

UNITED STATES TENNIS ASSOCIATION, MISSOURI VALLEY SECTION BYLAWS

Article I: Name

The corporation shall be known as the United States Tennis Association, Missouri Valley Section. For short it is sometimes referred to as "USTA/MV," "MVTA," "USTA Missouri Valley," or "The Valley." It is known hereinafter as "the Association."

Article II: Purpose

1. Non-Profit Organization. The Association is a sectional non-profit and tax-exempt membership organization of the United States Tennis Association, Incorporated (hereinafter "USTA").

The Association promotes tennis as a means of healthful recreation and promotes sportsmanship and fair play by fostering tennis tournaments, events, and activities. The Association's mission is to promote and develop the growth of tennis. The Association serves USTA individual members as well as the general public, within the geographical area designated by the USTA by developing, promoting, maintaining, and expanding the sport of tennis through educational, recreational, and competitive programs and activities for all ages and skill levels. The Association welcomes all people who play, watch, support, or enjoys the game of tennis into its events, programs, membership, leadership, and activities on a non-discriminatory basis.

2. Territory. The geographic area over which the Association exercises jurisdiction shall be defined by the USTA.

Article III: Districts

The districts of the Association shall be defined as follows:

1. **Heart of America:**
 - *the following counties of the State of Kansas* - Atchison, Doniphan, Douglas, Jefferson, Johnson, Leavenworth, and Wyandotte; and
 - *the following counties of the State of Missouri* - Andrew, Atchison, Buchanan, Cass, Clay, Holt, Jackson, Nodaway, Platte, and Ray.
2. **Iowa:**
 - *the State of Iowa except the county of Pottawattamie; and*
 - *the county of Rock Island in the State of Illinois*
3. **Kansas:** *the State of Kansas except the counties of Atchison, Doniphan, Douglas, Jefferson, Johnson, Leavenworth, and Wyandotte.*
4. **Missouri:** *the State of Missouri except the City of St. Louis and the counties of Andrew, Atchison, Buchanan, Cass, Clay, Franklin, Holt, Jackson, Jefferson, Lincoln, Nodaway, Perry, Platte, Ray, St. Charles, St. Francois, St. Genevieve, St. Louis, Warren, and Washington*
5. **Nebraska:**
 - *the State of Nebraska; and*

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- *the county of Pottawattamie in the State of Iowa.*
6. **Oklahoma:** the state of Oklahoma.
 7. **St. Louis:**
 - *the City of St Louis in the State of Missouri;*
 - *the following counties of the State of Missouri - Franklin, Jefferson, Lincoln, Perry, St. Charles, St. Francois, St. Genevieve, St. Louis, Warren, and Washington; and*
 - *that part of the State of Illinois which is in a 30 mile radius of the St. Louis, Missouri City Hall.*

Article IV: Members and Association Meetings

1. Categories. The categories of membership in the Association shall be District Associations, Individual Members, and Honorary Members.
2. Membership Qualifications. The qualifications for membership shall be as set forth by the USTA Bylaws.
3. Suspensions and Expulsions. The USTA Bylaws shall be followed regarding suspensions and expulsions. The Board of Directors (hereinafter "the Board") of the Association shall have full authority to regulate all matters regarding suspensions and expulsions.
4. Dues. The amount and time for payment of dues of each category of membership of the Association shall be as set forth in the USTA Bylaws.
5. Annual Meeting. The annual meeting of the Association shall be held on the date and at a place to be designated by the President by written notice. It shall be held in October, November, December, or the following January.
6. Semi-Annual Meeting. A semi-annual meeting of the Association may be held during each year on a date and place designated by the President by written notice.
7. Special Meetings. The Board or Executive Committee may call a special meeting of the Association. A written request from a district association for a special meeting shall be submitted to the President. The request shall contain a brief summary of the matters that are to be discussed at the meeting, and confirmation that the district board of directors voted at a duly-called meeting at which a quorum was present to request the special meeting of the Association. The President shall call a special meeting upon the written request of two district associations. Only matters specified in the notice may be considered at the meeting.
8. Notice. At least thirty and not more than sixty days before any meeting of the Association, the Secretary or Executive Director shall send written or electronic notice of the meeting to each member of the Board. No other notice shall be required. The District presidents shall notify the members of their districts; however, failure of any president to notify shall not invalidate the meeting.
9. Voting. The District Associations are the only voting members at the meetings of the Association. Each District Association shall give written notice to the Secretary of the Association of the individual who shall be authorized to cast its votes. The notice shall certify that the individual has been selected in accordance with the applicable state law and the Bylaws and Articles of Incorporation of the District

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Association. The notice shall be given by the District secretary who was in office at the start of the meeting at which the individual was selected.

At the meetings of the Association, each District Association shall have:

- one vote for each adult individual member of the USTA residing within the District Association;
- one-half vote for each junior individual member of the USTA residing within the District Association;
- one vote for each Organization Member within the District Association that is a school; and
- one vote for each dollar of dues paid by each Organization Member (other than a school) within the District Association.

The voting strength of each District Association shall round off upward to the nearest whole number and shall be certified by the Treasurer in writing before each meeting at which a vote is to be taken. The voting strength shall be based on the most current membership as of the last day of the month before the meeting.

10. Quorum. The representatives of the majority of the eligible votes shall constitute a quorum.
11. Association Decisions. The act of the majority of the votes present at a meeting at which a quorum is present shall be the act of the Association.
12. Review of Board and Executive Committee Decisions. The Association may review the acts of the Board and all committees including the Executive Committee. The Association shall have the right to change or modify their decisions.

Article V: Officers and Delegates

1. Officers. The officers of the Association shall be the President, First Vice President, two Vice-Presidents, Secretary and Treasurer.
2. President. The President shall be the principal executive officer of the Association. The President shall, in general, supervise all the business of the Association. The President shall, when present, preside at all meetings of the Board, Executive Committee, and Association. The President shall see that the officers and committees perform their respective duties. The President shall be an ex-officio member of all committees except the Nominating, Personnel, and Grievance committees. The President shall not be a voting member except on the Board and Executive Committee of the Association.
3. First Vice-President. The First Vice-President shall serve as an assistant to the President. The First Vice-President shall exercise all the powers of the President in the case of the President's temporary absence or incapacity.
4. Vice-Presidents. They shall act as assistants to the President. In the case of the temporary absence or incapacity of the President and First Vice-President, the Executive Committee shall select one of these vice-presidents to exercise all the powers of the President.

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5. Secretary. The Secretary shall keep a roll of members and amend and correct the same as circumstances require, and shall give notice of all meetings of the Association, the Board and the Executive Committee. The Secretary shall keep the minutes of all meetings of the Association, the Board and the Executive Committee. The Secretary shall conduct all general correspondence of the Association and file copies of all such correspondence. The Board and Executive Committee may authorize the Secretary to delegate any duties to the Executive Director.
6. Treasurer. The Treasurer is the chief financial officer of the Association. A strong finance, business, or accounting background is desirable. The Treasurer shall review records of all monies received and paid that are maintained by the designated person at the Section Office. The Treasurer shall report in writing the state of the finances when required by the Board or Executive Committee. No later than November 1, the Treasurer shall submit to the Board the budget prepared by the Finance Committee. The Board or Executive Committee may authorize the Treasurer to delegate any duties to the Executive Director.
7. Sectional Delegate. The Sectional Delegate shall attend all membership and Executive Committee meetings of the USTA. The Sectional Delegate shall observe the proceedings of these meetings and report thereon to the officers and Board.
8. Alternate Sectional Delegate. The Alternate Section Delegate shall assume the duties of the Sectional Delegate when notified that it is impractical for the Sectional Delegate to perform his or her duties. If it becomes impractical for the Alternate Sectional Delegate to perform his or her duties, the Sectional Delegate shall notify the President of the Association in writing who will then appoint a qualified person to serve in such capacity.
9. Election, Term & Tenure. Officers shall be elected for a two-year term at an annual meeting of the Association. No officer shall serve more than two consecutive elected terms in the same office *except that* an officer who serves less than half of an unexpired term shall be eligible for election to two consecutive full terms in the same office.

The election of officers and delegates shall be by ballot. The majority of the votes present at a meeting at which a quorum is present shall be required to elect an officer or delegate.

The delegates shall be elected by the Board and shall serve at the pleasure of the Board. If the incumbent delegate or alternate delegate is a voting member of the Board only by virtue of being the delegate or alternate delegate, he or she shall not be entitled to vote on the selection of delegates.
10. Vacancies. The Board shall fill all vacancies.
11. Compensation. All officers and delegates shall serve without compensation.

Article VI: Board of Directors

1. Article VI. Board of Directors

1. Composition and Qualifications. All directors shall
 - Be at least eighteen years of age;
 - Be members of the USTA;

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- Express the intent, during the term for which they will be or are a director, to reside in the territory over which the Association exercises jurisdiction for at least six months and one day during each calendar year;
- Reside in the territory over which the Association exercises jurisdiction for at least six months and one day during each calendar year for which they serve as a director; and
- Be domiciled in the territory over which the Association exercises jurisdiction while serving as a director.

The Board shall be comprised of the officers, sectional delegate, alternate sectional delegate, District presidents, and Immediate Past President. An Immediate Past President who does not complete his or her term of office shall not be a voting director unless confirmed by a majority of the other directors. All past presidents, except for the Immediate Past President, shall be non-voting members of the Board.

Each District Association shall give written notice to the Association of the individual who is its duly elected president. The notice shall certify that the individual has been selected in accordance with the applicable state law and the Bylaws and Articles of Incorporation of the District Association. The notice shall be given by the District secretary who was in office at the start of the meeting at which the president was elected.

2. Powers. The Board shall meet semi-annually to discuss and establish policies of the Association and to receive reports on current matters involving the Association. It shall review the acts of all committees including the Executive Committee and shall have the right to change or modify their decisions.
3. Annual Meeting. The annual meeting of the Board shall take place immediately before or after the annual meeting of the Association and shall not require separate notice.
4. Semi-Annual Meeting. If a semi-annual meeting of the Association is held, then the semiannual meeting of the Board shall take place immediately before or after it and shall not require any separate notice. Otherwise the President shall designate a time and place for the semi-annual meeting of the Board. The Secretary or Executive Director shall mail a written notice of the meeting to each member of the Board at least thirty days and not more than sixty days before the meeting.
5. Special Meetings. Special Meetings of the Board may be called by the President or by the written request of any five members of the Board. Written notice of a special meeting shall be mailed at least thirty days before the meeting to all members of the Board. The notice shall state the purpose of the meeting. Only those matters specified in the notice shall be considered at the meeting.
6. Voting. Each member of the Board shall have one vote. Board members may attend a meeting by telephone or video conferencing. If a district president is unable to attend a meeting, the district may submit a written proxy signed by its president designating another officer of the district association to cast votes on behalf of its president.
7. Quorum. A majority of the Board, provided it includes at least four District presidents or their proxies, shall constitute a quorum.
8. Board Decisions. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

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9. Action Without A Meeting. Any action that might be taken pursuant to these Bylaws by the Board, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the members of the Board. Such consents shall have the same force and effect as the unanimous vote of the Board at a meeting duly held.
10. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.
11. **Removal of Directors.** Any director of The Association may be removed as a director for cause by a vote of at least two-thirds (2/3) of the entire Board of Directors, excluding the vote of the Director to be removed, whenever, in the judgment of two-thirds (2/3) of the Board of Directors, the best interests of The Association would be served thereby. For purposes of this Section, the term "for cause" shall be include, but not be limited to the following:
 - a. if the director is charged with any felony under any federal law or under the laws of any state or
 - b. if the director is charged with any crime involving dishonesty or fraud against The Association; or
 - c. if the director fails and refuses to follow any reasonable written instructions of the Board of Directors, relating to director's duties hereunder, within a reasonable period as set forth in the written instructions; or
 - d. if a Director is not in compliance with the qualifications of a director as provided in these bylaws.

Article VII: Executive Committee

1. Composition and Qualifications. The Executive Committee shall be composed of the officers, sectional delegate, and immediate past president. An immediate past president who does not complete his or her term of office shall not be a member unless confirmed by a majority of the other members.
2. Powers. The Executive Committee shall exercise all the powers of the Board when the Board is not in session. Its decision shall be subject to review by the Board and the Association.
3. Meetings. Meetings may be held in person, by conference telephone call, video conferencing, or by a series of telephone calls made by the President.
4. Notice. The President or any four Executive Committee members may call a meeting. Ten days written or electronic notice of a meeting in person shall be required. Twenty-four hour written, telephonic, or electronic notice of a telephonic or video conference meeting shall be required. The President or persons calling a meeting shall make a reasonable effort to contact all members.
5. Quorum. A quorum shall consist of four members.
6. Executive Committee Decisions. The act of a majority of the committee members at a meeting at which a quorum is present shall be the act of the Executive Committee.
7. Action Without A Meeting. Any action that might be taken pursuant to these Bylaws by the Executive Committee, may be taken without a meeting if consents in writing, setting forth the action so taken, shall

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be signed by all the members of the Executive Committee. Such consents shall have the same force and effect as the unanimous vote of the Executive Committee at a meeting duly held.

8. Waiver of Notice. Any Executive Committee member may waive notice of any meeting. The attendance of an Executive Committee member at any meeting shall constitute waiver of notice of such meeting, except when an Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Article VIII: Employees and General Counsel

1. The Executive Director. The Executive Director shall be the manager of the staff, staff responsibilities, and the daily business of the Association. The Executive Director shall perform such other duties and exercise such powers as may be delegated to him or her by the officers, the Executive Committee, and the Board. The Board shall fix the Executive Director's compensation.
2. General Counsel. The General Counsel shall advise the officers, delegates, committees, and Executive Director in all matters where problems of law are involved or where the assistance of legal counsel is desired. The General Counsel shall be a member of the Bar in good standing and shall serve without compensation except by special authorization of the Board. The General Counsel shall be appointed by the Board and shall serve at its pleasure.

Article IX: Committees

1. Standing Committees. The standing committees are:

Adult Competition Committee;
Adult League Committee;
Grievance Committee;
Junior Competition and Training Committee;
Nominating Committee;
Officials Committee;
Personnel Committee.

Each standing committee shall have those duties and powers that are set forth in these bylaws and those duties and powers that are assigned to it by the Executive Committee and the Board, to include promoting the growth of tennis.

Each standing committee *except for* the Grievance and Personnel Committees shall be composed of a chairperson and a representative from each district. If a District Association fails to elect, appoint, or select a district representative to a committee within 30 days of when the District Association is asked to designate its representative, the President may appoint a representative to serve for one year. The President need not appoint a representative from the District Association that failed to appoint a representative. The President may appoint additional non-voting members to any standing committee *other than* the Executive, Grievance, Nominating, and Personnel committees.

The President shall appoint an Association officer as a liaison officer to each standing and ad hoc committee other than the Nominating, Grievance, and Personnel committees. The President may appoint

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a District President as a liaison to any ad hoc or standing committee other than the Nominating, Grievance, and Personnel committees.

2. Appointment of Chairperson and Vice Chairperson. The most recent Past-President available shall serve as Chairperson of the Nominating Committee; the President shall serve as chairperson of Executive Committee, and the Board shall appoint the chairperson of the Personnel Committee. The President shall appoint the chairperson and vice chairperson for all other committees. For all committees in which there are district representatives, the chairperson shall *not* be a district representative. A committee chairperson may be an employee of the Association or a volunteer.
3. Quorum. The quorum for the Personnel Committee and Grievance Committee shall be two persons. The quorum for committees with district representatives shall be five persons. For all other committees, the quorum shall be a majority of the committee members.
4. Adult Competition Committee. The Adult Competition Committee shall be responsible for the organization and administration of all activities involving adult players, including rankings, sectional level tournaments, intersectional team competitions, and the selection of players, when applicable, for national tournaments.

The Committee shall have the power to make regulations regarding adult rankings and sectional level tournaments and circuits, and matters concerning adult competitive tennis *excluding* USA League Tennis. Amendments to these regulations shall be effective immediately unless a different effective date is specified. The Committee shall submit amendments to the Board or Executive Committee for its approval, disapproval, or amendment at its next meeting.

When unsportsmanlike conduct occurs, the Committee may notify national tournaments of the player's conduct and refuse to accept the player's entry to sectional level tournaments or circuits. The Committee's decision may be appealed to the Grievance Committee.

5. Adult League Committee. The District representatives on the Adult League Committee shall be the District League Coordinators, who are selected by the Districts, subject to approval of the Section League Coordinator. The Section League Coordinator may terminate a District League Coordinator. The Committee shall organize and supervise the USTA League Program.

The Committee shall have the power to make regulations regarding USA League Tennis. Amendments to these regulations shall be effective immediately unless a different effective date is specified. The Committee shall submit amendments to the Board for its approval or amendment at its next meeting.

Note: The oversight and grievance procedures for USA League Tennis are the sole responsibility of the USA League Tennis Committee. National USA League Tennis regulations shall be followed except when they may be supplemented as specifically indicated in the USTA regulations, by Section or District amendment.

6. Grievance Committee.
 - a) Composition and Qualifications. At the Meeting of the Board of Directors held in conjunction with Annual Meeting of the Association, the President shall appoint a Grievance Committee composed of three members of the Association. No member of the Board shall be eligible to serve on the Committee.

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- b) Powers. The Grievance Committee shall be responsible for enforcing the Articles of Incorporation and Bylaws of the Association and the USTA. It shall also enforce the Rules of Tennis and the USTA standards of conduct, fair play, and good sportsmanship. The Committee shall have jurisdiction over any USTA member participating in an event of the Association regardless of the member's residence. The Committee may impose fines and suspensions. All fines shall be payable to the USTA/Missouri Valley. If the Committee finds that the Association or one of its committees did not follow Association rules and regulations, it may order the Association and its committees to take specific corrective action. The Committee shall have jurisdiction over Association members participating in events beyond the geographical limits of the Association, excluding all those incidences which may arise from participation in the USA League Tennis Program.
- c) Filing a Written Complaint. Written complaints must be filed with the Chairperson of the Grievance Committee. The complaints should explain how a person or committee violated the Articles of Incorporation or Bylaws of the Association or the USTA. The complaint should also explain how the Rules of Tennis or the USTA standards of conduct, fair play, and sportsmanship were violated. Complaints that the Chairperson deems to require immediate action may be filed by telephone, e-mail or facsimile. Until a written complaint is received, the chairperson may decide only that portion of the matter that the chairperson deems urgent.
- d) Notice of Complaint. The Chairperson shall send a copy of the complaint to the accused person. If the accused person is eighteen years old or younger, the Chairperson shall also send a copy to at least one parent.
- e) Decisions by the Chairperson and Vice-Chairperson. The Chairperson may impose a fine of up to \$500 and/or suspend a person for such period as the Chairperson, in his or her absolute discretion, deems appropriate. The Chairperson, before taking such action, shall not be required to hold any hearing but may consult with other members of the Grievance Committee. The Chairperson may act on the basis of such investigation as the Chairperson, in his or her absolute discretion, deems appropriate. In the Chairperson's absence, or at his or her request, the Vice-Chairperson shall have the same power as the Chairperson to fine or suspend a person.

The Chairperson or the Vice-Chairperson shall promptly notify the person accused of a violation of his or her decision by mail. If the person accused is eighteen years old or younger, the Chairperson shall also send a copy of the decision to at least one parent.
- f) Appeal to Grievance Committee. Within thirty days after the person penalized receives the written notice of decision, the person penalized may appeal the decision by addressing a written request to the Chairperson for a hearing before the Grievance Committee.
- g) Grievance Committee Hearing. The Chairperson shall promptly fix a time and place for the hearing and shall give the person charged at least eight days' written notice. Telephonic hearings are authorized. The person charged shall have the right to appear in person or by telephone, with one representative to present testimony and evidence and cross-examine witnesses. The Committee may affirm, modify, or reject the prior decision. It may impose any additional penalties (including the assessment of the costs of the hearing) that it deems appropriate. The Committee shall promptly notify the person charged of its decision and shall prepare a written finding of fact.

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- h) Original Hearings before the Grievance Committee. The Chairperson, instead of acting on a complaint under paragraph "e", may hold a hearing before the full committee and have it render a decision. Fair notice and an opportunity for a hearing shall be provided to any athlete, coach, trainer, manager, administrator or official before declaring any such individual ineligible to participate in protected competitions such as the Olympic Games, Pan American Games, Paralympic Games, World University Games, and the trials for such protected competitions.

The hearing shall be held in accordance with the provisions of paragraph "g". The Committee may impose such penalties as it deems appropriate, including fines of up to \$1,000 and indefinite suspension.

- i) Appeal to Board. Within thirty days after the person penalized receives the written notice, of the decision of the Grievance Committee, the person penalized may appeal the decision by addressing a written request to the President of the Association for a review of the Grievance Committee's decision by the Board.

The Board shall thereupon promptly review the findings of fact and the decision of the Grievance Committee. The Board shall not be required to hold any hearing and its decision may be based entirely on the findings of fact of the Grievance Committee. However, the Board may hear such further testimony and receive such further evidence as it, in its absolute discretion, deems appropriate. Promptly following its review, the Board shall notify the person penalized of its decision by certified mail. The Board 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 shall be final and binding. *Exception:* A direct appeal may be taken to the USTA Grievance Committee from a decision of the Association Board that suspends a player for a period of six months or more.

- j) Effective Date of Disciplinary Action. Unless a player appeals, penalties imposed shall become effective 30 days after the Association mails the notice of penalties to the player or such earlier date as may be requested in writing by the player. If a player appeals, any penalties that are affirmed on appeal shall become effective 30 days after the Association mails notice of the decision. If the player appeals to the USTA Grievance Committee under subparagraph i) and if this Committee affirms the penalties, then the suspension shall begin one day after the date of the order of the USTA Grievance Committee affirming the penalties.

- k) Policy of Reciprocity. The Association recognizes a suspension from play imposed as a result of the grievance procedures of any other USTA section. Upon receipt of notice by the Executive Director that a player's suspension within another section has become final (all appeals have been concluded or the time for appeal has expired), the suspension shall apply within the Association as if it had been imposed by the grievance procedures of this Association.

- l) Waiver of Tournament Entry Requirements. The Junior Competition and Training Committee or the Adult Competition Committee shall handle all requests for waiver of entry requirements for junior or adult sectional level tournaments.

- m) Association's Right to Appeal. The Association and its committees shall have no right to appeal.

- n) Suspension Point System. The Association may adopt regulations for a suspension point system that suspends a player from sanctioned tournaments if the player accumulates points under the system during a stated period of time.
- o) No appeal of USA League Tennis Grievance Appeals Committee decisions. There shall be no right to appeal decisions of USA League Tennis Grievance Appeals Committees to the Grievance Committee of the Association or of the USTA.

7. Junior Competition and Training Committee. The Junior Competition and Training Committee shall be responsible for the organization and administration of all competitive activities involving junior players, including rankings, sectional level tournaments and circuits, and the selection of players for national tournaments.

The Committee shall have the power to make regulations regarding junior rankings, the junior circuit and sectional level tournaments and circuits, and matters concerning junior competitive tennis. Amendments to these regulations shall be effectively immediately unless a different effective date is specified. The Committee shall submit amendments to the Board or Executive Committee for its approval, disapproval, or amendment at its next meeting.

When unsportsmanlike conduct occurs, the Committee may refuse to endorse the player to national tournaments and refuse to accept the player's entry to sectional level tournaments or circuits. The Committee's decision may be appealed to the Grievance Committee.

8. Nominating Committee.

- a) The Nominating Committee shall be comprised of the most recent Past-President of the Association who is available to serve and one representative from each District. The Committee shall be listed in the call for the semi-annual meeting of the Board in even-numbered years.
- b) Each District shall submit the name of its representative to the Secretary of the Association at the semi-annual meeting in odd numbered years. Each District should attempt to appoint the person in its district who is most knowledgeable about the operation of the Association and its current volunteers. Unless no one else is available, each District shall appoint a person who has served for at least two years either on the Association's Board or as chairperson of a standing committee of the Association. A District may change its representative at any time by notifying the Secretary in writing.
- c) No member of the Nominating Committee shall be nominated as an officer. No officer may serve on the Nominating Committee.
- d) No district representative may serve on the Nominating Committee for more than two consecutive terms.
- e) The Nominating Committee shall submit its nomination for officers to the Secretary at the semi-annual meeting of the Board in even-numbered years. The Secretary, within fifteen days of receipt of the nominations, shall mail the slate of nominations to the members of the Board. No other notice shall be required. The District presidents shall notify members of their districts. Failure of any District president to notify shall not invalidate the nominations.
- f) In addition to nominations made by the Nominating Committee, nominations for officers may be made by petition by any three districts or by districts having an aggregate vote of not less than

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40% of the total voting membership. Petitions for officers must be filed with the Secretary of the Association no later than September 15 of every even-numbered year. No nominations may be made from the floor at the annual meeting. Only candidates nominated as provided in this article shall be eligible for election.

9. Officials Committee The Officials Committee shall teach, develop, and administer certification of officials. It shall administer all aspects of officiating, including recruitment and retention.

a. The USTA/MV President, after consulting with the District President, shall appoint a certified USTA official to serve as the District Chairperson of Officials for each District. This person need not be the District's representative to the Officials Committee. Any person who is not the District representative shall be a non-voting member of the Officials Committee.

b. The District Chairperson shall have overall responsibility for officiating within the District, which shall include, but is not limited to:

- Recruitment and retention of officials for USTA tournaments and ITA matches;
- Scheduling and conducting schools and training for officials;
- Assigning the chief umpire (or other person responsible for selecting officials) at USTA/MV Circuit tournaments or USTA/MV Championships;
- On request from the USTA, assigning the chief umpire (or other person responsible for selecting officials) at USTA tournaments that are sanctioned on USTA Form AA;
- Facilitating communication between District officials and the USTA or USTA/MV Chairperson of Officials;
- Communication with District officials;
- Maintenance of the District database of officials;
- Approval of the Officials' work records, through the online system, on time;
- Nomination of officials for USTA awards;
- Nomination of officials for USTA Chair Academies; and
- Nomination of officials for assignments outside the District.

10. Personnel Committee. The Personnel Committee shall be comprised of a Past-President and two members of the Executive Committee other than the President. The Board shall appoint the members of the Committee. The Committee shall be responsible for handling all personnel issues including:

- a) Review recommendations of the Executive Director regarding personnel policies to be presented to the Board for approval;
- b) Review recommendations of the Executive Director regarding job descriptions for all employees, *except that* the job description of the Executive Director shall be subject to approval of the Executive Committee;
- c) Advise the Executive Director and Executive Committee regarding the hiring and termination of employees;
- d) Serve as a resource to the Association to mediate complaints of employees and volunteers regarding personnel and work place issues;
- e) Serve as a resource to assist in the investigation of complaints of discrimination and sexual harassment and recommendation of appropriate remedial action. The Committee shall serve as the sole investigating body in instances where the complaint involves the Executive Director.
- f) Advise the President in conducting an annual evaluation of the Executive Director and present a summary report to the Executive Director and the Board.

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The Executive Director, in consultation with the Personnel Committee, shall advise the general counsel of proposed changes in personnel policies, the termination of any employees, and any complaints received.

11. Appointment of Ad Hoc Committees. The President may appoint additional committees including their chairperson, and vice-chairperson when appropriate.

Article X: Reimbursement of Expenses

On application for reimbursement, the Association shall reimburse to all authorized persons approved amounts actually paid by such persons for authorized trips. The President shall establish the amount of reimbursement and which persons and trips are approved. The Board of Directors may, in addition, authorize the reimbursement to any individual for those expenses necessarily and reasonably incurred on behalf of the Association.

Article XI: Conformity with USTA

The rules, regulations, and bylaws of the USTA, as the same may be changed or amended, are hereby adopted as the governing authority of the Association, even when the USTA regulations or bylaws are in direct conflict with these Bylaws.

Article XII: Procedures

1. Order of Business. The order of business for the meetings of the membership of the Association shall be:
 - a) Report of the Credentials Committee.
 - b) Minutes.
 - c) Secretary's Report.
 - d) Treasurer's Report.
 - e) Reports of Committees.
 - f) Elections.
 - g) Miscellaneous Business.
 - h) Adjournment.
2. Rules of Order. Roberts Rules of Order shall be followed.
3. Standing Orders. Standing orders may be adopted by the Board subject to review at the next meeting of the Association.
4. Action Without Meeting Pursuant to Written Consent. Any action which might be taken pursuant to these Bylaws by any committee may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the members of the relevant committee entitled to vote with respect to the subject matter of the action. Such consents shall have the same force and effect as the unanimous vote of the committee members at a meeting duly held.
5. Limitation on Expenditures. All unbudgeted expenditures and all expenditures in excess of the applicable budgeted line item shall require the approval of the President and Treasurer. Unbudgeted expenditures that exceed \$5000 and expenditures that exceed the applicable departmental or committee budget by \$5000 or more shall require approval of the Executive Committee.

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Article XIII: Indemnification

The Association shall indemnify any person, who is or is threatened to be made a party to any threatened, pending, or a completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative other than an action by or on behalf of the Association by reason of the fact that such person is or was an officer of the Association or a member of any Standing Committee of the Association, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct to be unlawful.

This Bylaw is intended to and shall incorporate by reference all provisions of the laws of the State of Kansas, as presently constituted or as the same may be from time to time amended in the future, relative to indemnification of officers, directors, employees, agents, and the like of corporations organized for profit except that anything in the laws of Kansas to the contrary notwithstanding.

No indemnification shall be authorized or granted pursuant to this Bylaw except, upon resolution expressly adopted by a majority vote of the voting members of the Association.

Article XIV: Amendment

Amendments to these Bylaws may be made at any meeting of the Association by the vote of a least two-thirds of all of the votes present provided, that at least thirty days before such meeting, the notice of the proposed amendment be mailed in accordance with requirements of notices of meetings. The Secretary or Executive Director shall include in the meeting notice any proposed amendment of which he or she shall be advised not later than sixty days before such meeting by a District Association, any member, or the of a regular committee or special committee appointed by the President, or a member of the Board. The President, after obtaining the approval of the General Counsel, may make conforming and stylistic changes to these Bylaws. Examples of authorized changes include changing the name of a committee to correspond with changes made by the USTA and correcting typographical and grammatical errors.

Article XV: Exhaustion of Administrative Remedies

1. By participating in any activity authorized by or within the jurisdiction of the Association, all Members, and other participants, agrees to follow the constitution, Bylaws and rules and regulations of the Association and to exhaust all administrative remedies provided therein in each controversy and complaint involving participation in Association activities.

2. All Members, and other participants, in any activity authorized by or within the jurisdiction of the Association, agree to submit to mediation and if mediation is unsuccessful then final and binding arbitration in any controversy or grievance involving governance, management, participation or membership. Mediation or final and binding arbitration shall be conducted in accordance with procedures approved by the Board.

Article XVI: Interested Party Transactions

1. Definition of Interested Parties. The Association recognizes that the skills, talents, and relationships of its volunteers, Board members, committee members, and employees are among its richest assets. When these individuals, their family members, or any entities in which they have a financial interest or with

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which they are affiliated have a financial interest in a proposed transaction, then these individuals are known hereinafter as "Interested Parties."

2. Appearance of Impropriety. The Association is aware that acquiring goods or services from, or engaging in transactions with Interested Parties may create an appearance of impropriety. In order to protect the Association against any improper appearance, the Association will restrict its business dealings with Interested Parties.
3. Transactions with Interested Parties. The Association may acquire goods or services from, or otherwise transact business with, or otherwise be involved with an Interested Party if the Board determines in its judgment that the goods or services provided to the Association are, or the transaction is, or the event is:
 - on terms or conditions no less advantageous to the Association,
 - nor more advantageous to the Interested Party, than the terms that are available to the Association, or other parties participating, from parties who are not Interested Parties.Moreover, the Association anticipates that any such acquisition may be on terms that are more advantageous to the Association than those generally extended by third parties. If an Interested Party offers terms, which are as advantageous to the Association as terms offered by another vendor, the Association may, but shall not be required to, consider other benefits derived by it from the Interested Party (e.g., past or anticipated services rendered or financial support) in selecting between otherwise equally desirable vendors.
3. Disclosure of Interested Party Relationship Required. Whenever the Association is considering acquiring goods or services from, or entering into a transaction with, or having an event involving an Interested Party, the details that create the Interested Party relationship shall be disclosed to the Association in writing. A copy of the disclosure shall be supplied to the members of the Board who are not Interested Parties. The Association may enter into a transaction with an Interested Party only if the Board or the Executive Committee is made aware of this information and the majority of the Board or Executive Committee Members (who are not Interested Parties) approve the transaction as being fair to and in the best interests of the Association. The Executive Committee shall have the authority to act for the Board in granting the approval contemplated by this paragraph.
4. Exclusion of Interested Party from Participation in Decision. Any director or Executive Committee member who is an Interested Party to the transaction:
 - shall not be considered a director or Executive Committee member then serving (including, without limitation, for the purpose of determining a quorum);
 - shall not participate in the vote on the transaction; and
 - shall not attend any meeting while approval of the transaction is considered. Nonetheless, prior approval by the Board or the Executive Committee shall not be required if:
 - emergency circumstances make such approval impractical (in which event the transaction shall be reported to the Board promptly after the fact); or
 - if the transaction falls below a *de minimis* threshold established by the Board or the Committee.

Article XVI: Request for Waiver

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An Individual Member who believes the Individual Member is adversely affected by a Section regulation may, for a compelling reason, petition for a waiver of that regulation. The Individual Member shall submit the petition to the Executive Director at least 45 days before the requested effective date of the waiver. The petition shall:

- identify the regulation that the Individual Member would like to have waived;
- state the period over which the waiver is requested;
- state the compelling reason; and
- submit documentation that fully describes the basis for the request.

Upon receipt of the petition, the Executive Director shall assign the petition to an appropriate person for review and decision and shall notify the Individual Member of the identity of the person to whom the petition has been assigned.

Within 30 days of the assignment (unless further time is reasonable), the person shall:

- render a decision on the petition based on such investigation, hearing, or consultation that the person deems appropriate; and
- notify the Executive Director and the Individual Member of the decision.

The Individual Member may appeal the decision to the Section Grievance Committee pursuant to Bylaw IX, Section 10. The appeal shall be treated as an initial complaint. Any request for waiver of a USTA Regulation should be addressed to the USTA; any request for waiver of the Rules of Tennis should be addressed to the ITF.