



# **USTA/WT A District**

## **Amended and Restated Bylaws**

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# **Wisconsin Tennis Association Inc. Amended and Restated Bylaws**

## **I. CORPORATE RELATIONSHIPS**

### **1) *Name and Affiliation***

The name of this Organization is Wisconsin Tennis Association, USTA/WTa, a Wisconsin not-for-profit corporation. USTA/WTa is a District affiliate association of USTA/Midwest Inc. ("USTA/Midwest"), which is a Section affiliate association of the United States Tennis Association Incorporated ("USTA").

### **2) *Geographic Territory***

The geographic territory of USTA/WTa as designated by USTA/Midwest is as follows:

The state of Wisconsin, except the counties of Barron, Bayfield, Buffalo, Burnett, Chippewa, Douglas, Dunn, Eau Claire, Pepin, Pierce, Polk, Rusk, Sawyer, St. Croix, Trempealeau, and Washburn (which are part of USTA/Northern).

### **3) *Purpose***

The purpose of USTA/WTa is to carry out the purposes and objectives of the USTA and USTA/Midwest within the geographic territory of USTA/WTa in accordance with the rules, regulations, policies, and standards adopted by the USTA and USTA/Midwest as follows:

- a. To develop, promote, and supervise the game of tennis as a means of healthful recreation and physical fitness;
- b. To develop and maintain rules of play and high standards of amateurism and good sportsmanship;
- c. To assist in organizing and servicing District and local associations (see Bylaw 9, p.3);
- d. To sanction and promote tennis matches and tournaments.
- e. To obtain an orderly schedule of tournaments and to rank players in accordance with an accepted standard.
- f. To arrange for annual USTA/WTa championships and other events as may be considered desirable; and
- g. To carry out the objectives of USTA/WTa according to principles, policies, standards, and procedures as set forth by USTA/Midwest and the USTA.

### **4) *Principal Office***

USTA/WTa shall maintain a principal office within the geographic territory of USTA/WTa at a location as may be designated from time to time by the Board of Directors.

## **5) Subordinate Status**

- a) USTA/WTa is subordinate and subject to the authority of USTA/Midwest, which in turn is subordinate and subject to the authority of the USTA.
- b) USTA/WTa has been empowered by the USTA and USTA/Midwest to fulfill the purposes of the USTA and USTA/Midwest and to manage the sport of tennis in the District's geographical area in accordance with the governing documents of the USTA and USTA/Midwest.
- c) The governing documents of USTA/WTa shall be subject to review and approval by USTA/Midwest to ensure consistency with the governing documents of USTA/Midwest and shall also be subject to review and approval by the USTA to ensure consistency with the governing documents of the USTA.

### **A.6. Transfer of Territory**

In the event a geographically defined territory in a District Association desires to become part of the territory of an adjoining District/Sectional Association, the following procedures shall be followed:

- a. The territory requesting a transfer shall request the transfer by notifying the District Associations affected by the transfer in writing and provide the reasons for the transfer request.
- b. The District Associations affected by the transfer shall consider the transfer request at a meeting of the voting members of each District Association and shall record in writing their approval or denial of the transfer request.
- c. If both District Associations affected by the transfer approve the transfer request, they shall notify USTA/Midwest of their approval in writing.
- d. Upon receipt by USTA/Midwest of the approval of the transfer request by both District Associations affected by the transfer, the transfer request shall be considered at the next meeting of the voting members.
- e. Following the meeting of the USTA/Midwest voting members, at which the transfer request was considered, the District Associations requesting the transfer shall be notified in writing of the decision of the voting members.

## **II.**

## **III. MEMBERS**

### **A.7. Membership Categories**

The categories of membership in USTA/WTa shall be Organization Members, Individual Members, and Honorary Members.

### **B.8. Organization Members/Applications**

Any club or organization of a permanent character located within the territory of USTA/WTa, which is interested in the purposes of the USTA and USTA/Midwest, which is interested in the purposes of the USTA and USTA/Midwest, and which

does not restrict its membership or the provision of services on the basis of race, color, religion or national origin, is eligible for free membership as an Organization Member as provided in the Bylaws of the USTA as follows:

- i) *Community Tennis Associations* – Any multi-purpose, incorporated, geographically defined, not-for-profit, volunteer tennis support organization that supports or provides comprehensive programs;
- ii) *Clubs* – Any private or commercial club, resort, hotel, condominium, apartment complex, or homeowner's association that controls and maintains tennis facilities;
- iii) *Schools* – Any elementary or secondary school, college, university, or other educational institution.
- iv) *Park and Recreation Departments* – Any municipal, county, or other public entity that fosters tennis activities; or,
- v) *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.
- vi) Applications shall be submitted in the proper form to the USTA at its principal office. An Organization Member's application shall be deemed approved unless USTA/WTN through USTA/Midwest notifies the USTA of its disapproval in writing within the timeline set forth in USTA Bylaw 15.

#### ***C.9. Individual Members/Applications***

Any individual interested in the purposes of the USTA and USTA/Midwest is eligible for membership as an individual member as provided in the Bylaws of the USTA as follows:

- (a) Junior (under the age of 19).
- (b) adult (19 or older and under the age of 70).
- (c) senior (any individual 70 or older).
- (d) life (current life members are grandfathered and not sold anymore).
- (e) Applications shall be submitted in the proper form to the USTA at its principal office.
- (f) An individual may have only one USTA membership.

#### ***D.10. Honorary Members***

Honorary Members are those members upon whom honorary membership has been conferred by the USTA in accordance with its Bylaws.

#### ***E.11. Dues, Suspension, and Expulsion***

- a. Membership dues shall be as set forth in the Bylaws of the USTA and are payable directly to the USTA. Any individual member who fails to pay dues

and is suspended from membership by the USTA shall automatically be suspended from membership in USTA/MTA upon notice to USTA/MTA of such member's suspension.

- b. Any member shall automatically be expelled from membership in USTA/MTA upon notice to USTA/MTA of such member's expulsion from membership by the USTA.

#### ***F.12. Exhaustion of Administrative Remedies***

A.All members agree to follow the Constitution, Bylaws, and Rules and Regulations of the USTA, as well as the Bylaws, rules and regulations, policies and procedures of USTA/Midwest and 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.All members further agree that any controversy or grievance involving membership, governance, management, or participation in activities or events shall, where appropriate, be submitted to final and binding arbitration. Final and binding arbitration shall be conducted in accordance with procedures approved by the USTA and USTA/Midwest.

C.Voluntary mediation shall be permitted, subject to the agreement of all parties, with the costs of the mediation to be equally shared.

**IV.**

**V.**

### **VI.MEMBER VOTING RIGHTS**

#### ***A.13. Voting & Non-Voting***

- 1) The Voting members of the Association shall be the Directors of the Association that controls matters of governance, such as budget approval, strategic planning, approval of bylaw changes, and setting a code of ethics, among a variety of other organizational matters.
- 2) The Non-Voting members of the Association shall be:
  - a) Individuals - Individual membership shall be granted automatically to any resident of Wisconsin who is a member in good standing of the USTA.
  - b) Organizational membership shall be automatically granted to any club, school, association, or organization in Wisconsin that is granted membership in USTA.
  - c) Application for and resignation from organizational and individual membership shall be submitted directly to USTA and in accordance with USTA regulations. By exercising membership in USTA WI, each organizational and individual member agrees to abide by the rules and regulations of USTA WI, USTA Midwest and USTA.

- d) Members agree to be bound by the grievance procedures of USTA WI, USTA/Midwest or USTA in any grievance against those organizations or any members, boards, employees, contractors, volunteers, or participants in activities of those organizations. Members also agree to fully exhaust the administrative remedies of those organizations before resorting to any court, agency, or other forum to resolve grievances or complaints.
- e) An individual who is reimbursed for expenses incurred on behalf of USTA/WTa, USTA/Midwest, USTA, or engages in activities, such as umpiring or coaching, shall not be considered for those reasons alone to be a paid employee.

#### ***B.14. Voting Strength***

The voting strength of each Board of Directors representing the USTA/WTa shall be one (1) vote.

#### ***C.15. Annual Meeting and Order of Business***

An annual meeting shall be held each year for the transaction of business that comes before the Members of USTA/WTa, which shall be held prior to the annual meeting of USTA/Midwest at the place and time fixed by the Board of Directors.

The Order of Business at the Annual Meeting of USTA/WTa shall be as follows:  
Report certifying voting rights and the determination of a quorum.

- a. Approval of Meeting Minutes
- b. Report of Treasurer
- c. Report of President
- d. Report of Elections
- e. Reports of Committees
- f. Miscellaneous or special business
- g. Adjournment
- h. Adoption of that part of the report certifying voting rights shall not be subject to challenge during the meeting.

#### ***D.16. Special Meetings***

Special meetings of the Voting Members of USTA/WTa may be called at any time by the Board of Directors and shall be called by the Board of Directors upon the written request of ten (10) Board of Directors. The request shall state the purpose(s) of the proposed meeting, and 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 place and time fixed by the Board of Directors.



### ***E.17. Notice of Meetings***

Written notice of the place, time, and purpose(s) of any meeting of the Voting Members of USTA/WTB shall be sent by first-class mail or by electronic transmission to the President, Officers, Immediate Past President, all Past Presidents, Directors-at-Large (if required), Committee Chairs, and all Committee Members. All notices shall be given not less than 15 or more than 60 days before any meeting. Only those matters set forth in the notice of a special meeting may be acted upon at the special meeting.

### ***F.18. Quorum and Voting***

At any meeting (mail, electronic, or in person) of the Voting Members of USTA/WTB, not less than **(10)** of the Directors currently elected and serving shall be a quorum for each meeting. Past Presidents shall not be included in calculating a quorum;

- (a) Questions/motions shall be decided by a simple majority of the votes cast, provided there is a quorum unless otherwise specified in these By-Laws.
- (b) The Board of Directors shall meet not less than twice a year for its regular meetings, and may, by resolution, provide when, how more frequently, and where its regular meetings will be held.
- (c) Additional Board of Directors meetings may be called at any time by the President. The request shall state the purpose(s) of the proposed meeting. Additional Board of Directors meetings may be held at the place and time as the President shall determine.
- (d) Written notice of the place, time, and purpose(s) of meetings shall be sent by first-class mail or by electronic transmission. No notice shall be necessary for any regularly scheduled meeting of the Board of Directors.
- (e) *It is expected that all board members will make every effort to attend all scheduled meetings including training.* Members may be removed for failure to attend at least 50% of the meetings within a 12-month period or failure to provide notification to the Chief Operating Officer as outlined in Bylaws 20h. Exceptions are made in emergency and medical situations.

### ***G.19. Mail/Electronic Voting-Covered in 20 g.***

### ***H.20. Board of Directors***

- a. *Composition.* The Board of Directors shall be composed of six (6) Officers (Management Committee), two (2) Directors-at-Large, ten (10) Directors, (1) Immediate Past President, and all Past Presidents attending, and in good standing. A quorum of ten (10) shall be present for any action to be taken.

- b. *Responsibilities.* The Board shall manage the affairs of USTA/WT A and shall uphold the Bylaws, rules and regulations, policies and procedures established by the Voting Members. The Board shall have such powers as have not been granted Non-Voting Members, including modifying, or adding rules and regulations, policies, and procedures when action is urgently required, and it is impractical to call a meeting of the Voting Members. Any action taken by the Board shall be communicated to the Voting Members via meeting minutes and at the next meeting of the Voting Members. The powers of the Board shall include appeals of acts or decisions of the Management Committee, (except grievance decisions). The decisions of the Board of Directors will be final.

**6.** *Votes of Past Presidents.* At Annual or Special Meetings of USTA/WT A, each attending Past President, in good standing, shall be entitled to one (1) vote

- d. *Appeal of Board Action.* An appeal of an act, decision, or vote of the Board may be considered at an Annual Meeting if notice of the appeal is set forth in the notice of the meeting; provided, however, the non-voting Members shall have no authority to consider a grievance decision made by the Board.
- e. *Other Powers.* In addition to the establishment of the rules and regulations, policies, and procedures of USTA/WT A, the powers of the Board of Directors shall include, but shall not be limited to, (1) approving the annual budget and any amendments thereto; (2) approving committee chairs and committee members of all standing committees, except the Nominating Committee; (3) filling any vacancy as provided for in Bylaw 30.

#### *Meetings.*

i. *Regular.* The Board of Directors shall meet not less than twice a year for its regular meetings, and may, by resolution, provide when, how more frequently, and where its regular meetings will be held. Additional Board of Directors meetings may be called at any time by the President. The request shall state the purpose(s) of the proposed meeting. Additional Board of Directors meetings may be held at the place and time as the President shall determine. Written notice of the place, time, and purpose(s) of meetings shall be sent by first-class mail or by electronic transmission. No notice shall be necessary for any regularly scheduled meeting of the Board of Directors.

ii. *It is expected that all board members will make every effort to attend all scheduled meetings including training.* Members may be removed for failure to attend at least 50% of the meetings within a 12-month period or failure to provide notification to the Chief Operating Officer as outlined in Bylaws 20h. Exceptions are made in emergency and medical situations.

- f. *Special.* Special meetings of the Board of Directors may be held at any time at the call of the President or upon the written request of at least **three (3)** members of the Board. The call or request shall state the purpose(s) of the

proposed meeting. Special Board meetings may be held at the place and time as the Board shall determine. Written notice of the place, time, and purpose(s) of Board meetings shall be sent by first-class mail or by electronic transmission to each Board Member not less than 72 hours nor more than 10 days before any special meeting. Only those matters set forth in the call or request and in the notice of the special meeting may be acted upon at the special meeting. A majority of the votes shall decide the question, matter, or resolution. Any mail or electronic vote by the Board of Directors or the Management Committee shall be valid when received by the Chief Operating Officer within the time designated.

- g. *Mail/Electronic Vote.* The President may at any time request a mail or electronic vote on any matter to come before the Board of Directors and the request for a mail or electronic vote shall be sent to each member of the Board of Directors, and the returned ballot must be signed by the Board Member.
- h. *Removal of a Board Member.* The Board of Directors may remove any member of the Management Committee or Board of Directors for conduct deemed inappropriate and detrimental to the USTA, USTA/Midwest, or USTA/WTB by a majority vote of the members present constitute a quorum at any meeting after notice of two weeks of the meeting personally or by first-class mail or electronic transmission to the subject member and all members of the Board. The reason for removing the member shall be set forth in the notice of the meeting. The meeting will be convened upon two weeks' notice, either in person or via mail or electronic transmission.

### ***1.21. Officers***

The officers shall be a President, an Executive Vice President, two Vice Presidents, a Secretary, a Treasurer, and the Immediate Past President.

- a. *President.* The President shall be the Chairman of the Board of Directors. The President shall preside at all meetings of the Organization Members, the Board, and the Management Committee. The President, with the approval of the Management Committee, shall appoint committee chairpersons and committee members whose appointments are not otherwise provided for in these Bylaws.
- b. *Executive Vice President.* The Executive Vice President shall assist the President in the performance of the President's duties and shall exercise all the powers of the President in case of the President's resignation, reassignment, incapacity, removal, death, or otherwise disqualification. The Executive Vice President shall preside at all meetings of the voting members, the Board of Directors, and the Management Committee at which the President is not present.
- c. *Vice Presidents.* The Vice Presidents shall assist the President and the

Executive Vice President in the performance of their duties.

- d. *Secretary.* The Secretary shall, with the assistance of the Chief Operating Officer and staff, monitor the keeping of membership records, the tabulation of all votes taken and the certification of quorum achievement, and the giving of notice and the keeping of minutes of meetings of the Voting Members, the Board of Directors, and the Management Committee. The operational responsibilities shall be carried out by the Chief Operating Officer and those staff members designated by the Chief Operating Officer. The Secretary shall perform such other duties as may be assigned by the President.
- e. *Treasurer.* The Treasurer, with the assistance of the Chief Operating Officer and staff, shall be responsible for monitoring the financial management and controls of USTA/MTA and its budgeting process, including the development of annual budgets. The operational responsibilities shall be carried out by the Chief Operating Officer and those staff members designated by the Chief Operating Officer. At least annually the financial statements of USTA/MTA shall be audited by an independent certified public accounting firm recommended by the Treasurer, the President, and the Chief Operating Officer and approved by the Management Committee. All books shall be opened for examination by any Board of Director member as requested. The Treasurer shall perform other duties as may be assigned by the President.
- f. *Immediate Past President.* The Immediate Past President shall assist the President in the performance of the President's duties and shall serve as chair of the current Nominating Committee.

## **VII.REPRESENTATION AT SECTIONAL MEETINGS**

### ***A.22. Sectional Delegate***

The President shall represent USTA/MTA as its Delegate and serve as a member of the USTA/Midwest Executive Committee and shall cast the votes of USTA/MTA at meetings of the voting members of USTA/Midwest as set forth in the Bylaws of USTA/Midwest.

### ***B.23. Alternate Sectional Delegate***

The Executive Vice-President shall represent USTA/MTA as its Alternate Delegate and shall be empowered to act for and on behalf of USTA/MTA when the Delegate is unable to act.

### ***C.24. Absence of Both President and Executive Vice-President***

In the event neither the President nor the Executive Vice-President is able to act as Delegate or Alternate Delegate, the Management Committee shall select and

empower any other member of the Management Committee to act in their absence. The Chief Operating Officer of USTA/MTA shall immediately notify the Chief Operating Officer of USTA/Midwest of this change.

***D.25. Adjusted Aggregate Voting Strength of a District Association***

USTA/MTA shall not have more than 40 percent of the adjusted aggregate voting strength when voting at USTA/Midwest Membership meetings.

**VIII.OTHER GOVERNING UNITS**

***A.26. Directors-at-Large***

Two (2) Directors-at-Large (if required) may serve on the Board of Directors and Management Committee. The person(s) term shall coincide with that of the President. A new president, during the term, at his/her discretion may keep the existing Member-At-large or may appoint new Members-at-large to the Management Committee. At the time of taking office, the Members-at-large shall reside in the USTA/MTA. The Members-at-large may serve in their respective positions for as many terms as they so nominated by the President. An appointment to complete a term shall not be considered in limiting a term of office.

**IX.NOMINATIONS AND ELECTIONS**

***A.27. Nominating Committee***

Only candidates nominated as provided in this Bylaw shall be eligible for election.

- a. *Composition.* The Nominating Committee shall be composed of **four (4)** members, one of whom shall be the Immediate Past President, who shall serve as a voting member and shall not be a factor in the geographic diversification required by this Bylaw. No **two (2)** members of the Nominating Committee shall be from the same county. No member of the Management Committee (excluding the Immediate Past President) or any Directors-at-Large **(if required)** shall serve, or be nominated to serve, as a member of the Nominating Committee. In the event the immediate Past President is not able to serve as chair of the Nominating Committee, the remaining Nominating Committee members shall elect a new Chair from its current committee members (ref. Bylaw 30, Vacancies).
- b. *Terms.* Each member of the Nominating Committee shall be elected in odd-numbered years and shall serve terms of two (2) years. Any member of the Nominating Committee may serve a second consecutive, two-year term, but if there are more than **2 current members** of the Nominating Committee wishing to serve a second consecutive term, only **2 such member(s)** may be nominated and elected to serve such a second consecutive term. No person may serve as a member of the Nominating Committee for more than two (2)

consecutive two-year terms (four (4) consecutive years). A person who leaves the Nominating Committee may not return to the Nominating Committee for a period of two years following the end, or what would have been the end, of the person's term on the Nominating Committee.

- c. *Chair.* The Immediate Past President shall convene the initial meeting of the Nominating Committee at which time the Nominating Committee as a whole shall select one of its members as the Chair of the Nominating Committee.
- d. *Nominating Committee Meeting.* The Chair of the Nominating Committee shall call a meeting of the Committee **no later than August 1, in odd-numbered years,** at a time to be determined by the Chair. **Three (3)** members in attendance shall constitute a quorum (ref. Bylaw 38. Quorum).
- e. *Nominations.* The Nominating Committee shall nominate the Officers (6), except two (2) At-Large Members, and the Immediate Past President; Directors (up to 15); and the members of the **Nominating Committee (4). A minimum of one Director-at-Large (if required) shall be replaced each term.** The Nominating Committee may nominate no more than two candidates for each office. No member of the Nominating Committee may be nominated for election as an officer during the individual's term on the Nominating Committee, or any unexpired portion thereof, in the event of the individual's resignation from the Nominating Committee.
- f. *Eligibility of USTA/Midwest Officials and Employees.* No person who serves as an elected, appointed, or designated governing official or employee (paid or otherwise) of USTA/Midwest or the USTA shall be eligible to be nominated or assume any elected or appointed position with USTA/MTA without first resigning the position held with the USTA/Midwest or the USTA. A person who is reimbursed for expenses incurred on behalf of USTA/Midwest or the USTA for engaging in activities, such as umpiring, or coaching, shall not, for those reasons alone, be considered an employee.
- g. *Nominating Committee Deadline.* The Nominating Committee shall file its nominations with the Chief Operating Officer **45 days** prior to the Annual Meeting in odd-numbered years. The Chief Operating Officer shall create a slate of those nominated and send a notice of the nominations by first-class mail or electronic transmission to each Board Member, each Organization/Voting Member, its Delegate and Alternate Delegate, and all Past Presidents, **30 days prior to the Annual Meeting in odd-numbered years.**
- h. *Alternate Nominating Slates by Voting Members.* Following the notification of the nominating committee slate to the Voting Members, a minimum of 20% of Voting Members may propose an opposing name(s) by filing the name(s) with the Chief Operating Officer **15 days** prior to the Annual Meeting in odd-

numbered years. Notice of the opposing name(s) and all the Voting Members making the nomination(s) shall be sent by mail or electronic transmission by the Chief Operating Officer to each Organization Member President/Delegate and to all members of the Board of Directors **10 days** prior to the Annual Meeting in odd-numbered years

- i. Vacancies in Nominating Slates.* All nominating slates, whether by the Nominating Committee or an alternate slate, shall become final and unchangeable **20 days** prior to the Annual Meeting in odd-numbered years. If prior to the date the slates become final, any person nominated dies, becomes incapacitated, declines nomination, or is otherwise disqualified, the vacancy in the nomination shall be filled by either the Nominating Committee or the Voting Member proposing the slate, with the name of the new nominee selected filed with the Chief Operating Officer prior to the date nominating slates to become final. The Chief Operating Officer shall, within **5 days** after the date nominations become final, notify by first-class mail or electronic transmission each Board Member, each Organization Member, its Delegate and Alternate Delegate, and all Past Presidents of any changes to any of the nominating slates.
- j. Election.* Only candidates nominated as provided in this Bylaw shall be eligible for election. The Chief Operating Officer shall send sufficient information for the nominated slate(s), along with the announcement of the Annual Meeting to the Organization Member President/Delegate, the Board of Directors, the Management Committee members, and all Past Presidents by mail or electronic transmission no later than **10 days** prior to the Annual Meeting. Signed ballots shall be returned to the Chief Operating Officer no later than **November 5**.

Due dates established in the above information may be changed by notice due to unforeseen circumstances and time constraints prior to the Annual Meeting date established herein.

## **X.RESIDENCY, TERMS OF OFFICE, AND VACANCIES**

### **28. Residency and USTA Membership**

All members of the Management Committee, Board of Directors, the Delegates and Alternate Delegates of Organization Members, the Directors-at-Large (if required), and the members of all USTA/WTa committees shall be USTA members, and shall, at the time of taking office and for the duration of their terms, reside within the geographic territory of USTA/WTa. If any such person ceases to be a USTA member or ceases to reside within the geographic territory of USTA/WTa, that person shall relinquish his/her office or position with USTA/WTa due to being disqualified to serve. The residency requirement

contained in this Bylaw shall not apply to Past Presidents of USTA/WTB who have completed their term as Immediate Past President.

## **29. Terms of Office**

- a. The terms of Officers, the Immediate Past President, the Directors-at-Large (if required), and the members of the Nominating Committee, all of whom shall serve without compensation, shall be for two years and shall begin at the convening of the USTA/WTB Annual Meeting in odd-numbered years.
- b. The President, and the Executive Vice President, shall not be eligible to serve in the same office for more than two, two-year terms.
- c. The Vice President, the Secretary, the Treasurer, and the At-Large Members shall each be eligible to serve in their respective offices for as many two-year terms as they are so nominated, elected, or appointed.
- d. The Immediate Past President shall serve until replaced by another Past President.
- e. Appointment to complete a term shall not be considered in limiting a term of office.

## **30. Vacancies**

- a. *President.* In the event of a vacancy in the office of the President, the Executive Vice President shall automatically become the President for the unexpired term. Should the Executive Vice President decline the position as President, the Management Committee may appoint/elect another officer to fill the term. In the event the President leaves office prior to the completion of a term, the President may not serve as Immediate Past President, and the then current Immediate Past President shall continue to serve until replaced. The Board shall determine whether a President who leaves office prior to the completion of a term will retain the title of Immediate or Past President in perpetuity, and the decision of the Board shall be final.
- b. *Immediate Past President* In the event the Immediate Past President is unable or unwilling to serve in the next term; the Management Committee shall have the discretion to determine whether the vacancy shall be filled.
- c. *Directors-at-Large (if required).* In the event of a vacancy in the position of Director-at-Large, the Management Committee shall select a new Director-at-Large to serve until the next regularly scheduled election.
- d. *Nominating Committee Chairperson.* In the event of the Chair's resignation, reassignment, incapacity, removal, death, or is otherwise disqualified, the remaining Nominating Committee members shall elect a new Chair from its current committee members.
- e. *Other Vacancies.* Except as otherwise provided in this Bylaw, if a vacancy shall occur in the other Officers, Immediate Past President, or on the



Nominating Committee, the Management Committee shall have the discretion to determine whether the vacancy shall be filled. If the Management Committee determines the vacancy shall be filled, the Management Committee, by a majority vote of at least six (6) members present, shall be empowered to fill the vacancy with a suitable replacement to serve until the next regularly scheduled election or leave the position vacant.

## **XI.**

## **XII.COMMITTEES**

### **31. Standing and Other Committees**

- a. USTA/WTB shall have the following standing committees:
  - i. Nominating Committee
  - ii. Grievance Committee
  - iii. Other committees, standing or special, may be established by the Management Committee, Board of Directors, or the President.
  - iv. All committee members shall serve without compensation and shall be Individual Members of the USTA. All committee members shall reside in the territory of USTA/WTB.

### **32. Grievance Committee**

- a. *Composition.* The Grievance Committee shall be composed of three (3) persons.
- b. *Jurisdiction.* The Grievance Committee shall be responsible for investigating and deciding matters related to the Bylaws, regulations, policies and procedures, standards of conduct, fair play, and good sportsmanship of USTA/WTB, except for matters involving USTA League Play.
- c. *Filing Grievance.* Any grievance shall be in writing and sent by first-class certified mail, return receipt requested, to the Grievance Chair, care of the Chief Operating Officer, CURRENT ADDRESS OF CHIEF OPERATING OFFICER within **30 days** following the date on which the alleged grievance occurred; provided, however, if the alleged grievance is based on falsification of age or falsification of any other information, the written grievance shall be filed within **30 days** after discovery of the falsification. Upon the receipt of a grievance by the Grievance Committee Chair, the Chair shall cause a copy of the written grievance, along with notice that the grievance has been received by the Chair, to be mailed by first-class certified mail, return receipt requested, to the last known address of the person against whom the grievance was filed requesting an explanation within ten days after the mailing by the Chair.
- d. *Decision by Chair.* Upon a finding by the Chair that the person against whom a grievance was filed violated one or more of the stipulations or standards

- specified in **Bylaw 32.b**. the Chair shall have the power to suspend the person for such period as the Chair in his or her discretion deems appropriate. Prior to taking such action, the Chair shall not be required to hold any hearings and the action may be taken without further investigation. The Chair shall promptly notify in writing the person so charged of the decision. A Vice Chair shall have all the powers of the Chair and shall act when the Chair is unable to do so.
- e. *Appeal of Decision by Chair.* Within ten days after receipt of a written notice of the decision by the Chair or Vice Chair, the person penalized may appeal the decision by addressing a written request to the Chair for a hearing before the entire Committee. Upon receipt of the request, the Chair shall promptly fix a time and place for a hearing and shall give the penalized person not less than eight days prior written notice thereof. At the hearing, the penalized person shall have the right to appear personally with not more than one representative or attorney. If a minor, a parent may attend with their child, as well as an attorney. The Grievance Committee shall have the power to affirm, modify, or reject the prior decision or to impose any additional penalties as it may deem appropriate. A majority vote of the Grievance Committee shall be sufficient to render a decision. The Grievance Committee shall promptly notify the person penalized of its decision.
  - f. *Alternate Procedure.* Instead of following the procedures set forth in **Bylaw 32.d**, the Chair may convene the Grievance Committee to render a decision relative to a written grievance. In that event, all procedures set forth in **Bylaw 32.e** shall be followed, including the imposition of all penalties indicated therein.
  - g. *Appeal of Grievance Committee Decision.* Any appeal from a decision of the Grievance Committee shall be made to the Board of Directors within ten days after receipt of the written notice of the decision of the Grievance Committee. The appeal shall be addressed to the President of USTA/WTB requesting review by the Management Committee. The Management Committee shall promptly review the findings of the Grievance Committee but is not required to hold a hearing unless, in its absolute discretion, it deems a hearing necessary. The Management Committee shall have the power to affirm, modify, or reject the decision of the Grievance Committee, but may not impose harsher penalties. A majority vote is necessary for the Management Committee to reach a decision, and the decision shall be binding and final. The Management Committee shall promptly notify the penalized person in writing of its decision.
  - h. *Reinstatement of Penalized Person.* Any person who has been suspended or expelled pursuant to the provisions of this Bylaw may be reinstated at any time by the Management Committee on evidence satisfactory to the Management Committee that reinstatement is merited. Prior to taking any

such action, the Management Committee shall obtain the recommendation of the Grievance Committee.

### **33. Officials' Committee**

The Officials Committee shall be composed of a Chair and **two** other committee members appointed by the President. The Committee shall meet not less than once a year, at which meeting current matters involving tennis officiating is to be reported upon and discussed. The Committee shall be responsible for the training, development, and certification of tennis officials in accordance with the ITF Rules of Tennis, USTA Regulations, and USTA/Midwest Regulations.

### **34. Human Resources Committee**

The Human Resources Committee shall be appointed by the President and shall be composed of **three (3)** persons – the President, the Executive Vice President and one other Officer. In the event any officer is unable to serve, the President shall select another Officer from the Board to fill the vacancy.

### **35. Budget Committee**

The Management Committee shall serve as the Budget Committee.

### **36. Strategic Planning and Execution Committee**

The Management Committee shall serve as the Strategic Planning and Execution Committee.

### **37. Duties of Committee Chair**

The Chair of each committee shall preside at all committee meetings; be responsible for the functioning of the committee; and, unless the chair appoints a secretary to the committee, shall be responsible for giving notice of all meetings and keeping a record of the proceedings. The chair will send a copy of the notice and the minutes to the Chief Operating Officer.

### **38. Quorum**

The following shall constitute a quorum for the transaction of business by the Management Committee, the Board of Directors, and the following committees:

- a. Management Committee - not less than four **(4)** of its members shall be present
- b. Board of Directors – not less than ten (10) of its members. Past Presidents shall not be included in calculating a quorum.
- c. Nominating Committee – not less than three (3) of its members; and,
- d. Grievance Committee – not less than three (3) of its members; and

e. Other Committees—not less than one-third of the members of the committee but requiring a majority of the committee to be present to approve actions.

### **39. Written Consent**

Any action required or permitted to be taken at any meeting of the Board of Directors, the Grievance Committee, or the Nominating Committee, may be taken without a meeting if, in the case of committees, written consent is signed by not less than two-thirds of all the members of the committee, unless the two-thirds calculation results in a number less than that required to constitute a quorum for that committee, in which case all members of the committee must give written consent. In the case of the Board of Directors, written consent must be signed by all Board members. In all cases, the written consent shall be filed with the minutes of the proceedings of the committee or the Board.

### **40. No Proxies**

No member of the Management Committee, Board of Directors, or any other committee shall have the power to appoint a proxy to attend any meeting or committee meeting on the member's behalf.

### **41. Telephone Conference Meetings**

Members of the Management Committee, the Board of Directors, all Past Presidents, or of any committee, may participate in a meeting by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and be heard by others. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at the meeting.

## **XIII. STAFF AND GENERAL COUNSEL**

### **42. Chief Executive Officer**

USTA/MTA shall have an Executive Director (*Title Change by Midwest November 2023*), who shall be the Chief Executive Officer. The Chief Executive Officer shall, subject to the direction and evaluation of the Management Committee and fully accountable to it, manage the day-to-day operational programs, policies, and procedures of USTA/MTA and shall be responsible for the functioning of the office of USTA/MTA. The Chief Executive Officer shall be appointed by and shall serve at the direction of and at the compensation fixed by the **Management Committee**. The Chief Executive Officer shall be an advisory member of all committees, except the Nominating Committee.

a. The Chief Executive Officer shall be directly responsible for executing all Management Committee decisions; employing and dismissing USTA/MTA personnel; managing budgetary and contract processes; managing staff work; and

performing additional duties as may be requested by the Management Committee, **or President.**

b. All books shall be open to examination by any Organization Member, or Board of Director Member, as requested.

#### **43. General Counsel**

The President, with the consent of the Management Committee, shall appoint a General Counsel, who shall, when called upon by the President, the Board of Directors, or the Chief Operating Officer, advise or represent USTA/WTa on legal matters. The General Counsel shall be a member in good standing of the bar of the state in which USTA/WTa is incorporated, and shall serve at the pleasure of the Board. An individual USTA Membership may be purchased by USTA/WTa for the General Counsel.

#### **XIV.**

#### **XV.PARLIAMENTARY AUTHORITY**

#### **44. Parliamentary Authority**

The rules contained in the current edition of *The New Robert's Rules of Order, Revised and Updated Edition*, shall govern USTA/WTa in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order USTA/WTa may adopt.

#### **XVI.**

#### **XVII.INDEMNIFICATION**

#### **45. Indemnification**

USTA/WTa shall indemnify any current or former director, committee member, officer, or employee to the same extent permitted by law of the state of Wisconsin.

#### **XVIII.**

#### **XIX.ADOPTION AND AMENDMENT OF GOVERNING DOCUMENTS**

#### **46. Bylaws**

These Bylaws may be amended, and new Bylaws adopted by two-thirds vote of the Board members present and voting at any Annual or Special meeting (mail, electronic, in-person, or by proxy), provided notice of the proposed amendment is included in the notice of the meeting as required by **Bylaw 18.**

#### **47.Process for Submitting Amendments to Bylaws**

- a. A proposed new Bylaw or amendment may be submitted by an Organization Member, by the Board, or by a committee through its chair. A committee may only submit a proposed new Bylaw or amendment if the committee has approved, by a majority vote, submitting the proposal.

- b. All proposals shall be submitted in writing to the Chief Operating Officer at least 60 days prior to the meeting at which they are to be considered. However, if notice is provided to the Board, all Past Presidents, and all Voting Members at least 15 days prior to that meeting, any proposal concerning a matter of extreme urgency that could not have been foreseen 60 days prior to the meeting may be considered provided the proposal is determined to be of extreme urgency by a majority vote of the members present and voting.

#### ***48. Other Governing Documents***

- a. Other governing documents, including, but not limited to, USTA/WTB **Regulations**, Standing Orders, and Policies and Procedures, not inconsistent with any provision of these Bylaws may be adopted and amended by the Board of Directors by majority vote. Adoptions or amendments passed by the Management Committee or Board of Directors shall be subject to approval, disapproval, or amendment by the Management Committee, Board of Directors, and Voting Members at the next annual meeting upon the request of an Organization Member, provided such request is made in writing to the Chief Operating Officer at least 30 days prior to the meeting of the Organization Members at which the matter is to be considered.

#### ***49. Process for Submitting Amendments to Other Governing Documents***

- a. A proposed new or amendment to USTA/WTB Regulations, Standing Orders, Policies and Procedures, or other governing documents may be submitted by an Organization Member through its Delegate or Alternate Delegate, by a member of the Management Committee, or a member of the Board of Directors, by the Past Presidents, or by a committee through its chair.
- b. A committee may only submit a proposed new or amendment to USTA/WTB Regulations, Standing Orders, Policies and Procedures, or other governing documents if the committee has approved, by a majority vote, submitting the proposal. All proposals shall be submitted in writing to the Chief Operating Officer at least 60 days prior to the Board of Directors meeting at which they are to be considered. However, if notice is provided to the Board, all Past Presidents, and all Organization Members at least 15 days prior to that meeting, any proposal concerning a matter of extreme urgency that could not have been foreseen 60 days prior to the meeting may be considered provided the proposal is determined to be of extreme urgency by a majority vote of the Board members present and voting.