

BYLAWS OF USTA SOUTHWEST SECTION, INC.

Amended 11/2014

ARTICLE I - NAME

The name of this nonprofit corporation shall be USTA Southwest Section, Inc. (hereinafter "USTA SWS").

ARTICLE II - AFFILIATION WITH UNITED STATES TENNIS ASSOCIATION, INC.

The USTA SWS is a sectional association of the United States Tennis Association Incorporated (hereinafter "USTA") and is empowered by the USTA to fulfill the constitutional purposes of the USTA and to manage the sport of tennis in the geographical area of the USTA SWS in accordance with the Constitution, Bylaws, and Regulations of the USTA.

ARTICLE III – PURPOSES

The purposes of the USTA SWS are: to promote the development of tennis as a means of healthful recreation, physical fitness, and athletic competition; to promote the maintenance of high standards, fair play, and good sportsmanship; to encourage, sanction, and conduct tennis tournaments and events open to all individuals without regard to race, age, creed, sexual orientation, color, national origin, disability, or sex, and under the best conditions possible as to effectively promote the game of tennis to the general public; provided, however, participation in divisions of tournaments and other events may be restricted on the basis of sex or age; to maintain and enforce the Rules of Tennis determined by the International Tennis Federation; to maintain and enforce the regulations and policies established by the USTA and the USTA SWS; and to carry on other similar activities permitted to be carried on by nonprofit corporations under the laws of Arizona.

ARTICLE IV - MEMBERS

SECTION 1. MEMBERSHIP

The membership of the USTA SWS shall consist of District Associations, Organization Members, and Individual Members in the State of Arizona, the State of New Mexico, and the county of El Paso in the State of Texas. By accepting USTA SWS membership, a member agrees to follow its Constitution, Bylaws, Regulations and Policies, and to exhaust all administrative remedies provided therein in each controversy or complaint involving participation in the activities of the USTA, and of the USTA SWS and its District Associations and Organization Members.

SECTION 2. MEMBERSHIP CATEGORIES

(a) DISTRICT ASSOCIATIONS

(1) Authority of District Associations:

The USTA SWS may contain one or more District Associations, which shall be empowered by the USTA SWS to fulfill the constitutional purposes of the USTA SWS and the USTA and to manage the sport of tennis in their respective geographical areas.

(2) Establishment of boundaries:

Each District Association shall have specific and exclusive geographic areas defined by county boundaries and/or zip codes established by the USTA SWS. A District Association must be endorsed by the USTA SWS Board of Directors (hereinafter "Board"), who shall determine the geographic area of a District Association. Any change in geographic area must have the approval in writing of all District Associations that are affected and requires a two-thirds (2/3) vote of the USTA SWS Board. Any change in geographic area will be effective on December 31 of the year in which the change occurred.

(3) Territories of District Associations

Each District Association shall be identified, and the geographic area assigned to each District Association shall be as follows:

USTA Greater El Paso

Of the state of Texas, the zip codes within the county of El Paso; and of the state of New Mexico, zip codes 88008, 88063, 88021, 88072, 88058 and 88081 in the county of Dona Ana

USTA Southern New Mexico	Of the state of New Mexico, the counties of Otero, Luna, Hidalgo, Grant, and Sierra and the zip codes within the county of Dona Ana, except the zip codes of 88008, 88063, 88021, 88072, 88058 and 88081.
USTA Southeast New Mexico	Of the state of New Mexico, the counties of Eddy, Lea, Roosevelt, Chaves, Curry, and Lincoln
USTA Northern New Mexico	Of the state of New Mexico, the counties of Bernalillo, Cibola, DeBaca, Guadalupe, McKinley, Quay, Socorro, Torrance, Valencia, Colfax, Harding, Los Alamos, Mora, Rio Arriba, San Juan, San Miguel, Santa Fe, Taos, Union, Sandoval, and Catron
USTA Southern Arizona	Of the state of Arizona, the counties of Pima, Yuma, Greenlee, Graham, Santa Cruz, Cochise, and the zip codes of Arizona City, Eloy, Red Rock, Oracle, San Manuel, Mammoth, Dudleyville, and Kearny in the county of Pinal
USTA Central Arizona	Of the state of Arizona, the counties of Maricopa and Gila; and the zip codes of Casa Grande, Coolidge, Apache Junction, Florence, Payson, Strawberry, Pine; the zip codes in the City of Maricopa in the county of Pinal; and the zip codes in Forest Lakes in the county of Coconino
USTA Northern Arizona	Of the state of Arizona, the counties of Yavapai, Navajo, and Mohave; and all the zip codes of the county of Coconino, excepting the zip codes in Forest Lakes

(4) Governance:

Each District Association shall be governed by the bylaws, regulations, and policies as it may adopt from time to time. The bylaws, regulations, and policies shall be consistent with those of the USTA SWS and the USTA and are subject to review and approval of the USTA SWS Board. The Board shall have the authority to impose sanctions on a District Association for cause, as defined in Article VII, Section 2, of these Bylaws.

(b) ORGANIZATION MEMBERS

The USTA SWS may contain any of the following organizations:

(1) CLUBS:

Any private or commercial club, resort, hotel, condominium, apartment complex or homeowners' association that controls and maintains tennis playing facilities

(2) SCHOOLS:

Any elementary or secondary school, school district, college, university, or other educational institution

(3) PARKS AND RECREATION DEPARTMENTS:

Any municipal, county, or other public entity that fosters tennis activities

(4) PROGRAM DELIVERY OR SERVICE ORGANIZATIONS AND OTHER ENTITIES:

Any other organization or private entity, including a limited or single focus tennis association that actively conducts, controls, or supervises tennis activities or is interested in the promotion of tennis

(c) INDIVIDUAL MEMBERS

Any individual interested in the purposes of the USTA is eligible for USTA membership. USTA SWS members must reside within the geographic area specified in Article IV, Section 1, and be a member in good standing of the USTA. An individual may have only one USTA membership.

(d) HONORARY MEMBERS

Honorary membership may be conferred upon such worthy persons as may be elected by the Executive Committee of the USTA.

ARTICLE V - DUES AND VOTING RIGHTS AND STRENGTH

SECTION 1. DUES

Dues shall be paid directly to the USTA.

- (a) Organization Members shall pay dues consistent with the Bylaws of the USTA.
- (b) Individual Members shall pay dues consistent with the Bylaws of the USTA.
- (c) District Associations shall pay the same amount of USTA dues as a Program Delivery or Service Organization
- (d) Honorary Members shall not pay dues.

SECTION 2. VOTING RIGHTS AND STRENGTH

The voting members of the USTA SWS shall be District Associations and Organization Members. District Associations shall each have twenty-five (25) votes. The voting strength of each Organization Member shall be: one vote for each dollar of dues received from it by the USTA, except that schools, as defined in Article IV, Section 2(b), shall each have one (1) vote. Honorary Members and Individual Members shall have no vote. Voting strength shall be determined by the USTA Membership Report dated December 31 of the immediately preceding year.

SECTION 3. PROXIES

Each District Association and each Organization Member, excepting schools, may appoint one or more proxies to vote on behalf of the District Association or the Organization Member at all Membership Meetings of USTA SWS. Schools may appoint one (1) proxy for each school. The vote of a District Association or an Organization Member, except for a school, may be split. The vote of a school may not be split. Proxies must be signed by a duly authorized officer of the District Association or the Organization Member and returned to the Secretary.

SECTION 4. NOTIFICATION

Voting members are entitled to notice of all meetings of the USTA SWS Membership; and all members, whether voting or non-voting, are entitled to be present at all SWS Membership Meetings. Honorary Members, Individual Members, and non-voting members of organizations may be recognized to speak during a SWS Membership Meeting, but shall have no voting rights except, in the case of District Associations and Organization Members through their appointed proxy or proxies.

ARTICLE VI - APPLICATION FOR MEMBERSHIP

SECTION 1. PROCEDURES

- (a). ORGANIZATION MEMBERS:
Applications for organization membership shall be submitted in the proper form to the USTA Membership Department. All Organization Member applications shall be subject to the approval of the USTA SWS and the District Association in which it is geographically located. An Organization Members' application shall be deemed approved unless the USTA SWS notifies the USTA office of its disapproval in writing within thirty (30) days of the notification of the application to the USTA SWS office by the USTA.
- (b). INDIVIDUAL MEMBERS:
Applications for individual membership shall be submitted in the proper form to the USTA.

ARTICLE VII - EXPULSIONS AND SUSPENSIONS

SECTION 1. FAILURE TO PAY DUES

Any District Association, Organization Member, or Individual Member who fails to pay dues when due shall be automatically suspended. The suspension shall be terminated when the dues are paid.

SECTION 2. MISCONDUCT

The Board shall have the power to expel or suspend any District Association, Organization Member, or Individual Member for cause. Cause may include, but is not limited to, any of the following: failure or refusal to govern or to manage the sport of tennis in compliance with the Constitutions, Bylaws, Policies, Rules, and Regulations of the USTA SWS or the USTA; engaging in conduct that brings reproach or disrepute upon the USTA SWS or the USTA; retaining in its membership any Organization Member or Individual Member suspended or expelled by the USTA SWS or the USTA. Both suspension and expulsion require a two-thirds (2/3) vote of the Board and shall be effective immediately or on a date specified by the Board. Notice of expulsions or suspensions shall be served within fourteen (14) business days by certified mail. Any member expelled or suspended shall have the right to appeal to the USTA SWS Membership for reinstatement under the provisions in Article VIII, Section 7, of these Bylaws.

SECTION 3. RELATION TO USTA

Any Individual Member or Organization Member expelled or suspended by the USTA shall automatically have the same status in the USTA SWS.

ARTICLE VIII - MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING OF THE USTA SWS MEMBERSHIP

There shall be an Annual Meeting of the USTA SWS Membership to be held annually, and, at a time and place determined by the Executive Committee.

SECTION 2. SPECIAL MEETINGS

Special Meetings of the USTA SWS Membership may be called by the President, by a majority vote of the Board, or upon the written request by Organization Members and District Associations having an aggregate number of votes of not less than one-half (1/2) of the total voting membership. The request shall state the purpose of the proposed Special Meeting. Special Meetings shall be held at locations the Board shall determine prior to mailing the notice of the meeting. Only those matters specified in the notice shall be acted upon at a Special Meeting.

SECTION 3. NOTIFICATION

Notice of the time and place of the Annual Meeting of the USTA SWS Membership shall be given to each voting member of the USTA SWS not less than thirty (30) days prior to the meeting. Notice of the time, place, and purpose of any Special Meeting of the USTA SWS Membership shall be given to each voting member of the USTA SWS not less than fourteen (14) days prior to the meeting. Special Meetings, duly called in accordance with Section 2 of this Article, shall be held within sixty (60) days of the date on which the Special Meeting was called.

SECTION 4. QUORUM

At all meetings of the USTA SWS Membership, the presence, either in person or by proxy, of the representatives of one-third (1/3) of the votes of the voting membership shall constitute a quorum, and a vote of the majority of those votes present shall constitute the action of the USTA SWS Membership.

SECTION 5. PROXIES

At the call to order of each meeting, District Associations and Organization Members shall designate a representative to vote. In addition, proxies completed in accordance with Article V, Section 3, of these Bylaws shall be accepted.

SECTION 6. PRESIDER

Meetings of the USTA SWS Membership shall be presided over by the President, or, if the President is not present, by the Vice President. In the event neither the President nor the Vice President is present, a chairperson may be chosen by the members present only if the meeting has been called in accordance with Sections 1 through 4 of this Article. The Secretary, or in the absence of the Secretary, a person chosen at the meeting shall act as Secretary of the meeting.

SECTION 7. APPEAL OF DECISIONS

An appeal of a decision of the Board may be made at the next Annual Meeting of the USTA SWS Membership or at a Special Meeting duly called under Section 2 of this Article. A motion for reconsideration of a decision of the Board must be submitted in writing to the Secretary within thirty (30) days of notice of the decision and requires a vote of a majority of those votes present to constitute an action. On appeal, the ruling of the USTA SWS Membership shall be final. A vote on any new proposals shall also require a vote of a majority of those present to constitute an action.

SECTION 8. ORDER OF BUSINESS

The order of business at the SWS Annual Meeting of the Membership shall be:

- (a) Roll Call - Report of the Secretary certifying voting strength and the presence of a quorum
- (b) Secretary's Report
- (c) Treasurer's Report
- (d) President's Report
- (e) Elections (if appropriate)
- (f) Committee Reports
- (g) Old Business/Actions of the Board
- (h) New Business
- (i) Adjournment

ARTICLE IX - OFFICERS AND BOARD OF DIRECTORS

SECTION 1. OFFICERS

The Officers of the USTA SWS shall be a President, a Vice President, a Secretary, and a Treasurer. The President, Vice President, Secretary, and Treasurer shall be elected at the Annual Meeting of the USTA SWS Membership held in odd numbered years.

(a) PRESIDENT

The President shall be the Chief Executive Officer. The President shall, when present, preside at all meetings of the USTA SWS Membership, the Board and the Executive Committee. The President shall appoint all committee chairpersons and committee members whose appointments are not otherwise provided for in these Bylaws, and shall be a non-voting ex-officio member of all committees, except the Nominating Committee. The President shall be authorized to employ an Executive Director under terms provided in Article XI, Section 1, of these Bylaws.

(b) VICE PRESIDENT

The Vice President shall assist the President in the performance of the President's duties; shall exercise all the powers of the President in the absence of the President, or in case of the President's resignation, incapacity or death; shall serve as Parliamentarian at all meetings of the SWS; and shall perform other duties as may be assigned by the President.

(c) SECRETARY

The Secretary shall monitor the keeping of a roster of all members and the names and addresses of all officers and directors. The Secretary shall keep the minutes of all meetings and records of all proceedings and committee reports; shall certify the voting strength and the presence of a quorum at all meetings of the Membership, the Board, and the Executive Committee; shall assist the USTA SWS office in sending notices for all meetings of the Membership and the Board; and shall perform other duties as may be assigned by the President.

(d) TREASURER

The Treasurer shall monitor the financial management of the USTA SWS; however, the Executive Director shall carry out the operational duties. The Treasurer shall assist the Executive Director with the preparation of the annual budget and ensure proper budgetary processes are followed, and shall distribute the budget for the succeeding year to the Board prior to the Annual Meeting of the Board. The Treasurer shall perform all duties incident to the office of Treasurer and other duties as may be assigned by the President. The accounts of the USTA SWS shall be audited by a certified public accountant annually.

(e) RESIGNATIONS, REMOVALS, AND VACANCIES

Any officer may resign at any time by giving notice to the Board. At any meeting of the Board, any officer or officers may be removed from office for cause by a vote of not less than two-thirds (2/3) of the entire Board. Any officer under consideration for removal shall be provided the opportunity for a hearing before the Board prior to the vote. Notice of removal shall be served within fourteen (14) business days by certified mail. Any officer removed for cause has the right to appeal to the USTA SWS Membership under the provisions in Article VIII, Section 7 of these Bylaws. The successor or successors of the removed officer or officers shall be elected for the unexpired term or terms involved by a majority vote of the remaining members of the Board at a duly authorized meeting of the Board to be held within sixty (60) days of the vacancy. Nominations for any vacancy shall be taken from the floor at the applicable meeting of the Board. Any officer unable to complete a term shall be required to resign. A President who resigns shall not be entitled to serve in the position of Past President.

SECTION 2. SECTIONAL DELEGATE

The Immediate Past President shall serve as the Sectional Delegate, representing the Section in appropriate matters before the USTA. The Delegate shall cast the vote(s) on behalf of the Section as instructed by the USTA Southwest Section Board of Directors and is bound to follow such instructions. Lacking such instructions, or if the call item is materially altered, the Section Delegate shall act in accordance with the best interests of the Section. The Sectional Delegate shall also serve as a member of the USTA Southwest Section's Executive Committee.

Should the immediate Past-President decline to serve for any reason, the Board shall elect a new Sectional Delegate. The Sectional Delegate may be removed for cause by a vote of not less than two-thirds (2/3) of the entire Board and shall be provided the opportunity for a hearing before the Board prior to the vote. Notice of removal shall be served within fourteen (14) business days by certified mail. Any Sectional Delegate removed for cause has the right to appeal to the USTA SWS membership under the provisions in Article VIII, Section 7 of these Bylaws. The successor shall be elected for the unexpired term by a majority vote of the remaining members of the Board at a duly authorized meeting of the Board, to be held within sixty (60) days of the vacancy. Nominations for a vacancy shall be taken from the floor at the applicable meeting of the Board. The person nominated to fulfill the unexpired term must have past or current experience on the Board. Any Sectional

Delegate unable to complete a term shall be required to resign.

SECTION 3. BOARD OF DIRECTORS

The Board shall be comprised of no more than twenty-one (21) members. The members of the Board shall include: the four (4) officers; the Sectional Delegate to the USTA; a maximum of three (3) Directors at Large; one (1) delegate from each of the four (4) District Associations with the greatest number of Individual Members as of the immediately preceding December 31; and up to nine (9) District Association Presidents.

Seven (7) of the Presidents from the District Associations shall be from the seven District Associations with the greatest number of Individual Members. The remaining seats shall be filled only if there are additional District Associations. If there are more than nine (9) District Associations in existence, representation among the smaller District Associations shall be rotated, as determined by the Nominating Committee, with regard to geographic balance. New District Associations that do not fall in the group of seven with the greatest number of Individual Members will join at the end of the rotation cycle.

All members of the Board and committees shall be Individual Members of the USTA SWS, and shall serve without compensation. The Bylaws of each District Association shall provide for the selection of the District Association's Delegate to the Board. District Association Delegates shall perform duties assigned to them by the President or the Board, provided that the duties are not inconsistent with the policies and procedures of the District Associations they represent.

The Board shall conduct the general business of the USTA SWS, including, but not limited to, approving the annual budget and imposing expulsions or suspensions.

(a) MEETINGS OF THE BOARD

The meetings of the Board shall be:

- (1) an Annual Board Meeting to be held prior to the Annual Meeting of the USTA SWS Membership,
- (2) a Semiannual Board Meeting be held at a time and place determined by the Board, and
- (3) Special Board Meetings, which may be called by the President or by a majority vote of the Board.

Board meetings may be closed at times as deemed necessary by the presiding officer.

(b) ACTIONS WITHOUT A MEETING

- (1). Mail or Email Voting: In lieu of a Regular or Special Meeting of the SWS Board, a vote by mail or email may be taken on any matter when authorized by the President, provided that at least two-thirds (2/3) of the members of the Board vote to approve the use of a mail or email vote.
- (2). Telephone Conference Meetings: In lieu of a Regular or Special Meeting of the SWS Board, members of the Board may participate in a meeting by means of a teleconference call or similar communications equipment in which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

(c) NOTICE OF MEETINGS

Written notice of the Annual and Semiannual Meetings of the Board shall be provided by the Secretary to each member of the Board not less than fourteen (14) days prior to the meeting. Notice of duly called Special Meetings, email votes, or teleconference meetings shall be provided not less than five (5) days prior to the meeting, stating the purpose of the meeting, and shall be held within sixty (60) days following the date on which the meeting is called.

(d) QUORUM

At all meetings of the Board, the presence of at least one-half (1/2) of the directors, either in person or by proxy, shall constitute a quorum, and a majority vote (1/2 plus 1) of the directors present shall constitute the action of the Board.

(e) VOTING RIGHTS AND STRENGTH

Each board member shall have one (1) vote. In addition, each District Association shall receive one (1) additional vote for each 5 percent of the total number of Individual Members, rounded to the nearest 5 percent. The percentages of Individual Members in each District Association shall be determined as of the preceding December 31. These additional votes shall be evenly split between the President and the Delegate from the District Association that qualifies for additional vote(s). If there are an odd number of votes to be split, the District Association President shall receive the additional vote. No alternate or substitute District Association Delegate or President, other than the appointed Delegate or President from the District Association, shall be entitled to vote at a meeting of the Board, except as allowed by proxy in Section 3(f) of this Article.

(f) PROXIES

Notwithstanding the provisions stated above in this Article, a member of the SWS Board may appoint, in writing, another member of the Board as proxy to vote for the director, provided that no director shall exercise more than one proxy. Electronically transmitted proxies shall be accepted, provided that the electronic transmission includes information demonstrating that the director authorized the electronic transmission, and that the Secretary can specify the information on which the Secretary relied to determine the validity of the proxy.

(g) RESIGNATIONS, REMOVALS, AND VACANCIES

A director may resign at any time by giving written notice to the Board, the President, or the Secretary. Any director unable to complete a term shall be required to resign. At any regular meeting of the Board, or at any Special Meeting called for that purpose, any director or directors may, by a vote of not less than two-thirds (2/3) of the entire Board, be removed for cause, provided that the director is allowed the opportunity for a hearing before the Board, prior to the vote. Notice of removal shall be served within fourteen (14) business days by certified mail. Any director removed for cause has the right to appeal to the USTA SWS Membership under the provisions in Article VIII, Section 7 of these Bylaws. If the vacancy to be filled is for a Delegate of a District Association, the District Association shall determine who shall fill the vacancy. If the vacancy is for a District Association President, the District Association shall elect a new President to fill the vacancy.

SECTION 4. TERM/TERM LIMITS

The term shall be two (2) years. The term limit shall be two consecutive terms for the office of President, Vice President, Treasurer, Secretary, and Directors-at-Large. With the exception of a President who serves two consecutive terms, the office of President may not be served by an individual from the same District Association as the incumbent.

ARTICLE X – COMMITTEES

SECTION 1. STANDING COMMITTEES

The Standing Committees of the USTA SWS shall be the Nominating Committee, the Grievance Committee, and the Executive Committee.

(a) NOMINATING COMMITTEE

Duties : The Nominating Committee shall make one nomination for each of the following: President, Vice President, Secretary, Treasurer, , a maximum of three (3) Directors-at- Large, and Chairperson of the Nominating Committee to be voted upon at the Annual Meeting of the USTA SWS Membership held in odd numbered years. Term limit for the office of President, Vice President, Treasurer, Secretary, and Directors-at-Large shall be two (2) consecutive terms. The office of President may not be served by an individual from the same District Association as the incumbent, with the exception of a President who is elected to serve second consecutive terms. When applicable, as provided under Article IX, Section 3, the Nominating Committee shall determine which District Associations shall have a board position for the next term.

Committee Members: The Nominating Committee, none of whom shall be a member of the Board, shall consist of a Chairperson and five (5) members. The Chairperson shall be nominated based on a district rotation determined by the policies established by the Board and elected at the Annual Meeting of the USTA SWS held in odd-numbered years. Four members of the committee shall be appointed by their District Association, one from each of the four largest (based on individual USTA membership percentages of the section as of December 31 of the immediate preceding year), and one member from the remaining Districts. No regular member of the Nominating Committee may serve for two consecutive terms. Districts shall name their member by January 31 of odd-numbered years.

Procedures: The Committee shall follow the SWS Bylaws and Policies as adopted by the Board when considering candidates for nomination. The Nominating Committee shall post an application and deadline on the official SWS website. Candidate interviews may be conducted via teleconference or in person at the discretion of the committee. The Chairperson may vote, which could result in a tie, or to break a tie vote by the members of the Nominating Committee. No member of the Nominating Committee shall be nominated for a position as Officer of the SWS. There shall be a meeting of the Nominating Committee by conference call with all members participating prior to adoption of a slate of nominees. The Chairperson may call a meeting in person when there is more than one candidate under consideration for nomination to any office. A majority vote of the Committee shall be required for adoption. The committee shall file nominations and determinations with the Secretary prior to the 7th day of June in odd numbered years. The Secretary shall mail a notice of the nominations to each District Association within seven (7) days of receipt of nominations.

Notice of Nominations to the SWS Membership: The names of those persons nominated for elective offices shall be mailed to all voting members together with the notice of the Annual Meeting of the Membership in odd numbered years.

Petition for an Alternate Slate: In addition to nominations made by the Nominating Committee, nominations for officers, Directors at Large, and the Chairperson of the Nominating Committee may be made by petition executed by authorized representatives of voting members having an aggregate vote of not less than one-third (1/3) of the total voting membership. The petition must be filed with the Secretary forty-five (45) days before the Annual Meeting of the Membership. Nominations from the floor at the Annual Meeting of the Membership shall not be permitted

(b) GRIEVANCE COMMITTEE

Composition: The Grievance Committee shall be comprised of three (3) members appointed by the President; a standing chairperson and two (2) other members who are the District Grievance Chairperson from non-involved communities. The Grievance Committee shall be responsible for enforcing the Bylaws; the Regulations and Policies of the USTA SWS and the USTA; and the standards of conduct, fair play, and good sportsmanship. The President may appoint an Acting Chairperson if the need should arise.

Procedure: A complaint alleging that a person or entity has violated any of the Bylaws; the Regulations and Policies of the USTA SWS or the USTA; or the standards of conduct, fair play and good sportsmanship shall be filed in writing with the Chairperson of the Grievance Committee and the USTA SWS office. A complaint shall be filed within thirty (30) days following the date on which the alleged violation occurred. If the alleged violation is based on a falsification of age or a falsification of any other information, the complaint shall be filed within thirty (30) days after a tournament committee has been advised of the falsification. The Chairperson shall notify the accused of the nature of the complaint within thirty (30) days. Action may be taken by the Chairperson on the basis of the investigation as the Chairperson, in the Chairperson's absolute discretion, deems appropriate. Within eight (8) days the Chairperson or Acting Chairperson shall notify in writing the person so charged of the decision.

Grievances that arise from USTA League play are handled by a USTA-League Grievance Committee in the manner spelled out in the League Regulations.

Notification to USTA SWS: Any action taken by the Grievance Committee shall be reported to the Executive Director at the USTA SWS office within eight (8) days of the action.

Appeal: Within thirty (30) days after receipt of written notice of the decision by the Chairperson, the person penalized may appeal the decision by addressing a written request to the Chairperson for a hearing before the Grievance Committee. Upon receipt of the request, within fifteen (15) days the Chairperson shall appoint a hearing officer, who shall fix the time and place for a hearing and shall give the person penalized no less than eight (8) days prior written notice. At the hearing the person penalized shall have the right to appear personally with not more than one representative or attorney to present testimony and other evidence and cross-examine witnesses. The hearing officer shall file a report of findings and conclusions with the Chairperson of the Grievance Committee, who shall furnish copies to the Committee members. The Grievance Committee shall have the power to affirm, modify, or reject the prior decision and to impose additional penalties as it may deem appropriate. The Chairperson shall notify the person penalized of the decision within eight (8) days and shall prepare written findings of fact in support of the decision.

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

Appeal to Board: Within thirty (30) days after receipt of a written notice of a decision of the Grievance Committee, the person penalized may appeal the decision by addressing a written request to the President of the USTA SWS for review by the Board. The Board shall promptly review the findings 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 further testimony and receive further evidence, as it, in its absolute discretion, deems appropriate. Within eight days following its review, the Board shall notify the person penalized of its decision. 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; provided, however, if the person penalized is suspended from tournament play for a period of six months or more, an

appeal may be made to the USTA Grievance Committee.

Reciprocity: The USTA SWS shall grant reciprocity for a suspension from play imposed by other Sectional Associations. Upon receipt of notice by the Executive Director that a player's suspension within another section has become final and no further appeal may be made, the suspension shall apply within the USTA SWS.

Reinstatement: The Board on evidence satisfactory to it that reinstatement is merited may reinstate any person who has been suspended or expelled pursuant to Section 1(b) of this Article at any time. Prior to taking action, the Board shall obtain the recommendations of the Grievance Committee. For purposes of Section 1(b) of this Article, the Chairperson shall appoint a secretary to record and receive evidence on behalf of the Committee.

(c) EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President, (also known as the Sectional Delegate). The Executive Committee shall act as an advisory council to the President and shall take action on any business of the USTA SWS delegated to it by the Board. The President or the Vice President, in the absence of the President, shall preside at meetings of the Executive Committee.

(d) AUDIT COMMITTEE

The Audit Committee shall consist of a minimum of three (3) members with financial independence as pertains to the SWS, and shall assist the BOD in its oversight of the integrity of the financial statements of the SWS; the qualifications, performance and independence of the independent auditors; the performance of the internal audit function; and compliance with all legal and regulatory requirements. The SWS President and Treasurer shall serve as ex-officio members of the committee.

SECTION 2. OTHER COMMITTEES

Other committees may be appointed by the President or the Board.

SECTION 3. INDEMNIFICATION

The USTA SWS shall indemnify the members of its committees to the same extent as directors and officers of the USTA SWS may be indemnified pursuant to the Articles of Incorporation and the laws of the State of Arizona.

ARTICLE XI - STAFF

SECTION 1. EXECUTIVE DIRECTOR

The USTA SWS shall have an Executive Director who shall be the Chief Operating Officer. The Executive Director shall, subject to the direction of the Board and fully accountable to it, manage the day-to-day operational programs, policies, and procedures of the USTA SWS and the functioning of the office of the USTA SWS. The Executive Director shall be directly responsible for executing all Board decisions, employment and dismissal of USTA SWS personnel, managing budgetary and contract processes, and staff work for Board decisions, and shall perform additional duties as may be requested by the President or the Board. The Executive Director shall carry out the operational responsibilities of financial management and controls of the USTA SWS; the budgeting process including development of the annual budgets, the keeping of membership records, the calculating of voting strength, and the giving of notice and keeping minutes of Meetings of SWS Membership, the Board, and the Executive Committee. The Executive Director shall be an ex-officio member of all committees, except the Nominating Committee and the Grievance Committee. The Executive Director shall be appointed by and shall serve at the pleasure of and at the compensation determined by the Board.

SECTION 2. – OTHER STAFF

Other staff positions and terms of employment shall be approved by the Board. Staff, except the Executive Director, shall be employed, managed, and dismissed by the Executive Director.

ARTICLE XII - WAIVER OF NOTICE

Any member, director, or officer may waive in writing any notice required to be given by these Bylaws.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Roberts Rules of Order Newly Revised (current edition) shall be the rules of order for meetings of the USTA SWS, except as otherwise provided in these Bylaws.

ARTICLE XIV - AMENDMENTS

These Bylaws shall be subject to amendment or repeal, and new bylaws may be made at any Meeting of the Membership of the USTA SWS duly called in accordance with these Bylaws and shall require a vote of at least two-thirds (2/3) of all votes cast, provided that:

- (a) Proposed recommendations for amendment or repeal or new bylaws must be pre-approved by a majority vote of the USTA SWS Board prior to being presented to voting members of the USTA SWS Membership for final approval.
- (b) Copies of the proposed amendment, repeal, or new bylaws shall be mailed to all voting members with the notice of the meeting of the USTA SWS Membership.