

**AMENDED AND RESTATED
BYLAWS
OF
HOUSTON TENNIS ASSOCIATION, INC.**

Adopted: December 14, 2011

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ARTICLE I

STRUCTURE AND PURPOSE

Section 1. Name and Structure

The name of the association shall be Houston Tennis Association, Inc. (the "Association" or "HTA") which is a non-profit corporation organized under the laws of the State of Texas, as required by the provisions of the Texas Business Organizations Code, as amended (the "TBOC").

Section 2. Purposes

The Association is organized and shall be operated exclusively for educational, charitable, civic, and athletic purposes within the TBOC and of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any subsequent United States revenue law. The vision statement of the Association is "to grow tennis in the greater Houston community."

In furtherance of these purposes, the Association shall: encourage and promote amateur tennis in the greater Houston metropolitan area, encourage and promote good health and sportsmanship, organize and manage competition through tournaments and leagues, and stimulate interest in tennis.

No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Association shall not endorse the election of any candidate for public office nor endorse the platform of any political party nor engage in partisan politics, directly or indirectly.

Section 3. Members

The Association shall have members ("Members") as provided in its Articles of Incorporation and these Amended and Restated Bylaws, as amended ("Bylaws").

ARTICLE II

OFFICES

Section 1. Principal Office

The Association may have, in addition to its registered office, offices at such places as its Board of Directors (the "Board") may from time to time determine or as the activities of the Association may require.

Section 2. Registered Office and Registered Agent

The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identified with such registered office, as required by the TBOC. The registered office may be, but need not be, identical to the principal office of the

Association. The Board may change the registered office and the registered agent as permitted in the TBOC.

ARTICLE III

MEMBERS

Section 1. Membership

Membership in the Association shall be available to all persons interested in the purposes and activities of the Association, and any individual may become a Member of the Association by paying dues as hereinafter provided.

Section 2. Dues

All Members shall pay dues to the Association in the amounts established from time to time by the Board. Dues shall be due and payable on or before January 15 of each year. Any person who contributes dues to the Association shall be a qualified Member for the remainder of the calendar year.

Section 3. Termination, Suspension, Expulsion of Membership

Any Member may be terminated, suspended or expelled from the Association for any or no reason at the sole and exclusive discretion of the Board or any committee or officer delegated such authority by the Board from time to time. The process, procedures, and terms of suspension or expulsion may be established by the Board but is not required.

All rights of a Member in the Association shall cease upon termination, suspension, or expulsion.

Section 4. Annual Meeting of the Members

An annual meeting of the Members shall be held in the month of November or December of each year for the purpose of electing directors, and transacting such other business as may properly come before the meeting. Except as otherwise provided in these Bylaws, Robert's Rules of Order shall be the rules of order for all meetings of the Members of the Association and all meetings of any committee or task force of the Association. All annual meetings of the Members shall be held at such places as may from time to time be fixed by the Board or as shall be specified in the respective notices thereof.

In addition to the election of directors at the annual meeting, Members shall be entitled to present to the Board for the ensuing year any proposal which the Members by majority vote agree to recommend. At least thirty (30) days prior to such annual meeting, any Member desiring to have a proposal voted upon shall submit such proposal in writing to the President, and the President shall cause all such proposals so received to be placed upon the agenda of the annual meeting. Final adoption of the proposal shall be at the discretion of the Board, but the Board shall only reject such recommendation for good cause.

The annual meeting shall be presided over by the President whose term is expiring at such meeting, but the incoming president shall have the right to address the meeting.

Member meetings may only be held in person.

Section 5. Special Meetings of the Members

A special meeting of the Members may be called at any time, at the discretion of the Executive Committee or Board, and notice thereof shall be mailed to each Member of the Association by the Secretary, stating the object of the special meeting. Only those matters specified in the notice shall be considered at such special meeting.

Section 6. Notice of Meetings of the Members

Written notice stating the place, day, and hour of each annual or special meeting of the Members, together with instructions regarding how to vote by proxy in compliance with Article III, Section 9 hereof shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally, by mail, electronic mail, or the most commonly used method of communication the Association then uses at that time, to each member of the Association at his or her address shown by the records of the Association. A notice in the Association's website shall qualify as delivery by mail to all Members.

Section 7. Voting

Each Member, shall be entitled to one vote on each matter submitted to vote at an annual or special meeting of the Members. Members may vote in person or by proxy at any meeting.

Section 8. Quorum

At all meetings of the Members of the Association, the Members present or represented by proxy shall constitute a quorum, and a majority of such persons having voting authority present at such meeting shall control on all questions unless otherwise provided by law or in these Bylaws.

Section 9. Proxies

A Member entitled to vote at a meeting of Members of the Association may vote by proxy. All proxies must be in writing, must bear the signature of the member giving the proxy, and must specify the date on which they are executed. No proxy is valid after eleven (11) months from the date of its execution, unless the proxy specifically states a later date. Proxies are not valid if they purport to be valid to an indefinite date in the future. All proxies must be received by the Association on or before the deadline specified in the meeting notice. Persons named to cast the proxy vote must be a Member and must be present in order to do so. A credentials committee comprised of the President, Secretary and Treasurer, or their respective designees, shall determine the validity of any proxies received. Votes validly cast by proxy shall be counted toward the establishment of a quorum.

Section 10. Non-Liability of Members

A Member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Management of the Association

The Association shall be managed by the Board, who may exercise all powers of the Association and do such lawful acts as are not restricted by law, the Articles of Incorporation or these Bylaws.

Section 2. Number and Qualification

The number of directors which shall constitute the whole Board shall be twenty seven (27), consisting of twenty one (21) Members, the President, two (2) Vice Presidents, the Executive Director, the Treasurer and the Secretary. The number of directors to be elected shall be fixed and determined by resolution adopted by the Board from time to time. The number of directors may be increased or decreased from time to time as provided in these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. A director must be a Member of the Association.

Section 3. Classification

Commencing with the election of directors at the 2011 annual meeting of Members, the directors, other than the President, Vice President, Treasurer and Secretary, shall be classified, with respect to the time for which they severally hold office, into three (3) classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible. Each initial director in Class I shall hold office for a term expiring at the 2012 annual meeting of Members; each initial director of Class II shall hold office initially for a term expiring at the 2013 annual meeting of Members; and each initial director of Class III shall hold office for a term expiring at the 2014 annual meeting of Members. Notwithstanding the foregoing provision of this Section, each director shall serve until his successor is duly elected and qualified or until his earlier death, resignation or removal. At each annual meeting of Members following the 2011 annual meeting, the successors to the class of directors whose term expires at the meeting shall be elected to hold office for a term expiring at the annual meeting of Members held in the third year following the year of their election and until their successors have been duly elected and qualified or until their earlier death, resignation or removal.

Section 4. Annual Meeting of the Board of Directors

The annual meeting of the Board shall be held immediately following the annual meeting of the Members. The newly elected directors shall preside at this meeting. The purpose of the annual meeting of the Board is to elect officers of the Association for the upcoming year, and to transact

such other business as may properly come before the meeting. The annual meeting of the Board shall be held at the same location where the annual meeting of the Members is held.

Section 5. Special Meetings of the Board of Directors

Special meetings of the Board, for any purpose or purposes, may be called by the Executive Committee or by the President at the request of no less than twenty five percent (25%) of the Board. These meetings shall be held at such times and places as may from time to time be determined by Executive Committee or the President. A special meeting may be held by telephone or in person.

Section 6. Notices of Board of Directors Meetings

Written notice stating the place, day, and hour of each annual or special meeting of the Board, shall be delivered not less than three (3) days nor more than thirty (30) days before the date of the meeting, either personally, by mail, electronic mail, or the most commonly used method of communication the Association then uses at that time, to each member of the Board at his or her address shown by the records of the Association. A notice in the Association's website will qualify as delivery by mail. Notice may be waived in writing either before or after the meeting. Attendance at any meeting shall constitute waiver of notice except where such attendance is solely to object to the validity of such meeting.

Section 7. Voting

Each director shall be entitled to one vote on each matter submitted to vote at an annual or special meeting of the Board. Directors may vote in person or by proxy at any meeting.

Section 8. Quorum of Members of the Board of Directors

At all meetings of the Board, the presence of a majority of the number of directors entitled to vote and present in person or represented by proxy, shall constitute a quorum at any meeting of the Board. When a quorum is present at any meeting of the Board, the vote of a majority of the directors entitled to vote and present in person or represented by proxy shall be the act of the meeting.

Section 9. Proxies

A director entitled to vote at a meeting of the Board may vote by proxy. All proxies must be in writing, must bear the signature of the member giving the proxy, and must specify the date on which they are executed. No proxy is valid after eleven (11) months from the date of its execution. Proxies are not valid if they purport to be valid to an indefinite date in the future. All proxies must be received by the Association on or before the deadline specified in the meeting notice. Persons named to cast the proxy vote must be a director and must be present in order to do so. A credentials committee comprised of the President, Secretary and Treasurer, or their respective designees, shall determine the validity of any proxies received. Votes validly cast by proxy shall be counted toward the establishment of a quorum.

Section 10. Advisory Board

The Board may establish an advisory board of the Association which shall consist of Members elected by the Executive Committee. Any Member may nominate another Member to serve on the advisory board. There will be no minimum nor maximum number of members of the advisory board. Advisory board members will serve a term of three (3) years. There shall not be a limit on the number of terms an advisory board member may serve. Advisory board members will not be eligible to vote at meetings of the Board, but they are encouraged to attend such meetings. The advisory board shall have such responsibilities and duties as delegated by the Board. An advisory board member may be removed with or without cause by a majority vote of the Board.

Section 11. Honorary Board

The Board may establish an honorary board of the Association which shall consist of Members elected by the Executive Committee. Any Member may nominate another Member to serve on the honorary board. There will be no minimum nor maximum number of members of the honorary board. Honorary board members will serve until the earlier of their death, incapacity or resignation. Honorary board members will not be eligible to vote at meetings of the Board, but they are encouraged to attend such meetings. The honorary board shall have such responsibilities and duties as delegated by the Board. An honorary board member may be removed with or without cause by a majority vote of the Board.

Section 12. Removal

Any director may be removed, with or without cause, by a majority vote of the Board at a regular or special meeting of the Board. Any vacancy in the Board may be filled by vote of the remaining directors, though less than a quorum, for the unexpired term.

Section 13. Non-liability of Directors

A director, advisory director or honorary director of this Association is not personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE V

EXECUTIVE COMMITTEE/OFFICERS

Section 1. General Powers

The executive committee of the Board (the "Executive Committee") shall handle the routine matters of administering the Association, subject to ratification by the Board at the next meeting of the Board.

Section 2. Composition of Executive Committee

The Executive Committee shall consist of the following five elected officers: the President, two (2) Vice Presidents, Secretary and Treasurer, and up to four (4) members of the Board nominated

by the President and ratified by the Board for a total of up to nine (9) members. For avoidance of doubt, the Executive Director shall not be a member of the Executive Committee but may attend meetings of the Executive Committee upon invitation from the Executive Committee.

Section 3. Quorum and Voting of the Members of the Executive Committee

Meetings of the Executive Committee, for any purpose or purposes, may be called by the President. The Executive Committee shall meet in person or electronically to discuss and decide issues for the approval of the Board. Meetings of the Executive Committee may be held (i) in person, (ii) by mail, (iii) by electronic transmission including "e-mail", conference call or by telephone (collectively, "electronic transmission"), or (iv) the most commonly used method of communication the Association then uses at that time (the "alternative communication"). At all meetings of the members of the Executive Committee, the presence of a majority of the number of members of the Executive Committee entitled to vote in person, by mail, electronic transmission or alternative communication, shall constitute a quorum at any meeting of the Executive Committee. With respect to electronic transmission, a majority of all the members of the Executive Committee who respond to emails or participate in conference calls or by telephone, as appropriate, shall constitute a quorum with respect to meetings of the Executive Committee held by electronic transmission. With respect to alternative communication, a majority of all members of the Executive Committee who respond to such alternative communication shall constitute a quorum with respect to meetings of the Executive Committee held by alternative transmission. When a quorum is present at any meeting of the members of the Executive Committee, the vote of a majority of the members of the Executive Committee entitled to vote and present in person, by mail, electronic transmission or alternative transmission shall be the act of the members of the Executive Committee. At the request of the President, the Executive Committee shall meet in person, by electronic transmission or alternative transmission to discuss and decide issues for the approval of the Board.

Section 4. Officers

The officers of the Association shall be the President, Vice Presidents, Executive Director, Secretary and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary. Each such officer shall exercise such powers and perform such duties as shall be set forth below and such other powers and duties as from time to time may be specified by the Board or by any officer(s) authorized by the Board to prescribe the duties of such other officers. The Board may appoint such other officers of the Association, as it deems necessary and appropriate.

1. President:

(i) The President shall be principal executive officer of the Association and, subject to these Bylaws, shall have general supervision and active control of the activities of the Association and shall carry out all orders of the Board and Executive Committee.

(ii) He or she shall consult with the Board and Executive Committee on any planned actions that significantly affect the Association.

(iii) He or she shall preside at all meetings of the Members, Board and Executive Committee.

(iv) He or she shall present at the annual meeting of the Members a report of the activities of the Association.

(v) He or she shall appoint, except as otherwise provided by these Bylaws, the chairpersons of all committees.

(vi) The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by law to some other officer or agent of the Association.

(vii) And in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

2. Vice Presidents:

(i) In the absence or disability of the President, the Vice Presidents in order of their seniority shall perform the duties of the President and shall perform such other duties as may be assigned to them by the President, the Executive Committee and/or the Board.

(ii) The Vice Presidents shall perform such other duties and have such other powers as the Board may from time to time prescribe.

3. Executive Director:

(i) In the absence or disability of the President and the Vice Presidents, the Executive Director shall perform the duties of the President and shall perform such other duties as may be assigned to him or her or by the President, the Vice Presidents, the Executive Committee and/or the Board.

(ii) The Executive Director is responsible for the day-to-day operation of the Association.

(iii) The Executive Director manages and has oversight authority over all the staff positions.

(iv) The Executive Director is responsible for maintaining the Association office.

(v) He or she provides financial reporting and staff support for officers and directors in meeting the Association's goals.

(vi) The Executive Director or Secretary shall see that notice is given to the general Membership of meetings and other activities of the Association.

(vii) He or she shall perform any other duties assigned by the President, the Vice Presidents, the Executive Committee and/or the Board.

4. **Secretary:**

(i) The Secretary shall keep a correct record of the proceedings of all meetings of the Members, of the Board, and of the Executive Committee, be custodian of the corporate records and shall perform such other duties as may be assigned by the President, the Executive Committee and/or the Board.

(ii) The record of proceedings for all meetings will be kept at the Association's principal office.

5. **Treasurer:**

(i) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association and oversee accounting policies and procedures of the Association and staff.

(ii) Additionally, the Treasurer shall present a report to the Members at each annual meeting and to the Board whenever requested, and shall perform such other duties as may be assigned to the Treasurer by the President, the Executive Committee and/or Board.

6. **Other Officers:** The Board may create any other officer position as the Board deems necessary and shall assign any duties that the Board deems fit.

Section 5. Election

The officers shall be elected by majority vote of the members of the Board at the annual meeting of the Board.

Section 6. Term of Office

All officers shall be elected annually by the Board at its annual meeting, or until their respective successors are elected and qualified. Elected officers may not serve more than two (2) terms consecutively in the same position. Notwithstanding the foregoing, such elected officers may serve more than two (2) consecutive terms should the Board decide that it is in the best interests of the Association for the officers to do so. All officers shall take office immediately upon their election by the Board at its annual meeting.

Section 7. Removal

Any officer of the Association may be removed by a majority of the Board whenever, in its sole discretion, the best interests of the Association would be served thereby.

Section 8. Vacancies

The President, with the consent of the Board, may appoint other officers as may be deemed necessary and appropriate and may fill any vacancies in elective offices in the same manner. The Board may fill any vacancy in the office of the President, and may do so either at a regular or a specially called meeting of the Board. Vacancies shall be filled for the duration of the term of the vacated position.

Section 9. Insurance for Association Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of the Association, these Bylaws, or provisions of law.

ARTICLE VI

STANDING COMMITTEES

Section 1. Committees

Committees may be established by the Executive Committee to support the Association's activities. Such committees shall perform such responsibilities and may exercise such powers as the Executive Committee may determine and as shall be approved by the Board. The President, with approval of the Executive Committee, shall appoint the chairperson of the committees from among the Members. The chairperson may select those Members to comprise such committee.

Section 2. President as Member of Committees

The President shall be a member of all committees, except the Nominating Committee. The chairperson of each committee shall preside at all committee meetings and be responsible therefore (except that, when necessary, such chairperson may appoint another member of the committee to preside at a committee meeting or be responsible therefore); give notice of all meetings; communicate and confer with all committee members; and where necessary or convenient, prepare and submit a report of any action taken by such committee.

Section 3. Committee Meetings

Meetings of any standing committee may be held (i) in person, (ii) by mail, (iii) by electronic transmission including "e-mail", conference call or by telephone (collectively, "electronic transmission"), or (iv) the most commonly used method of communication the Association then uses at that time (the "alternative communication"). At all meetings of any standing committee, the presence of a majority of members of the standing committee entitled to vote in person, by mail, electronic transmission or alternative communication, shall constitute a quorum at any meeting of such standing committee. With respect to electronic transmission, a majority of all the members of the standing committee who respond to emails or participate in conference calls or

by telephone, as appropriate, shall constitute a quorum with respect to meetings of such standing committee held by electronic transmission. With respect to alternative communication, a majority of all members of the standing committee who respond to such alternative communication shall constitute a quorum with respect to meetings of such standing committee held by alternative transmission. When a quorum is present at any meeting of the members of the standing committee, the vote of a majority of the members of the standing committee entitled to vote and present in person, by mail, electronic transmission or alternative transmission shall be the act of the members of such standing committee. At the request of the President, the standing committee shall meet in person, by electronic transmission or alternative transmission to discuss and decide issues for the approval of the Board.

Section 4. Standing Committees

Reserved.

ARTICLE VII

AMENDMENTS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board. Approval shall require an affirmative vote by a majority of the Board present at a duly held meeting.

ARTICLE VIII

MISCELLANEOUS

Section 1. Consent

Any action required or permitted to be taken at any meeting of the Board, Executive Committee or standing committee may be taken without a meeting by consent in writing setting forth the action to be taken, signed a majority of all of the directors, members of the Executive Committee or members of the standing committee, as appropriate, entitled to a vote at a duly and regularly called meeting. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document.

Section 2. Fiscal Year

The fiscal year of the Association shall be the twelve (12) month period beginning January 1 and ending December 31 inclusive unless otherwise altered by the Board.

ARTICLE IX

INDEMNIFICATION


Subject to the determination of the Executive Committee required pursuant to Article 1396-2.22A(F) of the TBOC, the Association shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (a) is or was a director (including advisory directors and honorary directors), committee member or officer of the Association or (b) while a director, committee member or officer of the Association, is or was serving at the request of the Association as a director, committee member, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the TBOC, as the same exists or may hereafter be amended. Any repeal or amendment of this Article IX shall be prospective only and shall not limit the rights of any such director, committee member or officer or the obligations of the Association with respect to any claim arising from or related to the services of such director, committee member or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article IX. Such right shall include the right to be paid by the Association expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him or her in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Association within sixty (60) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the TBOC, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its Executive Committee or any committee thereof or established thereby, independent legal counsel, or Members) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor any actual determination by the Association (including its Executive Committee or any committee thereof or established thereby, independent legal counsel, or Members) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advance is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of Members, directors or executive committee, agreement, or otherwise.

The Association may, in the sole and absolute discretion of the Board, also indemnify any employee or agent of the Association to the fullest extent permitted by law.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in

such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

THIS IS TO CERTIFY that the foregoing Amended and Restated Bylaws of the Houston Tennis Association, have been duly adopted this 14th day of December, 2011, by the Board of Directors.

By: 
Name: Randy Ortwein
Title: President, HTA Board of Directors