

USTA Southern Bylaws

Revised 1/2025

ARTICLE I

NAME AND PURPOSE

The Corporation shall be known as Southern Tennis Association, Incorporated, referred to as USTA Southern. It is incorporated under the laws of the State of Georgia as a non-profit corporation for the following purposes:

1. To educate the public on the benefits of tennis as a means of healthful recreation and physical fitness
2. To support programs that increase play and participation and advance the United States Tennis Association (USTA) mission: Growing tennis to inspire healthier people and communities everywhere.
3. To establish and maintain rules of fair play and high standards of sportsmanship.
4. To represent the jurisdiction of USTA Southern which is comprised of the following nine states: Alabama, Arkansas (including Bowie County, Texas), Georgia, Kentucky (except for the counties of Boone, Campbell and Kenton), Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee (including Bristol, Virginia). USTA Southern serves as a Sectional Member of the United States Tennis Association, Incorporated.
5. To engage in any other lawful activity that may be necessary to carry out the general purposes of the Corporation.

ARTICLE II

GOVERNANCE

1. **Section.** USTA Southern shall be governed by a Sectional Association which is empowered by the USTA to fulfill the constitutional purposes of the USTA and to manage the sport of tennis in the Section's geographical area, in accordance with the Constitution, Bylaws, and USTA Regulations. USTA Southern shall include the states indicated in Article I, Section 4, the geographical boundaries of which will be determined by USTA Southern.
2. **State Associations.** Each state shall be governed by a State Association which shall be empowered by the USTA and USTA Southern to fulfill the constitutional purposes of the USTA and to manage the sport of tennis in the state's geographical area in accordance with the Constitution, Bylaws, and Regulations of USTA and USTA Southern. The boundaries of each State Association shall be determined by USTA Southern. The governing documents of each State Association shall be subject to review and approval by the USTA Southern Board of Directors to ensure their consistency with the Constitution, Bylaws, and Regulations of USTA and USTA Southern. Failure of any State Association to govern or to manage the sport of tennis in compliance with the Constitution, Bylaws, or Regulations of USTA and USTA Southern shall subject the State Association to sanctions by the USTA Southern Board of Directors. Sanctions may be appealed to the membership at the next Annual Meeting or at a Special Meeting which must be called by the USTA Southern Board of Directors, if requested in writing. The appeal shall be submitted to the Secretary within 30 days of actual notice of imposition of the sanction. The sanction shall be effective immediately or on the date specified by the USTA Southern Board of Directors in the sanction. Notice of appeal stays the sanction. On appeal the ruling of the membership shall be final.
3. **Community Tennis Associations and Subdivisions.** Each State Association may contain one or more Community Tennis Associations (CTA) or subdivisions, the boundaries of which shall be fixed by the State Association. Each CTA or subdivision shall be governed by such rules and regulations as it shall adopt in accordance with the requirements of its State Association. Such rules and regulations shall not be inconsistent with the Constitution, Bylaws, or Regulations of the USTA, USTA Southern or USTA State Association and are subject to the review and approval by the State Association.

ARTICLE III

MEMBERSHIP AND DUES

1. The categories of memberships shall be State Associations (formerly District Associations), Member Clubs and Organizations, Individual Members and Honorary Members.
2. Each State Association may contain one or more Member Clubs and Organizations located within its boundaries. Each State Association shall be governed by such rules and regulations as it shall from time to time adopt, provided such rules and regulations shall not be inconsistent with rules and regulations of USTA Southern, or the USTA.

3. Any club or organization located within the boundaries of USTA Southern and which is a Club and Organizational Member of USTA, in good standing, is automatically a Club and Organizational Member of USTA Southern and the State Association in which it is situated.
4. Any individual, residing within the boundaries of USTA Southern who is an Individual Member of USTA, in good standing, is automatically an Individual Member of USTA Southern and the State in which the Individual Member resides.
5. Honorary Membership may be conferred upon such worthy persons as may be selected by the Board of Directors.
6. Annual membership dues for Individual Members and Member Clubs and Organizations shall be determined in accordance with the Bylaws and Standing Orders of the USTA and are payable by the Members upon billing by USTA.
7. Neither USTA Southern nor any of its State Associations, CTAs or Subdivisions may purchase any USTA memberships of any kind; except the Section may, on its own behalf or on behalf of the State Associations or subdivisions, purchase up to a total of fifteen USTA memberships annually for recognition of volunteers within the Section. The Board of Directors of USTA Southern shall be authorized to establish appropriate procedures to enforce this provision.

ARTICLE IV

VOTING RIGHTS OF THE MEMBERSHIP

1. Voting rights for representation of the membership shall be vested solely in the State Associations, except as provided in Article VII, Section 8. These rights include election of all members of the Board of Directors, including Officers, three Directors-at-Large, election of a Section Delegate who shall be a member of the Board of Directors, election of members for the Nominating Committee, adoption and amendment of Bylaws, representing the membership on issues of sanctions described in Article II, Section 2, and other issues the Board of Directors may, in its sole discretion, choose to submit to the State Associations. The strength of these votes shall be determined as of December 31, 2013.
2. The voting strength of each State Association shall be computed as follows:
 - a. Individual Member, Member Clubs and Organizations situated within the State Association:
 - (1) Community Tennis Associations – 25 votes for each association;
 - (2) Club – 15 votes for each Club plus 5 additional votes for each court within the specified Club except the Clubs with more than 15 courts shall receive 95 votes;
 - (3) School – 1 vote for each school;
 - (4) Parks and Recreation Department – 25 votes for each department;
 - (5) Program Delivery or Service Organization and Other Entities – 25 votes for each organization or other entity.
 - (6) Adult Individual Member whose domicile is within the Sectional Association – one vote for each member; and
 - (7) Junior Individual Member whose domicile is within the Sectional Association – $\frac{1}{2}$ vote for each member.
 - b. The number of votes that is the quotient of the total number of votes that all the State Associations may cast pursuant to clause "a" in this subsection, divided by the total number of State Associations.
 - c. The voting strength of each State Association shall be the total of clauses "a" and "b" in this subsection rounded upward to the nearest whole number.
3. The voting strength of each State Association shall be certified, in writing, to the Secretary of USTA Southern by the Executive Director, prior to each meeting at which a vote is to be taken. The votes under this Article shall be calculated as of the last day of the month for which such figures are available from USTA preceding the USTA Southern Annual Meeting. Such voting strength shall continue in effect until the next USTA Southern Annual Meeting.
4. A State Delegate for each State shall be named by the State Association and certified by the State Secretary annually to USTA Southern. The State Delegate of each State Association shall be empowered to name one or more proxies to vote on behalf of the State Delegate for the State Delegate's Association. The vote of a State Association may be split.
5. State Associations are entitled to notice of all meetings of members of the Association and are entitled to be present at any meeting of members.

ARTICLE V

APPLICATIONS FOR MEMBERSHIP

1. Applications for membership as an Individual or as a Club and Organization shall be submitted in the proper form directly to USTA. Every Individual or Club and Organization whose mailing address is within the boundaries of USTA Southern and who is accepted to membership in USTA is automatically a member of USTA Southern and the State in which the Individual or Club and Organization resides.
2. By exercising membership in USTA, a member agrees to follow the Constitution, Bylaws, Rules and Regulations of the USTA, USTA Southern and the State Association of residence. Members agree to be bound by the grievance and disciplinary procedures set forth in these Bylaws in any grievance or controversy against USTA, USTA Southern or State Association arising out of the conduct of any members, Boards, employees, contractors, volunteers, or participants in activities of these organizations. Members also agree to fully exhaust all administrative remedies of these organizations before resorting to any court, agency or other forum as defined by USTA Bylaw 17 to resolve any grievances or controversies.

ARTICLE VI

MEETINGS OF MEMBERS

1. The USTA Southern Annual Meeting shall be held on a date between the first day of January and the last day of February for the transaction of such business as will come before it. The date, place and time shall be determined by the Board of Directors.
2. Special meetings of USTA Southern may be called by the President or the Board of Directors at any time. Special meetings shall also be called upon the written request of State Associations having an aggregate voting strength of not less than one-third of the total voting strength (as defined in Article IV, Section 2). Such request shall state the purpose of the proposed meeting. Special meetings of members shall be held at such locations as the President or Board of Directors shall determine prior to the mailing of the notice of the meeting. Only those matters specified in the notice of the meeting shall be acted upon at a special meeting.
3. Written notice of the time, place, and purpose of any meeting of members of USTA Southern shall be given to the Board of Directors, the Executive Council, and each State Association no less than thirty days before the meeting.
 - a. Notice of Meetings. Notice of the annual meeting of members shall be published on the website or other publication readily available to members, not less than thirty nor more than sixty days prior to the annual meeting of members. Except as otherwise required by the provisions of the Georgia Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, notice of a special meeting of the members shall be provided on the website not less than thirty nor more than sixty days before the date of any special meeting of members. The notice for a special meeting of members shall specify or describe the purpose or purposes for which the special meeting is called.
 - b. Waiver of Notice. Any member may waive notice in writing of any meeting before or after the meeting. A member's attendance, in person or by proxy, at a meeting waives objection to lack of notice of or defective notice of the meeting unless the member or his, her or its proxy at the beginning of the meeting objects to the holding of the meeting or transaction of the business of the meeting.
4. At all meetings of the membership of USTA Southern the presence, either in person or by proxy, of the representatives of a majority of the total voting strength (as defined in Article IV, Section 2) shall constitute a quorum, and a vote of a majority of those votes present shall constitute the action of USTA Southern.
5. The President or presiding officer shall establish the order of business at all meetings.
6. Robert's Rules of Order shall govern parliamentary procedures not specifically mentioned in these Bylaws or in approved policies.

ARTICLE VII

BOARD OF DIRECTORS

The management of USTA Southern shall be vested in the Board of Directors. The Board of Directors shall be composed of eleven members: the President, the Executive Vice-President, three Vice-Presidents, a Secretary, a Treasurer, a Section Delegate to the USTA, and three Directors-at-Large. All members of the Board of Directors must be domiciled within the geographical boundaries of USTA Southern, shall be members of USTA, and shall serve without compensation.

1. THE OFFICERS of USTA Southern shall be a President, an Executive Vice-President, three Vice-Presidents, a Secretary, and a Treasurer. They shall serve for a term of two years. Except for the President, who shall be limited to one term, there shall be no limitation on re-election. If the President serves in excess of 12 months but less than two full years, he or she may not stand for re-election.

a. THE PRESIDENT shall be the Chief Executive Officer. The President shall preside at all meetings of the Members, the Board of Directors, and the Executive Council. The President shall appoint all committee Chair and committee members whose appointments are not otherwise provided for in these Bylaws. The President may also appoint two non-voting members of the Executive Council. The President shall serve as an ex-officio member of each committee except the Nominating Committee.

b. 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 the President's absence. In the case of the President's resignation, removal, incapacity or death, the Executive Vice-President shall automatically succeed the President's term.

c. THE VICE-PRESIDENTS shall assist the President and the Executive Vice-President in the performance of their duties and shall carry out such other duties as assigned by the President or Board of Directors.

d. THE SECRETARY shall, with the aid of the Executive Director and the Executive Director's staff, be responsible for the keeping of accurate membership records, certifying voting strength and giving notice of and recording the minutes of the meetings of the members, Board of Directors and the Executive Council. The Secretary shall perform such other duties as may from time to time be assigned by the President or Board of Directors.

e. THE TREASURER shall, with the aid of the Executive Director acting as Controller, be responsible for the financial management and controls of USTA Southern. Each year, the Treasurer, with the assistance of the Executive Director, shall prepare a budget for the forthcoming calendar year. The Treasurer, with the assistance of the Executive Director, shall insure that the accounts of USTA Southern are audited annually. The Treasurer shall insure that all expenditures not included in the approved budget for the year, or expenditures which exceed line items in the approved budget, are approved in accordance with current financial policies.

2. A SECTION DELEGATE shall serve as representative of USTA Southern to USTA and shall serve for a term of two years. The Section Delegate shall be empowered to cast the vote of USTA Southern in the affairs of the USTA. In the absence of the Section Delegate, the proxy certified to USTA will list the USTA Southern President as the first alternate and the USTA Southern Executive Vice-President as the second alternate. The vote of USTA Southern may be split. The Section Delegate shall also serve as the USTA Southern representative on the USTA Executive Committee during the Section Delegate's tenure. A vacancy in the office of the Section Delegate for any cause shall be filled by the Board of Directors in time to have USTA Southern represented at the next meeting of the membership or of the USTA Executive Committee.

3. THREE DIRECTORS-AT-LARGE shall serve for a term of two years. In addition to the other duties as a member of the Board of Directors, it shall be the duty of each Director-at-Large to carry out responsibilities assigned by the President or Board of Directors.

4. The Board of Directors shall meet not less than twice a year to report on and discuss matters and establish policies of USTA Southern. Meetings of the Board of Directors shall be held at such time and place as may be fixed by the President. One half of the members of the Board of Directors shall have the power to call a meeting. During all meetings of the Board of Directors, each member of the Board shall have one vote.

5. Notice of the time, place, and purpose of all Board of Directors meetings shall be given to each member not less than three days before a meeting. Notice may be given by electronic means, first-class mail, or fax, to each member, provided that any member who requests notice by first-class mail shall be given notice by this method.

6. A quorum for transaction of business by the Board of Directors shall be not less than eight of its members. The act of a majority of the members participating in or present at the meeting at which there is a quorum shall constitute the action of the Board of Directors.

7. The Board of Directors shall submit a budget to the Executive Council for approval.

8. The Board of Directors has the authority to extend sanctions across all programs administered by USTA Southern when such sanctions are imposed due to violation of any of the following:

(a.) Articles of Incorporation;

(b.) Bylaws;

(c.) Rules and Regulations of the USTA which are adopted by USTA Southern as a Sectional member of the USTA and all Rules and Regulations of USTA Southern, so long as these rules and regulations apply to all programs across which the sanctioned member participates or may participate; or

(d.) Standards of good conduct, fair play, and good sportsmanship.

9. In case of any vacancies among the Officers, the Section Delegate, or Directors-at-Large, the Board of Directors may solicit from the Nominating Committee a recommendation to fill such vacancy or vacancies. The Board of Directors, by a majority vote, may elect a successor or successors for the unexpired term vacated, except as otherwise provided in these Bylaws.

10. At any meeting of the Board of Directors, any member of the Board of Directors or member of the Nominating Committee may be removed from office for cause by a vote of two-thirds of the Board of Directors. If the President serves in excess of 12 months but less than the full two years, he or she may not stand for re-election. If the President serves in excess of 12 months but less than the full two years, he or she may not stand for re-election.

ARTICLE VIII

ELECTIONS

1. The Nominating Committee shall make nominations for Officers, Directors-at-Large, Section Delegate, and members of the Nominating Committee. The Committee shall file its nominations with the Secretary no later than September 20 of each even-numbered year. A notice thereof shall be provided by the Secretary to each State Association no later than September 25 of each even-numbered year.

2. In addition to nominations made by the Nominating Committee, nominations for Officers, Directors-at-Large, Section Delegate, and for members of the Nominating Committee, may be made by petition executed by State Associations having an aggregate voting strength of not less than one-third of the total voting strength. Such petition shall be filed with the Secretary of USTA Southern no later than October 15 of each even-numbered year. Such petition shall be accompanied by the written consent of each nominee.

3. Only candidates nominated as provided in this section shall be eligible for election. No nominations can be made from the floor at any annual meeting of the members.

4. No later than October 25, the Secretary shall provide to the State Associations ballots with the slate of nominees for election. The ballots are to be returned to the Secretary no later than November 20 of that even-numbered year, and only ballots received by that date will be counted.

5. The terms of those elected will begin on January 1 of the odd-numbered year.

6. All notices, ballots, petitions, or other communication provided for in this Article VIII shall be in writing, and may be transmitted by electronic mail, first-class mail, or fax.

ARTICLE IX

EXECUTIVE COUNCIL

1. The Executive Council shall be composed of all members of the Board of Directors, nine State Delegates, Past Southern Section Presidents residing within the geographical boundaries of USTA Southern, and up to two non-voting Presidential Appointees.

2. Each State Delegate shall be named by each State Association. Each State Delegate shall reside within the geographical boundaries of the State Association which the State Delegate represents. As a member of the Executive Council, each State Delegate shall act as a representative of the Delegate's respective State Association and as a representative of USTA Southern. The State Delegate shall report on USTA and USTA Southern activities and opportunities to the Delegate's respective State Association. A vacancy for any cause shall be filled by the State Association, and the State Delegate so appointed shall present to the USTA Southern Secretary the State Delegate's certificate of authority for the unexpired term. In the event any State Association fails to name a State Delegate or fails to provide certification, the State President shall be the State Delegate. State Delegates shall not serve on the Executive Council in more than one position.

3. The Executive Council shall meet not less than twice a year, at which meetings current matters involving USTA Southern are to be reported on, discussed, and recommendations with respect to policies may be made to the Board of Directors. The Executive Council shall have authority to alter, amend, repeal, and adopt new regulations in accordance with Article 15, Section 6. The Executive Council shall have final authority to approve the annual budget of the Association.

4. Notice of the time and place of Executive Council meetings shall be given to each member not less than 30 days before a meeting. Notice may be given by electronic means, first-class mail, or fax to each member, provided that any member who requests notice by first-class mail shall be given notice by this method.

5. During all meetings of the Executive Council, each member of the Executive Council shall have one vote with the exception that no Presidential Appointees shall have a vote, and the voting strength of the Past Presidents shall not exceed the lower number of Past Presidents present or three. If, at any meeting, more than three Past Presidents are present, the three votes shall be prorated among those present. If a Past President is elected to some other office that could cause the Past President to fill a second position on the Executive Council, then the Past President's vote on the Executive Council will not be included in the voting strength of the Past Presidents.
6. A quorum for the transaction of business by the Executive Council shall be not less than one-half of its members, exclusive of Past Presidents and Presidential Appointees. A majority of the votes cast by members participating in or present at the meeting shall constitute the action of the Executive Council.
7. Special meetings may be called by the Executive Council at any time and place upon the written request of one half of the members of the Executive Council. Such requests shall state the purpose of the proposed meeting, and only those matters specified in the request may be acted upon at the special meeting.
8. At any meeting of the Executive Council, any member of the Executive Council may be removed for cause by a vote of two-thirds of the Executive Council members that are present at the meeting.

ARTICLE X

EXECUTIVE DIRECTOR

The Executive Director is the Chief Operating Officer and shall be responsible for the day-to-day operations and functioning of the office of USTA Southern. The Executive Director shall be appointed by, and shall serve at the pleasure of and at the compensation fixed by the Board of Directors. The Executive Director shall perform such additional duties as assigned by the President or the Board of Directors. The duties and compensation of all staff members shall be determined by the Executive Director working within the scope of the budget.

ARTICLE XI

COUNSEL

The President may, with the consent of the Board of Directors, appoint a Counsel who, when called upon by the President or the Board of Directors, shall advise or represent USTA Southern on legal matters. The Counsel must be a member of the Bar in good standing of a State within USTA Southern and shall serve without compensation, except by special authorization of the Board of Directors.

ARTICLE XII

COMMITTEES

1. USTA Southern shall have the following standing committees: Nominating Committee, Grievance Committee, Constitution and Rules Committee, and Audit Committee. It may have such other committees as may be appointed from time to time by the Board of Directors or the President. Each committee shall have a specified purpose with authority delegated as necessary to carry out the assigned purpose. All members of committees shall be members of the USTA, shall serve without compensation for committee associated responsibilities, and they shall reside within the geographical boundaries of USTA Southern during their term.
2. THE NOMINATING COMMITTEE shall be composed of five members, one of whom shall be the Immediate Past President who shall serve as Chair.
 - a. The four members of the Committee, other than the immediate Past President shall be elected for a two year term and shall serve until their successors are duly elected. No member of the Board of Directors, other than the Immediate Past President, may be a member of the Nominating Committee, and no two members, except for the Chair, may be from the same State Association. No member of the Nominating Committee may be nominated for election as an Officer or Board member during the individual's term on the Nominating Committee, or any unexpired portion thereof in the event of resignation from the Nominating Committee by such member. No member may serve on the Nominating Committee more than four consecutive years. A minimum of one but no more than two members of the Nominating Committee shall be nominated to serve for a second consecutive term. A vacancy for any cause on the Nominating Committee, including that of the Chair, shall be filled by the Board of Directors.
3. THE GRIEVANCE COMMITTEE shall be composed of a Chair, Vice-Chair, and at least one other person, all appointed by the President. It shall be responsible for enforcing the Articles of Incorporation, Bylaws, and all the rules and regulations

of the USTA which are adopted by USTA Southern as a Sectional member of the USTA, all rules and regulations of USTA Southern, and the standards of good conduct, fair play and good sportsmanship. However, all grievance and grievance appeal actions arising out of USTA or USTA Southern Adult League programs and Jr. Team Tennis will be administered according to appropriate League Regulations.

- a. The Grievance Committee has jurisdiction over grievances concerning all members with the exception of State Associations. Only the Board of Directors has jurisdiction to handle grievances brought against State Associations for rule compliance as covered under Article II of the Bylaws.
- b. The Grievance Committee shall establish specific operating procedures for administering all grievances filed with USTA Southern, except those arising out of USTA or USTA Southern Adult League Programs. These procedures and any subsequent changes shall be submitted to the USTA Southern Board of Directors for approval. The approved procedures will be made available through the USTA Southern office or the official USTA Southern website.
- c. The Grievance Committee shall have the authority to impose any of the following penalties:
 - (1) Reprimand;
 - (2) Probation;
 - (3) Suspension from participating in any tournaments or other events sanctioned by USTA Southern. If the person against whom the grievance is filed is accused of an egregious act involving bodily injury or the threat thereof, said person may be immediately suspended from participating in any tournaments or other events sanctioned by USTA Southern, pending the outcome of the grievance;
 - (4) Suspension of a person who is associated with the member or event, including, but not limited to, a parent, guardian, coach, official or tournament staff member;
 - (5) Loss of sanction;
 - (6) Fine, in an amount not to exceed \$1,000;
 - (7) Any combination of the above.
- c. The Board of Directors constitutes the ultimate appeal authority for any grievance action coming under the purview of the full Grievance Committee. Any decision on an appeal to the Board of Directors will be considered final and binding unless otherwise specified in these Bylaws or the Bylaws or Regulations of USTA. Any member who is suspended for a period of six months or longer and who has exhausted all appeals within USTA Southern grievance procedures may appeal the suspension to the National Grievance Committee in accordance with USTA Bylaw 43.
- d. Any suspension may be vacated by the Board of Directors, provided compelling evidence supports such action.

4. THE CONSTITUTION AND RULES COMMITTEE shall be composed of a Chair and such other persons appointed by the President. This Committee shall review all USTA and USTA Southern Bylaws and Articles of Incorporation as well as any proposed amendments for consistency and clarity, and shall submit recommended changes to the Board of Directors. The Committee shall review all USTA and USTA Southern regulations for consistency and clarity and submit recommended changes to the Executive Council for its approval.
5. THE AUDIT COMMITTEE shall be composed of the Treasurer and at least two other members of the Board of Directors for the purpose of overseeing the accounting and financial reporting processes and audits of the financial statements.

6. COMMITTEE ADMINISTRATION:
 - a. The Chair of each committee shall preside at all meetings, be responsible for the functioning of the committee, and unless the Chair appoints a secretary to the committee, shall keep a record of its proceedings. The members of all committees shall serve for a two-year term or until their successors are named.
 - b. The following shall constitute a quorum for the transaction of business for committees:
 - 1.) Nominating Committee - not less than three-fifths of its members;
 - 2.) Grievance Committee - not less than two-thirds of its members.
 - 3.) A quorum for the transaction of business for any other committee shall be not less than one-third of the members of such committee.
 - c. Motions shall be approved by a simple majority of those present at a committee meeting so long as the quorum requirements have been satisfied.

- d. Members of any committee may participate in the meeting of the committee by a telephone conference or similar communication. Participation in the meeting pursuant to this Section shall constitute being present in person at such meeting. In addition, specific issues may be voted on by members of committees by mail, including electronic mail.
- e. Meetings of any committee shall be held at a place and time determined by its Chair. One-half of the members of any committee shall also have the power to call a committee meetings. All committees shall keep minutes of their proceedings, copies of which shall be sent by the committee Chair or secretary to the Executive Director for filing with the records of USTA Southern.
- f. No member of any committee shall have the power to appoint a proxy to attend any committee meeting on behalf of the committee member.

ARTICLE XIII

REIMBURSEMENT

The Board of Directors shall adopt a detailed written reimbursement policy that includes but is not limited to a specification of the types of reasonable expenses and definitions of reasonable expenses.

ARTICLE XIV

OFFICES

The principal office of USTA Southern shall be located in the greater Atlanta Georgia area. USTA Southern may have additional offices at such other locations as the Board of Directors may from time to time determine.

ARTICLE XV

ADOPTION AND AMENDMENT OF BYLAWS AND USTA SOUTHERN REGULATIONS

- 1. These Bylaws shall be subject to alteration, amendment or repeal, or new Bylaws not inconsistent with any provision of The Articles of Incorporation. Any alteration, amendment, repeal, or new Bylaws shall be made by the affirmative vote of a majority of the members set forth in Article VI, Section 4.
- 2. The voting members of USTA Southern shall be given no less than thirty days prior notice of any proposed alteration, amendment, or repeal of Bylaws.
- 3. Any amendment to the Bylaws of the USTA concerning membership, dues, and voting power, and other pertinent changes, shall automatically require an amendment to the corresponding section of these Bylaws, and shall be reviewed at the next annual meeting of the membership.
- 4. Any proposed alteration, amendment or repeal or any proposed new Bylaw provision shall be submitted by, or sponsored by, a State Association or a member of the Board of Directors. Any such proposal shall be submitted to the Secretary at least forty-five days prior to any scheduled meeting at which the amendment shall be voted upon. The Secretary shall include notice of such proposed amendment(s) in the notice of the meeting.
- 5. The Chair of the USTA Southern Constitution and Rules Committee may make language and stylistic changes considered advisable to implement the intent of the Bylaws, Rules, and Regulations and other applicable regulations, and to make conforming changes required to avoid inconsistencies or conflicting provisions. With respect to the Bylaws, the Chair of the Constitution and Rules Committee shall inform the USTA Southern Board of Directors of language, stylistic, and conforming changes. The Chair shall inform the Executive Council of language, stylistic, and conforming changes to the Regulations.
- 6. USTA Southern Regulations not inconsistent with these Bylaws, setting forth rules and regulations of USTA Southern shall be subject to alteration, amendment, or repeal and new regulations may be made by the affirmative vote of a majority of the Executive Council present and voting at any meeting of the Executive Council, provided notice of the proposed alteration, amendment, or repeal be included in the notice of such meeting of the Executive Council.

ARTICLE XVI

OPERATION POLICIES AND PROCEDURES

1. These Bylaws shall constitute the operating documents of USTA Southern in conjunction with approved Policies and Procedures.
2. Unless otherwise fixed by the Board of Directors, the fiscal year of USTA Southern shall be the calendar year.

ARTICLE XVII

DISSOLUTION

In the event of its dissolution, the assets of USTA Southern shall be distributed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code to the Southern Tennis Patrons Foundation [an IRS-approved 501(c)(3) organization] or other IRS-approved 501(c)(3), non-profit organizations as determined by the Board. No profit or benefit may inure to the benefit of any private Board Member, staff member, USTA member or individual.