

## **Constitution of USTA Texas**

### **ARTICLE I: NAME AND PURPOSE**

This organization shall be known as USTA Texas, hereafter called the “Corporation.” It is comprised of Members as provided in the Bylaws of the Corporation. The purposes for which the Corporation is organized shall be to promote the game of tennis in the territory designated by the United States Tennis Association (“USTA”) as the “Texas Section.” The Corporation shall endeavor to support the life-time sport of tennis through educational programs for youths and community development including recreational and competitive leagues, USA team tennis, junior recreation, USA school tennis, adult recreation, National Junior Tennis League, multicultural programs, junior, adult, and senior competitive play.

### **ARTICLE II: MEMBERS AND MEMBERSHIP**

- A. Membership shall be open to (i) clubs, educational institutions, camps, recreation departments and other organizations interested in the promotion of tennis, and (ii) individual and honorary members of the USTA, each located or residing within the zones of the “Texas Sectional Association” of the USTA (as defined in the current Bylaws of the USTA) (the “Texas Section”) and as otherwise provided in the Bylaws.
- B. Membership dues and qualifications, rights, and duties of members, to the extent not set out in this Constitution, shall be as provided in the Bylaws or as set out in the Constitution or Bylaws of the USTA.

### **ARTICLE III: EXECUTIVE COMMITTEE**

- A. The affairs of the Corporation shall be managed by an Executive Committee. The Executive Committee shall consist of twelve (12) persons who shall be elected by the Members of the Corporation, of whom four (4) such persons shall be elected annually, plus (i) the officers of the Corporation, (ii) each past president of the Corporation, and (iii) four (4) other individuals appointed by the President of the Corporation (the “Presidential Appointees”), each of whom shall serve a two-year term concurrent with the term of office of the President, subject to the approval of the Executive Committee .

The officers of the Corporation and the four (4) Presidential Appointees, shall, for all purposes, be considered as members of the Executive Committee during their tenure of office or term, as applicable.

Of the twelve (12) Executive Committee members elected by the Members of the Corporation, four (4) shall be elected each year for a three (3) year term to replace four (4) members whose terms expire during that year. Of the four (4) members to be elected during any given year, one (1) member shall come from each of the four (4) zones within the Texas Section that are differentiated as follows:

- Northeast: All persons living in an area whose postal ZIP code begins with 75, plus those persons whose postal ZIP code begins with 766 and 767.
- Northwest: All persons living in an area whose postal ZIP code begins with 79 or 76, except those persons whose postal ZIP code begins with 765, 766, 767, and 768.
- Southeast: All persons living in an area whose postal ZIP code begins with 77.
- Southwest: All persons living in an area whose postal ZIP code begins with 78, plus those persons living in an area whose postal ZIP code begins with 765 or 768.

Any Executive Committee member chosen to represent any particular zone shall be a resident of that zone. The nomination and election of members of the Executive Committee, except as may be provided for in this Constitution, shall be as prescribed in the Bylaws. Any member of the USTA Board of Directors residing in the Texas Section boundaries shall automatically become a vice president of the Corporation during the term of USTA office.

- B. No person shall be eligible for successive terms as a member of the Executive Committee, except the officers, the Presidential Appointees and the Past Presidents.
- C. The day-to-day operations of the Corporation may be managed by a Management Committee, if so ordered by the Executive Committee, composed of the officers of the Corporation.

#### **ARTICLE IV: OFFICERS**

- A. The officers of the Corporation shall consist of a president, three (3) vice presidents, a secretary, a treasurer, the USTA Delegate of the Corporation, and the Chairperson of the Nominating Committee of the Corporation. No person shall hold two offices except that another officer may act as USTA Delegate if the elected USTA Delegate is not available. Officers shall be elected by the Executive Committee. The Corporation may have such additional officers as determined by the Executive Committee or as required pursuant to this Constitution or the Bylaws of the Corporation.
- B. Except as set out in this Constitution, nominations and elections of officers shall be as set out in the Bylaws.

#### **ARTICLE V: GENERAL PROVISIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for

public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the Executive Committee (or any liquidating receiver or trustee) shall cause such remaining assets of the Corporation to be distributed to a successor organization, if any, or, if there is no successor organization, to the USTA, provided the successor organization or the USTA is then qualified as an exempt organization under either Section 501(c)(3) or Section 501(c)(4) of the Code. If the USTA is not then qualified as an exempt organization under either Section 501(c)(3) or Section 501(c)(4) of the Code, such remaining assets shall be distributed to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee (or any liquidating receiver or trustee) shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In furtherance of the foregoing purposes, the Corporation shall have and exercise any and all other powers which a nonprofit corporation organized under the provisions of the laws of the State of Texas. The Corporation does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

## **ARTICLE VI: AMENDMENTS**

Amendments to the Constitution may be made at any regular annual Member meeting or special meeting of the Members by a vote of at least two-thirds (2/3) of all the votes cast at such meeting, provided there is a quorum present, and provided that at least ten (10) days before each meeting, a notice of the proposed amendment has been sent to each Member of the Corporation eligible to vote.

*A true copy as amended and adopted Feb. 15, 2009.*

# **AMENDED AND RESTATED BYLAWS OF USTA TEXAS**

**As Amended June 26, 2011**

## **ARTICLE I: STRUCTURE AND PURPOSE**

**Section 1. Structure.** USTA Texas (the “Corporation”) is a nonprofit corporation organized under the laws of the State of Texas, as required by the provisions of Texas Non-Profit Corporation Act, as amended or superseded by any successor statute (the “Act”).

**Section 2. Purposes.** The Corporation shall have purposes as provided in its Articles of Incorporation, as such may be amended or restated from time to time.

**Section 3. Members.** The Corporation shall have Members as provided in its Articles of Incorporation, these Bylaws and Constitution.

## **ARTICLE II: OFFICES**

**Section 1. Principal Office.** The principal office of the Corporation shall be located at such location as shall be selected by the Executive Committee. The Corporation may have such other offices as the Executive Committee of the Corporation may determine or as the affairs of the Corporation may require from time to time.

**Section 2. Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Act and as provided in the Articles of Incorporation. The registered office may be, but need not be, identical to the principal office of the Corporation. The Executive Committee may change the registered office and the registered agent as permitted in the Act.

## **ARTICLE III: MEMBERSHIP**

**Section 1. General.** The Corporation shall have two classes of Members, Organizational Members and Individual Members (together, the “Members”), as such terms are defined in the current Bylaws of the USTA. The Members of the Corporation shall have the rights, powers and privileges granted under these Amended and Restated Bylaws.

**Section 2. Admitting Members and Renewing Membership.** Clubs, educational institutions, camps, recreation departments and other organizations interested in the promotion of tennis, and individual and honorary members of the United States Tennis Association (the “USTA”) residing within the Texas Sectional Association of the USTA (as defined in the current Bylaws of the USTA) (the “TSA”) are eligible for Membership in the Corporation. A Member may be deemed to reside within the TSA when the Member lives and has a residence address within the boundaries of the TSA with the intent to make the area of the TSA a fixed and permanent home, as distinguished from a temporary or transient presence. Membership dues and qualifications, rights, and duties of members, to the extent not set out in these Bylaws, shall be as provided in the Constitution or as set out in the USTA’s Bylaws or USTA’s Constitution.

**Section 3. Dues and Voting Rights.** Dues and voting rights of Members shall be provided in the USTA's Bylaws or the Corporation's constitution and Members shall have no voting or other rights in the Corporation except as may be specifically provided therein; provided, however, that each voting Member shall have one vote on all matters requiring Member approval.

On any proposal, election or other matter to be decided by a vote of the Membership of the Corporation, the voting status of Members shall be determined as set out above and a majority (except for instances where a greater or lesser margin is provided for) of the total votes cast at a meeting of the Members, at which a quorum is present, shall control.

A Member shall pay all required dues on or before December 31 of each year and no Member shall be entitled to vote at any meeting of the Corporation or on any proposal pending before the USTA if the Member is not then in good standing with all dues and sanction fees paid.

**Section 4. Annual Meeting of the Members.** An annual meeting of the Members shall be held in the month of December of each year or during the first sixty (60) days of the following year, at the discretion of the President. Except as otherwise provided in these Bylaws, Robert's Rules of Order shall be the rules of order for all meetings of the Members of the Corporation and all meetings of any committee or task force of the Corporation. Each Member having a voting right under the USTA Bylaws or the Corporation's Constitution shall be entitled to one vote on each matter submitted to a vote of the Members and may have one delegate admitted to the annual meeting, either in person or by proxy.

In addition to the electing of the members of the Executive Committee at the annual meeting, the Members or their delegates shall be entitled to propose for presentation to the Executive Committee for the ensuing year any programs or changes which the Members or their delegates by majority vote agree to recommend. At least sixty (60) days prior to such annual meeting, any Member desiring to have a recommendation voted upon shall submit such recommendation in writing to the President, and the President shall cause all such recommendations so received to be placed upon the agenda of the meeting. Final adoption of the recommendation shall be at the discretion of the Executive Committee, but the Executive Committee shall only reject such recommendation for good cause.

The annual meeting shall be presided over by the then-sitting President.

Member meetings may be held by mail, electronic transmission, or in person.

**Section 5. Special Meetings of the Members.** A special meeting of the Members may be called at any time, at the discretion of the Executive Committee, and at least fifteen (15) days notice thereof shall be mailed to each voting Member of the Corporation (as determined by the Corporation's bylaws or constitution) by the secretary, stating the object of the special meeting. Only those matters specified in the notice shall be considered at such special meeting.

**Section 6. Quorum.** At all meetings of the Members of the Corporation, one-tenth (1/10) of the total voting strength shall constitute a quorum, and a majority of such persons having voting authority present at such meeting shall control on all questions unless otherwise provided by law or in the Constitution or in these Bylaws.

**Section 7. Proxies.** A Member entitled to vote at a meeting of Members of the Corporation may vote by proxy. All proxies must be in writing, must bear the signature of the member giving the proxy, and must specify the date on which they are executed. No proxy is valid after eleven (11) months from the date of its execution, unless the proxy specifically states a later date. Proxies are not valid if they purport to be valid to an indefinite date in the future. All proxies must be received by the Corporation on or before the deadline specified in the meeting notice. Persons named to cast the proxy vote must be present in order to do so. A credentials committee comprised of the President, Secretary and Treasurer, or their respective designees, shall determine the validity of any proxies received. Votes validly cast by proxy shall be counted toward the establishment of a quorum.

**Section 8. Resignations, Expulsions and Suspensions.** Resignations, expulsions and suspensions of Members shall be as provided for in the Constitution, Bylaws, and Rules and Regulations of the USTA.

#### **ARTICLE IV: EXECUTIVE COMMITTEE**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by an Executive Committee.

**Section 2. Composition of Executive Committee.** The Executive Committee shall consist of twelve (12) persons who shall be elected by the Members of the Corporation, of which four (4) such persons shall be elected annually, plus (i) the Officers of the Corporation, (ii) each past president of the Corporation, and (iii) four (4) other individuals appointed by the President of the Corporation (the "Presidential Appointees"), each of whom shall serve a term concurrent with the term of office of the President, subject to the approval of the Executive Committee.

The Officers of the Corporation and the four (4) Presidential Appointees, shall, for all purposes, be considered as members of the Executive Committee during their tenure of office or term, as applicable.

**Section 3. Election and Term.** Of the twelve (12) Executive Committee members elected by the Members of the Corporation, four (4) shall be elected each year for a three (3) year term to replace four (4) members whose terms expire during that year. Of the four (4) members to be elected during any given year, each must be presented for nomination by a Qualified (as hereinafter defined) Community Tennis Association (CTA) from his or her respective zone with the restriction that no more than two (2) elected Executive Committee members at a time be from the same Qualified CTA, and one (1) member shall reside in each of the four (4) zones within the TSA that are differentiated as follows:

Northeast: All persons residing in an area whose postal ZIP code begins with 75, plus those persons residing in an area whose postal ZIP code begins with 766 and 767.

Northwest: All persons residing in an area whose postal ZIP code begins with 79 or 76, except those persons residing in an area whose postal ZIP code begins with 765, 766, 767, and 768.

Southeast: All persons residing in an area whose postal ZIP code begin with 77.

Southwest: All persons residing in an area whose postal ZIP code begins with 78, plus those persons residing in an area whose postal ZIP code begins with 765 or 768.

Any Executive Committee member elected to represent any particular zone shall be a resident of that zone, as determined under Article III of these Bylaws. No person shall be eligible for successive terms as a member of the Executive Committee, except the Officers of the Corporation, Presidential Appointees and Past Presidents.

The term “Qualified Community Tennis Association” and “Qualified CTA” shall mean any CTA that has been designated as “qualified” by the Corporation.

**Section 4.**     **Removal.** Any member of the Executive Committee may be removed for any reason and at any time at a regular or special meeting of the Executive Committee called for such purpose.

**Section 5.**     **Vacancies.** Any vacancy in the Executive Committee, however created, shall be filled by a majority of the remaining members of the Executive Committee at the next regular or special meeting of the Executive Committee, even though a quorum is not present, for the unexpired term; provided, however, in the event of a vacancy among the Presidential Appointees, the President shall appoint a person to fill such vacancy, subject to the approval of the Executive Committee.

**Section 6.**     **Meetings.** The Executive Committee shall hold two (2) regular meetings each year on dates as follows: (1) in June or July (the exact date to be determined by the President of the Corporation and notice thereof provided to all members of the Executive Committee at least ten (10) days prior to the scheduled date), and (2) immediately following the annual meeting of the Members. The then-sitting Officers shall preside at the meeting immediately following the annual meeting of the Members and shall then install the newly elected members of the Executive Committee.

Except as provided above, no notice shall be required for any regular meeting of the Executive Committee, and notice of any other meeting may be waived in writing either before or after the meeting. Attendance at any meeting shall constitute waiver of notice except where such attendance is solely to object to the validity of such meeting.

Meetings may be held by mail, electronic transmission, or in person.

**Section 7.**     **Special Meetings.** The President may, or at the request of any three (3) members of the Executive Committee shall, call a special meeting of the Executive Committee by giving at least five (5) days written notice to each member of the Executive Committee of the time and place of the meeting. The notice shall also state the subjects to be considered at such meeting, but the Executive Committee may consider, at any special meeting, any and all questions that could be considered at any regular meeting.

**Section 8.**     **Quorum.** At least ten (10) Executive Committee members shall constitute a quorum at any meeting of the Executive Committee; provided, however, at least five (5) of the Executive Committee members elected by vote of the Members must be included in such number in order for a quorum to be established. At any meeting of the Executive Committee at which a

quorum is established, approval of any matter by a majority of the Executive Committee members present at such meeting shall constitute approval of such matter by the Corporation. Attendance must be in person and may not be by proxy.

**Section 9. Voting Rights.** On any proposal, election or other matter on which the Corporation has a right to vote as a section of the USTA, including, but not limited to matters to be decided at the annual meeting of the USTA or any special meeting thereof, the Corporation shall cast the vote of the Corporation as shall be determined by the Executive Committee. The Executive Committee may delegate this determination to the Management Committee and/or the USTA Delegate or alternate delegate.

**Section 10. Proxy.** Voting at the Executive Committee meetings may not be by proxy.

## **ARTICLE V: COMMITTEES**

**Section 1. Committees.** The Executive Committee may, from time to time, designate individuals to constitute such committees that shall have and may exercise such powers as the Executive Committee may determine in accordance with the Corporation's Articles of Incorporation, Bylaws and Constitution.

**Section 2. Standing Committees.** The Corporation shall have the following standing committees: Awards, Budget & Finance, Community Development, Constitution and Rules, Discipline and Grievance, Membership, and Communications, whose members shall be appointed by the President, subject to approval of the Executive Committee. The Nominating Committee shall function from year to year, but its membership is governed as hereinafter provided. From time to time, as deemed necessary or convenient, the President may appoint or authorize the selection or appointment of committees to perform delegated functions and to perform such other functions as may be deemed appropriate for committee action. All members of the Executive Committee, and of all other committees of the Corporation, must be individual members, in good standing, of the USTA.

**Section 3. President as Committee Chairperson.** The President shall be a member of all committees, except the Nominating Committee, and shall serve as Chairperson of each committee, except the Nominating Committee, unless he or she designates another Chairperson. The Chairperson of each committee shall preside at all committee meetings and be responsible therefor (except that, when necessary, such Chairperson may appoint another member of the committee to preside at a committee meeting or be responsible therefor); give notice of all meetings; communicate and confer with all committee members; and where necessary or convenient, prepare and submit a report of any action taken by such committee.

**Section 4. Management Committee.** The day-to-day operation of the Corporation may be managed by a Management Committee composed of the Officers of the Corporation.

**Section 5. Nominating Committee.** The Nominating Committee shall propose nominees for election as Officers of the Corporation and as members of the Executive Committee. The method of election of the Nominating Committee, and its express duties and governing procedures, are as follows:



(A) Members. The Nominating Committee shall have five (5) members: one member from each of the four (4) geographic zones of the Corporation, as defined in the USTA Texas Bylaws, and the immediate past USTA Delegate of the Corporation, who shall serve as Chairperson of the Nominating Committee. Should the immediate past delegate be unable to serve, the next most recent past President of the Corporation who is available shall serve. At the end of its term, but no later than November 1<sup>st</sup> of every even numbered year, each sitting Nominating Committee shall select nominees to replace the members of such sitting Nominating Committee. The Executive Committee shall then either ratify or reject the election of such nominees to the Nominating Committee at the Executive Committee meeting to be held immediately after the Corporation's annual Member meeting. A written report naming the nominees for Nominating Committee membership shall be filed with the Secretary of the Corporation no later than thirty (30) days prior to the Corporation's annual Executive Committee meeting for the relevant odd year so that the proposed nominees may be listed in the notice of such annual meeting. If the Executive Committee determines that the election of a nominee(s) for membership on the Nominating Committee should not be ratified or approved, the Executive Committee shall, by majority vote of Executive Committee members present at a meeting at which a quorum is present, select an alternative person(s) to serve on the Nominating Committee.

(B) Term. Each member of the Nominating Committee shall serve for a term of two (2) years. No person may serve consecutive terms on the Nominating Committee; provided, however that to ensure continuity and an historical knowledge base, one (1) member of the Nominating Committee may be elected to serve consecutive terms, but only for two (2) consecutive terms, as long as that member is not from the same geographic zone of the Corporation as the incoming Chairperson for the Nominating Committee. While serving on the Nominating Committee, no member of the Nominating Committee shall be nominated for election as an Officer of the Corporation and/or a member of the Executive Committee.

(C) Duties.

(1) The Nominating Committee shall select nominees to be elected to the Executive Committee of the Corporation by the Members. It will obtain candidates from Qualified CTA's from each of the four (4) Zones defined in Article IV, Section 3. It shall obtain from each proposed nominee his or her consent in writing to be nominated and to serve if elected, and shall file a written report naming the proposed nominees with the Secretary of the Corporation no later than thirty (30) days prior to the annual Member meeting, so that the proposed nominees may be listed in the notice of the annual Member meeting for that year.

(2) The Nominating Committee shall also select nominees for Officers of the Corporation for the following two years. It shall obtain from each proposed nominee his or her consent in writing to be nominated and to serve if elected; and shall file a written report naming the proposed nominees with the Secretary of the Corporation no later than thirty (30) days prior to the semiannual meeting of the Executive Committee to be held in June or July, so that the proposed nominees can be listed in the required meeting notice.

(3) The Nominating Committee shall also select nominees to fill unexpired terms of any Executive Committee members unable to serve. All nominees selected by the Nominating

Committee for any office or position shall be subject to applicable election requirements set forth in the Corporation's Constitution and these Bylaws.

(D) Governing Procedures. It is the express duty of the Nominating Committee and its members to select the most qualified nominees for election to an office or position with the Corporation. Each candidate for nomination as an Officer of the Corporation, or as a member of the Nominating Committee, shall be required to submit a written resume showing multi-year involvement with the Texas Section for review by the Nominating Committee, otherwise such person shall not be considered for nomination. Each alternating year the Nominating Committee shall publish written notice in an official Corporation publication that it is seeking candidates for nomination as Officers of the Corporation and members of the Nominating Committee, as applicable, and that the resumes of such candidates must be received by the Nominating Committee no later than: (x) April 1<sup>st</sup> of even numbered years for Nominating Committee candidates; and (y) October 31<sup>st</sup> of odd-numbered years for Officer candidates. These deadlines may be extended by as much as sixty (60) days if deemed appropriate by the Nominating Committee. The Nominating Committee shall provide each such candidate with an opportunity to interview personally with the Nominating Committee. Such interviews shall be conducted as follows: (x) with respect to Nominating Committee Candidates, during the Executive Committee's semiannual meeting held in June or July of even numbered years; and (y) with respect to Officer candidates, in even numbered years during the annual Executive Committee meeting. The Nominating Committee shall select each nominee for any office or position with the Corporation by recorded majority vote of those members constituting a quorum. Any three (3) members of the Nominating Committee shall constitute a quorum. The Chairperson of the Nominating Committee shall vote only in the case of a tie vote among other members. Except as otherwise provided herein, the Nominating Committee may conduct its business by mail, electronic transmission or in person.

(E) Vacancies. Other than a vacancy with respect to the Chairperson (which shall be filled as provided Section 5(A) of Article V above), a vacancy of the Nominating Committee shall be filled by a majority of the remaining members, even though the remaining members may be less than three (3) in number.

(F) Miscellaneous. Except for matters expressly addressed in this Section 5 of Article V, the business and proceedings of the Nominating Committee shall be governed by the provisions of the Constitution, Bylaws, rules and policies of the USTA which govern the USTA Nominating Committee.

**Section 6. Committee Meetings.** Meetings of any committee of the Corporation (including, without limitation, meetings of the Executive Committee) may be held by mail, electronic transmission, conference call or in person. Visitors shall not participate in the meetings unless requested to do so by the presiding Officer or by a majority of the committee members present.

## **ARTICLE VI: OFFICERS**

**Section 1. Number, Titles and Term of Office.** At its semi-annual meeting in June or July of each even numbered year, the Executive Committee shall elect Officers as follows: President, three (3) Vice Presidents, Secretary, Treasurer, USTA Delegate, and Chairperson of the

Corporation's Nominating Committee to serve for the ensuing two calendar years beginning January 1 of the odd numbered years. If the Corporation's outgoing President is available and willing to serve as the USTA Delegate, he/she will automatically be considered for nomination to the office of USTA Delegate by the sitting Nominating Committee. If the Corporation's outgoing USTA Delegate is available and willing to serve as the Chairperson of the Nominating Committee, he/she will automatically be nominated to act as Chairperson of the Nominating Committee by the sitting Nominating Committee. Compensation, if any, for each Officer shall be fixed by the Executive Committee. The Officers elected in June or July shall be entitled to attend all Executive Committee meetings held prior to their installation and shall be given notice of any such meeting where notice is required.

**Section 2. Removal.** The Executive Committee, at any regular or special meeting called for that purpose, may remove from office any Officer, for any reason and at any time.

**Section 3. Vacancies.** In case one or more vacancies shall occur in the elected Officers, the remaining Management Committee members shall nominate the replacement(s) and the Executive Committee shall, by majority vote of committee members present at a meeting at which a quorum is present, elect a successor(s) for the unexpired term(s).

**Section 4. Powers and Duties of the President.** At all meetings of the Executive Committee and the Corporation, it shall be the duty of the President to preside, to preserve order and to appoint all committees. The President shall be a member of all committees, except the Nominating Committee. All Officers shall assist the President in performance of his or her duties.

**Section 5. Powers and Duties of the Vice Presidents.** During an absence of the president, a vice president shall exercise all power of the president. The order of designation to act shall be (1) Vice President Administration, (2) Vice President Competitive Tennis, and (3) Vice President Recreational Tennis.

**Section 6. Powers and Duties of the Treasurer.** The Treasurer shall keep an account of all moneys received and paid. The Treasurer shall liquidate all properly authorized bills against the Corporation and shall report, in writing, the state of the finances at the annual Member meeting and at such other times as may be required by the Executive Committee. The Treasurer shall also be responsible for the preparation and submission of all tax reports and other required financial reports.

**Section 7. Powers and Duties of the Secretary.** The Secretary shall keep the minutes of the annual Member meeting and the Executive and Management Committee meetings. A copy of these minutes shall be filed at the Corporation's principal office.

**Section 8. USTA Delegate.** The USTA Delegate shall attend regular or special meetings of the USTA and represent the Corporation at such meetings. The Delegate shall exercise his/her judgment on matters considered at such USTA meetings, except that the Delegate shall be bound by any instructions given by the Executive Committee.

**Section 9. Additional Executives.** The Corporation may employ an executive director/secretary and other employees as determined by the Executive Committee. The duties

of the employees shall be as prescribed by the Executive Committee, with the President being responsible for their immediate supervision.

## **ARTICLE VII: AMENDMENTS**

These Bylaws may be amended by a majority vote of members of the Executive Committee present and voting at any meeting of the Executive Committee at which a quorum is present, provided that at least ten (10) days prior to any such meeting, written notice of the meeting and a copy of any proposed amendments have been mailed to each member of the Executive Committee. Any proposed amendments to be considered by the Executive Committee must be submitted in writing to the Secretary of the Corporation at least thirty (30) days prior to the Executive Committee meeting at which they are to be considered. Proposed amendments to be made by the Executive Committee may only be submitted by a member of the Executive Committee or by the chairperson of a committee of the Corporation (provided that the Corporation's committee has, by a majority vote, specifically authorized the chairperson to do so at least thirty (30) days prior to the Executive Committee meeting at which they are to be considered). The Executive Committee shall consider no other proposed amendment.

In between regular meetings of the Executive Committee, these Bylaws may also be amended by a majority vote of members of the Management Committee present and voting at any meeting of the Management Committee at which a quorum is present. A copy of each amendment made by the Management Committee shall be sent to each member of the Executive Committee within thirty (30) days after such action. The Management Committee action in amending these Bylaws must be approved by a majority vote of the Executive Committee, where a quorum exists, at the next-scheduled Executive Committee meeting for such amendment to become permanent.

The Constitution and Rules Committee, in consultation with the President, may make language and stylistic changes to the Bylaws considered advisable by them to implement the intent of the Bylaws and may make conforming changes to avoid inconsistencies. Such changes shall be reported to the Executive Committee within thirty (30) days after such action and are subject to repeal by a majority vote of the Executive Committee at the next-scheduled Executive Committee meeting.

## **ARTICLE VIII: INDEMNIFICATION**

Subject to the determination of the Executive Committee required pursuant to Article 1396-2.22A(F) of the Act, the Corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (a) is or was a director, committee member or officer of the Corporation or (b) while a director, committee member or officer of the Corporation, is or was serving at the request of the Corporation as a director, committee member, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the Act, as the same exists or may hereafter be amended. Any repeal or amendment of this Article VIII shall be prospective only and shall not limit the rights of any such director, committee member or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director, committee member or officer in

any of the foregoing capacities prior to any such repeal or amendment to this Article VIII. Such right shall include the right to be paid by the Corporation expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Executive Committee or any committee thereof or established thereby, independent legal counsel, or members) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor any actual determination by the Corporation (including its Executive Committee or any committee thereof or established thereby, independent legal counsel, or members) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advance is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, directors or executive committee, agreement, or otherwise.

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

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.