



**USTA/Midwest, Inc.**

**Amended and Restated  
Bylaws**

**Current as of February 11, 2023**



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# **USTA/Midwest, Inc.**

## **Amended and Restated Bylaws**

### **RELATIONSHIP TO UNITED STATES TENNIS ASSOCIATION INCORPORATED**

#### **1. Sectional Association**

USTA/Midwest, Inc. (USTA/Midwest) is a sectional association of the United States Tennis Association Incorporated (USTA) and is subordinate to and subject to the authority of the USTA.

#### **2. Purposes**

The purposes for which USTA/Midwest was formed are 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;
- 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/Midwest championships and other events as may be considered desirable; and
- g. To carry out the objectives of the USTA according to principles, policies, standards, and procedures as set forth by the USTA.

#### **3. Geographical Area**

The geographical area assigned to USTA/Midwest is:

The state of Indiana;

The state of Michigan;

The state of Ohio;

The state of Illinois, excepting the county of Rock Island and that part of the state that is within 30 miles of St. Louis (Missouri) City Hall (which are part of USTA/Missouri Valley);

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

Of the state of Kentucky, the counties of Boone, Campbell, and Kenton; and

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.

## **DISTRICT ASSOCIATIONS**

### **4. Territories**

USTA/Midwest shall be divided into geographical districts, the boundaries of which shall be fixed by USTA/Midwest. Each district shall be governed by a District Association. Each District Association shall be identified, and the territory assigned to each District Association, shall be as follows:

**CENTRAL INDIANA:** Of the state of Indiana, the counties of Bartholomew, Boone, Brown, Clark, Clay, Clinton, Crawford, Daviess, Dearborn, Decatur, Delaware, Dubois, Fayette, Floyd, Fountain, Franklin, Gibson, Greene, Hamilton, Hancock, Harrison, Hendricks, Henry, Jackson, Jefferson, Jennings, Johnson, Knox, Lawrence, Madison, Marion, Martin, Monroe, Montgomery, Morgan, Ohio, Orange, Owen, Parke, Perry, Pike, Posey, Putnam, Randolph, Ripley, Rush, Scott, Shelby, Spencer, Sullivan, Switzerland, Tippecanoe, Tipton, Union, Vanderburgh, Vermillion, Vigo, Warren, Warrick, Washington, and Wayne;

**CHICAGO:** Of the state of Illinois, the counties of Cook, DuPage, and Lake;

**MID-SOUTH ILLINOIS:** Of the state of Illinois, the counties of Adams, Alexander, Bond, Brown, Calhoun, Cass, Champaign, Christian, Clark, Clay, Clinton, Coles, Crawford, Cumberland, DeWitt, Douglas, Edgar, Edwards, Effingham, Fayette, Franklin, Fulton, Gallatin, Greene, Hamilton, Hancock, Hardin, Henderson, Jackson, Jasper, Jefferson, Jersey, Johnson, Knox, Lawrence, Logan, Macon, Macoupin, Madison, Marion, Mason, Massac, McDonough, McLean, Menard, Monroe, Montgomery, Morgan, Moultrie, Peoria, Perry, Piatt, Pike, Pope, Pulaski, Randolph, Richland, Saline, Sangamon, Schuyler, Scott, Shelby, St. Clair, Tazewell, Union, Vermilion, Wabash, Warren, Washington, Wayne, White, Williamson, and Woodford, excepting that part of the state that is within 30 miles of St. Louis (Missouri) City Hall, which is part of USTA/Missouri Valley;

**NORTHEASTERN MICHIGAN:** Of the state of Michigan, the counties of Arenac, Bay, Clare, Clinton, Genesee, Gladwin, Gratiot, Huron, Isabella, Lapeer, Midland, Saginaw, Sanilac, Shiawassee, and Tuscola;

**NORTHEASTERN OHIO:** Of the state of Ohio, the counties of Ashland, Ashtabula, Carroll, Columbiana, Coshocton, Cuyahoga, Geauga, Harrison, Holmes, Jefferson, Knox, Lake, Lorain, Mahoning, Medina, Portage, Richland, Stark, Summit, Trumbull, Tuscarawas, and Wayne;

**NORTHERN ILLINOIS:** Of the state of Illinois, the counties of Boone, Bureau, Carroll, DeKalb, Ford, Grundy, Henry, Jo Daviess, Iroquois, Kane, Kankakee,

Kendall, LaSalle, Lee, Livingston, Marshall, McHenry, Mercer, Ogle, Putnam, Stark, Stephenson, Whiteside, Will, and Winnebago, excepting the county of Rock Island, which is part of USTA/Missouri Valley;

**NORTHERN INDIANA:** Of the state of Indiana, the counties of Adams, Allen, Benton, Blackford, Carroll, Cass, DeKalb, Elkhart, Fulton, Grant, Howard, Huntington, Jasper, Jay, Kosciusko, LaPorte, LaGrange, Lake, Marshall, Miami, Newton, Noble, Porter, Pulaski, St. Joseph, Starke, Steuben, Wabash, Wells, White, and Whitley; of the state of Michigan, the Niles Zip Code 49120;

**NORTHERN MICHIGAN:** Of the state of Michigan, the counties of Alcona, Alger, Alpena, Antrim, Baraga, Benzie, Charlevoix, Cheboygan, Chippewa, Crawford, Delta, Dickinson, Emmet, Gogebic, Grand Traverse, Houghton, Iosco, Iron, Kalkaska, Keweenaw, Lake, Leelanau, Luce, Mackinac, Manistee, Marquette, Mason, Menominee, Missaukee, Montmorency, Ogemaw, Ontonagon, Osceola, Oscoda, Otsego, Presque Isle, Roscommon, Schoolcraft, and Wexford;

**NORTHWESTERN OHIO:** Of the state of Ohio, the counties of Allen, Auglaize, Crawford, Defiance, Erie, Fulton, Hancock, Hardin, Henry, Huron, Logan, Lucas, Marion, Mercer, Morrow, Ottawa, Paulding, Putnam, Sandusky, Seneca, Shelby, Union, Van Wert, Williams, Wood, and Wyandot;

**OHIO VALLEY:** Of the state of Ohio, the counties of Adams, Athens, Belmont, Brown, Butler, Champaign, Clark, Clermont, Clinton, Darke, Delaware, Fairfield, Fayette, Franklin, Gallia, Greene, Guernsey, Hamilton, Highland, Hocking, Jackson, Lawrence, Licking, Madison, Meigs, Miami, Monroe, Montgomery, Morgan, Muskingum, Noble, Perry, Pickaway, Pike, Preble, Ross, Scioto, Vinton, Warren, and Washington; of the state of Kentucky, the counties of Boone, Campbell, and Kenton; 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;

**SOUTHEASTERN MICHIGAN:** Of the state of Michigan, the counties of Hillsdale, Lenawee, Livingston, Macomb, Monroe, Oakland, St. Clair, Washtenaw, and Wayne;

**WESTERN MICHIGAN:** Of the state of Michigan, the counties of Allegan, Barry, Berrien (excepting the Niles Zip Code 49120), Branch, Calhoun, Cass, Eaton, Ingham, Ionia, Jackson, Kalamazoo, Kent, Mecosta, Montcalm, Muskegon, Newaygo, Oceana, Ottawa, St. Joseph, and Van Buren;

**WISCONSIN:** The state of Wisconsin, excepting 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.

## **5. Governance**

Each District Association is empowered by the USTA and the 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 both the USTA and USTA/Midwest. The Governing Documents of each District Association shall be subject to review and approval by the USTA/Midwest Executive Committee 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.

## **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 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. Each District Association affected by the transfer shall consider the transfer request at the District Association's next annual meeting of the voting members/membership, or at a special meeting of the voting members/membership called for that purpose, whichever first occurs, and shall record in writing whether the transfer request was approved or denied.
- c. Each District Association affected by the transfer request shall notify USTA/Midwest in writing of the results, either approving or denying the transfer request, within ten (10) days of taking action.
- 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 of USTA/Midwest.
- e. Following the meeting of the voting members of USTA/Midwest at which the transfer request is considered, the District Associations affected by the transfer shall be notified in writing of the decision of the voting members of USTA/Midwest and, if approved, the effective date of the transfer.

## **7. Annual Meetings**

Each District Association shall hold an annual meeting prior to the annual meeting of the voting members of USTA/Midwest.

# **MEMBERS**

## **8. Membership Categories**

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



## **9. Organization Members/Applications**

Any club or organization of a permanent character located within the territory of USTA/Midwest and interested in the purposes of the USTA and USTA/Midwest is eligible for organization membership as provided in the Bylaws of the USTA as follows:

### *Community Tennis Associations*

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

### *Clubs*

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

### *Schools*

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

### *Park 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.

Applications shall be submitted in the proper form to the USTA at its principal office and shall be subject to the approval of USTA/Midwest.

An Organization Member's application shall be deemed approved unless USTA/Midwest notifies the USTA of its disapproval in writing within 30 days of the submission of the application by the USTA to USTA/Midwest.

## **10. Individual Members/Applications**

Any individual interested in the purposes of the USTA and USTA/Midwest is eligible for individual membership 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 (an individual of any age). Per USTA Bylaws, this membership became no longer available for purchase as of August 5, 2020. Existing life memberships

purchased prior to August 5, 2020, will be honored.

Applications shall be submitted in the proper form to the USTA at its principal office.

An individual may have only one USTA membership.

**11. *Honorary Members***

Honorary Members are those members upon whom honorary membership has been conferred by the USTA Executive Committee.

**12. *Exhaustion of Administrative Remedies***

- a. All members agree to follow the governing documents of the USTA, including, but not limited to, the Constitution, Bylaws, and USTA Regulations, as well as the Governing Documents and Policies of USTA/Midwest.
- b. 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.
- c. USTA/Midwest and its District Associations agree to submit to final and binding arbitration in any controversy or grievance involving their governance or management upon demand of the USTA Board or a vote of not less than 30 percent of the Board of USTA/Midwest. Final and binding arbitration shall be conducted in accordance with procedures approved by the USTA Board.

## **DUES AND VOTING RIGHTS**

**13. *Dues***

Membership dues shall be as set forth in the Bylaws of the USTA. Any member who fails to pay dues shall be suspended from membership.

**14. *Voting Members***

The only voting members of USTA/Midwest shall be District Associations, whose voting strength shall be determined by the USTA membership report dated December 31 prior to the USTA/Midwest annual meeting of the voting members.

**15. *Voting Strength***

The voting strength of each District Association shall be determined based on the calculations of votes for Organization and Individual Members set forth in the Bylaws of the USTA.

The votes for each District Association shall be computed as follows

- a. Community Tennis Association — 25 votes for each association;

- b. Club — 15 votes for each Club plus 5 additional votes for each court within the specified Club except that Clubs with more than 15 courts shall receive 95 votes;
- c. School — 1 vote for each school;
- d. Park and Recreation Department — 25 votes for each department;
- e. Program Delivery or Service Organization and Other Entities — 25 votes for each organization or other entity;
- f. Senior Individual Member whose domicile is within USTA/Midwest — 1 vote for each member
- g. Adult Individual Member whose domicile is within USTA/Midwest — 1 vote for each member; and
- h. Junior Individual Member whose domicile is within USTA/Midwest — 1/2 vote for each member.

**16. *Adjusted Aggregate Voting Strength of District Associations***

No District Association shall have more than 40 percent of the adjusted aggregate voting strength of USTA/Midwest.

**17. *Voting by District Delegates***

Each District Association shall cast its votes through its Delegate or Alternate Delegate.

Delegates or Alternate Delegates shall be residents of the District Association they represent and shall serve in their capacities until replaced in accordance with the policies of their District Associations.

Each Delegate or Alternate Delegate shall be identified in writing on the Designation Form provided by USTA/Midwest and signed by two officers of the District Association and shall be certified to the Secretary at least one week prior to any meeting of the voting members of USTA/Midwest.

An individual who is a paid employee of a District Association or USTA/Midwest is ineligible to cast a vote on behalf of a District Association.

An individual who is reimbursed for expenses incurred on behalf of a District Association or engages in activities, such as umpiring, verifying, or coaching, shall not be considered for those reasons alone to be a paid employee.

**MEETINGS OF VOTING MEMBERS**

**18. *Annual Meeting***

An annual meeting of USTA/Midwest for the transaction of business that comes before the voting members shall be held prior to the annual meeting of the USTA at the place and time fixed by the Board.

## **19. *Special Meetings***

Special meetings of the voting members of USTA/Midwest may be called at any time by the Board and shall be called by the Board upon the written request of two District Associations. 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.

## **20. *Notice of Meetings***

Written notice of the place, time, and purpose(s) of any meeting of the voting members of USTA/Midwest shall be sent by first-class mail or by electronic transmission to each District Association President and Executive Director and to all members of the Executive Committee.

All notices shall be given not less than 30 nor more than 60 days before any meeting. Only those matters set forth in the notice of a special meeting shall be acted upon at the meeting.

## **21. *Quorum and Voting***

At all meetings of the voting members of USTA/Midwest, the presence of Delegates or Alternate Delegates representing a majority (7) of the voting members (13 districts) shall constitute a quorum. A majority vote (adjusted aggregate vote) of those votes present shall constitute the action of USTA/Midwest.

## **22. *Mail/Electronic Vote.***

The President may at any time request a mail or electronic vote on any question, matter, or resolution to properly come before the voting members. Any request for a mail or electronic vote shall be sent by first-class mail or electronic transmission to each District Delegate and Executive Director of each District Association with data and explanatory information as will fairly present the pros and cons of a question, matter, or resolution, and with a designation of a date when the mail or electronic vote must be received by the USTA/Midwest Chief Executive Officer. At least ten (10) days (beginning with the date following the date of sending) must be allowed for the votes to be cast and received by the USTA/Midwest Chief Executive Officer. Upon receipt of the mail or electronic votes, the USTA/Midwest Chief Executive Officer, with the assistance of the USTA/Midwest Secretary, shall determine whether a quorum exists, and, if so, a majority, or such other number required by these Bylaws, of the votes cast shall decide the question, matter, or resolution. Any vote shall be valid only if signed by the District Delegate or the Alternate District Delegate for the District voting and received by the Chief Executive Officer within the time designated.

## **BOARD OF DIRECTORS AND OFFICERS**

### **23. Board of Directors**

The members of the Board shall be the six (6) Officers and the Immediate Past President.

- a. *Responsibilities.* The Board shall manage the affairs of USTA/Midwest and shall uphold the Bylaws, Regulations, Standing Orders, and Policies of the USTA/Midwest. The Board shall have such powers as have not been granted to the Executive Committee. Such powers shall specifically include the power to adopt, amend, or modify any and all Policies of the USTA/Midwest. The Board shall also have the power to adopt, amend or modify the Regulations and Standing Orders of USTA/Midwest when action is urgently required, and it is impractical to call a meeting of the Executive Committee.
- b. *Reporting Board Action.* Any action taken by the Board shall be communicated to the Executive Committee via meeting minutes as soon as possible after the Board approves its minutes, but in no event more than five (5) business days after such approval.
- c. *Appeal of Board Action.* An appeal of an act, decision, or vote of the Board may be considered at an Executive Committee meeting if notice of the appeal is set forth in the notice of the meeting; provided, however, the Executive Committee shall have no authority to consider a grievance decision made by the Board.

### **24. Officers**

The Officers, who shall be elected in even-numbered years pursuant to the nomination and election process detailed in Bylaw 29, shall be a President, an Executive Vice President, two Vice Presidents, a Secretary, and a Treasurer.

- a. *President.* The President shall be the Chairman of the Board. The President shall preside at all meetings of the voting members, the Executive Committee, or the Board. The President, with the approval of the Executive 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, incapacity, removal, or death. The Executive Vice President shall preside at all meetings of the voting members, the Executive Committee, or the Board 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 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 voting members, the Executive Committee, and the Board. The operational responsibilities shall be carried out by the Chief Executive Officer and those staff members designated by the CEO. The notices of meetings shall be sent out under the name of the Secretary. The Secretary shall certify voting strength, announce the results of elections as required under Bylaw 28(i), and perform such other duties as may be assigned by the President.

- e. *Treasurer.* The Treasurer shall monitor the financial management and controls of USTA/Midwest and its budgeting process, including the development of annual budgets. The operational responsibilities shall be carried out by the Chief Executive Officer and those staff members designated by the CEO. At least annually the financial statements of USTA/Midwest shall be audited by an independent certified public accounting firm recommended by the President and the Treasurer and approved by the Board. The Treasurer shall perform other duties as may be assigned by the President.

## **SECTIONAL DELEGATE AND ALTERNATE SECTIONAL DELEGATE**

### **25. *Sectional Delegate***

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

### **26. *Alternate Sectional Delegate***

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

### **27. *Absence of Both Immediate Past President and President***

In the event neither the Immediate Past President nor the President is able to act as Delegate or Alternate Delegate, the Board shall select and empower any other member of the Board to act in their absence.

## **DELEGATES-AT-LARGE**

### **28. *Delegates-at-Large***

Eight (8) Delegates-at-Large, elected in even-numbered years pursuant to the nomination and election process detailed in Bylaw 29, shall serve on the Executive Committee. At the time of taking office, no more than three of the Delegates-at-Large may be from the same state and no more than two may be from the same district. Delegates-at-Large shall be eligible to serve in their respective offices for as many two-year terms as they are so nominated and elected; provided, however, a minimum of two (2) Delegates-at-Large shall be replaced each term.

## NOMINATIONS AND ELECTIONS

### 29. *Nominating Committee*

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

- a. *Composition.* The Nominating Committee shall be comprised of five (5) members, one of whom shall be the Immediate Past President who shall serve as a voting member and who shall not be a factor in the geographic diversification required by this Bylaw. The other four (4) members shall be elected in even-numbered years pursuant to the nomination and election process detailed in this Bylaw 29. At the time of taking office, no more than two of the members may be from the same state and no more than one may be from the same district, except where a state is a single District, which, for the purpose of this provision only, may have no more than up to two (2) members serving. No Officer or Delegate-at-Large of USTA/Midwest may serve as a member. Only two members of the Nominating Committee shall be nominated to serve for a successive term, one of whom shall be designated to serve as Chairperson. No member shall serve for more than three successive terms.
- b. *Nominating Committee Meeting.* The Chairperson of the Nominating Committee shall call a meeting of the Committee at a place and time to be determined by the Chairperson.
- c. *Nominations.* The Nominating Committee shall nominate the Officers, except the Immediate Past President; the Delegates-at-Large; and the members of the Nominating Committee. The Nominating Committee may nominate no more than two candidates for each office. A minimum of two Delegates-at-Large shall be replaced each term. The Nominating Committee shall designate one of the returning Delegates-at-Large to serve as Chairperson of the Delegates-at-Large. 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.
- d. *Eligibility of District Governing Officials.* No person who serves as an elected, appointed, or designated governing official of any District association shall assume a position as Officer or Delegate-at-Large of the USTA/Midwest without first resigning the position held in the District Association.
- e. *Eligibility of Employees.* No person who is a paid employee of USTA/Midwest or of any District Association shall be nominated or assume any office of USTA/Midwest, including Officer, Delegate-at-Large, or member of the Nominating Committee, without first resigning the paid employment. An individual who is reimbursed for expenses incurred on behalf of a District Association or engages in activities, such as umpiring, verifying, or coaching, shall not be considered for those reasons alone to be a paid employee.
- f. *Nominating Committee Deadline.* The Nominating Committee shall file its nominations with the Secretary by September 1 in even-numbered years. The

Secretary shall send a notice of the nominations by first-class mail or electronic transmission to each District Association President and Executive Director and to all members of the Executive Committee by September 15 in even-numbered years.

- 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 new nominee selected shall be filed with the Secretary, who within five (5) days thereafter shall notify by first-class mail or electronic transmission each District Association President and Executive Director and all members of the Executive Committee.
- h. *Nominations by District Associations.* Following the nominations by the Nominating Committee, any District Association may propose another nominating slate by filing the slate with the Secretary by October 1 in even-numbered years. A certificate of the nominating slate shall be signed by the District Association president and one other Officer of the District Association. Notice of the nominating slate(s) and the District Association(s) making the nomination(s) shall be sent by first-class mail or electronic transmission by the Secretary to each District Association President and Executive Director and to all members of the Executive Committee by October 15 in even-numbered years.
- i. *Election.* The Secretary shall send a ballot for election of the nominated slate(s) to the voting members by first-class mail or electronic transmission no later than November 1 in even-numbered years. Ballots shall be returned to the Chief Executive Officer no later than November 15. Upon receipt of a returned ballot, the vote cast thereby shall be final. The Secretary shall announce the election results as soon as practicable following the election.

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

### **30. Residency**

All officers, the Delegate, the Alternate Delegate, Delegates-at-Large, and members of the Nominating Committee shall be residents of USTA/Midwest at the time of taking office. If any such person shall cease being a resident of USTA/Midwest, the person shall cease holding the office and shall be considered as having resigned.

### **31. Terms of Office**

- a. The terms of officers, the Sectional Delegate, the Alternate Sectional Delegate, the Delegates-at-Large, and the members of the Nominating Committee, all of whom shall serve without compensation, shall be for two years and shall begin on January 1 of odd-numbered years.



- b. The President and the Executive Vice President shall not be eligible to serve in the same office for more than one two-year term. The Vice Presidents, the Secretary, and the Treasurer shall each be eligible to serve in their respective offices for as many two-year terms as they are so nominated and elected. Nominating Committee members shall not be eligible to serve for more than three successive terms.
- c. Appointment to complete a term shall not be considered in limiting a term of office.

### **32. Vacancies**

- a. **President.** In the event of the President's resignation, incapacity, removal, or death, the Executive Vice President shall automatically become the President for the unexpired term. If the Executive Vice President is unable or unwilling to fill the vacancy, the Nominating Committee shall file with the Secretary the name or names of one or more nominees to fill the office of President. Within five days after being so filed, the Secretary shall notify, by first class mail or electronic transmission, each District President and Executive Director and all members of the Executive Committee of those so nominated. The Executive Committee shall, by a majority vote of the full Executive Committee, vote to fill the vacancy for President as promptly as possible. The Executive Vice President may continue to serve as Executive Vice President. In the event the President leaves office prior to the completion of a term, the President may not serve as Immediate Past President for the succeeding term. The current Immediate Past President shall continue to serve as Immediate Past President for the succeeding term.
- b. *Immediate Past President.* In the event the Immediate Past President is unable or unwilling to serve in the next term, the Nominating Committee shall nominate another Past President to serve. The nomination shall be acted upon, and selection determined, by the Executive Committee.
- c. *Nominating Committee Chairperson.* In the event of the resignation, incapacity, or death of the Chairperson of the Nominating Committee, the remaining members shall elect a new Chairperson from its current members.
- d. *Delegates-at-Large Chairperson.* In the event of the resignation, incapacity, or death of the Chairperson of the Delegates-at-Large, the remaining members shall elect a new Chairperson from its current members.
- e. *Other Vacancies.* Except as otherwise provided in this Bylaw, if a vacancy shall occur in the officers, Delegates-at-Large, or on the Nominating Committee, the Executive Committee shall have the discretion to determine whether the vacancy shall be filled. If the Executive Committee determines the vacancy shall be filled, the Nominating Committee shall suggest candidates; and the Executive Committee by a majority vote of the members present constituting a quorum shall be empowered to fill the vacancy with a suitable replacement to serve until the next regularly scheduled election.

## COMMITTEES

### 33. *Standing and Other Committees*

- a. USTA/Midwest shall have the following standing committees:
  - i. Executive Committee
  - ii. Nominating Committee
  - iii. Grievance Committee
  - iv. Past Presidents' Committee
- b. Other committees, standing or special, may be established by the Executive Committee, the Board, or the President.
- c. All committee members shall serve without compensation and shall be Individual Members of the USTA. Committee members, except those on the Past Presidents' Committee, who reside outside the territory of USTA/Midwest are not eligible to serve on the Executive Committee.

### 34. *Executive Committee*

The Regulations and Standing Orders of the USTA/Midwest shall be established by the Executive Committee.

- a. *Composition.* The Executive Committee shall be comprised of the Board, District Delegates, eight Delegates-at-Large, and Past Presidents.
- b. *District Delegate and Alternate District Delegate.* Each District Association shall select a Delegate, as well as an Alternate Delegate, to act for and on behalf of the Delegate when the Delegate is unable to be present. Delegates and Alternate Delegates shall be residents of the District Association they represent and shall serve in their capacities until replaced in accordance with the policies of their District Associations. Whenever a replacement occurs, the District Association shall promptly certify the replacement to the Chief Executive Officer.
- c. *Votes of Past Presidents.* At all meetings of the Executive Committee, the voting strength of the Past Presidents, excluding the Immediate Past President, shall not exceed the lesser of the number of Past Presidents present or three. If at any meeting more than three Past Presidents are present, the three votes shall be pro-rated among those present. If a Past President is elected to some other office or as a District Delegate, the Past President's vote on the Executive Committee shall not be included in the voting strength of the Past Presidents.
- d. *Other Powers.* In addition to the establishment of the Regulations, and Standing Orders of USTA/Midwest, the powers of the Executive Committee shall include, but shall not be limited to, (1) suspending or expelling a District Association for cause, (2) filling any vacancy among the Officers, the Delegates-at-Large, or the Nominating Committee, except as provided in Bylaw 31.a.b.c.d., and e.; and (3) considering appeals of acts, decisions, or votes of the Board.

- e. *Meetings.* The Executive Committee shall meet not less than twice a year. Additional Executive Committee meetings may be called at any time upon the written request of at least five members of the Executive Committee. The request shall state the purpose(s) of the proposed meeting. Additional Executive Committee meetings may be held at the place and time as the Board shall determine. Written notice of the place, time, and purpose(s) of Executive Committee meetings shall be sent by first-class mail or by electronic transmission to each District Association President and Executive Director and to all members not less than 30 nor more than 60 days before any meeting.
- f. *Mail/Electronic Vote.* The President may at any time request a mail vote of the Executive Committee on any question, matter, or resolution. Any request for a mail vote shall be sent by first-class mail or electronic transmission to each District Association President and Executive Director and to all members of the Executive Committee with data and explanatory information as will fairly present the pros and cons of a question, matter, or resolution, and with a designation of a date when the vote must be received by the Chief Executive Officer. At least ten days (beginning with the date following the date of sending) must be allowed for the votes to be cast and received by the Executive Director. A majority of the votes shall decide the question, matter, or resolution, provided that at least twelve (12) votes comprising a quorum are received. Any vote shall be valid only if signed by the Executive Committee member voting and received by the Chief Executive Officer within the time designated. A mail vote shall be subject to the same limitations on the votes of Past Presidents as applies at a meeting of the Executive Committee as set forth in Bylaw 33.c.
- g. *Removal of Executive Committee Member.* The Executive Committee may remove any member of the Executive Committee for conduct deemed inappropriate and detrimental to the USTA, USTA/Midwest, or its districts by a majority vote of the members present constituting 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 Executive Committee. The reason for removing the member shall be set forth in the notice of the meeting.

### **35. *Past Presidents' Committee***

The Past Presidents' Committee shall be comprised of all past presidents of USTA/Midwest. The most recent past president shall be chairperson of the Committee. It shall be the duty of the Past Presidents' Committee to assist the officers and the other committees as their help may be requested by the officers and committee chairpersons. The Past Presidents' Committee is particularly charged with the duty of bringing to the attention of the Executive Committee suggestions pertaining to policies of USTA/Midwest and for the improvement of the association. Upon recommendation of the President, and with the approval of the Executive Committee, any former officer of USTA/Midwest who has also been president of the USTA shall be a member of the Committee; provided however, any such individual shall not be a member of the Hall of Fame Committee.

**36. Grievance Committee**

- a. *Composition.* The Grievance Committee shall be comprised of five (5) persons.
- b. *Jurisdiction.* The Grievance Committee shall have jurisdiction over:
  - i. Matters or disputes, except those involving USTA League Tennis, arising out of any USTA/Midwest Section tournament or event, and any USTA/Midwest District tournament or event where the parties to the matter or dispute are from different Districts, involving the interpretation and enforcement of the Bylaws and Regulations of the USTA, the Governing Documents of USTA/Midwest, and the standards of conduct, fair play and good sportsmanship.
  - ii. Matters or disputes involving the interpretation and enforcement of the Policies of USTA/Midwest.
- c. *Filing Grievance.* Any grievance shall be in writing and sent by first-class certified mail, return receipt requested, to the Grievance Chairperson, care of the Chief Executive Officer, 1310 E. 96<sup>th</sup> Street, Suite 100, Indianapolis, IN 46240 within thirty (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 thirty (30) days after discovery of the falsification. Upon the receipt of a grievance by the Grievance Committee Chairperson, the Chairperson shall cause a copy of the written grievance, along with notice that the grievance has been received by the Chairperson, 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 Chairperson.
- d. *Decision by Chairperson.* Upon a finding by the Chairperson that the person against whom a grievance was filed violated one or more of the stipulations or standards specified in Bylaw 36.b., the Chairperson shall have the power to suspend the person for such period as the Chairperson in his or her discretion deems appropriate. Prior to taking such action, the Chairperson shall not be required to hold any hearings and the action may be taken without further investigation. The Chairperson shall promptly notify in writing the person so charged of the decision. A Vice Chairperson shall have all the powers of the Chairperson and shall act when the Chairperson is unable to do so.
- e. *Appeal of Decision by Chairperson.* Within ten days after receipt of a written notice of the decision by the Chairperson or Vice Chairperson, the person penalized may appeal the decision by addressing a written request to the Chairperson for a hearing before the entire Committee. Upon receipt of the request, the Chairperson shall promptly fix a time and place for hearing and shall give the penalized person not less than eight (8) 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. 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 36.d., the Chairperson may convene the Grievance Committee to render a decision relative to a written grievance. In that event all procedures set forth in Bylaw 36.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 within ten (10) days after receipt of the written notice of the decision of the Grievance Committee. The appeal shall be addressed to the President of USTA/Midwest requesting review by the Board. The Board 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 Board 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 Board to reach a decision, and the decision shall be binding and final. The Board shall promptly notify the penalized person in writing of its decision.
- h. *Reinstatement of Penalized Person.* Any person who has been suspended from participating in USTA/Midwest events pursuant to the provisions of this Bylaw may be reinstated at any time by the Board on evidence satisfactory to the Board that reinstatement is merited. Prior to taking any such action, the Board shall obtain the recommendation of the Grievance Committee.

### **37. Duties of Committee Chairpersons**

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, shall be responsible for giving notice of all meetings and keeping a record of the proceedings.

### **38. Quorum**

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

- a. Board—not less than two-thirds ( $\frac{2}{3}$ ) of its members (i.e. 5);
- b. Executive Committee—not less than twelve (12) of its members;
- c. Nominating Committee—not less than four (4) of its members;
- d. Grievance Committee—not less than three-fifths ( $\frac{3}{5}$ ) of its members (i.e. 3); and,
- e. Other Committees—not less than one-third ( $\frac{1}{3}$ ) of the members of the committee but requiring a majority of the committee.

**39. *Written Consent***

Any action required or permitted to be taken at any meeting of the Board or of any committee, other than the Executive Committee, the Grievance Committee, or the Nominating Committee, may be taken without a meeting if a written consent is signed by not less than two-thirds of all the members of the committee; and in the case of the Board, written consent is signed by all the Board members; and the written consents are filed with the minutes of the proceedings of the committee or the Board.

**40. *No Proxies***

No member of the Board or any committee shall have the power to appoint a proxy to attend any board meeting or committee meeting on the member's behalf with the exception of a properly credentialed Delegate or Alternate Delegate authorized to vote at an Executive Committee Meeting.

**41. *Telephone Conference Meetings***

Members of the Board 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. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at the meeting.

**STAFF AND GENERAL COUNSEL**

**42. *Chief Executive Officer***

USTA/Midwest shall have a chief executive whose title shall be "Chief Executive Officer" or "CEO." The Chief Executive Officer shall, subject to the direction and evaluation of the Board and fully accountable to it, manage the day-to-day operational programs, policies, and procedures of USTA/Midwest and shall be responsible for the functioning of the office of USTA/Midwest. The Chief Executive Officer shall be appointed by, shall serve at the pleasure of, and shall be paid at the compensation fixed by, the Board. The Chief Executive Officer shall be an advisory member of all committees, except the Nominating Committee. The Chief Executive Officer shall be directly responsible for executing all Board decisions; employing and dismissing USTA/Midwest personnel; managing budgetary and contract processes; managing staff work; and performing additional duties as may be requested by the Board.

**43. *General Counsel***

The President, with the consent of the Board, shall appoint a General Counsel, who shall, when called upon by the President, the Board, or the Chief Executive Officer, advise or represent USTA/Midwest on legal matters. The General Counsel shall be a member of the bar within USTA/Midwest, in good standing, and shall serve at the pleasure of the Board.

## 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/Midwest 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/Midwest may adopt.

## INDEMNIFICATION

### **45. *Indemnification***

USTA/Midwest shall indemnify any current or former director, committee member, officer, or employee to the same extent as those individuals may be indemnified by USTA/Midwest pursuant to the Bylaws of USTA/Midwest and the laws of the State of Ohio.

## ADOPTION AND AMENDMENT OF BYLAWS AND OTHER GOVERNING DOCUMENTS

### **46. *Governing Documents Defined***

The Bylaws, Regulations and Standing Orders constitute the Governing Documents of USTA/Midwest. With the exception of grammatic, stylistic or conforming changes that are necessary to maintain the original meaning and intent of the provisions of any of the Governing Documents and which do not effect a substantive change ("non-substantive change"), all additions or modifications to the Governing Documents of USTA/Midwest must be accomplished in the manner prescribed in Bylaws 47 thru 50 set forth below. Non-substantive changes may be made by the Bylaws Committee and shall be reported to the voting members and to the Executive Committee at their respective annual meetings.

### **47. *Bylaws***

These Bylaws may be amended and new bylaws not inconsistent with any provision of the Bylaws may be adopted by the affirmative vote of at least two-thirds of the voting members present at any meeting of the voting members, provided notice of the proposed amendment is included in the notice of the meeting.

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

A proposed new Bylaw or amendment may be submitted by a District Association (through its president or secretary), by a member of the Executive 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.

All proposals shall be submitted in writing to the Chief Executive Officer at least 60 days prior to the meeting at which they are to be considered. However, if notice is provided to all District Delegates 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.

#### **49. *Other Governing Documents***

The other USTA/Midwest Governing Documents may, to the extent not inconsistent with any provision of these Bylaws, be adopted and amended by the Executive Committee by majority vote. Amendments passed by the Executive Committee shall be subject to approval, disapproval, or amendment at the next meeting of the voting members upon request of the voting delegates at the meeting with sufficient strength to constitute a majority of the voting members.

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

A proposed new or amendment to the other USTA/Midwest Governing Documents may be submitted by a District Association (through its president or secretary), by a member of the Executive Committee, by the Board, or by a committee (through its chairperson). A committee may only submit a proposed new or amendment to the other USTA/Midwest Governing Documents if the committee, by a majority vote, has voted to submit the proposal. All proposals shall be submitted in writing to the Chief Executive Officer at least 60 days prior to the meeting at which they are to be considered. However, if notice is provided to all Executive Committee 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 Executive Committee members present and voting.