

USTA CONSTITUTION, BYLAWS, AND DIVERSITY AND INCLUSION STATEMENT



THE CONSTITUTION OF THE UNITED STATES TENNIS ASSOCIATION INCORPORATED



FIRST: The name of the corporation is UNITED STATES TENNIS ASSOCIATION INCORPORATED (hereinafter the "USTA").

SECOND: The USTA is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and under Section 201 of said law it is a Type A not-for-profit corporation.

THIRD: The purposes for which it is formed are:

To promote the development of tennis as a means of healthful recreation and physical fitness;

To establish and maintain rules of play and high standards of amateurism and good sportsmanship;

To foster national and international amateur tennis tournaments and competitions;

To 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.

FOURTH: No part of the net earnings of the USTA shall inure to the benefit of, or be distributable to, nor shall it provide athletic facilities or equipment to, its directors, officers, or other private persons, except that the USTA 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 in this certificate of incorporation. No substantial part of the activities of the USTA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the USTA 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. In the event of the liquidation or dissolution of the USTA, whether voluntary or involuntary, all assets of the corporation remaining after payment of, or the provision for the satisfaction of, all liabilities or obligations of the USTA shall be distributed, except as may be provided by law and subject to the direction and control of a court of competent jurisdiction, to one or more organizations selected by the Board of Directors of the USTA which are the type described in Section 170(b) (1)(A) (other than in clauses (vii) and (viii) thereof) of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent Federal Tax laws. The USTA may engage in the public solicitation of funds. Nothing herein shall authorize the USTA, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-for-Profit Corporation Law, Section 404(b)-(t).

FIFTH: The office of the USTA is to be located in the County of Westchester, State of New York.

SIXTH: The territory in which the operations of the USTA will principally be conducted is United States of America.

SEVENTH: The categories of membership in the USTA shall be as set forth in the Bylaws.

The only voting members of the USTA shall be Sectional Associations and **Direct Member Clubs** and **Organizations**. The sectional boundaries and the number of votes of each Sectional Association and of each **Direct Member Club** and **Organization** shall be determined as provided in the Bylaws. Each Sectional Association may contain one or more District Associations, each of which shall consist of the **Member Clubs** and **Organizations** located within boundaries fixed by the Sectional Association.

Membership dues and the qualifications, rights and obligations of all categories of members, to the extent not set forth herein, shall be as provided in the Bylaws.

EIGHTH: The titles, qualifications, duties, terms of office and manner of election or appointment of the officers, directors and assistants shall be as provided in the Bylaws.

NINTH: The USTA shall be managed by its Board of Directors as provided in the Bylaws.

There shall be such Committees as may be named in the Bylaws or appointed by the Chairman of the Board and President or by the Board of Directors.

TENTH: The Annual Meeting of the USTA shall be held on such date and at such place as provided in the Bylaws.

At all meetings of the USTA, the presence, either in person or by proxy, of representatives of a majority vote of the membership shall constitute a quorum and a vote of a majority of those votes present shall constitute the action of the USTA, except that any amendment affecting the composition of, or the method of electing, the Nominating Committee shall be adopted by a vote of two-thirds of the total voting membership.

ELEVENTH: The USTA shall (to the extent permitted by the laws of the State of New York) indemnify each and every officer and director, past or present, of the USTA and his heirs, executors and administrators against all expenses, including amounts of judgments against or amounts paid in settlement by such persons, together with all costs, legal, accounting or otherwise, necessarily or reasonably incurred by or otherwise imposed upon him, in connection with the defense of any action, suit or proceeding to which he may be made a party, or with which he may be threatened by reason of action taken by or on behalf of the USTA, whether or not he continues to be such at the time of incurring such expenses.

The right of indemnification provided by this Article shall not be deemed exclusive of any other right to which those indemnified may be entitled apart from this Article.

TWELFTH: The USTA is an independent tennis organization and, as such, cannot take any action at the request of any international tennis body which is inconsistent with the provisions of this Constitution or any Bylaws or **Standing Orders** issued hereunder.

THIRTEENTH: Amendments to this Constitution may be made at any meeting of the USTA, provided that the notice of the meeting contain the proposed amendment. Amendments may be proposed by a Sectional Association (through its President or Secretary), by a **Direct Member Club** or Organization, or by the Board of Directors. Procedures for submitting proposed amendments shall be the same as set forth for amending the Bylaws and shall be in accordance with the laws of the State of New York.

BYLAWS OF THE UNITED STATES TENNIS ASSOCIATION



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Note: The USTA Bylaws are current as of January 1, 2019. To receive a copy of the Bylaws with any amendments subsequent to January 1, 2019, please contact the USTA Legal Department at 914-696-7000 or write to: USTA Legal Department, 70 West Red Oak Lane, White Plains, NY 10604-3602.

Offices

1. *Principal Office.* The principal office of the United States Tennis Association Incorporated (hereinafter “Corporation”) shall be located in White Plains, New York, or such other location as the Board of Directors (hereinafter “Board”) may select. The Corporation may have additional offices at such other locations as the Board may from time to time determine.

Members

2. *Membership Categories.* The categories of memberships shall be: Sectional Associations, Direct Member Clubs and Organizations, Organization Members, Individual Members, and Honorary Members.

3. *Territories of Sectional Associations.* The Corporation shall be divided into seventeen geographical “sections.” Each Sectional Association shall be identified, and the geographical area assigned to each Sectional Association shall be, as follows:

CARIBBEAN:	The commonwealth of Puerto Rico. The territory of the U.S. Virgin Islands.
EASTERN:	The state of New York. Of the state of Connecticut, that part which is within 35 miles of New York City Hall, excepting that part which is within the city limits of Stamford (which shall form part of the New England Section). Of the state of New Jersey, the counties of PASSAIC, BERGEN, ESSEX, UNION, and HUDSON; the county of MONMOUTH, excepting the townships and boroughs of Manasquan, Sea Girt, Spring Lake, Spring Lake Heights, Avon-by-the-Sea, Bradley Beach, Neptune, Neptune City, South Belmar, Belmar, Wall, Howell, Farmingdale, Millstone, Roosevelt, Upper Freehold, Allentown, Brielle, Freehold, Freehold Townships, and Manalapan Englishtown (which shall form part of the Middle States Section); the county of MIDDLESEX, excepting the townships and boroughs of Cranbury, South Brunswick, Plainsboro, Jamesburg, and Monroe (which shall form part of the Middle States Section); the county of SOMERSET, excepting the townships and boroughs of Rocky Hill, Montgomery, Hillsborough, Branchburg, and Bedminster (which shall form part of the Middle States Section); and the county of MORRIS, excepting the townships and boroughs of Chester, Chester Township, Washington, Mount Olive, Netcong, Roxbury, and Mount Arlington (which shall form part of the Middle States Section).
FLORIDA:	The state of Florida.
HAWAII PACIFIC:	The state of Hawaii. The territory of American Samoa. The territory of Guam. The commonwealth of the Northern Marianas.
INTERMOUNTAIN:	The state of Colorado. The state of Utah. The state of Wyoming. The state of Montana. The state of Nevada, excepting CARSON CITY, DOUGLAS COUNTY, and WASHOE COUNTY (which shall form part of the Northern California Section). Of the state of Idaho, that part which is south of the 45th parallel of latitude. Of the state of Oregon, the county of MALHEUR.
MID-ATLANTIC:	The District of Columbia. The state of Maryland. The state of Virginia, excepting that part which is within the city limits of Bristol (which shall form part of the Southern Section). The state of West Virginia, excepting the counties of BROOKE, HANCOCK, MARSHALL, and OHIO (which shall form part of the Middle States Section) and the counties of BOONE, CABELL, CALHOUN, JACKSON, KANAWHA, LINCOLN, LOGAN, MASON, MINGO, PLEASANTS, PUTNAM, RITCHIE, ROANE, WAYNE, WIRT, and WOOD (which shall form part of the Midwest Section).
MIDDLE STATES:	The state of Delaware. The state of Pennsylvania. The state of New Jersey, excepting that portion thereof allocated to the Eastern Section as above set forth. Of the state of West Virginia, the counties of BROOKE, HANCOCK, MARSHALL, and OHIO.

MIDWEST:	<p>The state of Indiana.</p> <p>The state of Michigan.</p> <p>The state of Ohio.</p> <p>The state of Illinois, excepting the county of ROCK ISLAND and that part of the state which is within 30 miles of St. Louis (Missouri) City Hall (which shall form part of the Missouri Valley Section).</p> <p>The state of Wisconsin, excepting the counties of BARRON, BAYFIELD, BUFFALO, BURNETT, CHIPPEWA, DOUGLAS, DUNN, EAU CLAIRE, PEPIN, PIERCE, POLK, RUSK, ST. CROIX, SAWYER, TREMPLEAU, and WASHBURN (which shall form part of the Northern Section).</p> <p>Of the state of Kentucky, the counties of BOONE, CAMPBELL, and KENTON.</p> <p>Of the state of West Virginia, the counties of BOONE, CABELL, CALHOUN, JACKSON, KANAWHA, LINCOLN, LOGAN, MASON, MINGO, PLEASANTS, PUTNAM, RITCHIE, ROANE, WAYNE, WIRT, and WOOD.</p>
MISSOURI VALLEY:	<p>The state of Iowa.</p> <p>The state of Kansas.</p> <p>The state of Missouri.</p> <p>The state of Nebraska.</p> <p>The state of Oklahoma.</p> <p>Of the state of Illinois, the county of ROCK ISLAND, and that part of the state which is within 30 miles of St. Louis (Missouri) City Hall.</p>
NEW ENGLAND:	<p>The state of Maine.</p> <p>The state of Massachusetts.</p> <p>The state of New Hampshire.</p> <p>The state of Rhode Island.</p> <p>The state of Vermont.</p> <p>The state of Connecticut, excepting that part which is within 35 miles of New York City Hall (which shall form part of the Eastern Section) but including that part which is within the city limits of Stamford.</p>
NORTHERN:	<p>The state of Minnesota.</p> <p>The state of North Dakota.</p> <p>The state of South Dakota.</p> <p>Of the state of Wisconsin, the counties of BARRON, BAYFIELD, BUFFALO, BURNETT, CHIPPEWA, DOUGLAS, DUNN, EAU CLAIRE, PEPIN, PIERCE, POLK, RUSK, ST. CROIX, SAWYER, TREMPLEAU, and WASHBURN.</p>
NORTHERN CALIFORNIA:	<p>The state of California, excepting the counties of IMPERIAL, KERN, LOS ANGELES, ORANGE, RIVERSIDE, SAN BERNARDINO, SAN DIEGO, SAN LUIS OBISPO, SANTA BARBARA, and VENTURA (which shall form the Southern California Section).</p> <p>Of the state of Nevada, CARSON CITY, DOUGLAS COUNTY, and WASHOE COUNTY.</p>
PACIFIC NORTHWEST:	<p>The state of Alaska.</p> <p>The state of Oregon, excepting the county of Malheur.</p> <p>The state of Washington.</p> <p>Of the state of Idaho, that part which is north of the 45th parallel of latitude.</p>
SOUTHERN:	<p>The state of Alabama.</p> <p>The state of Arkansas.</p> <p>The state of Georgia.</p> <p>The state of Louisiana.</p> <p>The state of Mississippi.</p> <p>The state of North Carolina.</p> <p>The state of South Carolina.</p> <p>The state of Tennessee.</p> <p>The state of Kentucky, excepting the counties of BOONE, CAMPBELL, and KENTON (which shall form part of the Midwest Section).</p> <p>Of the state of Texas, the county of BOWIE.</p> <p>Of the state of Virginia, that part which is within the city limits of Bristol.</p>
SOUTHERN CALIFORNIA:	<p>Of the state of California, the counties of IMPERIAL, KERN, LOS ANGELES, ORANGE, RIVERSIDE, SAN BERNARDINO, SAN DIEGO, SAN LUIS OBISPO, SANTA BARBARA, and VENTURA.</p>

- SOUTHWEST: The state of Arizona.
 The state of New Mexico.
 Of the state of Texas, the county of EL PASO.
- TEXAS: The state of Texas, excepting the county of BOWIE (which shall form part of the Southern Section) and the county of EL PASO (which shall form part of the Southwest Section).

4. *Governance of Sectional Associations.* Each section shall be governed by a Sectional Association which shall be empowered by the Corporation to fulfill the constitutional purposes of the Corporation and to manage the sport of tennis in the section's geographical area in accordance with the Constitution, Bylaws, and USTA Regulations. The governing documents of each Sectional Association shall be subject to review and approval by the Board to ensure their consistency with the Constitution, Bylaws, and USTA Regulations. Failure of any Sectional Association to govern or to manage the sport of tennis in compliance with the Constitution, Bylaws, or USTA Regulations shall subject the Sectional Association to sanctions by the Board. Sanctions may be appealed to the membership at the next Annual Meeting or at a Special Meeting which must be called by the Board if requested in writing. The appeal shall be submitted to the Secretary-Treasurer within 30 days of actual notice of imposition of the sanction. The sanction shall be effective immediately or on the date specified by the Board in the sanction. Notice of appeal stays the sanction. On appeal the ruling of the membership shall be final.

5. *Governance of District Associations.* Each Sectional Association may contain one or more District Associations or subdivisions, the boundaries of which shall be fixed by the Sectional Association. A Sectional Association that has three or more District Associations or subdivisions shall not have any District Association or subdivision with more than forty percent (40%) of the Sectional Association's adjusted aggregate voting strength. Each district or subdivision shall be governed by such rules and regulations as it shall adopt in accordance with the requirements of its Sectional Association. Such rules and regulations shall not be inconsistent with the Constitution, Bylaws, or USTA Regulations and are subject to review and approval of the Board.

A District Association whose boundaries comprise a territory, commonwealth, or possession of the United States having its own National Olympic Committee duly recognized by the International Olympic Committee, shall have the right to solicit direct affiliation to the International Tennis Federation as an Associate or Full Member and enjoy all the rights and privileges thereof.

6. *Direct Member Clubs.* With the exception of the Bermuda Lawn Tennis Club and Coral Beach and Tennis Club, Bermuda, and any overseas United States Military Organization in control of tennis facilities (which shall be Direct Member Clubs or Organizations), no club or organization is eligible for membership unless it is located within the boundaries of a Sectional Association.

7. *Organization Members.* Any organization of a permanent character located within the boundaries of a Sectional Association interested in the purposes of the Corporation is eligible for membership as follows:

Community Tennis Associations

Any multi-purpose, incorporated, geographically defined, not-for-profit, volunteer tennis support organization which supports or provides comprehensive programs.

Clubs

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

Schools

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

Parks and Recreation Departments

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

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.

8. *Individual Members.* Any individual interested in the purposes of the Corporation is eligible for Individual Membership as follows:

Junior—Any individual under the age of 19 years.

Adult—Any individual 19 years or older and under the age of 70 years.

Senior—Any individual 70 years or older.

Family—Residents of the same household who consider themselves a family.

Life—Any individual of any age.

An individual may have only one membership.

9. *Honorary Members.* Honorary Membership may be conferred upon such worthy persons as may be so elected by the Governance Committee.

10. *Discrimination Prohibited.* Membership and all rights of participation in the Corporation, including all tournaments and other events conducted or sanctioned by it, shall be open to athletes, coaches, trainers, administrators, officials, and all other persons without regard to race, age, creed, sexual orientation, color, national origin, or sex. Nonetheless, participation in divisions of tournaments and other events may be restricted on the basis of sex or age.

Dues and Voting Rights

11. *Dues and Sectional Association Allocations.*

a. *Dues.* The Board establishes membership dues. However, before changing membership dues, the Board shall consult with all Sectional Associations and the Membership Services Committee about the proposed changes and receive input from the Chief Executive Officer and Membership Department.

b. *Sectional Association allocations:*

i. *Adult, Junior, Family, and Organizational Memberships.* The Corporation shall pay each Sectional Association a portion of the membership dues (excluding Life Memberships) collected by the Corporation within the geographic area assigned. The Corporation shall determine which twelve-month period each Sectional Association received the most membership dues (excluding Life Memberships) out of the following two periods:

- Period 1: July 1, 2012 through June 30, 2013; or
- Period 2: September 1, 2012 through August 31, 2013.

The twelve-month period in which a Sectional Association receives the most dues is its "Highest Period." Starting with the payments made to the Sectional Associations for the month of April 2014, each month thereafter the Corporation shall pay to each Sectional Association the same amount that it paid to that Sectional Association in the corresponding month of that Sectional Association's Highest Period.

ii. *Life Memberships.* The Corporation shall pay to the Sectional Association in which the Life Member is domiciled on December 31 of each year, \$3 each year if the Life Member enrolled before January 1, 1994, or 2.5 percent each year of the amount of dues previously paid by the Life Member if the Life Member enrolled on or after January 1, 1994.

c. *Temporary test marketing of Memberships.* The Board may authorize temporary test marketing of memberships on terms different from those in **Bylaws 7 and 8**.

12. *Voting Strength.* The only voting members of the Corporation shall be Sectional Associations and Direct Member Clubs and Organizations.

a. *Sectional Associations.* The voting strength for Sectional Associations shall be as follows:

- *Caribbean* – 6,048 votes (approximately 1 percent)
- *Eastern* – 61,064 votes (approximately 7 percent)
- *Florida* – 58,151 votes (approximately 7 percent)
- *Hawaii Pacific* – 7,939 votes (approximately 1 percent)
- *Intermountain* – 47,353 votes (approximately 5 percent)
- *Mid-Atlantic* – 47,806 votes (approximately 6 percent)
- *Middle States* – 37,216 votes (approximately 4 percent)
- *Midwest* – 95,816 votes (approximately 11 percent)
- *Missouri Valley* – 28,482 votes (approximately 3 percent)
- *New England* – 41,982 votes (approximately 5 percent)
- *Northern* – 15,073 votes (approximately 2 percent)
- *Northern California* – 57,704 votes (approximately 7 percent)
- *Pacific Northwest* – 28,346 votes (approximately 3 percent)
- *Southern* – 193,803 votes (approximately 23 percent)
- *Southern California* – 46,287 votes (approximately 5 percent)
- *Southwest* – 16,462 votes (approximately 2 percent)
- *Texas* – 58,706 votes (approximately 7 percent)

No Sectional Association's voting strength shall be more than forty percent (40%) of the aggregate voting strength of the Sectional Associations. If the voting strength of any Sectional Association at the end of any calendar year is more than forty percent (40%) of the aggregated voting strength of the Sectional Associations, then the voting strength of that Sectional Association shall be capped at 40% and all non-capped Sectional

Associations' voting strength shall remain unchanged and their voting percentage shall be adjusted upward proportionally. In no event shall the actual number of members in each geographic area assigned be capped, only the voting strength for the sole purpose of corporate governance. The voting strength of each Sectional Association shall be certified by the Secretary-Treasurer in writing before each meeting at which a vote is to be taken.

- b. *Direct Member Clubs and Organizations.* The voting strength of the Direct Member Clubs and Organizations, shall be as follows:
 - Bermuda Lawn Tennis Club – 26 votes (approximately less than .5 percent)
 - Coral Beach and Tennis Club, Bermuda – 26 votes (approximately less than .5 percent)
- c. *Honorary Members.* Honorary Members shall not be counted in calculating the voting strength of Sectional Associations and Direct Member Clubs or Organizations.
- d. *Purchase of Memberships.* It is against the policy of the Corporation for any Sectional Association or District Association to purchase a membership of any kind; however, any Sectional Association may, on its own behalf or on behalf of its District Associations or subdivisions, purchase up to 15 individual memberships annually for recognition of volunteers. The Board shall be authorized to prescribe the appropriate procedures to enforce this provision, which may include the execution of an affidavit each year by each member of the Board of each Sectional Association and District Association listing all new memberships purchased directly or indirectly by a Sectional Association or District Association during the year.

13. *Sectional Delegates.* The Sectional Delegate shall cast the Sectional Association's votes. Each Sectional Association shall use a proxy to designate its Sectional Delegate. The vote of a Sectional Association may be split.

14. *Rights of Organization Members and Honorary Members at Meetings of Members.* Representatives of Organization Members and Honorary Members are entitled to be present at meetings of members and may be recognized to speak during the meeting, but shall have no voting rights, except in the case of Organization Members, which are represented by their Sectional Associations.

Applications for Memberships

15. *Approval of Application for Membership as Organization Member.* All membership applications for Organization Members shall be submitted in the proper form to the Corporation at its principal office and shall be subject to the approval of the applicable Sectional Association. An Organization Member's application shall be deemed approved unless the Sectional Association notifies the Corporation office of its disapproval in writing within 30 days of the submission of the application to the Sectional Association's office.

16. *Application for Individual Membership.* Application for Individual Membership shall be submitted in the proper form to the Corporation at its principal office.

17. *Exhaustion of Administrative Remedies.*

- a. All members agree to follow the Constitution, the Bylaws, and the USTA Regulations. Members shall exhaust all administrative remedies in any controversy or grievance, including, but not limited to, membership, governance, management, or participation in activities or events.
- b. Sectional Associations, District Associations, or subdivisions of Sectional Associations agree to submit to final and binding arbitration in any controversy or grievance involving their governance or management upon demand of the Board or a vote of no less than 30% of a Sectional Association's Board of Directors. Final and binding arbitration shall be conducted in accordance with procedures approved by the Board.

Reports by Direct Member Clubs or Organizations

18. *Reports by Direct Member Clubs or Organizations.* Before December 31, each Direct Member Club or Organization shall report its correct address and the number of its courts.

Suspension or Expulsion of Members

19. *Suspension or Expulsion of Members.* The Board shall have the power to suspend or expel any member for cause. Any member who fails to pay dues when due shall automatically be suspended from membership.

Meetings of Members

20. *Annual Meeting of Voting Members.* The Annual Meeting of the Corporation for the transaction of business that comes before the voting members shall be held between January 1 and April 15 on a date and at a place fixed by the Board.

21. *Semiannual Meeting of Voting Members.* The Semiannual Meeting of the Corporation for the transaction of business that comes before the voting members shall be held in August or September on a date and at a place fixed by the Board.

22. *Special Meetings of Voting Members.* Special meetings of the voting members of the Corporation may be called by the Board at any time, subject to the advance notice provision in **Bylaw 23**. Special meetings shall also be called upon the written request of Sectional Associations and Direct Member Clubs or Organizations having an aggregate vote of not less than one-tenth of the total voting membership. The written request shall state the purpose and the date of the proposed special meeting, which shall not be less than two nor more than three months from the date of the written request, subject to the advance written notice provision in **Bylaw 23**. Only those matters specified in the request may be acted upon at the special meeting. Special meetings of the voting members shall be held at the location that the Board determines before mailing the notice of the meeting.

23. *Notice of Meetings of Voting Members.* Notice of the date, time, place, and purpose of any meeting of the voting members of the Corporation shall be given to each Sectional Association and each Direct Member Club or Organization. Notice of any meeting other than the annual meeting must also indicate that it is being issued by or at the direction of the person or persons calling the meeting. All notices must be sent by first-class mail, facsimile, or electronic mail, and must be given not less than 10 nor more than 50 days before any meeting. All notices must be directed to the addresses then appearing in the records of the Corporation. Only those matters set forth in the notice of a special meeting may be acted upon at the special meeting.

24. *Quorum and Voting.* At all meetings of the Corporation the presence, either in person or by proxy, of representatives of a majority of the voting membership shall constitute a quorum and a majority vote of those votes present shall constitute the action of the Corporation, except as restricted in Article Tenth of the Constitution. Except as otherwise provided in these Bylaws, Robert's Rules of Order shall be the rules of order for meetings of the Corporation.

25. *Order of Business.* The order of business at the Annual Meeting of the Corporation shall be as follows:

- a. Report certifying voting power and the determination of a quorum;
- b. Approval of minutes;
- c. Report of Secretary-Treasurer;
- d. Report of Chairperson of the Board and President;
- e. Report of Elections;
- f. Reports of Committees;
- g. Miscellaneous or Special Business;
- h. Adjournment.

Adoption of that part of the report certifying voting power shall not be subject to challenge during the meeting.

Elite Athletes

26. *Elite Athlete.* Elite Athlete means a United States citizen who meets any one of the following three requirements: within the last 10 years has been a member of the US Olympic, US Pan American, US Paralympic, US Para Pan American, US Davis Cup, US Fed Cup, or US World Cup teams; within the last 24 months has reached the second round of an open draw of the United States Open Tennis Championships or the World Championships for Wheelchair Tennis; or within the last 10 years was ranked in the top 50 of the USTA Professional Singles or Doubles Rankings.

Solely for purposes of an upcoming election, the term Elite Athlete shall not include any Elite Athlete who has been nominated and designated by the Nominating Committee as a person who is not an Elite Athlete. (See **Bylaw 35.c.**)

A person who qualifies as an Elite Athlete when elected or appointed shall retain this status as an Elite Athlete throughout the term of election or appointment.

The Executive Director shall maintain a current list of Elite Athletes that includes their names, addresses, phone numbers, and bases for qualification.

Board of Directors and Officers

27. *Board of Directors.*

- a. *Responsibilities.* The Corporation shall be managed by its Board, which shall establish the policies and objectives of the Corporation.

The Board shall direct, review, and approve budgets as well as establish capital programs and review Corporation performance against goals, objectives, and budgets.

The Board shall adopt an investment policy.

Members of the Board shall serve without compensation and be individual members of the Corporation.

- b. *Composition.* The members of the Board shall be the five officers, the Immediate Past President, and nine at-large members.

At least 20 percent of the members of the Board shall be Elite Athletes. Excluding Elite Athletes, no more than two of the at-large members may be domiciled in the same section when they take office. Elite Athletes may be nominated for officer positions. A President who does not complete the term of office shall not, however, be a member of the Board as Immediate Past President unless confirmed by a majority of the other members of the Board. The Immediate Past President shall serve only two years beyond the elected term as President. A minimum of 50 percent of the Sectional Associations shall have a member on the Board. The domicile of an Elite Athlete shall not be considered when determining whether the 50 percent requirement is met.

- c. *Nomination of representatives to ITF.* The Board shall nominate to the International Tennis Federation (ITF) persons from the United States to serve on the Committee of Management of the ITF and shall appoint delegates to meetings of the ITF to represent the United States.
- d. *Committees of the Board.* The following are Committees of the Board:
 - Audit Committee;
 - Compensation Committee; and
 - Investment Committee.

The Secretary-Treasurer shall be a member of the Investment Committee. All other Committees of the Board members are appointed by the President.

28. *Officers and Terms.* The officers of the Corporation shall be a Chairperson of the Board and President ("President"), a First Vice President, two Vice Presidents, and a Secretary-Treasurer, all of whom shall serve without compensation. The titles of all officers may be changed by resolution of the Board, *provided that* there is adherence to the associated officers responsibilities. All officers take office on January 1 in odd-numbered years and serve for two-year terms or until their successors are elected and qualified. Each officer of the Corporation may be re-elected for an additional term or terms.

29. *President.* The President is the Chairperson of the Board. The President presides at all meetings of the membership, the Board, and the Governance Committee. The President appoints committee chairpersons and committee members whose appointments are not otherwise provided for in the Constitution or in these Bylaws. The appointees serve at the President's pleasure. Appointments of Elite Athletes to Designated Committees as defined in **Bylaw 41** are subject to the approval of the Elite Athletes who are members of the Board.

30. *First Vice President.* The First Vice President shall assist the President in the performance of the President's duties and shall exercise all the powers of the President in the case of the President's resignation, incapacity, removal, or death. The First Vice President shall preside over all meetings of the Corporation, the Governance Committee, or the Board at which the President is not present.

31. *Vice Presidents.* The Vice Presidents shall assist the President and the First Vice President in the performance of their duties.

32. *Secretary-Treasurer.*

- a. *Financial management, budgeting, and controls.* The Secretary-Treasurer shall monitor the financial management and controls of the Corporation and its budgeting process, including the development of its annual budgets; however, the operational responsibilities shall be carried out by the Chief Executive Officer, chief financial officer, and other staff members designated by the Chief Executive Officer. A nationally recognized firm of independent certified public accountants shall audit the Corporation's financial statements at least annually. The proposed two-year budget for the succeeding calendar years shall be distributed to the Board and the Governance Committee by August 15 of each odd-numbered year. A status report on the budget shall be distributed by August 15 of each even-numbered year. The Secretary-Treasurer shall be a member of the Investment Committee.
- b. *Membership records, certification of voting strength, and meetings.* The Secretary-Treasurer shall monitor the keeping of membership records, the calculating of the voting strength of members, and the giving of notice and the keeping of minutes of meetings of the members, the Governance Committee, and the Board. The operational responsibilities shall be carried out by the Chief Executive Officer and those staff members

designated by the Chief Executive Officer. The notices of these meetings shall be sent out under the name of the Secretary-Treasurer. The Secretary-Treasurer shall certify voting strength.

- c. *Other duties.* The Secretary-Treasurer shall perform such other duties as may be assigned by the President or the Board of Directors. The Secretary-Treasurer shall also perform the duties set out in **Bylaws 35.f. and g., 37, 38, and 39.**

33. *Vacancies.* If a vacancy shall occur in the officerships or on the Board, the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term, except as otherwise provided in **Bylaw 35** and *except that* a vacancy in the office of the Immediate Past President shall not be filled. If a vacancy is in a non-Elite Athlete position, the remaining members of the Board shall vote to elect an individual to fill the vacant position. If a vacancy is in an Elite Athlete position, only the remaining Elite Athletes on the Board shall vote to elect an Elite Athlete to fill the vacant position.

34. *Removal of Officers or Directors.* At any meeting of the Board, any officer or member of the Board may, by a vote of not less than two-thirds of the entire Board, be removed for cause and a successor may be elected pursuant to the provisions of **Bylaw 33**, *provided that* Elite Athletes may only be removed for cause by a vote of not less than two-thirds of the total number of Elite Athletes then serving on the Board.

Nominations and Elections

35. *Nominating Committee.* Only candidates nominated as provided in this Bylaw shall be eligible for election.

- a. *Composition.* The Nominating Committee shall be comprised of:
3 Elite Athletes; and
12 at-large members. (No more than two of the at-large members may be domiciled in the same section when they take office. At least one-half of the Sectional Associations shall have a member on the Nominating Committee.)

Nominating Committee members shall take office on January 1 of odd-numbered years and shall serve two-year terms. Five members of each Nominating Committee shall be nominated to serve for a second consecutive term. Up to four members who serve a second consecutive term may be at-large members, and up to two members may be Elite Athletes. If not enough Elite Athletes or at-large members are willing to serve a second consecutive term, the number nominated for a second consecutive term shall be equal to the number willing to serve, but in no event shall more than five members be nominated to serve for a consecutive term. The Chairperson of the Nominating Committee shall have been a member of the immediately preceding Nominating Committee, shall be elected by the immediately preceding Nominating Committee, and shall vote on all matters that come before the Committee.

- b. *Vacancies in Nominating Committee.* If any vacancy occurs on the Nominating Committee before it has filed its report of nominations, the Board shall fill the vacancy. If the vacancy is in an at-large position, the Board shall appoint a person domiciled in the same section as the person unable to serve. If the vacancy is in an Elite Athlete position, the Elite Athletes on the Board shall appoint an Elite Athlete to the position.

If a vacancy should occur in the office of the Chairperson, the remaining members of the Nominating Committee shall select a Chairperson from the remaining members from the preceding Nominating Committee. If the Nominating Committee has filed its report of nominations, it shall not be necessary to fill any vacancy that thereafter occurs on the Committee.

- c. *Nominations.* The Nominating Committee shall nominate the officers, other members of the Board, and the members of the Nominating Committee. At least 20 percent of the Board and the Nominating Committee shall be comprised of Elite Athletes. If the Nominating Committee submits a slate that consists of more than 20 percent Elite Athletes on the Board or the Nominating Committee, it shall designate those Elite Athletes who are part of the 20 percent minimum and who are therefore voted on by Elite Athletes. (See **Bylaw 26.**)
- d. *Nominating Committee members may not be nominated as officer or director.* No member of the Nominating Committee may be nominated for election as an officer or Board member during the individual's term on the Nominating Committee, or any unexpired portion thereof, in the event of resignation from the Nominating Committee by such member.
- e. *Two-term waiting period before return to Nominating Committee.* A person who leaves the Nominating Committee other than an Elite Athlete may not return to the Nominating Committee until the person has been off the Committee for two full terms.
- f. *Nominating report deadline.* The Nominating Committee shall file its nominations no later than September 20 of each even-numbered year with the Secretary-Treasurer. A notice thereof shall be mailed by the Secretary-Treasurer to voting members and Elite Athletes no later than September 25 of such year.

- g. *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 filed with the Secretary-Treasurer, who within five days thereafter shall notify the voting members and the Elite Athletes of the new nominee.
- h. *Nominations by petition.*
 - i. Sectional Associations. Sectional Associations having an aggregate vote of not less than one-third of the voting membership may submit a petition nominating persons to serve as officers, members of the Board, or at-large members of the Nominating Committee except that the Sectional Associations may not nominate a person who is not an Elite Athlete to run against a person who is an Elite Athlete.
 - ii. Elite Athletes. Not less than one-third of the Elite Athletes may submit a petition nominating Elite Athletes to serve on the Board or the Nominating Committee except that the Elite Athletes may not nominate a person who is an Elite Athlete to run against a person who is not an Elite Athlete.

Petitions shall be filed with the Secretary-Treasurer no later than October 15 of even-numbered years.

- i. *President Elect.* The person nominated as President by the Nominating Committee may use the designation of "President Elect" after the date for filing a nomination petition, if no petition is filed.

36. *Election to Board and Nominating Committee.* Only Elite Athletes shall vote on Elite Athletes. Only voting members shall vote on persons who are not Elite Athletes.

37. *Election of Elite Athletes to Board and Nominating Committee.* No later than October 25 of each even-numbered year, the Secretary-Treasurer shall send to the Elite Athletes a ballot for election of the Elite Athletes. The ballot shall list the Elite Athletes who are to be voted on by the Elite Athletes. Only those ballots received in the principal office of the Corporation by 5:00 p.m. EST on or before November 15 shall be counted. Those Elite Athletes receiving the most votes shall be elected.

38. *Consent to Nominations.* If no nominations are made by petition as provided in **Bylaw 35**, then the Secretary-Treasurer shall, no later than October 25 of each even-numbered year, send or cause to be sent to the voting members a consent to the election of those persons nominated by the Nominating Committee who are not Elite Athletes. Consents must be written, including electronic signatures. If all the consents are not executed and returned by 5:00 p.m. EST on November 15, the Secretary-Treasurer shall give or cause to be given notice of a meeting of the voting members for the purpose of electing the individuals nominated who are not Elite Athletes.

39. *Election When Nominations Are Made by Petition by Sectional Associations.* If pursuant to **Bylaw 35** the Sectional Associations file petitions to nominate one or more persons who are not Elite Athletes, the Secretary-Treasurer shall give or cause to be given notice of a meeting of the voting members for the purpose of voting. The meeting must be held between November 5 and November 20.

Committees

- 40. *Committees of the Board and Committees of the Corporation.*
 - a. *Committees of the Board.* The Board may, by resolution adopted by a majority of the entire Board, designate from its members Committees of the Board, each consisting of at least three members. Committees of the Board have the authority of the Board to the extent provided by Board resolution. The Audit Committee, Compensation Committee, and Investment Committee are Committees of the Board. The Board may establish an Executive Committee as a Committee of the Board.
 - b. *Committees of the Corporation.* In addition to the committees established in these Bylaws, the Board may also establish other non-Board committees ("Committees of the Corporation"). Each Committee of the Corporation has the responsibilities specified in the resolution creating the committee. Any committee not composed solely of members of the Board does not have the authority of the Board.

The following committees are Committees of the Corporation established in these Bylaws: Governance Committee; Nominating Committee; Sectional Presidents' Committee; Sectional Delegates' Committee; Grievance Committee; Olympic/Pan American Committee; and Past Presidents' Committee. Members of the Committees of the Board and Committees of the Corporation shall serve without compensation and be individual members of the Corporation.

- 41. *Elite Athlete Membership on Designated Committees.*
 - a. *Designated Committees.* Designated Committees means: nominating and budget committees;

panels empowered to resolve grievances; and committees which prepare, approve, or implement programs in the following areas:
expenditure of funds allocated by the United States Olympic Committee; and selection of international Olympic and Pan American Games team members, including athletes, coaches, administrators, and sports staff.

- b. *Minimum membership requirement.* At least 20 percent of the members of the Designated Committees shall be Elite Athletes.

42. *Governance Committee.*

- a. The Governance Committee is comprised of each member of the Board, a sectional delegate from each Sectional Association elected or appointed by such Sectional Association, each past president, not more than five other persons appointed by the President, and two leading players (a man and a woman) selected by the President with the advice and consent of the Board and after consultation with organizations representing the players. The Governance Committee shall meet not less than twice a year, at which meetings current matters involving the Corporation are reported upon and discussed and recommendations with respect to policies may be made to the Board. During all meetings of the Governance Committee, the voting strength of the past presidents shall not exceed the lesser of the number of past presidents present or five. If, at any meeting, more than five past presidents are present, the five votes are pro-rated among those present. If a past president is elected to some other office or as a sectional delegate, his or her vote on the Governance Committee is not included in the voting strength of the past presidents.
- b. Written notice of the time, place, and purpose of Governance Committee meetings must be given to each member not less than 10 days nor more than 50 days before a meeting. Notice may be by first-class mail, electronic mail, or facsimile, *provided* any member who requests notice by first-class mail must be given notice by this method.

43. *Grievance Committee.*

- a. *Composition.* The Grievance Committee shall be comprised of five persons, at least one of whom shall be an Elite Athlete.
- b. *Chairperson.* The Chairperson shall preside at all Committee meetings and hearings. In the absence of the Chairperson or at the request of the Chairperson, the Vice Chairperson shall have the same powers as the Chairperson.
 - i. The Chairperson shall determine whether the Committee has jurisdiction;
 - ii. The Chairperson may investigate and render an Initial Decision;
 - iii. The Chairperson may assign to any Committee member the power to investigate and render an Initial Decision on a grievance or an appeal of a suspension and the Committee member shall have the powers as set forth in **43.e.**;
 - iv. The Chairperson, upon written request and good cause shown, may stay the imposition of any disciplinary action, penalty or suspension pending outcome of a request for a hearing before the Grievance Committee or an appeal to the Board or Arbitration Panel;
 - v. The Chairperson shall, in the event of a dispute, render the final decision as to whether an appeal from a decision of the Grievance Committee is subject to final and binding arbitration or falls under the jurisdiction of the Board.
- c. *Jurisdiction.* The Grievance Committee shall be responsible for investigating and deciding matters related to the following:
 - i. Unless specifically limited herein, the Constitution and the Bylaws and the standards of conduct, fair play, and good sportsmanship;
 - ii. Grievances arising out of or concerning tournaments as listed on the **USTA Regulation V.B.**;
 - iii. Grievances concerning USTA players participating in international competitions;
 - iv. Appeals from tournament suspensions imposed under the USTA Junior Suspension Point System as set forth in **USTA Regulation IV.F.10.**;
 - v. Appeals of Sectional Association tournament suspensions of six months or longer (two or more current suspensions may be aggregated to meet the jurisdictional requirement);
 - vi. Requests for reinstatement from professional to amateur status as provided in **USTA Regulation XVIII.E.**;
 - vii. Appeals from decisions denying a request for a waiver of a **USTA Regulation** as provided in **USTA Regulation XX.**;

- viii. Matters referred to it by the Board;
- ix. As specifically set forth in **USTA Regulations**, as amended from time to time;
- d. *Filing a Grievance or Appeal from a Suspension.* Any grievance or appeal from a suspension appeal shall be in writing and is to be on the form designated by the Grievance Committee and sent by first-class, certified or registered mail to the Grievance Chairperson, c/o USTA Office of the General Counsel, 70 West Red Oak Lane, White Plains, New York 10604, within 30 days following the date on which the alleged grievance or final suspension occurred, *except* as provided in **Bylaw 43f.ii.**; provided, however, if the alleged grievance is based on a falsification of age or other information, the written grievance shall be mailed within 30 days after the Tournament Chairperson has been advised of such falsification. Absent good cause shown, grievances or appeals from suspensions not mailed within 30 days are barred.
- e. *Investigation and Initial Decision on a Grievance or Appeal from a Suspension.*
- i. *Investigation and Initial Decision.* The Chairperson, or the Committee Member assigned by the Chairperson, may decide any grievance filed or appeal of a suspension based on such investigation as deemed appropriate (Initial Decision).
- ii. *Relief or penalties authorized.* Unless specifically limited herein, the Chairperson, or the Chairperson's designee, has the discretion to take the disciplinary action deemed appropriate. This includes, but is not limited to: issuing verbal or written reprimands; imposing conditions upon the acceptance of entry into any tournament; fining a player in an amount up to \$1,000.00; and suspending a player from participating or attending any tournament or international competition.
- iii. *Notice of Initial Decision.* The Chairperson, or the Chairperson's designee, shall notify in writing the person who is the subject of the grievance and the person who filed the grievance of the Initial Decision, including but not limited to the Sectional Association in the case of an appeal involving a suspension by a Section.
- iv. *Effective date of Initial Decision.* The Initial Decision shall become effective upon the earlier of date of mailing, the date of courier delivery or the date of confirmed electronic mail, unless otherwise stated or unless a stay is granted.
- v. *Hearing instead of Initial Decision.* Instead of acting upon a written grievance or appeal from a Suspension in accordance with **Bylaw 43.e.i.**, the Chairperson may elect to hold a hearing before the Grievance Committee in accordance with the procedure set forth in **Bylaw 43.h.**
- f. *Suspensions.*
- i. *Appeal involving suspension by Sectional Association.* A player who has been suspended by a Sectional Association for a period of six months or longer and who has exhausted all appeals within the Sectional Association's grievance procedures may appeal the suspension to the Grievance Committee; *provided, however*, if a suspension prohibits play in:
- USTA League play and Sectional Association Tournaments; or
 - USTA Junior Team Tennis play and Sectional Association tournaments; the Chairperson shall undertake review only as the penalty relates to tournaments.
- ii. *Appeal of Suspension under USTA Junior Suspension Point System.* A player suspended under the USTA Junior Suspension Point System may appeal to the USTA Grievance Committee in the time frame and in accordance with **USTA Regulation IV.F.10.**
- iii. *Relief authorized.* The Chairperson, or in the Chairperson's designee, may consider any extenuating circumstances involved in the accumulation of points counted toward the suspension and may only modify a suspension or the accumulation of points.
- g. *Appeal from an Initial Decision of a Grievance or Appeal from a Suspension.* Within 30 days after the effective date of the Initial Decision, the person penalized or suspended, the person who filed the grievance, or the Sectional Association (but only in the case of a suspension by the Sectional Association) may mail to the Grievance Chairperson, c/o USTA Office of General Counsel, 70 West Red Oak Lane, White Plains, New York 10604, a written request for a hearing before the Grievance Committee. Absent good cause shown, requests for a hearing not mailed within 30 days are barred.
- h. *Grievance Committee Hearing.*
- i. The Committee shall hear matters pursuant **Bylaw 43.e.v.**, or from a timely appeal from an Initial Decision.
- ii. Upon receipt of a timely request for hearing, the Chairperson shall set an appropriate time and place for a hearing considering the nature of the case and the penalty imposed. The Chairperson shall give not less than eight (8) days written notice of the hearing date. The Chairperson shall decide whether the hearing is in person or by telephone. Requests for in person hearings, may be conditioned upon

- prior payment by the party requesting such hearing of the anticipated reasonable expenses of the Committee and interested parties. Committee members may participate in any hearing by telephone. Evidence may be presented by letter, by affidavit, by telephone, or in person. Strict rules of evidence shall not apply. The person penalized may appear in person, by telephone, or by representative and may present testimony and cross-examine other witnesses who appear at the hearing in person or by telephone.
- iii. The committee member rendering the Initial Decision appealed shall not attend or participate in the decision of the Committee. The Committee shall give such weight as it deems appropriate to the evidence. The Committee may affirm, modify, or reject the Initial Decision and may impose any additional penalties that it deems appropriate, including a fine in excess of \$1,000.00. The Committee shall prepare a written decision that includes findings of fact and transmit the decision to the person penalized, the parties of the grievance or appeal of the suspension, the player's Sectional Association and such others as is appropriate.
- i. *Appeal of Grievance Committee Decision.*
- i. *Appeals involving participation in USTA competition or USTA program.* When a grievance or appeal of a suspension involves participation in a USTA competition or USTA program, then the Organization Member, Individual Member, Honorary Member, or Sectional Association (subdivision of Sectional Association) aggrieved by the decision may appeal the decision to the Board. The Sectional Association's right of appeal shall be limited to cases involving the suspension of a member or individual. The written appeal shall be mailed within 30 days after the date that the decision was mailed. The appeal shall be addressed to the Chief Executive Officer c/o Office of the General Counsel, 70 West Red Oak Lane, White Plains, New York 10604. Absent good cause shown, written appeals not mailed within 30 days are barred. If an appeal is filed, the decision of the Board shall be final and binding. If no appeal to the Board is filed, the decision of the Grievance Committee shall be final and binding.
- ii. *Hearing before Board or special committee.* In lieu of a hearing before the full Board, the President may appoint a special committee of not less than three Board members to hear an appeal. The Board or special committee shall thereupon review the findings of fact and the decision of the Grievance Committee. The Board or special committee may make its decision on the basis of the written submissions or may hear further testimony and receive further evidence as it deems appropriate. Following its review, the Board or special committee may affirm, modify, or reject the decision of the Grievance Committee, but may not impose any harsher penalties. The decision of the Board or special committee shall be final and binding.
- iii. *Appeals not involving participation in USTA competition or USTA program (e.g., governance or management).* When a grievance does not involve participation in a USTA competition or USTA program, any Sectional Association, Organization Member, Individual Member, or Honorary Member aggrieved by the decision may appeal the decision to binding arbitration in accordance with the Arbitration Procedures approved by the USTA Board. The written appeal shall be mailed within 30 days after the date that the decision was mailed. The appeal shall be addressed to the Chief Executive Officer c/o Office of the General Counsel, 70 West Red Oak Lane, White Plains, New York 10604. Absent good cause shown, written appeals not mailed within 30 days are barred. If an appeal is filed, the decision of the Arbitration Panel shall be final and binding. If no appeal for binding arbitration is filed, the decision of the Grievance Committee shall be final and binding.
- j. *Reinstatement.* Any person who has been suspended pursuant to this Bylaw may be reinstated at any time by the Chairperson or Grievance Committee upon written application and presentation of satisfactory evidence that reinstatement is merited.
- k. *Protected Competitions.* The Corporation shall provide fair notice and opportunity for a hearing by the Grievance Committee to any athlete, coach, trainer, manager, administrator, or official before declaring any individual ineligible to participate in protected competitions or trials for protected competitions, such as the Olympic Games, Pan American Games, ParaPan American Games, Paralympic Games, or World University Games in accordance with the rules governing such competitions.
- l. *USTA League grievances.* There shall be no right to appeal decisions of USTA League Grievance Appeal Committees to the Grievance Committee, *except* as such decisions relate to a Sectional Association suspending a player from tournaments as set forth in **Bylaw 43.f.i.**
- m. *USTA Junior Team Tennis grievances.* There shall be no right to appeal decisions of the USTA Junior Team Tennis Grievance Appeal Committee to the USTA Grievance Committee, *except* as such decisions relate to a Sectional Association suspending a player from tournaments as set forth in **Bylaw 43.f.i.**

44. *Sectional Presidents' Committee.* The Sectional Presidents' Committee shall be comprised of the presidents of the Sectional Associations. The Sectional Presidents' Committee shall meet at least twice a year, at which meetings current matters affecting the Sectional Associations shall be reported upon and discussed. The Chairperson and such other officers as may be desired shall be elected by the Committee. If a president of a Sectional Association is unable to attend any meeting of the Committee, the Sectional Association may authorize a substitute to attend in the president's place.

45. *Sectional Delegates' Committee.* The Sectional Delegates' Committee shall be comprised of the sectional delegates elected or appointed by the Sectional Associations to the Governance Committee. The Sectional Delegates' Committee shall meet at least twice a year, at which meetings current matters affecting the Sectional Associations shall be reported upon and discussed. The Chairperson and such other officers as may be desired shall be elected by the Committee.

46. *Past Presidents' Committee.* The Past Presidents' Committee shall consist of all past Presidents of the Corporation. The Chairperson shall be the Immediate Past President. This Committee shall meet at each meeting of the Governance Committee.

47. *Appointment of Committees and Duties of Committee Chairpersons.* The President shall be an ex-officio member of all committees, except the Nominating, Sectional Presidents', Sectional Delegates', Past Presidents', and Grievance Committees. Except as otherwise provided, the President shall appoint the chairperson and the members of each committee, other than the Governance, Nominating, Past Presidents', Sectional Presidents', and Sectional Delegates' Committees. In the event of the President's failure to make such appointments, the Board shall do so. The chairperson of each committee shall preside at all committee meetings, be responsible for the functioning of the committee; and, unless the chairperson appoints a secretary to the committee, the chairperson shall be responsible for giving notice of all meetings and shall be responsible for keeping a record of its proceedings.

48. *Appointment and Service on Committees.* Except as otherwise provided, the chairpersons and members of all Committees of the Board are appointed by and serve at the pleasure of the Board. Except as otherwise provided, the chairpersons and members of all Committees of the Corporation are appointed by and serve at the pleasure of the President.

49. *Meetings.* Meetings of the Board or of any committee are held at the time and place fixed by the President or the chairperson of the committee. One-half of the members of the Board or of any committee have the power to call a meeting.

50. *Notice of Meetings.* Meetings of the Board or any committee are held not less than 10 nor more than 50 days after notice to each member. Notice must be given by first-class mail, facsimile, or electronic mail. Notice of meetings may be waived by written or electronic waiver executed before or after the meeting. Attendance at a meeting constitutes waiver of notice.

51. *Quorum.* The following shall constitute a quorum for the transaction of business by the Board and the following committees:

Board—not less than two-thirds of its members;

Governance Committee—not less than one-half of its members;

Nominating Committee—not less than 11 of its members;

Grievance Committee—not less than three-fifths of its members.

A quorum for the transaction of business for any other committee shall be not less than one-third of the members of the committee.

52. *Action of Committee.* Except as otherwise provided, whenever a quorum is present, the vote of a majority of the members present shall constitute the action of the committee. If in connection with any proposed new Bylaw or USTA Regulation a vote is conducted by telephone or mail, a majority of all committee members shall constitute the action of the committee.

53. *Minutes of Meetings.* The Board and all committees shall keep minutes of their proceedings, copies of which shall be sent by the Secretary-Treasurer, committee chairperson, or secretary to the Chief Executive Officer for filing with the records of the Corporation.

A summary of the minutes of each meeting of the Board shall be sent to each member of the Governance Committee and to each sectional president within 15 days after adjournment of the meeting at which the minutes are approved.

The results of any vote of the Board or of any committee shall be recorded in the minutes of the meeting of the Board or committee. Minutes should be reviewed and approved at the next meeting.

54. *Consents.* Any action required or permitted to be taken at any meeting of the Board or of any committee, other than the Grievance Committee or the Nominating Committee, may be taken without a meeting upon unanimous written consent. The written consent is filed with the minutes. Consents must be written, including electronic signatures.

55. *No Proxies.* No member of the Board or of any committee has the power to appoint a proxy to attend or to vote at any Board or committee meeting.

56. *Telephone Conference Meetings.* Members of the Board or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of 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 such meeting.

57. *Reimbursement of Expenses.* On application for reimbursement, the Corporation shall, subject to its reimbursement policy, reimburse authorized persons (including, but not limited to, officers, members of the Board and of the Governance, Nominating, and Grievance Committees and the chairpersons of the Corporation's other committees designated by the President) reasonable amounts paid by such persons for authorized trips to meetings of such committees. Reimbursement shall be made for two meetings per year of the Governance Committee, the Nominating Committee, and the Grievance Committee, if held. In addition, the Board may authorize the reimbursement of reasonable amounts paid by any individual for travel or other expenses in connection with official Corporation business. The Board shall adopt a detailed written reimbursement policy that includes, but is not limited to, a specification of the types of reasonable expenses and definitions of reasonable expenses.

58. *Indemnification, Advancement of Expenses, and Insurance.*

- a. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a director or officer of the Corporation, a committee member who is not a director or officer of the Corporation, or an employee or agent of the Corporation designated for indemnification by the Board, or is or was selected at the request of Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trustee or other enterprise ("indemnified parties"), against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person as a result of such action, suit, or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.
- b. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by the Corporation or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.
- c. The Corporation may purchase and maintain insurance to indemnify the Corporation and the indemnified parties in a manner and to the fullest extent permitted by law.

Staff and General Counsel

59. *Executive Director and Chief Executive Officer, Staff, and Consultants.* The Executive Director is the Chief Executive Officer, who also may be given other titles as designated by resolution of the Board. The Chief Executive Officer is subject to the direction of the Board and is fully accountable to the Board. The Chief Executive Officer manages the day-to-day operational programs, policies, and procedures of the Corporation and the functioning of the office or offices of the Corporation.

The Chief Executive Officer is directly responsible for executing all Board decisions, contract processes, staff work for Board decisions, and performs additional duties as may be requested by the President or the Board. The Chief Executive Officer is directly responsible for the employment, supervision, and dismissal of all employees of the Corporation. The Corporation shall have executive managers and program and staff support as may be hired or appointed by the Chief Executive Officer.

The Chief Executive Officer carries out the operational responsibilities of financial management and controls the budgeting process including the development of its annual budgets, the keeping of membership records, the calculating of voting

strength, and the giving of notice and keeping of minutes of meetings of the voting members, the Governance Committee, and the Board.

The Chief Executive Officer is hired by and serves at the pleasure of the Board. The Board sets the Chief Executive Officer's compensation. The Chief Executive Officer is an ex-officio member of all committees, except the Nominating Committee.

The Chief Executive Officer may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the Corporation, may cause the seal to be affixed thereto, and may execute other contracts and instruments for and in the name of the Corporation.

The Chief Executive Officer shall be directly responsible to report to the Board any violation of the rules and regulations, keep records in the form prescribed by the Board, and report when requested by the Board.

60. *Consultants.* The Corporation shall have the authority to employ the services of a recognized firm of independent certified public accountants and such other legal, accounting, financial, and other consultants as may from time to time be appointed by the Board or by the President.

61. *General Counsel.* The General Counsel is the chief legal officer of the Corporation. The General Counsel reports directly to the Board on any assignment made by the Board. The Board sets the General Counsel's compensation. The General Counsel advises and represents the Corporation in all legal matters and proceedings, including legislative proceedings and designating those employees who are eligible to accept service of process on behalf of the Corporation. The General Counsel supervises the property, business, and affairs of the Office of the General Counsel. The General Counsel reports to the Chief Executive Officer and performs the duties and responsibilities designated by the Chief Executive Officer. The General Counsel shall be a member of the Bar in good standing or comply with in-house counsel requirements.

Arbitration

62. *Arbitration under Sports Act.* The Corporation agrees to submit, upon demand of the United States Olympic Committee, to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a national governing body, as provided for in the Ted Stevens Olympic and Amateur Sports Act or involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, as provided for in the United States Olympic Committee's Constitution and Bylaws.

63. *United States Olympic Committee Athletes' Advisory Council Representative and Alternate Representative.* The United States Olympic Committee ("USOC") has established a committee of athlete representatives referred to as the Athletes' Advisory Council ("USOC AAC"). The Corporation's representatives shall be known as the USOC AAC Representative and the USOC AAC Alternate Representative.

- a. *Eligibility to be elected or appointed to serve as the Corporation's USOC AAC Representative and the USOC AAC Alternate Representative.* The USOC AAC Representative and the USOC AAC Alternate Representative shall be of the opposite gender. Unless a USOC AAC Representative is still competing and receiving benefits from the Corporation or the USOC, a USOC AAC Representative cannot be a paid employee of the Corporation or the USOC and simultaneously serve on the USOC AAC. The representatives shall be USOC Eligible Voters who have not exceeded the term limit ("USOC Eligible Athlete").
- b. *Term.* A term shall begin with the first meeting of the USOC board after the Summer Olympic Games and shall extend until the first meeting of the board following the next Summer Olympic Games. This time period is called a Quadrennium. A USOC Eligible Athlete may serve as the USOC AAC Representative for a maximum of two terms. If the USOC AAC Alternate Representative replaces the USOC AAC Representative and attends over one-half of the meetings in a Quadrennium, then one term shall be deemed to have been served.
- c. *Election by USOC Eligible Voters.* Every four years representatives shall be elected by those athletes who represented the United States in the Olympic, Paralympics, Pan American, or Parapan American Games; World Championships; Davis Cup; Fed Cup; World Team Cup; or an event designated as an Operation Gold event by the USOC within the preceding ten years as measured from the first USOC AAC meeting of the Quadrennium ("USOC Eligible Voters").
- d. *USOC AAC Election Committee.* The USOC AAC Election Committee shall be comprised of the Chairperson of the Olympic/Pan American Committee, the Corporation's staff person who is a member of the Olympic/Pan American Committee, and the current USOC AAC Representative (or if the USOC AAC Representative is unable to serve, then the USOC AAC Alternate Representative). The Committee shall oversee the nominations and election of the USOC AAC Representative and the USOC AAC Alternate Representative.
- e. *Nomination procedure.* No later than in the year preceding a Quadrennium, the USOC AAC Election Committee shall send a letter to each USOC Eligible Voter requesting nominations. The letter shall contain:

- a description of the duties and operation of the USOC AAC;
- the Corporation election procedure;
- the eligibility criteria;
- a list of the USOC Eligible Athletes;
- the deadline for the nominations; and
- a nomination form that shall include a line for the athlete to self-nominate and attest to willingness to serve.

The Board shall set the date that nominations are due.

- f. *Election procedure.*
- i. The USOC Election Committee shall mail a ballot listing the USOC Eligible Athletes to the USOC AAC Eligible Voters. The ballot shall state that all ballots are due at the USTA office no later than 5:00 p.m. EST on a date set by the Board;
 - ii. The Committee shall tally the votes received by the deadline. The USOC Eligible Athlete who receives the highest number of votes shall be the USOC AAC Representative. The athlete of the opposite gender who receives the highest number of votes for that gender shall be the USOC AAC Alternate Representative.
 - iii. If there is a tie, the President shall cast the deciding vote.
 - iv. If no votes are cast, the President shall appoint the USOC AAC Representative and the USOC AAC Alternate Representative.
- g. *Resignation or removal.* If a USOC AAC Representative resigns or is removed, the USOC AAC Alternate Representative shall serve as the USOC AAC Representative. A new USOC AAC Alternate Representative of the opposite gender shall be elected following the procedures established in this Bylaw.
- h. *Grievance procedure.* Any grievance that arises out of this Bylaw shall be filed in accordance with the procedures established in **Bylaw 43**.

Adoption and Amendment of Bylaws and USTA Regulations

64. *Bylaws.* These Bylaws shall be subject to amendment, and new bylaws not inconsistent with any provision of the Constitution may be adopted, by the affirmative vote of a majority of the voting members present at any meeting of the voting members, *provided* notice of the proposed amendment be included in the notice of the meeting.

65. *Process for submitting Amendment of Bylaws.* A proposed new bylaw or amendment may be submitted only by a Sectional Association (through its president or secretary), by a member of the Governance Committee, by the Board, or by a committee (through its chairperson). A committee may only submit a proposed new bylaw or amendment if the committee, by a majority vote, has voted to submit the proposal. The chairperson shall forward the proposal to the Secretary-Treasurer and shall circulate it to such other bodies as the committee may direct.

All proposals shall be submitted in writing to the Secretary-Treasurer at least 90 days before the meeting at which they are to be considered. However, if notice is provided to all sectional delegates at least 15 days before that meeting, any proposal concerning a matter of extreme urgency that could not have been foreseen 90 days before the meeting may be considered, *provided* such proposal be determined to be of extreme urgency by a majority vote of the members present and voting.

66. *USTA Regulations.* USTA Regulations not inconsistent with the Constitution or these Bylaws, setting forth rules, regulations, and policies of the Corporation may be adopted and amended by the voting members, Governance Committee, or Board. Amendments to the USTA Regulations shall be adopted in accordance with **USTA Regulation XIX**. Amendments to the USTA Regulations adopted by the Governance Committee or Board, shall be subject to the approval, disapproval, or amendment at the next annual, semiannual, or special meeting of the voting members upon the request of voting delegates at the meeting with sufficient aggregate vote strength to constitute a majority vote of the membership.

67. *Gender and titles of Chairpersons.* All references to the male gender in the Constitution, Bylaws, and USTA Regulations shall refer to and mean equally the female gender, and the singular shall include the plural, each where the context so indicates.

Any chairperson or vice chairperson may use any commonly recognized title such as “chairperson,” “chairman,” “chairwoman,” or “chair.”

68. *Stylistic and conforming changes.* The Chairperson of the Constitution and Rules Committee in consultation with the Corporation Legal Department may make language and stylistic changes considered advisable by them to implement the intent of the Bylaws and USTA Regulations and may make conforming changes required to avoid inconsistencies or conflicting provisions. The Chairperson of the Constitution and Rules Committee shall inform the Governance Committee of language, stylistic, and conforming changes.

2019 DIVERSITY AND INCLUSION STATEMENT



Diversity and Inclusion is a strategic priority for the USTA and one of our core values.

Definitions

At the USTA, Diversity is the collective mixture of our human and organizational assets characterized by our similarities and differences.

Inclusion is leveraging the power of diversity in a respectful environment that encourages all to participate and contribute to further the USTA mission.

Importance

Managing diversity and inclusion effectively is critical to achieving the mission of the organization and is an integral part of the success of the USTA's top-level strategic priorities.

Our responsibility as the National Governing Body for the sport obligates us to identify and lead in removing barriers to allow us to be inclusive so that tennis reflects all of America.

Philosophy

Our Diversity and Inclusion philosophy is to match the "Needs" of our customers with "D&I Related Solutions" in order to help them achieve their USTA business-related goals and objectives.

Strategic Direction

Our Diversity and Inclusion strategic plan is anchored by the following six (6) strategic areas: Human Assets, Image, Supplier Diversity, USTA Sections, Strategic Partnerships, and Training & Development.

- **Human Assets** – The USTA family will reflect the demographics of America at all levels, in all locations across all disciplines.
- **Image** – The USTA will project an image that is welcoming and relevant in all communities.
- **Supplier Diversity** – The USTA will strengthen its appeal to diverse audiences by supporting diverse vendors and suppliers.
- **USTA Sections** – The USTA will work with our Section partners in order to assist them with leveraging diversity and inclusion.
- **Strategic Partnerships** – The USTA will leverage strategic partnerships to increase representation of volunteers, staff, fans, officials, coaches, providers, and players.
- **Training & Development** – The USTA will provide skill-based training required for the USTA to maximize its diversity and inclusion efforts.

We will focus on these areas in order to assist the USTA with driving results throughout the Association, as well as the tennis industry.

Our priorities to successfully implement the plan are to:

- Increase awareness within the organization of the importance of diversity and inclusion.
- Provide education and skill-based training to all USTA staff and volunteer leadership.
- Engage communities through strategic partnerships.
- Reward, recognize and communicate results.
- Develop and implement metrics and accountability systems.

- “Walk the Talk” by demonstrating behaviors that are aligned with our values.
- Access communities through traditional and non-traditional tennis organizations, media outlets and others.
- Leverage our diversity and inclusion strategy with current and future partners.
- Share USTA successes and best practices with the greater tennis community.

Success

We will arrive at our destination when the USTA is recognized worldwide as the preeminent organization in which people from all walks of life, representing all dimensions of diversity, will want to work and volunteer; and to which they will want to provide support through participation, membership, collaboration and sponsorship.