

United States Tennis Association Middle States Eastern Pennsylvania District Bylaws

ARTICLE I NAME

Section 1.1 This organization shall be known as the United States Tennis Association Middle States Eastern Pennsylvania District hereinafter referred to as USTA MS EPD or "EPD".

ARTICLE II PURPOSE

Section 2.1 The purpose of the USTA MS EPD is to promote and develop the growth of tennis, focusing on the establishment of competitive, developmental, educational and recreational programs for everyone, and to promote health, character, high standards of fair play, sportsmanship and social responsibility in the territory designated by the United States Tennis Association (hereinafter referred to as the "USTA") as the Eastern Pennsylvania District.

ARTICLE III JURISDICTION

Section 3.1 The USTA MS EPD is an administrative unit of the United States Tennis Association/Middle States. It is not a separate legal entity and is subject to the Bylaws of the USTA/MS, which shall prevail in the event of a conflict. USTA MS EPD shall have jurisdiction over the territory as provided in the Bylaws of the USTA. The area over which USTA MS EPD has jurisdiction has been designated by the USTA MS Section as the counties of Berks, Carbon, Lackawanna, Lehigh, Luzerne, Monroe, Northampton, Pike, Schuylkill, Susquehanna, Wayne and Wyoming counties as provided in the Bylaws of the USTA MS.

ARTICLE IV MEMBERSHIP

Section 4.1 The membership of the USTA MS EPD shall consist of all individuals and organizations residing or located within the geographic area of the USTA MS EPD who are members in good standing of the USTA.

Section 4.2 The membership of the USTA MS EPD shall be a non-voting membership.

Section 4.3 An organization or individual may only hold membership in the USTA MS EPD through the USTA.

Section 4.4 No person who is or was a member of this organization shall be liable, solely by reason of being a member, under an order of a court or in any other manner for a debt, obligation or liability of the organization of any kind or for acts of any member or representative of the organization.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 The Board of Directors of the EPD shall consist of: President/MS Delegate, 1st Vice President, Seven [7] Vice Presidents, Treasurer, Secretary, Immediate Past President, and the chairpersons of the standing committees.

Section 5.2 The Executive committee of the USTA MS EPD shall be as follows: President/Delegate, 1st Vice President, Seven [7] Vice Presidents, Treasurer, Secretary, and Immediate Past President.

Section 5.3 All those serving on the Board of Directors must be USTA members.

Section 5.4 The Board shall have full legislative, executive and administrative authority for the EPD and its entire business and financial affairs, without limiting the generality of the foregoing. The Board shall have the power and duty to see that the provisions of the Constitutions, Bylaws, Standing Orders and Regulations of the USTA, USTA MS and EPD and the resolutions of their respective Boards of Directors are complied with; to approve contracts or other writings and authorize execution of the same by officers or other representatives of the EPD; to formulate and enforce Bylaws, Standing Orders, Regulations or other rules for the EPD; to approve and amend the annual budget of the EPD and to take such other actions and decide such questions concerning the business and affairs of the EPD and its programs and activities as shall be presented to the Board for action or as it shall determine on its own motion to consider.

ARTICLE VI MEETINGS OF THE BOARD

Section 6.1 A meeting of the Board of Directors shall be held at such time and place as the Board of Directors may determine for the election of directors and for the transaction of such other business as may properly come before the meeting. Each director elected by the Board of Directors shall hold office until the expiration of the term [Jan.1-Dec.31] for which he/she was elected and until his/her successor has been elected and qualified or until his/her death, resignation or removal. A minimum of four Board meetings shall be held during the calendar year.

Section 6.2 The annual meeting of the Board of Directors shall be held prior to the USTA MS annual meeting. At least twenty (20) days before the USTA MS EPD annual meeting, a written notice announcing the annual meeting shall be sent to members of the Board of Directors.

Section 6.3 The presence of not less than seven (7) members of the Board of Directors, including no less than four (4) members of the Executive Committee, shall constitute a quorum at any open meeting. A majority of votes cast will be sufficient to enact any motion. If a quorum shall not be present at any meeting of the directors, the directors present may adjourn the meeting. Except as otherwise specifically provided in these Bylaws, all matters coming before the Board of Directors shall be determined by a majority of those directors present and voting, and each director shall be entitled to cast one(1) vote. Specifically, no director shall be permitted to vote in more than one capacity.

ARTICLE VII NOMINATING COMMITTEE

Section 7.1 The Nominating Committee will consist of three members of the USTA MS EPD. The term of service will be for two (2) years and they will assume their responsibilities within ten (10) days after the new Board of Directors take office. The President will appoint this committee and chairperson, and they shall be members of three (3) different counties within USTA MS EPD. It shall be the duty of the Nominating committee to select candidates for the slate of officers as provided for in these Bylaws, and also their responsibility to contact members selected by them, securing their approval as candidates for office.

Section 7.2 A vacancy on the Board of Directors shall be filled by the Nominating Committee with the approval of the Board of Directors. Persons so elected shall serve until the expiration of the original term of office. If a candidate of the Nominating Committee for any executive office shall not be approved by the Board, the Nominating Committee shall as promptly as practicable select and propose for Board approval another candidate for such office. In addition to the nominations made by the Nominating Committee, nominations for officers may be made by petition executed by at least three (3) members of the Board of Directors, notice of which shall be mailed to all directors at least twenty (20) days prior to the meeting at which the election shall take place. No nominations will be taken from the floor.

Section 7.3 The slate of officers shall be presented to the Board of Directors and approved no later than the October meeting in an election year.

Section 7.4 No person may hold the position of President for two consecutive terms, but may hold said position again after the expiration of one intervening term.

ARTICLE VIII COMMITTEES

Section 8.1 The President may, by a resolution adopted by the majority of the members present of the EPD Board, designate one or more standing committees. Each such committee is to consist of one or more of the directors of the Board. The President may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided by resolution or in these Bylaws shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the EPD Board. In addition to the foregoing committees the President may appoint one or more ad hoc committees, and designate the functions and membership thereof, which may include non-directors, which committees shall not exercise the authority of the Board of Directors unless, and only to the extent specifically authorized by resolution of the Board of Directors. Unless otherwise provided in these Bylaws, members of standing committees shall be appointed for a two-year term or less, if the Board of Directors and members of ad hoc committees sooner terminate such term, for a term determined by the President.

Section 8.2 President has the power to appoint an executive secretary, who is subject to board approval. The executive secretary shall have no vote, unless appointed as a chair of a standing committee.

ARTICLE IX PROCEDURE

The current edition of "Roberts Rules of Order" shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the *USTA MS EPD*. At every Board of Directors meeting the Secretary (or Executive Secretary) shall have available the *USTA MS EPD* By-laws and a copy of Roberts Rules of Order.

ARTICLE X AMENDMENTS

Amendments to these Bylaws may be made at any meeting of the Board of Directors, at which a quorum is present, after twenty (20) days written notice has been given to the members of the Board of Directors upon a vote of at least two- thirds of the members of the Board of Directors, who are present and voting.

These amended bylaws adopted May 23, 2011 at a regular EPD meeting replace the EPD Bylaws adopted November 21, 2010 at a regular EPD Meeting.