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UNITED STATES TENNIS ASSOCIATION, MISSOURI VALLEY SECTION BYLAWS

Article I: Name

The corporation is known as the United States Tennis Association, Missouri Valley Section. For short it is sometimes referred to as "USTA/MV," "MVTA," "USTA Missouri Valley," or "The Valley." It is known hereinafter as the "Association" or the "Corporation".

Article II: Purpose

1. Non-Profit Organization. The Corporation is a non-profit and tax-exempt membership organization of the United States Tennis Association, Incorporated (hereinafter "USTA"). This Corporation, a sectional association of the United States Tennis Association, Incorporated (the "USTA"), and functions in accordance with the USTA Constitution, USTA Bylaws, and USTA regulations.

The Corporation promotes tennis as a means of healthful recreation and physical fitness and promotes sportsmanship and fair play by fostering tennis tournaments, events, and activities. The Corporation's mission is to promote and develop the growth of tennis. The Corporation serves USTA individual members as well as the general public, within the geographical area designated by the USTA by developing, promoting, maintaining, and expanding the sport of tennis through educational, recreational, and competitive programs and activities for all ages and skill levels to establish and maintain rules of play and high standards of amateurism and sportsmanship. The Corporation welcomes all people who play, watch, support, or enjoys the game of tennis into its events, programs, membership, leadership, and activities on a non-discriminatory basis without regard to race, creed, color, or national origin.

2. Territory. The geographic area over which the Corporation exercises jurisdiction is defined by the USTA.
3. USTA. If any Bylaw or regulation is inconsistent with a USTA bylaw or USTA regulation, the USTA Bylaws and USTA Regulations control.

Article III: Districts

1. The districts of the Corporation are defined as follows:
 - A. **Heart of America:**
 - the following counties of the State of Kansas - Atchison, Doniphan, Douglas, Jefferson, Johnson, Leavenworth, and Wyandotte; and
 - the following counties of the State of Missouri - Andrew, Atchison, Buchanan, Cass, Clay, Holt, Jackson, Nodaway, Platte, and Ray.

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- B. **Iowa:**
- the State of Iowa except the county of Pottawattamie; and
 - the county of Rock Island in the State of Illinois
- C. **Kansas:** the State of Kansas except the counties of Atchison, Doniphan, Douglas, Jefferson, Johnson, Leavenworth, and Wyandotte.
- D. **Missouri:** the State of Missouri except the City of St. Louis and the counties of Andrew, Atchison, Buchanan, Cass, Clay, Franklin, Holt, Jackson, Jefferson, Lincoln, Nodaway, Perry, Platte, Ray, St. Charles, St. Francois, St. Genevieve, St. Louis, Warren, and Washington
- E. **Nebraska:**
- the State of Nebraska; and
 - the county of Pottawattamie in the State of Iowa.
- F. **Oklahoma:** the state of Oklahoma.
- G. **St. Louis:**
- the City of St Louis in the State of Missouri;
 - the following counties of the State of Missouri - Franklin, Jefferson, Lincoln, Perry, St. Charles, St. Francois, St. Genevieve, St. Louis, Warren, and Washington; and
 - that part of the State of Illinois which is in a 30 mile radius of the St. Louis, Missouri City Hall.

2. Delegated Authority. Each District Association has only those powers, authority and responsibilities that are delegated to it by the Corporation pursuant to these Bylaws and such other powers, authority and responsibilities consistent with these Bylaws as from time to time may be assigned to the District Association by the Corporation's Board. These powers, authority and responsibilities delegated to the District Associations must not be in derogation of, but rather in furtherance of the Corporation's Bylaws exclusive empowering the Districts to fulfill the constitutional purposes of the Corporation and USTA to manage the sport of tennis in the sectional associations' geographical area in accordance with the Corporation's and USTA's Constitution, Bylaws and Regulations.
3. Governance. Each District Association must form and maintain a not-for-profit corporation for the purpose of fulfilling the responsibilities delegated to it by the Corporation. The governing documents of each District Association is subject to review and approval by the Corporation's Board to ensure their consistency with the Constitution, Bylaws, and Regulations of the USTA and the Corporation.
4. Sanctions. Failure or unreasonable delay of any District Association to carry out those powers, authority, and responsibilities that are delegated to it by the Corporation to manage the sport of tennis in compliance with the Constitution, Bylaws, or Regulations of the USTA and the Corporation subjects the District Association to sanctions by the Corporation's Board.

Sanctions may be appealed to the membership of the Association at the next Annual Meeting or at a Special Meeting which may be called by the Corporation's Board, if requested in writing. The

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appeal must be submitted to the Secretary within 30 days of actual notice of imposition of the sanction. The sanction is effective immediately or on the date specified by the Corporation's Board in the sanction. Notice of appeal stays the sanction. On appeal the ruling of the membership is final. If the District Association being sanctioned is a voting member of the Corporation, it is not entitled to vote on the appeal.

Sanctions and remedial actions that the Corporation may take include, but are not limited to:

- a. removal or replacement of the corporate entity representing a District Association;
- b. assumption by the Corporation of some or all of the powers, authority and responsibilities delegated to the District Association by the Corporation;
- c. assignment of some or all of the delegated powers, authority and responsibilities to another nonprofit corporation deemed qualified to do so by the Corporation's Board;
- d. imposing a requirement on the removed corporate entity representing the District Association promptly refund in full to the Corporation any and all funds on hand or unspent that had been distributed to that District Association;
- e. termination of the District Association as a District Association within the boundaries of the Corporation; and
- f. monetary fines or requirement that the District Association pays for services performed by others.

Article IV: Members and Corporation Meetings

1. Categories. The categories of membership in the Corporation are District Associations, Individual Members, and other categories of Members as such are defined herein or in the USTA bylaws and regulations.
2. Membership Qualifications. The qualifications for membership is as set forth by the USTA Bylaws.
3. Suspensions and Expulsions. The USTA Bylaws must be followed regarding suspensions and expulsions of members. The Board of Directors (herein "the Board") of the Corporation has full authority to regulate all matters regarding suspensions and expulsions.
4. Dues. The amount and time for payment of dues of each category of membership of the Corporation is as set forth in the USTA Bylaws.
5. Annual Meeting. The annual meeting of the Corporation is held on the date and at a place designated by the President by written notice. It must be held between October 1 and the following January 31 of each year.

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6. Semi-Annual Meeting. A semi-annual meeting of the Corporation may be held during each year on a date and place designated by the President by written notice.
7. Special Meetings. The Board or Executive Committee may call a special meeting of the Corporation. A written request from a district association for a special meeting must be submitted to the President. The request must contain a brief summary of the matters that are to be discussed at the meeting, and confirmation that the Executive Committee or Board voted at a duly-called meeting at which a quorum was present to request the special meeting of the Corporation. In addition, the President must call a special meeting upon the written request of two district associations. Only matters specified in the notice may be considered at the meeting.
8. Notice. At least thirty and not more than sixty days before any meeting of the Corporation, the Secretary or Executive Director must send written or electronic notice of the meeting to each member of the Board. No other notice is required. The District presidents must notify the members of their districts; however, failure of any president to notify does not invalidate the meeting.
9. Voting. The District Associations are the only voting members at the meetings of the Association. Before the meeting, each District Association must give written notice to the Secretary of the Corporation of the individual who is authorized to cast its votes. The notice must certify that the individual has been selected in accordance with the applicable state law and the Bylaws and Articles of Incorporation of the District Association. The notice must be given by the District Secretary who was in office at the start of the meeting at which the individual was selected. The individual authorized to cast the vote of a District Association may attend and vote in person, by telephone or by electronic conferencing.

At Meetings of the Corporation, the voting strength for district associations shall be:
Heart of America: 8229 votes (17.36%)
Iowa: 7937 votes (16.75%)
Kansas: 4369 votes (9.22%)
Missouri: 3193 (6.74%)
Nebraska: 4660 (9.83%)
Oklahoma: 9656 votes (20.38%)
St. Louis: 9346 votes (19.72%)
The voting strength of each District Association must be certified by the Treasurer in writing before each meeting at which a vote is to be taken
10. Quorum. The representatives of the majority of the eligible votes constitute a quorum.
11. Corporation Decisions. The act of the majority of the votes present at a meeting at which a quorum is present is the act of the Corporation.
12. Review of Board and Executive Committee Decisions. The Corporation may review the acts of the Board and all committees including the Executive Committee. The Corporation has the right to change or modify the decisions of the Board or Executive Committee.

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13. Action Without a Meeting. Any action required or permitted to be taken by the Corporation may be taken without a meeting upon the unanimous written consent of the voting members, which consent must set forth the action so taken. Written consent may be by actual or electronic signature.
14. Limit on Voting Strength of Any One Voting Member. No voting member may have more than 40% of the Corporation's adjusted aggregated voting strength. If the adjusted aggregate voting strength of a voting member is 40% or more, then:
 - The voting strength of that member is capped at 40%; and
 - The voting strength of all non-capped members is adjusted proportionately.

Article V: Board of Directors

1. Responsibilities. The Directors manage the affairs of the Corporation. The Board must appoint an independent auditor who is a certified public accountant for an independent audit of the financial accounting records of the Corporation.
2. Composition and Qualifications. All directors must:
 - Be at least eighteen years of age;
 - Be members of the USTA;
 - Express the intent, during the term for which they will be or are a director, to reside in the territory over which the Corporation exercises jurisdiction for at least six months and one day during each calendar year;
 - Reside in the territory over which the Corporation exercises jurisdiction for at least six months and one day during each calendar year for which they serve as a director; and
 - Be domiciled in the territory over which the Corporation exercises jurisdiction while serving as a director.

The Board is comprised of the officers, sectional delegate, alternate sectional delegate, District presidents, and Immediate Past President. An Immediate Past President who does not complete his or her term of office shall not be a voting director unless confirmed by a majority of the other directors. All past presidents, except for the Immediate Past President, are non-voting members of the Board.

Each District Association must give written notice to the Corporation of the individual who is its duly elected president. The notice must certify that the individual has been selected in accordance with the applicable state law and the Bylaws and Articles of Incorporation of the District Association. The notice must be given by the District secretary who is in office at the time the notice is sent.

3. Powers. The Board must meet at least semi-annually to discuss and establish policies of the Corporation and to receive reports on current matters involving the Corporation. It must review the acts of all committees including the Executive Committee and has the right to change or modify the decisions of any Committee including the Executive Committee.

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4. Annual Meeting. The annual meeting of the Board must take place immediately before or after the annual meeting of the Corporation and does not require separate notice.
5. Semi-Annual Meeting. If a semi-annual meeting of the Corporation is held, then the semiannual meeting of the Board must take place immediately before or after the semi-annual meeting of the Corporation and does not require any separate notice. Otherwise the President designates a time and place for the semi-annual meeting of the Board. The Secretary or Executive Director must mail a written notice of the meeting to each member of the Board at least thirty days and not more than sixty days before any meeting.
6. Special Meetings. Special Meetings of the Board may be called by the President or by the written request of any five members of the Board. Written notice of a special meeting must be mailed at least thirty days, but not more than sixty days before the meeting to all members of the Board. The notice must state the purpose of the meeting. Only those matters specified in the notice may be considered at the meeting.
7. Voting. Each member of the Board has one vote. Board members may attend a meeting by telephone or electronic conferencing. If a district president is unable to attend a meeting, the district may submit a written proxy signed by its president designating another officer of the district association to cast votes on behalf of its president.
8. Quorum. A majority of the Board, *provided* it includes at least four District presidents or their proxies, constitutes a quorum.
9. Board Decisions. The act of a majority of the Board members present at a meeting at which a quorum is present is the act of the Board unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
10. Action Without A Meeting. Any action that might be taken pursuant to these Bylaws by the Board may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the members of the Board. These consents have the same force and effect as the unanimous vote of the Board at a meeting duly held.
11. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting constitutes waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.
12. Removal of Directors. Any director of the Corporation may be removed as a director for cause by a vote of at least two-thirds (2/3) of the entire Board of Directors, excluding the vote of the Director to be removed, whenever, in the judgment of two-thirds (2/3) of the Board of Directors, the best interests of the Corporation would be served thereby. For purposes of this Section, the term “for cause” includes, but is not limited to a director who:
 - a. is charged with any felony under any federal law or under the laws of any state or

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- b. is charged with any crime involving dishonesty or fraud against the Corporation; or
- c. fails and refuses to follow any reasonable written instructions of the Board of Directors, relating to director's duties hereunder, within a reasonable period as set forth in the written instructions; or
- d. is not in compliance with the qualifications of a director as provided in these bylaws.

Article VI: Officers and Delegates

1. Officers. The officers of the Corporation are the President, First Vice President, two Vice-Presidents, Secretary and Treasurer.
2. President. The President is the Chairman of the Board of the Corporation. The President, in general, supervises all the business of the Corporation. The President, when present, presides at all meetings of the Board, Executive Committee, and Corporation. The President sees that the officers and committees perform their respective duties. The President is an ex-officio member of all committees except the Nominating, Personnel, and Grievance committees. The President is a voting member of only the Board and Executive Committee.
3. First Vice-President. The First Vice-President serves as an assistant to the President. The First Vice-President exercises all the powers of the President in the case of the President's temporary absence or incapacity or removed from office.
4. Vice-Presidents. The Vice-Presidents act as assistants to the President. They perform such duties as assigned them by the President. In the case of the temporary absence or incapacity of the President and First Vice-President, the Executive Committee will select one of these vice-presidents to exercise all the powers of the President.
5. Secretary. The Secretary keeps a roll of members and amends and corrects them as circumstances require, gives notice of all meetings of the Corporation, the Board and the Executive Committee. The Secretary keeps minutes of all meetings of the Corporation, the Board, and the Executive Committee. The Secretary conducts all general correspondence of the Corporation and files copies of all such correspondence. The Board and Executive Committee may authorize the Secretary to delegate any duties to the Executive Director.
6. Treasurer. The Treasurer is the chief financial officer of the Corporation. A strong finance, business, or accounting background is desirable. The Treasurer reviews records of all monies received and paid that are maintained by the designated person at the Section Office. The Treasurer reports in writing the state of the finances when required by the Board or Executive Committee. No later than November 1, the Treasurer submits to the Board the budget. The Board or Executive Committee may authorize the Treasurer to delegate any duties to the Executive Director.
7. Sectional Delegate. The Sectional Delegate attends all membership and Executive Committee meetings of the USTA. The Sectional Delegate observes the proceedings of these meetings and

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reports thereon to the officers and Board. The Sectional Delegate represents the Corporation at all USTA delegate meetings.

8. Alternate Sectional Delegate. The Alternate Section Delegate assumes the duties of the Sectional Delegate when notified that it is impractical for the Sectional Delegate to perform his or her duties. If it becomes impractical for the Alternate Sectional Delegate to perform his or her duties, the Sectional Delegate must notify in writing the President of the Corporation, who will then appoint a qualified person to serve in such capacity.
9. Election, Term & Tenure.
 - a. Officers are elected for a two-year term at an annual meeting of the Corporation. No officer may serve more than two consecutive elected terms in the same office *except that* an officer who serves less than half of an unexpired term is eligible for election to two consecutive full terms in the same office.
 - b. The election of officers and delegates is by ballot or if there is only one slate proposed then, at the option of the Board, by voice vote. The majority of the votes present at a meeting at which a quorum is present is required to elect an officer or delegate.
 - c. The Sectional Delegates is elected by the Board and serves at the pleasure of the Board. If the incumbent delegate or alternate delegate is a voting member of the Board only by virtue of being the delegate or alternate delegate, he or she is not entitled to vote on the selection of delegates.
10. Vacancies. The Board fills all vacancies.
11. Compensation. All officers and delegates serve without compensation.
12. Removal of Officer or Director. At any meeting of the Board, any officer or Director may be removed for cause by a vote of not less than two-thirds of the entire Board, and a successor may be elected pursuant to the provisions of the Bylaw governing vacancies.

Article VIII: Executive Director and General Counsel

1. The Executive Director. The Executive Director is the Chief Executive Officer and Chief Operating Officer of the Corporation and manages the staff, staff responsibilities, and the daily business of the Corporation subject to the direction of the Board. The Executive Director performs such other duties and exercise such powers as may be delegated to him or her by the officers, the Executive Committee, and the Board. The Board fixes the Executive Director's compensation.

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

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of notice and keeping of minutes of meetings of the voting members, the Executive Committee, and the Board.

2. General Counsel. The General Counsel advises the officers, delegates, committees, and Executive Director in all matters where problems of law are involved or where the assistance of legal counsel is desired. The General Counsel must be a member of the Bar in good standing and serves without compensation except by special authorization of the Board. The General Counsel is appointed by the Board and serves at its pleasure.

Article IX: Committees

1. Standing Committees. The standing committees are:

Executive Committee
Audit Committee;
Grievance Committee;
Nominating Committee.
Personnel Committee

Each standing committee has those duties and powers that are set forth in these bylaws and those duties and powers that are assigned to it by the Executive Committee and the Board.

Except for Personnel, Nominating and Executive Committee, each standing committee is composed of a chairperson and members, appointed by the President and approved by the Board.

2. Quorum. The quorum for all committees is a majority of members of the committee.
3. Executive Committee The Executive Committee consists of the officers of the Corporation, immediate past president and the Sectional Delegate. An immediate past president who does not complete his or her term of office is not a member unless confirmed by a majority of the other members. The President serves as the Chairperson of the Committee. The Executive Committee has and may exercise all of the powers of the Board when the Board is not in session, *provided that* the Executive Committee is at all times accountable to and subject to the control of the Board, and *provided further* that the Executive Committee has no authority as to the following matters:
 - (i) the submission to the members of any action requiring members' approval by law;
 - (ii) the filling of vacancies on the Board or in any committee;
 - (iii) the fixing of compensation;
 - (iv) the amendment or repeal of these bylaws or the adoption of new bylaws;
 - (v) the amendment or repeal of any resolution of the Board, which by its terms is not subject to amendment or repeal; and
 - (vi) the removal of Directors.

Meetings may be held in person, by conference telephone call, electronic conferencing, or by a series of telephone calls made by the President. The President or any four Executive Committee members may call a meeting. Ten days written or electronic notice of a meeting in person is

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required. Twenty-four hour written, telephonic, or electronic notice of a telephonic or electronic conference meeting is required. The President or persons calling a meeting must make a reasonable effort to contact all members. A quorum consists of a majority of the Committee Members then serving. The decision of a majority of the committee members at a meeting at which a quorum is present is the act of the Executive Committee. Any action that might be taken pursuant to these Bylaws by the Executive Committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the members of the Executive Committee. These consents have the same force and effect as the unanimous vote of the Executive Committee at a meeting duly held. Any Executive Committee member may waive notice of any meeting. The attendance of an Executive Committee member at any meeting constitutes waiver of notice of such meeting, *except when* an Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

4. Grievance Committee.

- a. Composition and Qualifications. At the Meeting of the Board of Directors held in conjunction with Annual Meeting of the Corporation, the President, subject to Board approval, appoints a Grievance Committee comprised of a Chairperson and three other members of the Corporation which appointments are subject to Board approval. No member of the Board is eligible to serve on the Committee.
- b. Powers. The Grievance Committee is responsible for enforcing the Articles of Incorporation, and the Bylaws and Regulations of the Corporation and the USTA. It also enforces the Rules of Tennis and the USTA standards of conduct, fair play, and good sportsmanship. The Committee has jurisdiction over any USTA member participating in an event of the Corporation regardless of the member's residence. The Committee may impose fines and suspensions. All fines are payable to the Corporation. If the Committee finds that the Corporation or one of its committees did not follow its rules and regulations, it may order the Corporation and its committees to take specific corrective action. The Committee has jurisdiction over Corporation members participating in events beyond the geographical limits of the Corporation. The Grievance Committee has no jurisdiction over those Grievances subject to the USTA League Grievance Procedures.
- c. Filing a Written Complaint. Written complaints must be filed with the Chairperson of the Grievance Committee. The complaints should explain how a person, entity or committee violated the Articles of Incorporation, Bylaws or Regulations of the Corporation or the USTA or explain how the Rules of Tennis or the USTA standards of conduct, fair play, and sportsmanship were violated. Complaints that the Chairperson deems to require immediate action may be filed by telephone, e-mail or facsimile. Until a written complaint is received, the chairperson may decide only that portion of the matter that the chairperson deems urgent.

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- d. Notice of Complaint. The Chairperson must send a copy of the complaint to the accused person. If the accused person is eighteen years old or younger, the Chairperson must also send a copy to at least one parent.
- e. Decisions by the Chairperson and Vice-Chairperson. The Chairperson may impose a fine of up to \$500 and/or suspend a person for such period as the Chairperson, in his or her absolute discretion, deems appropriate. The Chairperson, before taking such action, is not be required to hold any hearing but may consult with other members of the Grievance Committee. The Chairperson may act on the basis of such investigation as the Chairperson, in his or her absolute discretion, deems appropriate. In the Chairperson's absence, or at his or her request, the Vice-Chairperson or other member of the committee has the same power as the Chairperson to fine or suspend a person.

The Chairperson or the Vice-Chairperson must promptly notify the person accused of a violation of his or her decision by mail. If the person accused is eighteen years old or younger, the Chairperson must also send a copy of the decision to at least one parent.

- f. Appeal to Grievance Committee. Within thirty days after the person penalized receives the written notice of decision, the person penalized may appeal the decision by addressing a written request to the Chairperson for a hearing before the whole Grievance Committee.
- g. Grievance Committee Hearing. The Chairperson must promptly fix a time and place for the hearing and must give the person charged at least eight days' written notice. Telephonic or other electronic hearings are authorized. The person charged has the right to appear in person or by telephone or other electronic means available, with one representative to present testimony and evidence and cross-examine witnesses. The Committee may affirm, modify, or reject the prior decision. It may impose any additional penalties (including the assessment of the costs of the hearing) that it deems appropriate. The Committee must promptly notify the person charged of its decision and must prepare a written finding of fact.
- h. Original Hearings before the Grievance Committee. The Chairperson, instead of acting on a complaint under paragraph "e", may hold a hearing before the full committee and have it render a decision. Fair notice and an opportunity for a hearing must be provided to any athlete, coach, trainer, manager, administrator or official before declaring any such individual ineligible to participate in protected competitions such as the Olympic Games, Pan American Games, Paralympic Games, World University Games, and the trials for such protected competitions.

The hearing must be held in accordance with the provisions of paragraph "g". The Committee may impose such penalties as it deems appropriate, including fines of up to \$1,000 and indefinite suspension.

- i. Appeal to Board. Within thirty days after the person penalized receives the written notice, of the decision of the Grievance Committee, the person penalized may appeal

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the decision by addressing a written request to the President of the Corporation for a review of the Grievance Committee's decision by the Board.

The Board must thereupon promptly review the findings of fact and the decision of the Grievance Committee. The Board is not required to hold any hearing and its decision may be based entirely on the findings of fact of the Grievance Committee. However, the Board may hear such further testimony and receive such further evidence as it, in its absolute discretion, deems appropriate. Promptly following its review, the Board must notify the person penalized of its decision by certified mail. The Board has the power to affirm, modify or reject the decision of the Grievance Committee, but may not impose any harsher penalties. The decision of the Board is final and binding. *Exception:* A direct appeal may be taken to the USTA Grievance Committee from a decision of the Corporation Board that suspends a player for a period of six months or more.

- j. Effective Date of Disciplinary Action. Unless a player appeals, penalties imposed become effective 30 days after the Corporation mails the notice of penalties to the player or such earlier date as may be requested in writing by the player. If a player appeals, any penalties that are affirmed on appeal become effective 30 days after the Corporation mails notice of the decision. If the player appeals to the USTA Grievance Committee under subparagraph i) and if this Committee affirms the penalties, then the suspension begins one day after the date of the order of the USTA Grievance Committee affirming the penalties.
- k. Policy of Reciprocity. The Corporation recognizes a suspension from play imposed as a result of the grievance procedures of the USTA or any other USTA section. Upon receipt of notice by the Executive Director that a player's suspension within another section or the USTA has become final (all appeals have been concluded or the time for appeal has expired), the suspension applies within the Corporation as if it had been imposed by the grievance procedures of this Corporation.
- l. Waiver of Tournament Entry Requirements. All requests to handle waiver of entry requirements for junior or adult sectional level tournaments shall be to the committee sanctioning such junior or adult sectional level tournament.
- m. Corporation's Right to Appeal. The Corporation and its committees have no right to appeal.
- n. Suspension Point System. The Corporation may adopt regulations for a suspension point system that suspends a player from sanctioned tournaments if the player accumulates points under the system during a stated period of time.
- o. No appeal of USTA League Tennis Grievance Appeals Committee decisions. There is no right to appeal decisions of USA League Tennis Grievance Appeals Committees to the Grievance Committee of the Corporation or of the USTA.

6. Nominating Committee.

- a. The Nominating Committee is comprised of one representative from each District and the most recent Past-President who is available to serve and who shall serve as the Chairperson. The Committee must be listed in the call for the semi-annual meeting of the Board in even-numbered years. The Districts must use their best efforts to appoint a representative who is not seeking an officer position of the Corporation and who has experience in serving as a Director or prior officer of the Corporation.
- b. Each District must submit the name of its representative to the Secretary of the Corporation at the semi-annual meeting in odd numbered years. Each District should attempt to appoint the person in its district who is most knowledgeable about the operation of the Corporation and its current volunteers. Unless no one else is available, each District must appoint a person who has served for at least two years either on the Corporation's Board or as chairperson of a standing committee of the Corporation. A District may change its representative at any time by notifying the Secretary in writing.
- c. No member of the Nominating Committee may be nominated as an officer. No officer may serve on the Nominating Committee.
- d. No district representative may serve on the Nominating Committee for more than two consecutive terms.
- e. The Nominating Committee must submit its nomination for officers to the Secretary at the semi-annual meeting of the Board in even-numbered years. The Secretary, within fifteen days of receipt of the nominations, must mail the slate of nominations to the members of the Board. No other notice is required. The District presidents must notify members of their districts. Failure of any District president to notify does not invalidate the nominations.
- f. In addition to nominations made by the Nominating Committee, nominations for officers may be made by petition by any three districts or by districts having an aggregate vote of not less than 40% of the total voting membership. Petitions for officers must be filed with the Secretary of the Corporation no later than September 15 of every even-numbered year. No nominations may be made from the floor at the annual meeting. Only candidates nominated as provided in this article are eligible for election.

7. Personnel Committee. The Personnel Committee is comprised of the immediate Past-President who serves as its Chairperson and two members of the Executive Committee other than the President appointed by the President and approved by the Board. The Committee is responsible for handling all personnel issues including:

- a. Review recommendations of the Executive Director regarding personnel policies to be presented to the Board for approval;

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- b. Review recommendations of the Executive Director regarding job descriptions for all employees, *except that* the job description of the Executive Director is subject to approval of the Executive Committee;
- c. Advise the Executive Director and Executive Committee regarding the hiring and termination of employees;
- d. Serve as a resource to the Corporation to mediate complaints of employees and volunteers regarding personnel and work place issues;
- e. Serve as a resource to assist in the investigation of complaints of discrimination and sexual harassment and recommendation of appropriate remedial action. The Committee serves as the sole investigating body in instances where the complaint involves the Executive Director.
- f. Advise the President in conducting an annual evaluation of the Executive Director and present a summary report to the Executive Director and the Board.

The Executive Director, in consultation with the Personnel Committee, advises the general counsel of proposed changes in personnel policies, the termination of any employees, and any complaints received.

- 8. Audit Committee The Audit Committee consists of a Chairperson and no less than two other Members who are not necessarily Directors. The Audit Committee is in charge of overseeing financial reporting and disclosures and working with the auditor appointed by the Board. The Audit Committee recommends to the Board an Auditor to be retained by the Corporation to audit its financial records. The Audit Committee also has the authority to initiate special investigations in cases where it is believed that accounting practices are problematic or suspect, or when serious issues arise with employees.
- 9. Additional Committees. The President, with the approval of the Board, may create other Committees and appoint their Chairpersons, Vice Chairpersons, and members. Examples include: Adult Competition, Junior Competition, Officials, and Leagues. The President also creates any committee that the USTA requires the Corporation to have and appoints, with the approval of the Board, their Chairpersons, Vice Chairpersons, and members.

The President must appoint a Corporation officer as a liaison officer to each additional committee.

Article X: Reimbursement of Expenses

On application for reimbursement, the Corporation reimburses to all authorized persons approved amounts actually paid by such persons for authorized trips. The President establishes the amount of reimbursement and which persons and trips are approved. The Board of Directors may, in addition, authorize the reimbursement to any individual for those expenses necessarily and reasonably incurred on behalf of the Corporation.

Article XI: Conformity with USTA

The rules, regulations, and bylaws of the USTA, as the same may be changed or amended, are hereby adopted as the governing authority of the Corporation, even when the USTA regulations or bylaws are in direct conflict with these Bylaws.

Article XII: Procedures

1. Order of Business. The order of business for the meetings of the membership of the Corporation is:
 - a. Report on Voting Strength and Roll Call.
 - b. Minutes.
 - c. Secretary's Report.
 - d. Treasurer's Report.
 - e. Reports of Committees.
 - f. Elections.
 - g. Miscellaneous Business.
 - h. Adjournment.
2. Rules of Order. The Corporation follows *Robert's Rules of Order Newly Revised* that is copyrighted for the Robert's Rules Association.
3. Standing Orders. Standing orders may be adopted by the Board subject to review at the next meeting of the Corporation.
4. Action Without Meeting Pursuant to Written Consent. Any action which might be taken pursuant to these Bylaws by any committee may be taken without a meeting if consents in writing, setting forth the action so taken, must be signed by all the members of the relevant committee entitled to vote with respect to the subject matter of the action. Such consents have the same force and effect as the unanimous vote of the committee members at a meeting duly held.
5. Limitation on Expenditures. All unbudgeted expenditures and all expenditures in excess of the applicable budgeted line item require the approval of the President and Treasurer. Unbudgeted expenditures that exceed \$5000 and expenditures that exceed the applicable departmental or committee budget by \$5000 or more require approval of the Executive Committee.

Article XIII: Indemnification

The Corporation shall indemnify any person, who is or is threatened to be made a party to any threatened, pending, or a completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative other than an action by or on behalf of the Corporation by reason of the fact that such person is or was an officer of the Corporation or a member of any Standing Committee of the Corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in

Adopted December 4, 2019

Adopted November 7, 2020

settlement actually and reasonably incurred, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct to be unlawful.

This Bylaw is intended to and incorporates by reference all provisions of the laws of the State of Kansas, as presently constituted or as the same may be from time to time amended in the future, relative to indemnification of officers, directors, employees, agents, and the like of corporations organized for profit except that anything in the laws of Kansas to the contrary notwithstanding.

Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by the Corporation or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

Article XIV: Amendment

Amendments to these Bylaws may be made at any meeting of the Corporation by the vote of a least two-thirds of all of the votes present provided, that at least thirty days before such meeting, the notice of the proposed amendment be mailed in accordance with requirements of notices of meetings. The Secretary or Executive Director must include in the meeting notice any proposed amendment of which he or she must be advised not later than sixty days before such meeting by a District Association, any member, or the of a regular committee or special committee appointed by the President, or a member of the Board. The President, after obtaining the approval of the General Counsel, may make conforming and stylistic changes to these Bylaws. Examples of authorized changes include changing the name of a committee to correspond with changes made by the USTA and correcting typographical and grammatical errors.

Article XV: Exhaustion of Administrative Remedies

1. By participating in any activity authorized by or within the jurisdiction of the Corporation, all Members, and other participants, agrees to follow the constitution, Bylaws and rules and regulations of the Corporation and to exhaust all administrative remedies provided therein in each controversy and complaint involving participation in Corporation activities.

2. All Members, and other participants, in any activity authorized by or within the jurisdiction of the Corporation, agree to submit to mediation and if mediation is unsuccessful then final and binding arbitration in any controversy or grievance involving governance, management, participation or membership. Mediation or final and binding arbitration must be conducted in accordance with procedures approved by the Board.

Article XVI: Request for Waiver

Adopted December 4, 2019

Adopted November 7, 2020

An Individual Member who believes the Individual Member is adversely affected by a Section regulation may, for a compelling reason, petition for a waiver of that regulation. The Individual Member must submit the petition to the Executive Director at least 45 days before the requested effective date of the waiver. The petition must:

- identify the regulation that the Individual Member would like to have waived;
- state the period over which the waiver is requested;
- state the compelling reason; and
- submit documentation that fully describes the basis for the request.

Upon receipt of the petition, the Executive Director assigns the petition to an appropriate person for review and decision and notifies the Individual Member of the identity of the person to whom the petition has been assigned.

Within 30 days of the assignment (unless further time is reasonable), the person must:

- render a decision on the petition based on such investigation, hearing, or consultation that the person deems appropriate; and
- notify the Executive Director and the Individual Member of the decision.

The Individual Member may appeal the decision to the Section Grievance Committee pursuant to Bylaw IX, Section 10. The appeal must be treated as an initial complaint. Any request for waiver of a USTA Regulation should be addressed to the USTA; any request for waiver of the Rules of Tennis should be addressed to the ITF.