

# **USTA South Carolina By-Laws**

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## ARTICLE I

### ***Name, Legal Status, and Purpose***

Section 1. The organization shall be known as USTA South Carolina (incorporated as the South Carolina Tennis Association, Inc.) and referred to hereinafter as “USTA SC.” All subsequent references to Board of Directors or Board, Officers, Committees, and Sub-Committees shall denote USTA SC entities.

Section 2. USTA SC shall be incorporated as a nonprofit organization under the laws of the State of South Carolina.

Section 3. USTA SC shall operate in a manner consistent with the policies of the United States Tennis Association, Incorporated, hereinafter referred to as “USTA,” and USTA Southern Section, hereinafter referred to as “USTA Southern.” Any By-Law of USTA or USTA Southern shall take precedence over these By-Laws.

Section 4. The purposes of USTA SC shall be to:

- a. Educate the public on the benefits of the game of tennis as a means of healthful recreation and physical fitness
- b. Support programs that increase play and participation and advance the United States Tennis Association (USTA) mission *to promote and develop the growth of tennis*
- c. Represent USTA and USTA Southern in organizing, regulating, and promoting their programs and activities and in working closely with other organizations that support the game of tennis
- d. Promote and develop the growth of tennis in the State of South Carolina by expanding programs in underserved geographical areas and increasing diversity in membership, program participation and leadership
- e. Support the SC Tennis Patrons Foundation, community tennis associations and other allied groups that promote and/or develop the growth of tennis in South Carolina
- f. Establish and maintain rules of fair play and high standards of sportsmanship
- g. Engage in any other lawful activity necessary to carry out the mission of USTA SC

## ARTICLE II

### ***Membership***

Section 1. Individual membership shall be granted automatically to any resident of South Carolina who is a member in good standing of the USTA.

Section 2. The Board may grant honorary membership to any individual.

Section 3. Organizational membership shall be automatically granted to any club, school, association, or organization in South Carolina that is granted membership in USTA.

Section 4. Application for and resignation from organizational and individual membership shall be submitted directly to USTA and in accordance with USTA regulations.

Section 5. By exercising membership in USTA SC, each organizational and individual member agrees to abide by the rules and regulations of USTA SC, USTA Southern, and USTA. Members agree to be bound by the grievance procedures of USTA SC, USTA Southern or USTA in any grievance against those organizations or any members, boards, employees, contractors, volunteers, or participants in activities of those organizations. Members also agree to fully exhaust the administrative remedies of those organizations before resorting to any court, agency, or other forum to resolve grievances or complaints.

### **ARTICLE III**

#### ***Annual Business and Special Meetings of the Membership***

Section 1. USTA SC shall conduct an Annual Business Meeting to elect Officers and Area Directors and to transact other business. The date and location for the Annual Business Meeting shall be determined by the President with the concurrence of the Executive Committee.

Section 2. Special meetings of the membership may be called by the President or by the Executive Committee at any time. Special meetings shall also be called by the President on receipt of a written petition from ten or more organizational members.

Section 3. Organizational members shall be notified of the date, time and location of the Annual Business Meeting and the slate of nominees compiled by the Nominating Committee at least forty-five days prior to the date of such meeting. Organizational members shall also be notified of the purpose, date, time and location of any special meeting at least fourteen days prior to the date of such meeting.

Section 4. The President or the presiding officer shall establish the order of business at all meetings.

Section 5. Robert's Rules of Order shall govern parliamentary procedures not specifically mentioned. The President shall appoint a Parliamentarian to ensure that the proper procedures are used at all meetings.

### **ARTICLE IV**

#### ***Voting Rights***

Section 1. Organizational members shall be eligible to vote at the USTA SC Annual Business Meeting and special meetings of the membership. Individual and honorary

members may be recognized to speak during such meetings, but shall not have voting rights.

Section 2. Each organizational member may designate one delegate who will be permitted to vote on behalf of that organization at the USTA SC Annual Business Meeting and special meetings. Such designations must be submitted in writing and received by the Secretary of USTA SC at least thirty days prior to the Annual Business Meeting date and at least seven days prior to a special meeting date.

Section 3. Proxy designations and absentee ballots are permitted, but proxies and absentee ballots must be filed in writing and received by the Secretary at least fifteen days prior to the Annual Business Meeting date and at least seven days prior to a special meeting date. In exceptional circumstances, the Secretary, with the consent of the President, is authorized to accept designations of delegates, proxies or absentee ballots within the above thirty day, fifteen-day, and seven-day periods.

Section 4. Each organizational member shall pay dues according to its USTA classification. To be eligible to vote at USTA SC's Annual Business Meeting or special meetings, dues must be current at the time of the meeting and organizational members must have been members for at least ninety consecutive days immediately prior to the meeting date.

Section 5. Quorum and Voting Minimums

To conduct business at the Annual Business Meeting or any special meeting of USTA

- a. A quorum must be obtained. A quorum shall consist of ten percent of all eligible organizational members. Eligible organizational members may be represented by designated delegates, proxy voters and absentee ballots. Requirements for eligibility and certification procedures are described in Article IV.
- b. Questions shall be decided by a simple majority of all votes cast.

## **ARTICLE V**

### ***Officers***

Section 1. The Officers of USTA SC shall be President, Executive Vice-President, up to three Vice-Presidents, Secretary, Treasurer, and Immediate Past President.

Section 2. The PRESIDENT shall be the Chief Executive Officer and Chair of the Board and Executive Committee. The President shall preside at all USTA SC Board Meetings, Executive Committee Meetings, special meetings and the Annual Business Meeting, be a member ex-officio of all committees and perform such other duties as are necessarily incident to the office. The President shall also appoint all committee chairs and committee members when appointments are not otherwise specified in these By-Laws.

Section 3. The EXECUTIVE VICE-PRESIDENT shall assist the President in the performance of duties and shall exercise all powers of the President in case of absence or incapacity. The Executive Vice-President shall customarily succeed to the office of the President at the completion of a term as Executive Vice-President.

Section 4. The VICE-PRESIDENTS shall fulfill duties assigned by the President, the Executive Vice-President, the Board or the Executive Committee.

Section 5. The SECRETARY shall be responsible for keeping records, certifying voting rights, giving notice and keeping minutes of the Annual Business, special, Board, and Executive Committee meetings. The Secretary shall also perform other duties assigned by the President, the Board or the Executive Committee.

Section 6. The TREASURER shall be responsible for the management and oversight of USTA SC funds. The Treasurer shall be a member of the Budget and Audit Committee and shall assist in preparing a budget for the forthcoming fiscal year.

Section 7. The IMMEDIATE PAST PRESIDENT, who has served at least eighteen months as President, shall be an officer and have the same voting rights as any other voting Board Member. If a President does not serve at least eighteen months, the Board, prior to the next regularly scheduled election, shall determine if this person shall serve as Immediate Past President. If it is determined that this person shall not serve as Immediate Past President, the Board may elect, by majority vote, another USTA SC Past President to serve in that role.

Section 8. The STATE DELEGATE shall be the President or a designee of the President, and shall serve as representative of USTA SC to USTA Southern. The Delegate may cast the vote of USTA SC in the affairs of USTA Southern or may designate a proxy to vote.

## **ARTICLE VI**

### ***Area Directors***

There shall be seven USTA South Carolina Area Directors who shall represent the tennis interests of their respective areas to the Board and communicate actions and interests of the Board to appropriate organizations and individuals within their respective areas. They will be visible and active members of their local tennis communities and must reside in the areas they represent. The areas to be represented are:

- a. Northwest Area—Abbeville, Anderson, Greenville, Greenwood, Laurens, Oconee, and Pickens Counties
- b. North Area—Cherokee, Chester, Chesterfield, Kershaw, Lancaster, Marlboro, Spartanburg, Union, and York Counties
- c. East Area—Clarendon, Darlington, Dillon, Florence, Georgetown, Horry, Marion, and Williamsburg Counties
- d. Southeast Area—Berkeley, Dorchester, Colleton, and Charleston Counties

- e. South Area—Beaufort, Jasper, and Hampton Counties
- f. West Area—Aiken, Allendale, Bamberg, Barnwell, Edgefield, McCormick, and Orangeburg Counties
- g. Central Area—Calhoun, Fairfield, Lee, Lexington, Newberry, Richland, Saluda, and Sumter Counties

## **Article VII**

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

#### **Section 1. Board Members**

- a. The Board shall consist of the Officers, Area Directors, Presidential Appointees to the Board and all Past Presidents.
- b. The USTA SC Officers, Area Directors, and Presidential Appointees must be members of USTA and have their primary residence in South Carolina.
- c. Members of the Board shall serve without compensation.

#### **Section 2. Responsibilities**

The management of USTA SC shall be vested in the Board of Directors who shall be empowered to establish policy for USTA SC.

#### **Section 3. Voting Rights**

The following Board Members shall vote on matters brought before the Board:

- a. All Officers including the Immediate Past President
- b. All Area Directors

#### **Section 4. Terms and Term Limits**

- a. A regular term of office of Board Members starts on the day of election at an Annual Business Meeting and ends at the next election two years thereafter.
- b. The President shall serve only one term except as provided elsewhere in this section.
- c. The Executive Vice-President shall serve no more than two consecutive two-year terms.
- d. Vice-Presidents shall serve no more than three consecutive two-year terms.
- e. Area Directors shall serve no more than three consecutive two-year terms.
- f. The Secretary and Treasurer shall serve without term limits.
- g. Board Members bound by term limits who leave the Board before the expiration of their terms and Board members who have been elected to fill a vacancy during a term, and who serve eighteen months or more of a term, shall be considered to have served a full term. Periods less than eighteen months will not be considered full terms and shall not be considered when determining term limits.
- h. An Executive Vice President who replaces a President who leaves office prematurely and serves eighteen months or more of the predecessor's term shall be considered to have served a full term. Service for less than eighteen

months shall not be considered a full term and shall not preclude election to a full term as President.

- i. A Past President may serve as President again upon the expiration of at least four years following his/her previous term as President. Executive Vice-Presidents, Vice-Presidents and Area Directors who have served out their term limits or who have voluntarily left the Board for other reasons may be elected to their previous positions upon the expiration of at least two years after having left the Board. A Secretary or Treasurer who had voluntarily left the Board may stand for election to his/her previous position at any time.

#### Section 5. Presidential Appointments

The President may appoint up to three non-voting Board Members who represent constituencies, programs or areas of expertise within South Carolina. An appointee will serve until:

- a. The end of the appointing President's term
- b. The President rescinds the appointment
- c. The Board removes the appointee in accordance with Article VII, Section 8

#### Section 6. Board Meetings

- a. The Board shall meet at least once each quarter during the fiscal year. Announcements and requests for reports for such meetings shall be sent one month in advance of pre-determined meeting dates.
- b. Special meetings of the Board may be called by the President or by a majority of the voting members of the Board. Notice must be sent to all Board members at least seven days prior to the date of any such meeting.
- c. A quorum shall consist of at least half the total voting members of the Board. A decision on a Board vote requires a simple majority of the voting members present and voting, provided there is a quorum, unless otherwise specified in these By-Laws.

#### Section 7. Vacancies

- a. If the office of the President shall become vacant before his/her term is completed, the Executive Vice-President shall succeed immediately to the office as President. In case of vacancy of any other elected Officer or Area Director, the Board shall, by majority vote, decide whether to fill the position or leave it vacant until the next regular election. If the Board chooses to fill the position, the Nominating Committee shall recommend a successor and, by a majority vote, the Board shall elect a successor for the un-expired term.
- b. If a replacement President serves less than eighteen months of the predecessor's term, then he/she is eligible to serve another term immediately. If the replacement President serves eighteen months or more, he/she is not eligible to serve another immediate term.
- c. The President may appoint a successor for a Presidential Appointee.

#### Section 8. Removal of Board Members for Cause

At any meeting of the Board, any Officer, Area Director, Past President or Presidential Appointee may be removed from office for cause by a vote of not less than two-thirds of the voting members of the entire Board. A successor shall be selected pursuant to the provisions of Article VII, Section 7.

### **ARTICLE VIII**

#### ***Staff and Consultants***

Section 1. The President shall, with the consent of the Executive Committee, employ an Executive Director. The Executive Director is the Chief Operating Officer and shall be responsible for the day-to-day operations and functioning of the office of USTA SC. He/she may hire other personnel as necessary and determine their duties. The Executive Director shall serve at the pleasure of the Executive Committee and shall perform such additional duties as assigned by the President or Executive Committee.

Section 2. The compensation of all staff members, except the Executive Director, shall be determined by the Executive Director within approved guidelines from the Budget and Audit Committee. The initial compensation of the Executive Director shall be approved by the Executive Committee and adjustments may be determined by the President or the Executive Committee.

Section 3. The President shall appoint a General Counsel to advise and represent USTA SC on legal matters. The General Counsel must be a member in good standing of the South Carolina Bar and shall serve without compensation, except by special authorization of the Executive Committee.

Section 4. The Executive Director shall attend meetings of the Board and other meetings as directed by the President. The General Counsel will customarily attend meetings of the Board and may attend meetings of the Executive Committee and any other meetings as appropriate.

### **ARTICLE IX**

#### ***Committees and Sub-Committees***

Section 1. There shall be such committees and sub-committees as are necessary for the conduct of business. The requirements for committees imposed by this Article shall apply to all such committees and sub-committees unless otherwise specified in these By-Laws.

Section 2. USTA SC shall have the following standing committees:

- a. Executive
- b. Nominating
- c. Grievance
- d. Budget and Audit
- e. Strategic Planning and Evaluation



- f. By-Laws and Policies
- g. League

Section 3. The President shall appoint chairs and members to all standing committees specified in these By-Laws. The President shall have the authority to establish other committees and subcommittees, appointing chairs and members, as necessary for the conduct of business of USTA SC. The President shall have the authority to merge, reorganize, redefine, and/or eliminate any committee not specifically established in these By-Laws.

Section 4. The members of all committees shall serve until the end of the current President's term, they voluntarily resign, or are removed. Members may be reappointed for additional consecutive terms, unless restricted elsewhere in these By-Laws.

Section 5. Committee members may not appoint proxies to attend meetings or vote on their behalf unless otherwise specified in these By-laws.

Section 6. The Chair of each committee shall preside at all committee meetings, be responsible for the functioning of the committee, and unless a Recorder is appointed, keep minutes of the proceedings and provide a copy of such minutes to the Executive Director or designee.

Section 7. Committees may meet by electronic means if a quorum (see Article IX, Section 16) of members participating in the meeting can interact. Participation in a meeting by electronic means shall constitute being present in person at such meeting. Specific issues may be voted on by members of committees by mail or electronic means. A decision on a Committee vote requires a simple majority of the members present and voting, provided there is a quorum, unless otherwise specified in these By-Laws.

Section 8. Meetings of any committee may be held with not less than five or more than thirty days written notice to all members. This requirement may be waived by a quorum of the committee before or during the meeting with the waiver recorded in the minutes. Attendance at a committee meeting shall constitute waiver of notice. Meetings of any committee shall be held at such time and place as may be fixed by the Chair. A quorum of the members of any committee (see Article IX, Section 16) may call a meeting.

Section 9. Executive Committee

- a. The Executive Committee shall consist of the President, Executive Vice-President, Vice-Presidents, Secretary, Treasurer, and Immediate Past President.
- b. The Executive Committee shall be empowered to act as necessary for the management of USTA SC between meetings of the Board. The President

- shall notify the Board of actions taken by the Executive Committee no later than the next meeting of the Board.
- c. The Executive Committee, upon recommendation from any USTA SC grievance committee, has the authority to extend sanctions across any or all programs administered or supported by USTA SC when such sanctions are imposed due to violation of any of the following:
    - (1) USTA SC Articles of Incorporation
    - (2) USTA, USTA Southern, or USTA SC By-Laws
    - (3) Policies, Rules and Regulations of USTA, USTA Southern, and USTA SC
    - (4) Friend at Court (The USTA Handbook of Tennis Rules and Regulations) and standards of good conduct, fair play and good sportsmanship
  - d. The Executive Committee may recommend to USTA that a member be expelled.

#### Section 10. Nominating Committee

- a. The Committee shall consist of a Chairperson, who shall be the Immediate Past President, the Incumbent President and at least five additional members, at least two of whom shall be Past Presidents. The Executive Vice-President may be a member except he/she shall be excluded from any discussion, deliberation or vote relating to the position of President.
- b. The Committee shall prepare a slate of nominees for all positions subject to election at the Annual Business Meeting. Such nominations shall be filed with the USTA SC Secretary at least 60 days prior to the date of the Annual Business Meeting. If, prior to the Annual Business Meeting, a nominee vacancy occurs, the vacancy shall be filled by the Committee and the name of such person shall be placed in nomination at the Annual Business Meeting by the Nominating Committee.
- c. Upon notification of the slate of nominees for any election, an organizational member may submit additional nominations for any position open for election provided at least five other organizational members endorse such nominations. Any additional nomination, along with necessary endorsements, must be filed with the USTA SC Secretary no later than 30 days prior to the date of the elections for which they are being placed in consideration.
- d. During elections at the Annual Business Meeting, nominations may not be accepted from the floor.

#### Section 11. Grievance Committee

- a. The Grievance Committee shall be responsible for investigating and adjudicating any written grievance brought against a USTA organizational or individual member concerning any alleged violation of a USTA, USTA Southern or USTA South Carolina By-Law, Rule, Policy or Regulation, or Friend at Court (The USTA Handbook of Tennis Rules and Regulations). The Committee shall consist of at least five members, two of whom shall be a Chair and a Vice-Chair. The Vice-Chair shall act in the absence or disqualification of the Chair.

- b. The Grievance Committee shall establish specific operating procedures for administering all grievances filed with USTA SC, except those involving USTA League or other adult league programs and Jr. Team Tennis. These procedures and any subsequent changes shall be submitted to the Board for approval. The approved procedures will be made available through the USTA SC office or the official USTA SC web site.
- c. All grievance and grievance appeal actions arising out of USTA, USTA Southern or USTA SC League programs, local league programs, or Jr. Team Tennis will be administered by grievance and grievance appeal committees specifically established for those programs according to appropriate regulations for those programs.

#### Section 12. Budget and Audit Committee

The Budget and Audit Committee shall consist of a minimum of five members including the USTA SC Treasurer. The Committee shall develop a proposed budget for the upcoming year and submit it to the Board for approval. During the year, the Committee shall monitor the organization's financial operations and recommend any necessary budget revisions to the Board for approval. Annually, this Committee will be the liaison to the CPA contracted to conduct the audit of USTA SC.

#### Section 13. Strategic Planning and Evaluation Committee

The Strategic Planning and Evaluation Committee shall consist of a Chair, who shall be the Executive Vice-President, and at least four other members. The Committee shall be responsible for reviewing the Strategic Plan which establishes the objectives of USTA SC and its programs and identifies time frames and required resources for their accomplishment. The Committee shall review the Strategic Plan at least annually and send any proposed changes to the Board for approval. The Committee shall also develop an annual Action Plan prior to the beginning of each year and submit it to the Board for their approval. An annual Progress Report shall be prepared by the Committee at the end of each year to measure progress against the Strategic and Action Plans and shall be distributed to the Board. The current Strategic Plan and Action Plan shall be made available to the membership.

#### Section 14. By-Laws and Policies Committee

The By-Laws and Policies Committee shall consist of a Chair and at least four additional members. When necessary, the Committee shall propose additions, deletions and/or changes to the By-Laws and Policies to the Board. The Committee shall monitor all By-Laws and policies to ensure that they meet the needs of the Association. It shall develop or revise By-Laws and policies as necessary, and advise and assist other committees and staff in developing or revising By-Laws and policies. It shall review any proposed additions, deletions and/or changes to the By-Laws and policies and make appropriate recommendations to the Board of Directors. The Committee shall also exercise jurisdiction over written procedures and regulations involving fees and financial expenditures, grievances, punitive actions, residency, and personnel, and any other procedures and regulations as directed by the Board.

#### Section 15. League Committee

The League Committee shall be chaired by the USTA SC Director of Leagues and shall include all Adult/Senior Local League Coordinators, none of whom are appointed by the USTA SC President. While this Committee must adhere to USTA League and USTA Southern League policies, procedures and regulations, the Committee operates under administrative and fiscal oversight of USTA SC. Any member of this Committee may appoint a proxy to attend meetings and may authorize the proxy to vote on his or her behalf. Accordingly, the Committee shall develop policies on League Committee structure, administration and operations, to be approved by the Board.

#### Section 16. Quorums for the following shall be:

- a. Executive Committee—not less than five of its members
- b. Nominating Committee—not less than four of its members
- c. Grievance Committee—not less than two-thirds of its members
- d. Strategic Planning and Evaluation Committee—not less than two-thirds of its members
- e. Budget and Audit Committee—not less than two-thirds of its members
- f. League Committee—not less than two-thirds of its members
- g. All other committees—not less than one-half of their members

### **ARTICLE X**

#### ***Non-Discrimination***

Section 1. USTA SC shall comply with all federal and state laws and regulations pertaining to non-discrimination and equal opportunity.

Section 2. USTA South Carolina welcomes all people who play, watch, support or enjoy the game of tennis into our events, programs, membership and leadership and will not discriminate against any person on the basis of age, gender, race, ethnicity, creed, sexual orientation, color, physical condition or national origin. Moreover, we believe that the growth of tennis hinges on effective outreach to groups that have not traditionally been heavily involved in the sport and we will actively solicit and support the participation of such groups. Nonetheless, to assure fair competition, participation in tournaments, leagues and other events may be limited on the basis of gender, age, skill level or physical ability.

### **ARTICLE XI**

#### ***Conduct of Business***

Section 1. The fiscal year of USTA SC shall be from January 1 to December 31.

Section 2. USTA SC shall conduct business in compliance with federal and state law, including laws and regulations pertaining to corporate compliance.

Section 3. The fiscal management of USTA SC shall be overseen by the Board, and on its behalf, by the Treasurer and the Budget and Audit Committee. The Board shall establish policies and require reports as necessary to ensure that financial activities are conducted in a legal and efficient manner.

Section 4. The accounts of USTA SC shall be audited annually or more often as determined by the Board. An audited financial statement shall be distributed annually to the Board and made available to members on request.

Section 5. All volunteers shall serve without compensation.

Section 6. The President or the Executive Director may authorize the reasonable reimbursement of expenses incurred by any person in conjunction with the business of USTA SC. Reimbursements are subject to review by the Executive Committee.

Section 7. In the event of its dissolution, the assets of USTA SC shall be distributed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code to the SC 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 Board member, staff member, USTA member or individual.

Section 8. The principal office of USTA SC shall be in the Columbia area or such other place in South Carolina as the Board may determine. USTA SC may have additional offices at such other places as the Board may select.

## **ARTICLE XII**

### ***Amendments***

Section 1. Proposed amendments to the USTA SC By-Laws must be received by the Secretary at least forty-five days prior to a scheduled Board meeting date to be considered at such meeting. Amendments may be proposed by:

- a. A member of the Board
- b. A USTA SC committee
- c. A petition from a USTA SC organizational member endorsed by at least five other organizational members

Section 2. Organizational members shall be notified of any proposed changes to the By-Laws at least thirty days prior to the date of a vote of the Board. Organizational members may submit written comments to the Board. Such comments must be received by the Secretary no later than fourteen days prior to the date of the scheduled vote.

Section 3. The By-Laws may be amended by two-thirds vote of the voting members of the full Board if notice of the proposed amendment is included in the notice of the

meeting and such notification is provided to members at least thirty days prior to the date of the meeting.

Section 4. Organizational members shall be notified of Board action concerning proposed By-Law changes.

**AMENDED:** 12-95, 12-97, 12-99, 12-00, 12-01, 8-04, 06-07, 06-08, 12-08, 03-09, 03-10, 09-10, 09-11, 06-13

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