

**BYLAWS
OF
USTA CENTRAL ARIZONA**
Last Amended December 12, 2017

ARTICLE I - NAME

This organization shall be known as USTA Central Arizona, Inc. (hereinafter "USTA Central Arizona" or "the Corporation").

ARTICLE II – AFFILIATION WITH USTA

USTA Central Arizona is a district association of the United States Tennis Association Incorporated (hereinafter "USTA") and the USTA Southwest Section, Inc. (hereinafter "USTA SWS") in accordance with the Constitution, Bylaws and Regulations of the USTA and the USTA SWS.

ARTICLE III - PURPOSE

The purposes of USTA Central Arizona shall be to promote the game of tennis in the territory designated by the USTA SWS. The Corporation shall endeavor: to promote the development of tennis as a means of healthful recreation and physical fitness; maintain high standards of fair play and good sportsmanship; encourage, sanction and conduct tennis tournaments and competitions open to athletes without regard to race, creed, color or national origin and under the best conditions possible so as to effectively promote the game of tennis with the general public; to generally encourage through tennis the development of health, character and responsible citizenship; and to carry on other similar activities permitted to be carried on by such a not-for-profit corporation.

ARTICLE IV – MEMBERS

- Section 1. *Membership.* 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 within the territory of the USTA Central Arizona.
- Section 2. *Membership Classes.* There shall be two classes of Members: Organizational Members and Individual Members (together, the "Members"), as such terms are defined in the current Bylaws of the USTA.
- Section 3. *Membership Rights.* Membership dues, qualifications, rights, and duties of members, to the extent not set out in these Bylaws, shall be as provided in the Constitution or Bylaws of the USTA.

ARTICLE V – MEETINGS OF MEMBERS

- Section 1. *Meetings.* The Members shall meet as follows:

- (a) *Annual Meeting of Members.* There shall be an annual Meeting of the USTA Central Arizona Membership to be held at a time and place determined by the Board of Directors.
- (b) *Special Meeting of Members.* Special Meeting of the USTA Central Arizona Membership may be called by the President, by a majority of the Board of Directors, or upon written request to the Board of Directors by Organizational Members holding not less than one-half (1/2) of the total votes of the Members. The request shall state the purpose of the proposed Special Meeting. The Special Meeting shall be held at a time and place determined by the Board of Directors. Only those matters specified in the notice of the Special Meeting shall be acted upon.

Section 2. *Notification of Meeting.* Organizational Members are entitled to notice of all meetings of the USTA Central Arizona Membership. Notice of the date, time, place and agenda for the any meeting shall be no less than twenty-one (21) days prior to the meeting. Notification shall also include a recommended action by the Board of Directors for any agenda item to be voted on.

Section 3. *Voting Strength.* The voting strength of each Organizational Member shall be one (1) vote for each one (1) dollar of annual dues paid. The votes of an Organizational Member may not be split. Individual members shall have no vote. Voting strength shall be calculated by the USTA Membership report as of December 31st of the preceding year.

Section 4. *Failure to Pay Dues.* Any Organizational Member who fails to pay dues timely in accordance with the Constitution, Bylaws and Regulations of the USTA shall be prohibited from voting until verification is provided that all dues are current.

Section 5. *Voting.* A Organizational Member's vote shall be casted at any Meeting of the Membership in only one of the following ways:

- (a) An individual, whom is a duly authorized representative of the Organizational Member, shall cast its vote in person at any meeting; or
- (b) An individual, whom is a duly authorized proxy of the Organizational Member pursuant to Section 6(a) of this Article, shall cast its vote in person at any meeting; or
- (c) The Organizational Member's vote shall be cast in accordance Section 6(b) of this Article.

Section 6. *Proxy.* An Organizational Member may give proxy in one of the following ways:

- (a) *By appointing an individual to vote as proxy on behalf of the member.* A written declaration appointing the proxy must be signed by a duly authorized representative of the Organizational Members and delivered to the Secretary. Proxies by appointment are valid only for Meetings of Members for the current calendar year in which given or until revoked. A proxy can be revoked by attending any meeting and voting in person, by delivering a written revocation to the Secretary, or by appointing a new proxy.

- (b) *By written declaration* signed by a duly authorized representative of the Organizational Members and delivered to the Secretary acknowledging the Member Organization's consent to have its vote cast in favor of any recommend action by the Board of Directors and in favor of any slate of directors proposed by the Nominating Committee. Proxies under this subsection are valid until revoked by attending any meeting and voting in person, by delivering a written revocation to the Secretary, or by appointing a new proxy.

Section 7. *Quorum.* At all Meetings of Members the presence, either in person or by proxy, of representatives of one-third of the outstanding votes shall constitute a quorum, and a vote of a majority of those votes present shall constitute the action of USTA Central Arizona. If less than a quorum is present, a majority of the member organizations present may adjourn the Meeting from time to time without further notice. At such adjournment Meetings at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the Meeting as originally noticed.

Section 8. *Presider.* Meetings of Members shall be presided over by the President, or, if the President is not present, by the 1st-Vice President. In the event neither the President nor the 1st-Vice President is present, a chairperson may be chosen by the members present. The Secretary, or in the absence of the Secretary, a person chosen at the meeting shall act as Secretary of the meeting.

Section 9. *Agenda.* The Agenda at the Annual Meeting of Members shall be:

- (a) Roll Call and Report of the Secretary certifying voting power and the presence of a quorum.
- (b) Approval of Minutes.
- (c) Treasurer's Report.
- (d) Southwest Section Delegate Report.
- (e) President's Report.
- (f) Elections (If applicable).
- (g) Committee Reports.
- (h) Old Business.
- (i) New Business.
- (j) Adjournment.

Section 10. *Placing Items on the Agenda for the Annual Meeting of Members.* Only those items placed on the Agenda may be acted upon. No business shall be brought from the floor and voted upon. Items may be placed on the Agenda in one of the following ways:

- (a) By vote of the Board of Directors pursuant to Article VI(3)(b); or
- (b) By written petition signed by a duly authorized representative of at least five (5) Member Organizations, delivered to the Secretary of the Board of Directors no later than the first day of the month preceding the Annual Meeting of Members.

Section 11. *Robert's Rules of Order.* Except as otherwise provided by these Bylaws, Robert's Rule of Order shall be the rules of order for meetings of the USTA Central Arizona.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. *Board of Directors.* The Board of Directors shall be comprised of no more than eleven (11) voting members. The Board shall include: the President; the 1st Vice-President; the 2nd Vice-President; the Treasurer ; the Secretary; the Immediate Past-President; the Director of Adult Committees; the Director of Junior Committees; the Director of Fundraising Committees; the Director of Outreach Committees; and a Director-at-Large.

- (a) *President.* The President shall be the chief executive office and the chairperson of the USTA Central Arizona Board of Directors. The President shall preside at all meetings of members and meetings of the Board of Directors. The President shall appoint all committee chairpersons and committee members if not otherwise provided for by these bylaws. The President shall be an ex-officio (non-voting) member of all committees. The President shall be authorized to employ an Executive Director, under such terms as approved by the Executive Committee. The President may delegate to the Executive Director those responsibilities as approved by the Executive Committee.
- (b) *1st Vice-President.* The 1st Vice-President shall assist the President in the performance of his or her duties, and shall exercise all the powers of the President in his or her absence or in the event of resignation, incapacity, or death, until a successor is elected pursuant to Section 4 of this Article.
- (c) *2nd Vice-President.* The 2nd Vice-President shall assist the President in the performance of his or her duties, and shall preside at any meeting in which the President and the 1st Vice-President is absent.
- (d) *Treasurer.* The Treasurer shall be responsible for reporting on the financial status of the Corporation and shall prepare an annual fiscal budget to be reviewed and approved by the Board of Directors.
- (e) *Secretary.* The Secretary shall keep the minutes, records and reports for all meetings of Members, the Board of Directors, and the Executive Committee. The Secretary shall be responsible for all notice of meetings required under these bylaws and certification of voting strength, quorum and validity of proxies for all meetings.
- (f) *Immediate Past-President.* The Immediate Past-President shall serve as the District Delegate to the USTA Southwest Board of Directors if required pursuant to the bylaws of the USTA Southwest. If the Immediate Past-President is unable to serve the Board of Directors shall elect a new Delegate to the USTA Southwest Board of Directors. If the Immediate Past-President was removed pursuant to Section 4 of this Article he or she shall be ineligible to serve as Immediate Past-President.
- (g) *Director of Adult Committees.* The Director of Adult Committees shall serve as a liaison between the Board of Directors and all adult committees and shall submit

committee reports to the Board of Directors. The Director shall assist the President with his or her appointment of adult committee chairpersons and committee members.

- (h) *Director of Junior Committees.* The Director of Junior Committees shall serve as a liaison between the Board of Directors and all junior committees and shall submit committee reports to the Board of Directors. The Director shall assist the President with his or her appointment of junior committee chairpersons and committee members.
- (i) *Director of Fundraising Committees.* The Director of Fundraising Committees shall serve as a liaison between the Board of Directors and all fundraising committees and shall submit committee reports to the Board of Directors. The Director shall assist the President with his or her appointment of fundraising committee chairpersons and committee members.
- (j) *Director of Outreach Committees.* The Director of Outreach Committees shall serve as a liaison between the Board of Directors and all outreach committees and shall submit committee reports to the Board of Directors. The Director shall assist the President with his or her appointment of outreach committee chairpersons and committee members.

Section 2. *Qualifications to serve on Board of Directors.* Only an Individual Member of the USTA Central Arizona in good-standing may serve on the Board.

Section 3. *Meetings of the Board of Directors.* The Board of Directors shall meet: (1) immediately following the Annual Meeting of Members; (2) at Regular Meetings at such time and place as may be adopted by resolution of the Board of Directors or set by the President; and (3) at Special Meetings called by at least five (5) Board members or the President at such time and place as set by the caller. Special Meetings shall be held within thirty (30) days of being called.

- (a) *Notice of Meetings of the Board of Directors.* Written notice of all Meetings of the Board of Directors shall be provided to each member at least fourteen (14) days before any Regular Meeting and at least five (5) days before any Special Meeting.
- (b) *Quorum.* The presence of a majority of the voting members shall constitute a quorum, and a majority vote of those present shall constitute the action of the Board. A voting member may designate another voting member for voting purposes by written notification. A proxy shall not be counted for quorum purposes. A voting member shall not hold more than one proxy vote in addition to his or her vote.
- (c) *Voting without Meeting.* In lieu of a Special Meeting called for by the President, a vote by telephone, mail, or email may be taken on any matter as directed by the President. At least two-thirds (2/3) of the members of the Board must vote to approve the action to be taken.

(d) *Closed Meetings.* Meetings of the Board of Directors are open to the members of the USTA unless the Board designates the meeting or portions thereof as closed. The Secretary shall keep minutes of the Closed Meeting and those minutes shall be separate, sealed and any decisions made are to be kept confidential by all Members and not discussed further outside of the meeting.

Section 4. *Resignations, Removals and Vacancies.* Any member of the Board of Directors may resign at any time by giving notice to the Board of Directors in writing. At any meeting of the Board of Directors, any member may be removed for cause by a vote of not less than two-thirds (2/3) of the remaining Board of Directors. Successors to any vacancy shall be elected by a majority vote of the remaining members of the Board for the remaining term.

Section 5. *Term.* Directors of the Board shall serve a two (2) year term beginning at the adjournment of the Annual Meeting of Members in odd-numbered years. Directors may serve until a successor is elected.

ARTICLE VII – COMMITTEES

Section 1. *Standing Committees.* The Standing Committees of the USTA Central Arizona shall be the Executive Committee, the Grievance Committee, and the Nominating Committee.

(a) *Executive Committee.* The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Immediate Past President. The Executive Committee shall act as an advisory council to the President and shall take action on any business of the USTA Central Arizona delegated to it by the Board of Directors.

(b) *Grievance Committee.* The Grievance Committee shall consist of three (3) members appointed by the President; a standing chairperson and two (2) other members. The Grievance Committee shall be responsible for enforcing the Bylaws; the Regulations and Policies of the USTA Central Arizona 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.

i. *Procedure.* A complaint alleging that a person or entity has violated any of the Bylaws; the Regulations and Policies of the USTA Central Arizona 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 Central Arizona office. A complaint shall be filed within thirty (30) days following the date on which the alleged violation occurred. 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.

- ii. *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. 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. 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.
 - iii. *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.
 - iv. *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 Central Arizona 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.
- (c) *Nominating Committee.* Only candidates nominated as provided in this Article shall be eligible for election.
- i. *Composition.* The Nominating Committee shall consist of a chairperson, who shall be the Immediate Past-President, and four (4) committee members. The Nominating Committee members shall be approved by the Board of Directors. If the Immediate Past-President is unable to serve then the Board of Directors shall elect their replacements.
 - ii. *Nominations.* The Nominating Committee shall nominate the Board of Directors. The Committee shall follow policies and procedures as adopted by the Board of Directors when considering candidates for nomination. The Nominating Committee shall not nominate any Nominating Committee member for the Board of Directors.

- iii. *Nomination report deadline.* The Nominating Committee shall present their slate of Directors to the current Board of Directors no later than ninety (90) days prior to the Annual Meeting of Members in odd-numbered years. Such slates shall be included in the Notification of the Annual Meeting of Membership required by Article V(2).
- iv. *Vacancies in Nominating Committee's slate.* If before election any person nominated dies, becomes incapacitated, declines nomination, or is otherwise disqualified, the vacancy in the nomination shall be filled as promptly as possible by the Nominating Committee. The name of the person selected shall be delivered to the Secretary of the Board of Directors, who within five days thereafter shall notify the voting members of the new nominee.
- v. *Nomination by Petition.* Voting Members may propose an alternative slate by petition executed by not less than one-third (1/3) of the voting strength of the Members, delivered to the Secretary of the Board of Directors no later than forty-five (45) days prior to the Annual Meeting of Members in odd-numbered years. Such slates shall be included in the Notification of the Annual Meeting of Membership required by Article V(2).

Section 2. *Other Committees.* Other committees may be established by the Board of Directors.

ARTICLE VIII – AMENDMENTS

These Bylaws shall be subject to amendment or repeal and new Bylaws not inconsistent with the Articles of Incorporation, Bylaws of the USTA, and Bylaws of the USTA SWS, may be made by the affirmative vote of a majority of the members of the USTA CENTRAL ARIZONA voting at any Annual or special Membership Meeting provided notice of the proposed amendment or repeal be included in the notice of such meeting.