



# **BYLAWS OF THE UNITED STATES COURT TENNIS ASSOCIATION**

As of October 31, 2020

## **THE UNITED STATES COURT TENNIS ASSOCIATION BYLAWS**

### **ARTICLE I—Name**

The name of the corporation shall be The United States Court Tennis Association, Inc.

### **ARTICLE II—Term of Existence**

The corporation shall be perpetual.

### **ARTICLE III—Purpose**

The corporation is formed to act as the national governing body for the sport of court tennis in America, with the mission to lead the game and help it realize its full potential and impact.

### **ARTICLE IV—Membership**

Any person, club, corporation, or unincorporated association may be elected to membership upon the approval of the membership committee and the Board of Governors. The Board of Governors shall have full power to designate as many different classes of membership, with their respective prerogatives, together with the dues therefore, as the said Board of Governors sees fit.

### **ARTICLE V—Board of Governors**

The directors of the corporation shall be known as the Board of Governors.

The Board of Governors shall have a total of fourteen (14) Governors consisting of:

- a. Twelve (12) independent Governors recommended for nomination by the Nominating & Governance Committee and elected at the Annual General Meeting of the Association;
- b. One (1) Governor nominated and elected by the Club Representative Council;
- c. One (1) Governor nominated and elected by the Professional Council.

Newly elected Governors shall hold office for a term of three (3) years, beginning after the relevant Annual General Meeting. No Governor shall serve in such capacity for more than two (2) consecutive terms. An individual who has served as a Governor for two (2) consecutive terms may, however, be re-nominated and re-elected to the Board of Governors after a one (1) year period has passed from the date the individual last held office on the Board of Governors. The accrual of a Governor's Board term shall be suspended when a Governor serves as President.

The Board of Governors shall be authorized to hire and supervise part-time and full-time employees, pursuant to a customary and reasonable executive employment agreement, for whatever term the Board of Governors deems appropriate. The scope of authority of employees shall be determined by the Board of Governors at its discretion. The Board of Governors shall develop norms and procedures that favor transparency, open discussion and the presentation of different views.

#### **ARTICLE VI—Officers**

- a. The officers of the corporation shall be: President, First Vice President, Second Vice President, Secretary, Treasurer and Membership Secretary.
- b. Each Officer must at the same time of his election be a member of the Board of Governors and shall be elected by the Board of Governors at their Annual Meeting to serve for one year, irrespective of their continuing as member of the Board of Governors for such period.
- c. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the corporation. The President shall appoint the chair of all committees and shall be an ex-officio member of all committees. No Governor shall serve as President for more than a total of four (4) years.
- d. The First Vice President shall, during the absence or temporary disability of the president, possess all powers of the President.
- e. The Second Vice President shall, during the absence or temporary disability of the President and the First Vice President, possess all powers of the President.
- f. The Secretary shall keep a record of the proceedings of all meetings of the corporation and a list of all persons selected to membership. In addition, they shall conduct the correspondence of the corporation and shall notify the officers and the Board of Governors and all members of the committees of their election and appointment.
- g. The Treasurer shall be custodian of all funds of the corporation, and shall deposit the same in the name of the corporation in a bank or trust company to be designated by the Board of Governors. They shall collect and receive all monies due to the corporation. They shall keep full and accurate accounts of all receipts and disbursements in books belonging to the corporation, which shall be open to the inspection of any member of the Association on reasonable notice. They shall make a report of the finances of the corporation at all meetings. Their accounts shall be compiled annually by a certified public accountant, and financial statements of the accountants shall be shared with the membership.
- h. The Membership Secretary shall keep a list of all persons selected to membership.

## **ARTICLE VII—Club Representative Council**

The corporation shall have a Club Representative Council, consisting of one (1) representative selected by each Member Club. The Member Clubs are Aiken Tennis Club, International Tennis Club of Washington, National Tennis Club, Racquet Club of Chicago, Racquet Club of Philadelphia, Racquet & Tennis Club, Tennis & Racquet Club and Tuxedo Club. The definition of a Member Club may be modified from time to time by the Board of Governors and additional representatives from non-Member Courts may be invited to the Club Representative Council. The Club Representative Council shall establish procedures for conducting its business and affairs and shall elect from among its members the Club Representative Governor of the Board of Governors. The Club Representative Council shall be authorized to make recommendations to the Board of Governors with respect to any matter concerning this corporation. The Club Representative Council shall be informed of and regularly consulted with any matter concerning this corporation. Each member of the Club Representative Council will receive reports to the Board, be invited to attend Board meetings and be responsible for communicating corporation matters to their respective Member Clubs.

## **ARTICLE VIII—Professional Council**

The corporation shall have a Professional Council consisting of all qualified Athlete Representatives. To qualify as an Athlete Representative, an individual: (i) must be an individual member of the corporation; and (ii) must be either (a) presently employed by a Member Club as a teaching and club court tennis professional; or (b) a declared court tennis professional who is a citizen or lawful permanent resident of the United States. The definition of Athlete Representatives may be modified from time to time by the Board of Governors. The Professional Council shall establish procedures for conducting its business and affairs and shall elect from among its members the Professional Council Governor of the Board of Governors. The Professional Council shall be authorized to make recommendations to the Board of Governors with respect to any matter concerning this corporation. The Professional Council shall be informed of and regularly consulted with any matter concerning this corporation.

## **ARTICLE IX—Standing Committees**

There shall be two Standing Committees of the corporation: (i) Nominating & Governance; and (ii) Finance:

- a. ***Nominating & Governance Committee:*** The Nominating & Governance Committee shall be responsible for identifying, evaluating and recommending for nomination all independent Governors of the Board of Governors. The Nominating & Governance Committee shall also rule upon all matters concerning any and all discipline, suspension or disqualification of Governors of the Board of Governors. The Nominating & Governance Committee shall consist of seven (7) members, with five (5) members recommended for nomination by the President and elected by the Board of Governors; one (1) member recommended for nomination from the Club Representative Council and elected by the Board of Governors; and one (1)

recommended for nomination from the Professional Council and elected by the Board of Governors. The President may not serve as a member of the Nominating & Governance Committee. The Member Clubs shall put forth to the Committee recommended individuals, and the Committee shall consult and reach a consensus with each Member Club, so that a member of each Member Club is on the Board of Governors.

- b. ***Finance Committee:*** The Finance Committee shall oversee the preparation and review of the annual budget for the corporation to be submitted for the forthcoming fiscal year to the Board of Governors no later than ten (10) days before its Annual Meeting and the Annual General Meeting of the Association. The Finance Committee shall consist of at least five (5) people, with at least two (2) members who are also members of the Board of Governors, one (1) member who is a member of the Club Representative Council and one (1) member who is a member of the Professional Council. The President and Treasurer shall be members of the Finance Committee, *ex officio*.

#### **ARTICLE X—Executive Committees**

The President may from time to time appoint *ad hoc* or special committees, including appointing respective chairs and committee members and describing their powers and duties.

#### **ARTICLE XI—Annual Meeting of The Board of Governors**

The Annual Meeting of the Board of Governors shall take place immediately following the Annual General Meeting of the Association. At least two weeks' notice in writing shall be sent to each member of the Board of Governors. Six members of the Board of Governors shall constitute a quorum at any meeting.

#### **ARTICLE XII—Annual General Meeting of Association**

The Annual General Meeting of the members of the corporation shall take place between January 1 and June 30 of each year, at such time and place as the Board of Governors shall designate. At least two weeks' notice in writing shall be sent to all members. Nine members shall constitute a quorum at the Annual General Meeting.

#### **ARTICLE XIII—Majority Voting**

Each Governor shall be entitled to one vote. On all matters requiring the vote or action of the Board of Governors, any action undertaken by the Board of Governors must be authorized by the affirmative vote of at least a majority of the Board of Governors (50% plus 1) at any meeting at which a quorum is present.

#### **ARTICLE XIV—Special Meetings**

Special meetings of the members and of the Board of Governors may be called by the President or at the written request of ten (10) members submitted to the Secretary, upon two weeks' notice to either the members or the Board of Governors. Such notice shall state the purpose for which the meeting was called.

#### **ARTICLE XV—Amendment to Bylaws**

These Bylaws may be altered, amended or repealed by a vote of the majority of the members or of the Board of Governors at any Annual Meeting or at any special meeting thereof, which is called for the purpose, in the notice of which the subject matter of the proposed alteration, amendment or repeal of the articles to be affected thereby, shall be specified.

#### **ARTICLE XVI—Interpretation of Bylaws**

Any question as to interpretation or application of these bylaws and the conduct of the affairs of the Association shall be decided under the laws of the State of New York.