

# **BY-LAWS**

## **Of the Tennessee Tennis Association, Inc.**

### **Amended as of My 14, 2010**

#### ***Article I***

##### ***Name and Purpose***

This organization shall be known as the Tennessee Tennis Association, Inc. (USTA Tennessee). USTA Tennessee is a non-profit membership organization devoted to the development of tennis as a means of healthful recreation and physical fitness, and to the maintenance of high standards of amateurism, fair play and sportsmanship, comprising the State of Tennessee and the City of Bristol, Virginia, over which it has jurisdiction.

#### ***Article II***

##### ***Membership Matters***

**Section 1-**The membership shall consist of those organizations which are eligible for membership in the United States Tennis Association (USTA) and USTA Southern and shall be classified in accordance with the current provisions or By-Laws of the USTA. An Honorary Membership may be conferred upon such person as may be elected by the Board of Directors. Such members shall not have voting power or pay dues.

**Section 2-**The Board of Directors shall have full power to elect candidates for membership and shall delegate accepting authority to the Executive Director of the USTA Tennessee or any other officer duly appointed by the President. Copies of all applications for membership in the USTA Tennessee shall be forwarded to the Executive Director for approval and, after approval has been granted, such applications shall then be forwarded to the Secretary of USTA Southern. Such applications shall in no case be accepted and finally approved over the objection of USTA Southern.

**Section 3-**When requested by the Secretary of USTA Southern, the USTA Tennessee Executive Director shall submit to the Secretary of USTA Southern a corrected report of membership. The report shall contain the names of member clubs and organizations in good standing, who are fully paid with respect to their current dues and who are entitled to full voting power at meetings of USTA Southern and such other information concerning membership as the Secretary of USTA Southern may require.

**Section 4-**There shall be five designated, geographic areas with USTA Tennessee, which are: Chattanooga area; Knoxville area; Memphis area; Nashville area; and Upper East area.

**Section 5-** Community Tennis Associations and Subdivisions: Each State Association may contain one or more Community Tennis Associations (CTA) or subdivisions, the boundaries of which shall be fixed by the State Association. Each CTA or subdivision shall be governed by such rules and regulations as it shall adopt in accordance with the

requirements of its State Association. Such rules and regulations shall not be inconsistent with the Constitution Bylaws or Regulations of the USTA, USTA Southern or USTA State Association and are subject to the review and approval by the State Association.

**Section 6-**The fiscal year of USTA Tennessee shall be the calendar year.

### ***Article III***

#### ***Dues and Voting Power***

**Section 1—**The dues of member clubs and/or organization shall be determined in accordance with the Constitution of the USTA. The voting members of USTA Tennessee shall consist of each member of the Board of Directors, and a designated representative from each member club and/or organization.

**Section 2-**No member shall be allowed to enjoy any of the privileges of membership until its annual dues have been paid. Dues for current year shall be payable on or before May 1<sup>st</sup> of each year or before any sanctioned tournament is held by the member, whichever date is earlier. Dues for the current year for members admitted into membership shall be payable at the time the membership application is submitted. No member shall be allowed to vote at any meeting of USTA Tennessee is such member has not paid to the USTA Tennessee its prescribed dues and sanction fees for any preceding fiscal year.

### ***Article IV***

#### ***Meetings***

**Section 1—**There shall be an annual meeting of USTA Tennessee on a date set by the Board of Directors, the purpose of which will be for the election of officers, to accept reports, and to transact all official business. The annual meeting shall be open to all active members of USTA Tennessee. Notice of such meetings will be issued by the Secretary and mailed to the last recorded address of each member at least thirty (30) days prior to the annual meeting. The location and date(s) and time of the annual meeting shall be determined by the President. Special meetings of the membership may be called by the President or Board of Directors at any time. Special meetings may also be requested in writing by at least ten (10) members. Meetings may be via face-to-face, conference call or by internet. Members will be notified of the purpose, place and time of any special meetings at least thirty (30) days in advance of such meetings.

**Section 2-**At any annual or special meeting, members may be represented by proxy given to any person who is a member of the USTA. Any such person action as proxy for a member organization must, if requested, be able to present a written proxy from the member organization. A member of the Board of Directors of USTA Tennessee May be called into meetings by the President at any time upon seven days written notice. The order of business at any meeting shall be determined by the President. “Robert Rules of Order,” as currently in effect, shall be the authority for all parliamentary procedures not specifically mentioned in these By-laws.

## ***Article V***

### ***Officers and Duties***

The elected officers of USTA Tennessee shall be: a President, President-Elect, Treasurer and five Area Vice Presidents (formerly Area Chairmen); All officers shall be elected at the annual meeting (even years), and shall hold office for a term of two years or until their successors are elected. Their term of office shall begin at the close of the annual meeting at which they are elected. Where possible, officers shall be elected so as to represent the various designated areas within USTA Tennessee. All officer are volunteers for USTA Tennessee.

**Section 1-President:** It shall be the duty of the President to preside at all meetings of the Board of Directors and of the membership of USTA Tennessee; to preserve order, to appoint all committees, and to see that the officers and committee chairmen perform their respective duties. The President shall be an ex-officio member of all committees of USTA Tennessee. Any vacancy occurring in an office shall be filled temporarily by the President, after consultation with the Board of Directors. The President shall also be the State Delegate to USTA Southern and shall make every effort to attend the annual, semi-annual or other meetings called by USTA Southern. The President (State Delegate) shall represent the interest of USTA Tennessee to the best of his/her ability at all meetings and report to the Board of Directors. President should be a current USTA member.

**Section 2-President-Elect:** The President-Elect shall assist the President in the performance of all duties, exercise all the powers of the President in his/her absence, and preside at all meetings during which the President is absent. The President Elect should attend meetings of USTA Southern along with the President, and will be the first alternate of the State Delegate. He/She will also act as the state Awards Chairman and Chairman of Grievance and Discipline Committee. President Elect should be a current USTA member.

**Section 3-Area Vice Presidents:** There shall be five Area Vice Presidents, one elected to represent each designated geographic area within USTA Tennessee. Their duties and responsibilities will be to serve as liaison between members in their area and USTA Tennessee; be responsible for promoting and coordinating all activities in their area (except for tournament and league activity); and to accomplish such other tasks as are requested by the President. Area Vice Presidents should be a current USTA member.

**Section 4-Treasurer:** The Treasurer shall be appointed by the President, with the approval of the Board of Directors. The Treasurer and Executive Director shall be responsible for the financial management of USTA Tennessee. The Treasurer and Executive Director, in advance of the annual meeting, shall prepare annually a proposed budget for the forthcoming year for submission to the Board of Directors. Any expenditures not included or which exceed those line-items in the approved budget for the year must be approved by the Board of Directors. The Treasurer shall report in writing the state of finances at each meeting of USTA Tennessee and as requested by the Board of Directors. The USTA Tennessee financial records shall be audited every third

year commencing in 1998, or as required by USTA Southern. A review of financial records shall be accomplished annually. The Treasurer shall be a current USTA member.

**Section 5-Secretary:** The Secretary shall be appointed by the President and have such duties and responsibilities as re designed to or by the President. The Secretary shall be a current USTA member.

**Section 6-Executive Director:** The Executive Director shall be responsible for the administration of operations for USTA Tennessee. The Executive Director shall be employed by and subject to review of the Board of Directors. The Executive Director shall; supervise personnel; give reasonable notice of all meetings of the Board of Director, and at least thirty (30) days advance notice of any meetings of the membership; conduct all general correspondence in USTA Tennessee; file copies of all such correspondence; keep the minutes of the various official meetings of USTA Tennessee and of the Board of Directors; pay the bills and collect all monies due USTA Tennessee; shall keep the financial records of USTA Tennessee; execute all other duties of USTA Tennessee as directed by the President. The Executive Director is not a voting member of USTA Tennessee. Compensation shall be fixed by the Board of Directors. Executive Director shall be a current USTA member.

## ***Article VI***

### ***Board of Directors***

**Section 1-** Management of USTA Tennessee shall be vested in the Board of Directors, who shall serve without compensation.

**Section 2-** The Board of Directors shall be composed of the President, Past-President, President Elect, all Area Vice Presidents and Treasurer. The Board of Directors shall meet not less than one time a year, and consider all matters of importance of USTA Tennessee. A quorum for any annual or other meeting shall be not less than one (1) member from each of the five (5) areas within USTA Tennessee. Each member of the Board of Directors shall have one (1) vote. The Board of Directors shall also have overall supervision over all tournaments and leagues sanction by the USTA, USTA Southern and conducted under the auspices of USTA Tennessee, and may assume the conduct of such as it shall deem advisable; provided, its actions do not conflict with USTA or USTA Southern instructions or rules. The President may, at any time and upon reasonable notice, request a vote by mail or email of the Board of Directors members on any questions deemed to be of sufficient importance or urgency. It shall be the duty of the Board of Directors to nominate candidates for elected offices to be filled at the next annual meeting, additional nominations from the floor shall be permitted. The Executive Director and/or Secretary shall record all votes duly received, in person by proxy or by mail or email and signed which shall have been received before the expiration of the fixed times, and all such votes shall have the same effect as if cast by members in a regular meeting.

## ***Article VII***

### ***Committees***

**Section 1-Executive Committee:** The affairs of USTA Tennessee between meetings of the Board of Directors shall be managed by an Executive Committee, whose members shall consist of the President, President Elect and Immediate Past President, Treasurer, and one at-large member of the board of directors chosen by the President.

### **Section 2-Grievance Committee:**

- 2.1 The Grievance Committee shall be composed of a Chairman, Vice-Chairman, and at least one other person, all appointed by the President. It shall be responsible for enforcing: 1) the Articles of Incorporations and Bylaws, and all the Rules and Regulations of USTA Tennessee; 2) the standards of good conduct, fair play, and good sportsmanship contained in the ITF Rules of Tennis, The Code and the USTA Regulations (Friend At Court); and 3) all rules and regulations of USTA and USTA Southern which are adopted by USTA Tennessee as a State Association of the USTA. However, all grievance and grievance appeals actions arising out of USTA Tennessee Adult League or Junior Team Tennis programs will be administered according to appropriate USTA League and Junior Team Tennis Regulations.
- 2.2 The Grievance Committee shall establish specific operating procedures for administering all grievances filed with USTA Tennessee, except those arising out of USTA Tennessee League or Junior Team Tennis programs. These procedures and any subsequent changes shall be submitted to the USTA Tennessee Executive Committee for approval. The approved procedures will be made available through the USTA Tennessee or the official USTA Tennessee website.
- 2.3 The Grievance Committee shall have the authority to impose any of the following penalties:
  1. Reprimand;
  2. Probation;
  3. Suspension from participating in tournaments or other events sanctioned by USTA Tennessee;
  4. Suspension of a person who is associated with the member or event, including but not limited to a parent, guardian, coach, official or tournament staff member;
  5. Loss of sanction;
  6. Fine not to exceed \$1000;
  7. Any combination of the above.
- 2.4 The Executive Committee constitutes the ultimate appeal authority for any grievance action coming under the purview of the full Grievance Committee. Any decision on an appeal to the Executive Committee shall be considered final and binding unless otherwise specified in these Bylaws or the Bylaws and regulations of USTA. Any member who is suspended for a period longer than six months and who has exhausted all appeals within USTA Tennessee grievance procedures may appeal the suspension to the National Grievance Committee in accordance with USTA Bylaw 43.

Any suspension may be vacated by the Executive Committee, provided compelling evidence supports such action.

**Section 3-Finance Committee:** Shall be composed of President, President Elect, Treasurer and Executive Director.

**Section 4-Other Committees:** The committees enumerated herein, and any other committees formed shall have such specific duties and responsibilities as are established by the President. As a minimum, USTA Tennessee shall have the following other committees: (1) Finance; (2) Community Development; (3) Sanction and Scheduling; (4) Awards; (5) Special Populations; (6) Adult Competitive; (7) Junior Competitive; (8) Adult/Sr Recreational; (9) Junior Recreational; and (10) Minority Participation.

## ***Article VIII***

### ***Offices***

The principal office of USTA Tennessee shall be located in the greater Nashville area. USTA Tennessee may have additional offices at such other locations as the Board of Directors may from time to time determine.

## ***Article IX***

### ***Amendments***

1. These Bylaws shall be subject to alteration, amendment or repeal and new Bylaws not inconsistent with any provision of The Articles of Incorporation, may be made either;
  - a. By the affirmative vote of a majority of the members, provided notice of the proposed alteration, amendment, or repeal be included in the notice of such meetings of members, or;
  - b. By the affirmative vote of a majority of the Board of Directors present and voting at any meeting of the Board of Directors, provided notice of the proposed alteration, amendment, or repeal be included in the notice of such meeting of the Board of Directors.
2. No proposed alteration, amendment, or repeal of these Bylaws shall be adopted by the Board of Directors unless the voting members of USTA Tennessee shall have been given not less than thirty (30) days prior notice of the proposed alteration, amendment, or repeal.
3. Any amendment to the Bylaws of the USTA concerning membership, dues and voting power, and other pertinent changes, shall automatically require an amendment to the corresponding section of these Bylaws, and shall be reviewed at the next annual meeting of the membership.
4. Any proposed alteration, amendment or repeal or any proposed new Bylaw provision shall be submitted by, or sponsored by, an Area within USTA Tennessee or a member of the Board of Directors. Any such proposal shall be submitted to the Secretary at least forty-five (45) days prior to any scheduled meeting at which the amendment shall be voted upon. The Secretary shall include notice of such proposed amendment(s) in the notice of the meeting.

5. The Chairman of the USTA Tennessee Constitution and Rules Committee may make language and stylistic changes considered advisable to implement the intent of the Bylaws, Rules and Regulations and other applicable regulations, and to make conforming changes required to avoid inconsistencies or conflicting provisions. The Chairman of the Constitution and Rules Committee shall inform the USTA Tennessee Board of Directors of language, stylistic conforming changes.

## ***Article X***

### ***Dissolution***

In the event of its dissolution, the assets of USTA Tennessee shall be distributed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code to the Tennessee Tennis Patrons Foundation (an IRS approved 501 (c)(3) organization) or other IRS approved 501 (c)(3), non-profit organizations as determined by the Board. No profit or benefit may inure to the benefit of any private Board Member, staff member, USTA member or individual.