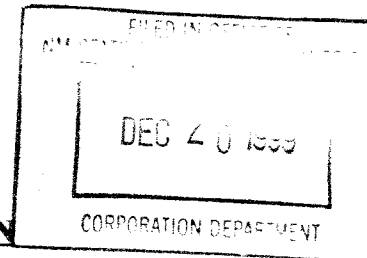


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**AMENDED BY-LAWS**  
**OF**  
**USTA NORTHERN NEW MEXICO TENNIS ASSOCIATION**



**ARTICLE I.- Name**

The association shall henceforth be known as the USTA Northern New Mexico Tennis Association. ["USTA NNMTA"]. The USTA NNMTA shall be a member of the United States Tennis Association ["USTA"] Southwest Section ["SWS"] as a Chartered USTA Community Tennis Association ["CTA"]. The geographic boundaries shall be all zip codes within the New Mexico Counties of Bernalillo, Cibola, DeBaca, Guadalupe, McKinley, Quay, Socorro, Torrance, Valencia, Colfax, Harding, Los Alamos, Mora, Rio Arriba, San Juan, San Miguel, Santa Fe, Taos, Union, and Sandoval.

**ARTICLE II.- Purpose**

The general purpose of the USTA NNMTA shall be to promote tennis as a means of healthful recreation, physical fitness, and athletic competition within the geographic boundaries of the USTA NNMTA by:

- a. Awarding and sanctioning tournaments and exhibition matches held within the geographic boundaries of the USTA NNMTA;
- b. Establishing USTA NNMTA championships to be awarded to member clubs upon such terms and conditions as may be determined from year to year;
- c. Promoting interest and activity in tennis and holding tournaments as part of the local and national intercollegiate, interscholastic, and public parks programs; encouraging junior development through cooperation with local authorities and endeavoring to improve playing conditions and standards of play.

**ARTICLE III. - Members**

**Section 1. Membership.** The membership of the USTA NNMTA shall consist of individuals and organizations within the boundaries of the USTA NNMTA who have current USTA membership.

**Section 2. Membership Classes.** Any individual or organization of any permanent character located within the boundaries of the USTA NNMTA and interested in promoting the purposes of the USTA NNMTA is eligible for membership as follows:

- a. **Individuals.** Individual memberships shall consist of adult memberships, junior memberships and family memberships.
- b. **Organizations.**
  - i. **Clubs.** Any private or commercial club, resort, hotel, condominium, apartment complex or homeowner's association that controls and maintains tennis playing facilities.
  - ii. **Schools.** Any elementary, middle school or high school, junior college, college, university, or other educational facility, whether public or private.
  - iii. **Other.** Any organization not qualified as a club or school member that

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actively conducts, controls or supervises tennis activities or is interested in the promotion of tennis, such as Community Tennis Associations, Parks and Recreation Departments, leagues, foundations, and business groups.

- c. Honorary Members. Honorary membership may be conferred upon such worthy persons as may be elected by the Board of Directors.

#### **ARTICLE IV. - Dues and Voting Power.**

**Section 1. Dues.** Member organizations and individuals shall pay dues consistent with the By-laws of the USTA Southwest Section and the USTA. Honorary members shall not be required to pay dues.

**Section 2. Voting Power.** Voting strength for each member organization shall be as follows: One vote for each dollar of dues received from it by USTA SWS except that schools shall have one vote. Honorary members and individual members shall have no voting rights.

**Section 3. Proxies.** Each member club, school, or association may name one proxy to vote on its behalf for the organization at the annual meeting or special meetings of the USTA NNMTA. Such proxy must be signed by a current, duly authorized officer of the organization and returned to the Secretary of USTA NNMTA.

#### **ARTICLE V - Meetings of Members**

**Section 1. Annual Meeting.** There shall be an Annual Meeting of the USTA NNMTA to be held during November or December of each year at a time and place fixed by the President of the USTA NNMTA for the purpose of electing the Board of Directors and officers of the USTA NNMTA and transacting such business as is formally placed on the agenda for the Annual Meeting.

**Section 2. Special Meetings.** Special meetings of the USTA NNMTA may be called by the President or by majority vote of the Board of Directors or by the written request of member organizations having an aggregate number of votes of not less than one-half (1/2) of the total voting membership. Such requests shall state the purpose of the proposed meeting and only such specified matters shall be acted upon at any special meeting held pursuant to such request. Special meetings shall be held at such times and locations as the Board of Directors shall determine prior to the mailing of the notice of the meeting. Only those matters specified in the notice shall be acted upon at the special meeting.

**Section 3. Notice.** Notice of the time, place and agenda of the Annual Meeting shall be given by the Secretary to each member of the USTA NNMTA not less than fourteen (14) days prior to the meeting. Notice of the time, place and purpose of any special meeting of the USTA NNMTA shall be given by the Secretary to each member of the USTA NNMTA not less than seven (7) days prior to the meeting. Said notice shall state the object of the special meeting, and only those matters specified in the notice shall be considered at the special meeting.

Section 4. Quorum. At the Annual Meeting or any special meeting of the USTA NNMTA, the presence, either in person or by proxy, of the representatives of one-fourth (1/4) of the voting membership shall constitute a quorum, and a vote of a majority of those present in person or by proxy shall constitute the action of the USTA NNMTA.

Section 5. Proxies. At the call to order of each meeting, member organizations shall designate a representative to vote. Only those proxies completed in accordance with Article IV, Section 3 of these Bylaws shall be accepted.

Section 6. Presider. Meetings of the members shall be presided over by the President or, if he or she is not present, by the First Vice President of the USTA NNMTA. If the First Vice President is not present, the meeting shall be presided over by the Second Vice President. In the event the President, First Vice President and Second Vice President are not present, a Chairman may be chosen by the members present only if the meeting has been called in accordance with Section 2 and Section 3 of this Article. The Secretary, or in his or her absence, a person chosen at the meeting, shall act as Secretary of the meeting.

Section 7. Order of Business. The order of business at meetings of the USTA NNMTA shall be:

- a. Reading of minutes.
- b. Secretary's report.
- c. Treasurer's report.
- d. Reports of committees.
- e. Elections.
- f. Miscellaneous Business.
- g. Adjournment.

Robert's Rules of Order shall be the final authority on the conduct of any meetings..

#### **ARTICLE VI - Officers, Board of Directors And Duties**

Section 1. Officers. The affairs of the USTA NNMTA shall be conducted by a Board of Directors as provided in Article VI, Section 2, below. The officers and the Board of Directors of the USTA NNMTA shall be elected at the Annual Meeting and said Board of Directors and officers shall assume responsibility for the affairs of the USTA NNMTA January 1 of the following year.

The officers of the USTA NNMTA shall be a President, a First vice President, a Second Vice President, a Secretary, a Treasurer, the immediate Past President, and a CTA Delegate to the USTA SWS.

The President, Vice Presidents, Secretary, and Treasurer shall be elected at the Annual Meeting of the USTA NNMTA and shall serve for a term of one (1) year. The CTA Delegate shall be the Immediate Past President. If the Immediate Past President is already a member of

the USTA SWS Board of Directors or is unable to serve as CTA Delegate, the USTA NNMTA President shall appoint a CTA Delegate subject to the approval of the Board of Directors. In order to be eligible for the office of CTA Delegate, a person must have prior experience on the USTA SWS Board of Directors or the USTA NNMTA Board of Directors or with USTA programs.

a. President. The President shall be the principal executive officer of the USTA NNMTA. He or she shall, when present, preside at all meeting of the members and of the Board of Directors. He/she shall appoint all committee chairpersons and committee members whose appointments are not otherwise provided for in these Bylaws. He/she shall be an ex-officio member of all committees, except the Nominating Committee. The President may not serve as President for more than two (2) consecutive terms. The President shall be responsible for employment, including termination, of personnel under terms approved by the Board of Directors. New positions and terms of employment must be approved by the Board of Directors

b. First Vice President. The First Vice President shall assist the President in the performance of his/her duties and shall exercise all the powers of the President in his/her absence or in case of his/her resignation, incapacity or death. In addition, the first Vice President shall serve as Chair of the Ranking Committee.

c. Second Vice President The Second Vice President shall assist the President in the performance of his/her duties and shall exercise all the powers of the President in his/her absence and the absence of the First Vice President, or in case of their resignation, incapacity or deaths. In addition, the Second Vice President shall serve as Chair of the Tournament Sanctioning Committee.

d. Secretary. The Secretary shall keep a roster of all members with a complete record of their names and addresses and of all officers and directors of the USTA NNMTA. The Secretary shall keep the minutes of all meetings and records of all proceedings and committee reports, shall certify the voting power and the presence of a quorum, and shall send notices for all meeting.

e. Treasurer. The Treasurer shall be responsible for the financial management of the USTA NNMTA. Budgets shall be prepared and proper budgetary processes followed under direction of the Treasurer.

f. CTA Delegate to the USTA SWS. The CTA Delegate to the USTA SWS shall be the Immediate Past President of the USTA NNMTA unless he or she is already a member of the USTA SWS Board of Directors or is unable to serve. The position would then be an appointed position by the President of the USTA NNMTA subject to the approval of the USTA NNMTA Board of Directors. The CTA Delegate shall act as a liaison between the USTA NNMTA and the Board of Directors of the USTA SWS. The Delegate shall perform such other duties as may be assigned to him/her by the President or the Board of Directors of the USTA NNMTA,

provided such duties are not inconsistent with the policies and procedures of the USTA NNMTA.

g. Immediate Past President. The immediate past president shall be a member of the USTA NNMTA Executive Committee, the Chair of the Nominating committee, the CTA Delegate to the USTA SWS unless already on the USTA SWS Board of Directors, and shall assist the other officers in the performance of their duties.

h. Resignations, Removals and Vacancies. Any officer may resign at any time by giving written notice to the Board of Directors. At any meeting of the board of Directors, any officer or officers may, by a vote of not less than two-thirds (2/3) of the total number of members of the Board of Directors as specified in Section 2 of this Article VI, below, be removed from office with or without cause. Successors to any vacancy shall be elected by a majority vote of the remaining members of the Board for the unexpired term or terms involved.

## Section 2. Board of Directors.

a. Membership. The Board of Directors of the USTA NNMTA shall be composed of:

- (i) Officers of the USTA NNMTA, Immediate Past President of USTA NNMTA, and CTA SWS Delegate
- (ii) Not less than 10 and not more than 15 Members-At-Large to be elected at the Annual Meeting and assume office on January 1 of the following year. These members shall perform duties assigned to them by the President of the USTA NNMTA

b. Powers and Authority. The Board of Directors has full executive and administrative power and authority of the USTA NNMTA for its entire business and financial affairs. Without limiting the generality of the foregoing, the Board of Directors has full power and authority to enforce compliance with the Bylaws of the USTA NNMTA by all USTA NNMTA members and by all USTA NNMTA officials and committee members, to approve contracts or other writings and authorize execution of same by officers of the USTA NNMTA, to hear and decide any question submitted by any member for decision, to supervise all tournaments conducted under the auspices of the USTA NNMTA and to conduct such tournaments as deemed advisable, to control all funds of the USTA NNMTA and all expenditures thereof, and to designate and publish an official bulletin or publication of information deemed of general interest to the USTA NNMTA.

c. Meetings. The meetings of the Board shall be regularly scheduled to include a minimum of at least eight (8) meetings per year. These eight (8) meetings as well as others deemed necessary may be called by the President or his/her designate or by majority vote of the Board of Directors.

d. Quorum. At all meetings of the Board of Directors a majority vote of those present

shall constitute an action of the Board of Directors. No proxy voting will be permitted by the Board of Directors.

e. Resignation, Removals and Vacancies. Any member of the Board of Directors may resign at any time by giving notice to the Board of Directors or the President of the USTA NNMTA. At any meeting of the Board of Directors, any director(s) may, by a vote of not less than two-thirds of the total members of the Board of Directors, be removed with or without cause. Vacancies shall be filled by a majority vote of the remaining members of the Board for the unexpired term or terms involved.

f. Term of Office. The members of the Board of Directors shall serve for a term of one year.

#### **ARTICLE VII-Committees**

Section 1. Standing Committees. The Standing Committees of USTA NNMTA shall be the Executive Committee, the Nominating Committee and the Grievance Committee.

a. Executive Committee. The Executive Committee shall consist of the officers of the USTA NNMTA and the President shall serve as chair. It shall be the duty of the Executive Committee to act for the Board of Directors in matters of extreme emergency, to act as a council of advice to the President, to review pending matters from time to time between Board meetings, and to act in such matters as may be delegated to it from time to time by the Board of Directors.

b. Nominating Committee. The Nominating Committee shall consist of a chair who is the immediate Past President of the USTA NNMTA and 4 members appointed by the President, none of whom may be a member of the Board of Directors. The Chair may only vote in case of a tie. No member of the Nominating Committee may be nominated for a position as a member of the Board of Directors. The Nominating Committee shall make nominations for the members of the Board of Directors from the membership and those nominations shall be voted on at the Annual Meeting under the provisions of these Bylaws. The Nominating Committee also shall make nominations for the President, Vice-Presidents, Secretary, and Treasurer, and those positions shall be voted on at the Annual Meeting after the Board of Directors is elected.

In addition to nominations made by the Nominating Committee, nominations for members of the Board of Directors and nominations for Officers may be made by any member by petition submitted to the Secretary no less than 14 days prior to the Annual Meeting. No nominations shall be made by any member from the floor at the Annual Meeting, and only candidates as provided in this Paragraph shall be eligible for election.

c. Grievance Committee. The Grievance Committee shall be composed of three (3) members named by the President, and the Chair shall be appointed by the President. The Committee shall be responsible for enforcing the Bylaws, all the rules and regulations of the USTA, SWS, and USTA NNMTA, and the standards of conduct, fair play and good

sportsmanship. A written complaint charging that a person has violated the Bylaws, rules and regulations of the USTA, SWS, or USTA NNMTA, or the standards of conduct, fair play and good sportsmanship must be filed with the Chair of the Grievance Committee within thirty (30) days following the date on which the alleged violation occurred, except that if the alleged violation is based on a falsification of age, residency or a falsification of any other information, such written complaint must be filed within thirty (30) days after the tournament chair has been advised of such falsification.

Prior to taking any action, the Chair shall not be required to hold any hearing, but shall be required to notify the accused of the nature of the complaint, and any such action that may be taken by the Chair on the basis of such investigation as the Chair, in his/her absolute discretion, deems appropriate. In the absence of the Chair (or pursuant to the Chair's request), the Vice Chair of the Grievance Committee shall have the same power to act as granted to the Chair. The Chair or Vice chair, as the case may be, shall promptly notify, in writing, the person so charged of the decision. Notice shall be sent to the last known address of the person accused of the violation, or the address, if any, shown on the membership rolls of the USTA for such person. Within thirty (30) days after the date of written notice of a decision by the by the Chair or Vice Chair of the Grievance Committee, the person penalized may appeal the decision by addressing a written request to the Chair for a hearing before the Grievance Committee. Upon receipt of such a request, the Chair of the Grievance Committee shall promptly appoint a hearing officer who shall fix the time and place for hearing and shall give the person penalized not less than ten (10) days' prior written notice. At any such hearing, the person penalized shall have the right to appear personally, with not more than one (1) representative or attorney, to present testimony and other evidence and cross examine any witnesses. The hearing officer shall file a report, findings, and conclusions with the Chair of the Grievance Committee, who shall furnish copies to the Grievance Committee. The Grievance Committee shall have the power to affirm, modify or reject the prior decision or to impose any additional penalties as it may deem appropriate. The Grievance Committee shall promptly notify the person penalized of its decision and shall prepare written findings of fact in support of its decision.

Instead of acting upon a written complaint as provided above, the Chair may elect to hold a hearing before the Grievance Committee or a designated hearing officer and based thereon render a decision, in which event a hearing shall be held in accordance with the provisions above, and the Grievance Committee shall have the power to impose such penalties as it may deem appropriate. Any appeal from a decision of the Grievance Committee may be made to the Board of Directors as provided below.

Within thirty (30) days after receipt of a written notice of a decision of the Grievance Committee, the person penalized may appeal the decision by addressing a written request to the President of the USTA NNMTA for a review by the Board of Directors. The Board of Directors shall thereupon promptly review the findings of fact and the decision of the Grievance Committee. The Board of Directors shall not be required to hold any hearing. Its decision may be based entirely on the findings of fact of the Grievance Committee. However, the Board of

Directors may hear such further testimony and receive such further evidence as it, in its absolute discretion, deems appropriate. Promptly following its review, the Board of Directors shall notify the person penalized of its decision. The Board of Directors shall have the power to affirm, modify or reject the decision of the Grievance Committee but may not impose any harsher penalties. The decision of the Board of Directors shall be final and binding.

Any matter related to residency requirements shall be directed to and handled by the USTA SWS Residency Committee.

**Section 2. Other Committees.** Other committees may be appointed by the President and/or the Board of Directors for purposes which, in their judgment, will further the interests of the USTA NNMTA.

#### **ARTICLE VIII. - Waiver of Notice**

Any member, Director, or Officer may waive any notice required to be given by these Bylaws.

#### **ARTICLE IX. - Contracts, Checks, Drafts, Bank Accounts, etc.**

**Section 1. Execution of Contracts.** The Board may authorize any officer or officers, agent or agents, in the name and on behalf of the corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or expressly authorized by these Bylaws, no officer, agent or employee shall have the power or authority to bind the USTA NNMTA by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or for any amount.

**Section 2. Loans.** No loans shall be contracted on behalf of USTA NNMTA and no negotiable papers shall be issued in its name unless authorized by resolution of the Board. When authorized by the Board to so do, any officer or agent of the USTA NNMTA so authorized may effect loans and advances at any time for the USTA NNMTA from any bank, trust, company, or other institution, or from any firm, corporation or individual, and for such loans and advances, may make, execute and deliver promissory notes, bonds, or other certificates or evidence of indebtedness of the USTA NNMTA and may pledge, hypothecate or transfer any securities or other property of the USTA NNMTA as security for any such loan or advances. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts and other orders for payment of monies out of the USTA NNMTA and all notes or other evidence of indebtedness shall be signed on behalf of the USTA NNMTA by at least two officers of the USTA NNMTA or in such manner as shall be from time to time determined by specific resolution of the Board.

**Section 4. Deposits.** All funds of the USTA NNMTA not otherwise employed shall be deposited from time to time to the credit of the USTA NNMTA in such banks, trust companies or other depositories as the Board may select or may be selected by any officer or officers, agent



or agents of the USTA NNMTA to whom such power may from time to time be delegated by the Board.

#### **ARTICLE X. - Indemnification.**

The USTA NNMTA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the USTA NNMTA) by reason of the fact that he or she is or was a Director or Officer of the USTA NNMTA or is or was serving at the request of the USTA NNMTA as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise against judgments and amounts paid in settlement and expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the USTA NNMTA, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the USTA NNMTA and, with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was unlawful.

The indemnification provided by the Article shall not be deemed to be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

#### **ARTICLE XI. - Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year shall be the calendar year unless changed by two-thirds majority of the Board of Directors.

**Section 2. Compensation.** No compensation shall be paid to officers or directors for their services in their capacity as an officer or director, but they may be reimbursed for their actual expenses incurred in the performance of duties for USTA NNMTA with approval by the Board of Directors and may receive compensation for the performance of special duties and programs as requested by the USTA NNMTA with the approval by the Board of Directors.

**Section 3. General Regulations.** All members represented in the USTA NNMTA shall be governed by the laws of tennis as laid down by the USTA. All tournaments or matches conducted by members of the USTA NNMTA shall be played under the rules adopted by the USTA. Entry in any match or tournament played under the auspices of the USTA NNMTA may be refused unless the entrant is a member in good standing of the USTA.

#### **ARTICLE XII. - Amendments**

These Bylaws shall be subject to amendment or repeal and new Bylaws not inconsistent with the Articles of Incorporation, as amended, may be made by the affirmative vote of two-thirds (2/3) of the members of the USTA NNMTA present and voting at any annual or special membership meeting, provided notice of the proposed amendment or repeal be included in the notice of such meeting.

DATED this 21<sup>st</sup> day of November, 1999.

Paul B. Antmann

PRESIDENT

ATTESTED TO:

William F. Kennedy

SECRETARY