-material changes to these Bylaws, such as to correct typographical or clerical errors, or to modify language so as to effectuate the fair meaning and intent of these Bylaws. Such non-material changes may be made upon unanimous vote of the Board of Directors.

9.2 Notice of Proposed Changes to Bylaws. Any proposed amendment to these Bylaws shall be delivered by the Board to the Members no less than fourteen (14) days prior to the first date on which any vote to amend these Bylaws is to begin. Any proposed amendments begin effective immediately after ratification.

9.3 Authorization to Re-Incorporate or Change Corporate Identity. Notwithstanding any other provision of these Bylaws, the Board is authorized hereafter to re-incorporate the Corporation as a new or different entity, change its corporate identity of the Corporation, re-brand the Corporation, or effect a name-change of the Corporation without obtaining Member approval of an amendment to these Bylaws. In such event, these Bylaws shall become the Bylaws of the new corporation as if fully adopted for that new corporation.

Adopted as required by law and these bylaws in Washington, DC, USA on
_____.

Secretary