

BYLAWS
of
GEORGIA TENNIS ASSOCIATION, INC.

(Amended on July 10, 2015)

ARTICLE I. Name and Purpose

Georgia Tennis Association, Inc. (now known and hereafter referred to in these Bylaws as "USTA Georgia") was incorporated under the laws of the State of Georgia on September 19th 1977. USTA Georgia represents Georgia under the jurisdiction of the Southern Tennis Association, Inc. ("USTA Southern") and functions in accordance with the Constitution, Bylaws, Rules and Regulations, and Policies of the United States Tennis Association (the "USTA"). USTA Georgia is a non-profit corporation which shall have the following purposes and objectives:

- (a) To support, develop, maintain, and promote the game of tennis within Georgia;
- (b) To educate the public on the benefits of tennis as a means of healthful recreation and physical fitness;
- (c) To cooperate with the USTA and affiliated, state and divisional associations in developing and promoting tennis, consistent with the Constitution, Bylaws, Rules and Regulations, and Policies of the USTA and USTA Southern;
- (d) To establish and maintain competitive sport in the United States and the State of Georgia, and as otherwise specified in the Articles of Incorporation of USTA Georgia; and
- (e) To engage in any other lawful activity that may be necessary to carry out the general purposes of USTA Georgia.

ARTICLE II. Membership

2.1. **Applications.** Applications for membership ("Membership") into USTA Georgia shall be submitted as an application directly to the USTA in the form as defined in the Bylaws of the USTA.

2.2. **Members.** The categories of Membership into USTA Georgia shall consist of individual members and member organizations of the USTA.

2.2.1. **Organizations.** Any organization of a permanent character located within the geographical boundaries of the State of Georgia who is accepted for membership in the USTA, as defined by the Bylaws of the USTA, is automatically deemed to be a member of USTA Georgia.

Member organizations shall have voting rights in accordance with Section 2.5 of these Bylaws.

- 2.2.2. **Individual.** Any individual residing within the geographical boundaries of the State of Georgia, who is accepted for membership in the USTA, is automatically deemed to be a member of USTA Georgia, except as hereinafter set forth in Section 2.5 of these Bylaws, individual members shall have no voting rights.
- 2.3. **Rights and Benefits.** Member organizations and individual members of USTA Georgia are entitled to be present at the Annual Membership Meetings of USTA Georgia, and enjoy all the rights and benefits commensurate with membership in the USTA, including, but not limited to participating in USTA leagues and tournaments; receiving top tennis publications; access to USTA tournament seating and early ticket sales; and savings/discounts on vacation packages, dining, travel, retail and entertainment.
- 2.4. **Responsibilities.** By accepting Membership in the USTA, and accordingly, becoming a member of USTA Georgia, a member agrees to follow the Constitution, Bylaws, Rules and Regulations, and Policies of the USTA, USTA Southern and USTA Georgia. Members agree to be bound by the grievance and disciplinary procedures set forth in the Bylaws, Rules and Regulations of the above organizations in any grievance or controversy against USTA, USTA Southern or USTA Georgia 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.
- 2.5. **Voting Rights.** The voting members of the Membership of USTA Georgia shall consist of the Board, a Representative at Large, a District Representative representing each of the eight Districts within USTA Georgia, and a designated representative from each member organization. Each voting member shall be entitled to one vote. Proxy voting is not permitted.
- 2.6. **Election.** USTA Georgia shall hold an election on Monday of the first week in December (or such other date as the Board may prescribe) on the even-numbered year at which time the voting members shall elect the Board, Officers, a Representative at Large, eight District Representatives, and members of the Nominating Committee of USTA Georgia. A vote by the voting members may be made by mailed ballots, electronic means (e-mail), or such other method of voting as the Board may impose. The results of the election shall be recorded in the minutes of the Council at its next regularly scheduled meeting.
- 2.7. **Dues.** Each member organization shall pay dues according to classification prior to the first day of the month in which the annual Membership Meeting of USTA

Georgia is held. Classification and dues are established by the USTA Constitution. Any change in the classification of dues or due date by the USTA shall automatically be adopted by the Board. In order for a member organization to be eligible to exercise its voting rights in accordance with Section 2.5 above, its dues must be received on or before due date of that year. Any member organization that fails to pay dues and is suspended from USTA shall automatically be suspended from USTA Georgia. Annual Membership dues for member organizations and individual members shall be computed as defined and stated in the Bylaws of the USTA, a part of which dues are provided to USTA Georgia by the USTA for its operations and functions.

ARTICLE III. Empowerment / Composition

- 3.1. **State Association.** USTA Georgia shall be empowered by the USTA and USTA Southern to fulfill the constitutional purposes of the USTA, and to manage the sport of tennis within the geographical boundaries of the State of Georgia in accordance with the Constitution, Bylaws, Rules and Regulations, and Policies of the USTA and USTA Southern.
- 3.2. **Districts.** There shall be eight district areas within USTA Georgia containing the following geographical areas: Area 1 – Northwest; Area 2 – Northeast; Area 3 – North; Area 4 – West; Area 5 – Central; Area 6 – East; Area 7 – Southwest; and Area 8 – Southeast.
- 3.3. **Community Tennis Associations and Subdivisions.** Each district may contain one or more Community Tennis Associations (“CTAs”) or subdivisions empowered by USTA Georgia to implement and manage USTA programs, including USTA Leagues, USTA Jr. Team Tennis, and USTA Georgia sanctioned tournaments, within its geographical boundaries as fixed by USTA Georgia. CTAs or subdivisions that implement USTA programs or obtain funds through USTA Georgia shall be governed by such Rules and Regulations set forth by the USTA, USTA Southern, and USTA Georgia, and are subject to the review and approval of USTA Georgia. No USTA League or USTA Jr. Team Tennis Rule, Regulation or Procedure may be waived except where permitted by USTA Rules and Regulations. Any CTA that fails to conform to these Rules, Regulations and Procedures may incur sanctions, including but not limited to the withdrawal of the right to operate USTA Leagues, USTA Jr. Team Tennis programs, or USTA Georgia sanctioned tournaments, and/or loss of financial support.

ARTICLE IV. Advisory Council

4.1. Composition

- 4.1.1. The Advisory Council (the “Council”) shall be composed of the Board; one Representative at Large; one Representative representing each of the eight districts of USTA Georgia; up to four (4) Presidential

Appointees; and all Past Presidents of USTA Georgia who wish to serve on the Council. All Council Members shall serve without pay and be members in good standing with the USTA.

- 4.1.2. **District Representation.** Each of the following geographical areas shall be entitled to have one District Representative serving on the Council representing that district's tennis playing population:

District 1 – Northwest, composed of the following geographical areas: See Attachment.

District 2 – Northeast, composed of the following geographical areas: See Attachment.

District 3 – North, composed of the following geographical areas: See Attachment.

District 4 – West, composed of the following geographical areas: See Attachment.

District 5 – Central, composed of the following geographical areas: See Attachment.

District 6 – East, composed of the following geographical areas: See Attachment.

District 7 – Southwest, composed of the following geographical areas: See Attachment.

District 8 – Southeast, composed of the following geographical areas: See Attachment.

- 4.2. **Responsibilities.** The Council shall have the following responsibilities:

- (a) To approve the budgets under which USTA Georgia will operate;
- (b) To ratify any proposed alteration, amendment, or repeal to the Bylaws of USTA Georgia, as necessary;
- (c) To execute the Rules, Regulations, Policies, Procedures and Decisions of the USTA, USTA Southern, and USTA Georgia;
- (d) To review the policies/decisions adopted by the Board and to vacate and/or amend such policies/decisions in accordance with provisions of Section 4.13 of these Bylaws when deemed necessary; and

- (e) To promote the purposes and objectives of the USTA, USTA Southern & USTA Georgia.

4.3. Meetings

- 4.3.1. **Regular Council Meetings.** The Council shall have four meetings annually, one of which shall precede the Annual Membership Meeting of USTA Georgia. The date and location of the other three meetings shall be determined by the Chair of the Council after consultation with the Board. Reports to the Membership shall be given on the activities and regular meetings of the Council and Board and on such other meetings which may be called and conducted from time to time by the Council and Board. Members of the Council may participate in any meeting of the Council face to face, by telephone or electronic conferencing, and/or any other means whereby all members participating in the meeting can hear one another; and participation in a meeting pursuant to this Section shall constitute being present in person at such meeting.
- 4.3.2. **Special Council Meetings.** Special meetings of the Council may be called either by the Chair of the Council or upon receipt of a written petition or notices from at least one-third (1/3) of the Council Members.
- 4.3.3. **Quorum.** A quorum shall consist of a majority of the Council Members entitled to vote who are in office immediately before the meeting begins; provided, however, such majority must include no fewer than nine (9) Council Members. If a quorum is present when a vote is taken, the affirmative vote of a simple majority of the Council Members present and entitled to vote shall be considered an act of the Council.
- 4.3.4. **Attendance.** Any Council Member, (excluding Past Presidents of USTA Georgia), who is absent from two or more scheduled meetings in any calendar year (one of which is the Annual Membership Meeting) shall be deemed to have resigned. In such instance, a notice of the intention to declare the position vacant shall be sent to the affected Council Member by the Chair of the Council, in which notice the Chair shall ask for extenuating circumstances for the absences, if any. After consultation with the Board, and following a vote by the Board, the Chair shall notify the affected Council Member of the decision of the Board. If vacated, the position on the Council shall be filled according to the provisions of Section 4.12 of these Bylaws.
- 4.3.5. **Order of Business.** The order of business at Council meetings shall be determined by the Chair of the Council and normally will be: (a) Roll Call; (b) Reading of Minutes; (c) Secretary's and Treasurer's Reports; (d) Committee Reports; (e) Miscellaneous Business; (f) Adjournment.

- 4.3.6. **Parliamentary Procedure.** Robert's Rules of Order shall govern parliamentary procedures not specifically mentioned in these Bylaws or in approved policies of USTA Georgia. The Secretary of USTA Georgia shall act as Parliamentarian.
- 4.4. **Term of Office of Council Members.** A "term" on the Council shall begin on January 1, following the election in the preceding month of December. In the event a person is appointed to fill an unexpired term of an Officer, such "term" shall be a period in excess of twelve (12) months; any shorter duration shall not constitute a "term." Provided, however, the Executive Vice-President shall serve any portion of the unexpired term of the vacated office of President, if elected in accordance with provisions of Section 6.3 of these Bylaws, and the same shall not be considered a term.
- 4.4.1. **Representatives.** The term of the Representative at Large and the District Representatives shall be two (2) years. The Representative at Large and District Representatives shall serve no more than two (2) terms consecutively.
- 4.4.2. **Officers.** The terms and term limits for Officers are set forth in Section 6.2 of these Bylaws.
- 4.4.3. **Presidential Appointments.** The terms of the Presidential Appointments shall be one (1) year with no term limits.
- 4.4.4. **Past Presidents.** The terms of Past Presidents shall be one (1) year with no term limits.
- 4.5 **Removal from Office.** Any Council Member who has violated the Code of Conduct, or conducted him/herself in a manner deemed to be inappropriate or contrary to the best interest of USTA Georgia, may be removed from the Advisory Council. Upon receipt of a complaint alleging a violation or inappropriate/contrary conduct, the Chair shall conduct an investigation, receive testimony from any interested party and determine whether the complaint has or has no merit. The alleged offending Member may appear in person before the Chair or submit a written statement in his or her defense. If, in the opinion of the Chair, the complaint has merit, following discussion and a vote to remove by a majority of the Council is recorded, the Chair shall notify the accused Council Member of the decision of the Council. If the Council Member is removed from office, the vacated position on the Council shall be filled according to the provisions of Section 4.12 of these Bylaws. In the event the alleged offending Council Member is also a member of the Board, such Member shall be removed from the Board, and the vacated position shall be filled according to the

provisions of Section 6.3 of these Bylaws. In all cases, such alleged offending Council Member shall reclude him/herself from the proceedings, except in regard to his/her defense, and he/she shall not be entitled to vote on the matter.

4.6. **Presidential Appointments.** The Chair of the Council may appoint annually to the Council, up to four (4) Presidential Appointees to serve as non-voting members.

4.7. **Residency.** As a condition of eligibility to serve on the Council, a Council Member must maintain a primary residence within the geographical boundaries of the State of Georgia. Additionally, in the case of a District Representative, such Representative must maintain a primary residence within the territorial limits of the district which he/she represents. In the event any Council Member fails to maintain residency as required above at any time during his/her term of office, the position of such Council Member shall be deemed immediately vacated and thereafter filled according to the provisions of Section 4.12 of these Bylaws.

4.8. **Voting**

4.8.1. **Allocation.** The voting Council Members shall include the President, Executive Vice-President, three (3) Vice Presidents, Secretary, Treasurer, eight District Representatives, a Representative at Large and the Immediate Past President, each of whom shall have one vote. All Past Presidents serving on the Council shall collectively as a group have no more than two votes, to be determined and allocated as described in Section 4.9.2. of these Bylaws. If any person holds more than one position on the Council, that person shall be limited to one vote; the total number of votes of the Council and the total number of Council Members to be counted for the purposes of determining a quorum and voting requirements shall be reduced accordingly.

4.8.2. **Proxy Voting.** Proxy voting by Council Members is not permitted, except where a vote is taken at a hearing to vacate or amend a policy/decision of the Board; in which instance, written proxies signed by absentee Council Members will be allowed.

4.8.3. **Special Voting.** If a vote of Council Members is conducted by mail, telephone, email or other electronic means, the results of any such vote shall be recorded in the minutes of the next meeting of the Council.

4.9. **Past Presidents.**

4.9.1. **Past Presidents.** Any Past President residing within the geographical boundaries of the State of Georgia may elect to serve on the Council in this capacity. Notification of a Past President's election to serve on the Council for each calendar year shall be communicated in writing to the

Chair of the Council prior to the first regularly scheduled meeting of the Council of the current year.

- 4.9.2. **Voting Strength.** The voting strength of the Past Presidents shall not exceed the lower number of Past Presidents, or two (2), at any meeting. If more than two (2) Past Presidents are present, the two (2) votes shall be prorated among those present.
- 4.9.3. **Multiple Offices.** If a Past President is elected to some other office which grants voting rights as a member of the Council, that vote on the Council shall not be included in the voting strength of the Past Presidents.
- 4.10. **Chair of the Council.** The President of USTA Georgia, who also serves as the Chair of the Board, shall serve as the Chair of the Council. The Chair shall preside over all meetings of the Council and be responsible for providing the Council with directions and recommendations of the Membership and the Board.
- 4.11. **USTA Southern Delegate.** The Chair of the Council/President of USTA Georgia shall serve as the Delegate to USTA Southern. It shall be the Delegate's duty to carefully observe conditions relating to tennis activities in the State of Georgia, and to report thereon to the Officers and Executive Council of USTA Southern. The Delegate shall attend the USTA Southern Executive Council meetings, shall be certified by the Secretary of USTA Southern, and shall exercise the vote for the State of Georgia in accordance with the Bylaws of USTA Southern. In the event of vacancy in the Delegate's position due to death, incapacity, illness, resignation or any other cause, the Executive Vice-President of USTA Georgia shall serve as the Delegate to USTA Southern until such time as the next Chair President is nominated and elected.
- 4.12. **Vacancies.** If a vacancy occurs on the Council by reason of death, resignation, or otherwise of a Council member, the remaining members of the Council shall by a majority vote, elect a successor or successors for the unexpired term. Provided, however, except as may otherwise be set forth in these Bylaws, such nominee shall have been nominated by the Nominating Committee. All criteria regarding the eligibility of the nominee must be met as provided elsewhere in these Bylaws. If the vacancy is in the position of a District Representative, the Nominating Committee shall solicit the Member Organizations, in the specific USTA Georgia district in which the vacancy occurred, for persons to complete the unexpired term of the vacating District Representative. A vacancy of any Past President on the Council shall not be filled.
- 4.13. **Procedures for Review and Amendment of Policies/Decisions.** In the process of reviewing the policies/decisions adopted by the Board on behalf of USTA Georgia, if a majority of the voting Council members then in office deems any policy/decision to be inappropriately promulgated, the following procedure

shall take place: A petition for reconsideration shall be submitted to the Chair of Council containing (i) the subject matter of the policy/decision in question, and (ii) the date of adoption of the policy/decision by the Board. If the policy/decision was adopted by resolution and/or by vote reflected in the minutes of a meeting of the Board, the resolution and/or minutes shall be attached to the petition for reconsideration. The petition shall contain the signatures of a majority of the voting Council members then in office. Upon receipt of the petition, with attachments and signature pages, the Chair shall set a hearing date, time and place for discussion of the merits/non-merits of the policy/decision. Each Council member shall be notified via email of date, time and place of the hearing. Attendance at the hearing by Council members may be in person or via telephone conference. The Chair shall conduct the hearing in accordance with Roberts Rules of Order, and the Secretary to the Board shall take minutes of the proceedings. Following discussion of the policy decision, a vote upon motion and second shall be taken by the Council to either vacate or amend the policy/decision as particularly stated. A vote of a majority of the voting Council members in office (not simply of those in attendance at the hearing) is required to vacate or amend the policy/decision, otherwise the same shall stand as previously adopted by the Board. A vote of a majority of the voting Council members in office may also be taken to direct the Chair to take such other action as deemed necessary to effectuate the intent and direction of the Council.

ARTICLE V. Board of Directors

- 5.1. **Governance.** USTA Georgia shall be governed by a board of directors which shall have supervision, control, and direction of the affairs of USTA Georgia, which necessarily includes the making of policy under which USTA Georgia will function and operate.
- 5.2. **Composition.** The Board shall be composed of the President, Executive Vice-President, three (3) Vice-Presidents, Secretary, Treasurer, and Immediate Past President. If the Immediate Past President is for any reason unable to serve in that capacity, such position on the Board shall remain vacant.
- 5.3. **Responsibilities.** The Board shall have the following responsibilities:
 - (a) Adopt and execute policies and decisions on behalf of USTA Georgia;
 - (b) Actively promote the purposes and objectives of USTA Georgia;
 - (c) Have discretion in the disbursement of budgeted funds;
 - (d) Administer the By-laws, Rules and Regulations, and Resolutions adopted for USTA Georgia; and

- (e) Extend sanctions across all programs administered by USTA Georgia when such sanctions are imposed due to a violation of the Articles of Incorporation; Bylaws; Rules and Regulations; and Standards of good conduct, fair play and good sportsmanship of USTA Georgia and of the USTA and USTA Southern, the latter which are adopted by USTA Georgia.

5.4. **Adoption of Rules / Delegation of Responsibility.** The Board may adopt such rules for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint committees or agents to act as directed by the Board.

5.5. **Meetings**

5.5.1 **Regular Board Meetings.** The Board shall endeavor to have monthly meetings, one of which shall immediately precede the Annual Council Meeting and Annual Membership Meeting of USTA Georgia, at which time the Board shall report to the Council and Membership on its activities and meetings which may be called and conducted by the Board. Members of the Board may participate in any meeting of the Board face to face, by telephone or electronic conferencing, and/or any other means whereby all members participating in the meeting can hear one another; and participation in a meeting pursuant to this Section shall constitute being present in person at such meeting.

5.5.2. **Special Board Meetings.** Special meetings of the Board may be called either by the President or upon receipt of a written petition or notices from at least one-third (1/3) of the Board.

5.5.3. **Quorum.** A quorum shall consist of a majority of the Directors entitled to vote who are in office on the date the meeting is scheduled. If a quorum is present when a vote is taken, the affirmative vote of a simple majority of the Directors present and entitled to vote shall be deemed an act of the Board.

5.5.4. **Proxy Voting.** Proxy voting by Directors is not permitted.

5.5.5. **Special Voting.** If a vote of the Board is conducted by telephone, mail, email or other electronic means, the results of any such vote shall be recorded in the minutes of the next meeting of the Board.

ARTICLE VI. Officers

6.1. **Officers.** The Officers of USTA Georgia shall consist of the President, Executive Vice-President, three (3) Vice-Presidents, Secretary, and Treasurer.

- 6.1.1. **President.** The President shall also serve as Chair of the Membership of USTA Georgia, Chair of the Council, and Chair of the Board, and preside at all meetings of the Membership, Council, and Board. With the advice and/or recommendation of the Board, the President shall appoint all committee chairs and committee members whose appointments are not otherwise provided for in these Bylaws. In addition to being a member of the Council and Board, the President shall be an ex-officio member of all committees, except the Nominating Committee.
- 6.1.2. **Executive Vice-President.** The Executive Vice-President shall assist the President in the performance of his/her duties and shall exercise all the powers of the President in the case of absence, resignation, removal, incapacity, or death of the President, as set forth in section 4.5 above.
- 6.1.3. **Vice-Presidents.** The Vice-Presidents shall assist the President in performing the duties and responsibilities required for the successful functioning of USTA Georgia. Their duties and direct areas of responsibility shall be determined by the Board.
- 6.1.4. **Secretary.** The Secretary shall, with the aid of the Executive Director of USTA Georgia, be responsible for the keeping of accurate Membership records (certifying voting strength), giving notice of and keeping the minutes of the meetings of the Membership of USTA Georgia, Council and Board. The Secretary shall perform such other duties and have other responsibilities as may from time to time be assigned by the President.
- 6.1.5. **Treasurer.** The Treasurer shall, with the aid of the Executive Director of USTA Georgia, be responsible for the financial management and controls of USTA Georgia. The Treasurer and Executive Director shall cause an annual budget to be prepared for the forthcoming calendar year for submission to and approval by Board followed by approval of the Council at its first Annual Meeting. Any expenditure not included or which exceeds those line items contained within the approved budget for the year must be approved by the Board for later ratification by the Council. The accounts of USTA Georgia shall be audited according to requirements of USTA Southern.
- 6.1.6. **Past Presidents.** Past Presidents shall assist where necessary in performing such duties and responsibilities required for the successful functioning of USTA Georgia. Their duties and direct areas of responsibility shall be determined by the Board.
- 6.2. **Term of Office.** The Officers of USTA Georgia shall take office on January 1, following the election in the preceding month of December. The Officers shall

serve without compensation for a term of two (2) years or until their successors are elected and take office. Except for the President, who shall be limited to one (1) term, Officers shall have no term limits.

- 6.3 **Vacancies.** If a vacancy occurs during the term of any Officer by reason of death, resignation, or otherwise, the remaining members of the Board shall by a majority vote, elect a successor or successors for the unexpired term of the vacated office. Provided, however, such nominee shall have been nominated for the office by the Nominating Committee. All criteria regarding the eligibility of the nominee must be met as provided elsewhere in these Bylaws.

ARTICLE VII. Committees

- 7.1. **Standing Committees.** USTA Georgia shall have the following standing committees: Nominating Committee, Grievance Committee, Constitution and Bylaws Committee, Sanction and Schedule Committee, Budget & Finance Committee, Investment Committee, Human Resource Committee, and Audit Committee. The Board may establish other committees as needed. Each committee shall have a Chair who shall be responsible for directing and coordinating the affairs of the committee. Committee members shall serve without pay and be members in good standing with the USTA.

7.2. Nominating Committee.

7.2.1. **Composition.** The Nominating Committee shall be composed of five (5) members, one of whom shall be the immediate Past President (if he/she elects to serve in such capacity) who shall serve as the Chair. In the event the Immediate Past President elects not to serve in such capacity, the Chair shall be elected by a majority of the remaining members of the Committee. The remaining four (4) members of the Committee shall serve for a two (2) year term. Two (2) members of the Committee shall be members of the Council, and no current Officer may be a member of the Committee. A minimum of three (3) district areas of USTA Georgia must be represented on the Committee. No member may serve on the Committee for more than four (4) consecutive years. One (1) member of the Committee may be nominated to serve for a second consecutive term.

7.2.2. **Duties.** The Committee shall make nominations to fill the slate, to be voted at the first Monday of December even-year election of USTA Georgia, to include the following:

- (a) Officers (8);
- (b) District Representatives (8);

- (c) Representative at Large (1); and
- (d) Members of the Nominating Committee (excluding the Immediate Past President—who is automatically a member of the Committee, unless provided otherwise in section 7.2.1, in which event a fifth person shall be nominated (5).

No member of the Committee may be nominated for election as an Officer during that member's term on the Committee, or any unexpired portion thereof in the event of a resignation from the Committee by such member. With the exception of one returning member who may be nominated for election to a second term, no member of the Committee shall be eligible for nomination to serve a second term. The Committee shall file such nominations with the Secretary no later than forty (40) days prior to the date of the December election. Notice of the nominees shall be published with notice of the date the December election is scheduled to be held.

- 7.2.3. **Vacancies in Slate.** If, prior to the December election, any person so nominated dies, becomes incapacitated, declines, or becomes ineligible to accept nomination, the vacancy in the nominations shall be filled as promptly as possible by the Committee; the name of the person selected by such Committee shall be filed with the Secretary, who within five (5) days thereafter, shall notify the voting Membership of USTA Georgia of the new nominee.
- 7.2.4. **Vacancies in Committee.** In the event of a vacancy in the Chair, the Board shall appoint a new Chair from the remaining members of the Committee. In the event of a vacancy among Committee members, the Board shall appoint a new member, making sure that the composition of the Committee continues to meet the criteria set forth in Section 7.2.1 of these Bylaws.
- 7.2.5. **Nominations by Petition.** In addition to nominations made by the Committee, nominations for any of the eight District Representatives may be made by petition of not less than fifty percent (50%) of the voting Members of USTA Georgia residing within the district for which such nominated District Representative, if elected, will represent. In addition to nominations made by the Committee, nominations for all Officers, District Representative At Large, and Nominating Committee Members may be made by petition of not less than twenty (20) voting Members of USTA Georgia. The petitions containing the requisite number of voting Members shall be filed with the Secretary no later than forty-five (45) days prior to the December election. A notice of the name(s) of such nominee(s), the elected office(s) for which they were nominated, and their petitioners shall be mailed by the Secretary to each voting Member no later than thirty (30) days prior to the December election. The notice shall also contain the date the December election is scheduled to be held. In the event a single nomination is made, the name of such nominee

shall be substituted in place of the name nominated by the Committee to form an entirely new slate. The names of all other nominees put forth by the Committee shall remain intact on the new slate and a vote will be taken at the December election on a slate versus slate basis. In the event more than one nomination is made by petition for one or more elected offices, a vote will be taken at the December election on an office by office basis.

7.2.6. **Restrictions.** Only candidates nominated as provided in this Section shall be eligible for election. Nomination Committee members may not be nominated as an Officer of USTA Georgia.

7.3. **Grievance Committee.**

7.3.1. **Composition.** The Grievance Committee shall be composed of a Chair, Vice-Chair, and at least one other person. The Committee shall be responsible for enforcing: (1) the Articles of Incorporation and Bylaws, and all the Rules and Regulations of USTA Georgia; (2) the standards of good conduct, fair play, and good sportsmanship contained in the ITF Rules of Tennis, the Code and the USTA Regulations (Friend at Court) and; (3) all rules and regulations of the USTA and USTA Southern which are adopted by USTA Georgia as a State Association of the USTA. However, all grievance and grievance appeal actions arising out of USTA Georgia Adult League or Junior Team Tennis programs shall be administered according to appropriate USTA League and Junior Team Tennis Regulations.

7.3.2. **Procedures.** The Committee shall establish specific operating procedures for administering all grievances filed with USTA Georgia, except those arising out of USTA Georgia League or Junior Team Tennis programs. These procedures and any subsequent changes shall be submitted to the Board for approval. The approved procedures will be made available through the USTA Georgia office or the official USTA Georgia website.

7.3.3. **Authority.** The Committee shall have the authority to impose any of the following penalties:

1. Reprimand of a participant and/or a person who is associated with the participant or event, including but not limited to a parent, guardian, coach, official, or tournament staff member;
2. Probation, or suspension of a participant and/or a person who is associated with the participant or event, including but not limited to a parent, guardian, coach, official, or tournament staff member, from participating in tournaments and/or other events sanctioned by USTA Georgia;
3. Loss of sanction to an event sanctioned by USTA Georgia;

4. Fine assessed against a participant and/or a person who is associated with the participant or event, including but not limited to a parent, guardian, coach, official, or tournament staff member not to exceed \$1,000; and/or
5. Any combination of the above.

7.3.4. **Appeal.** The Board constitutes the ultimate appeal authority for any grievance action coming under the purview of the full Committee. Any decision of the Committee on appeal to the Board shall be reviewed using a "clearly erroneous" standard of review; provided, however, that the Board may consider new evidence as it, in its absolute discretion, deems appropriate. The Board's decision on such appeal shall be final and binding unless otherwise specified in these Bylaws or the Bylaws and Regulations of the USTA. Any person who is suspended for a period longer than six months and who has exhausted an appeal as provided in USTA Georgia grievance procedures may appeal the suspension to the National Grievance Committee in accordance with USTA Bylaw 43. Any suspension may be vacated by the Board, provided compelling evidence supports such action.

7.4. **Constitution and Bylaws Committee.** The Constitution and Bylaws Committee shall review all proposed changes to the Bylaws, Tournament Regulations, and League Rules for conforming, stylistic, and language changes. Final adoption of such proposed changes to the Bylaws shall be made in accordance with provisions of Section 12.1 of these Bylaws. Final adoption of such proposed changes to the Tournament Regulations and League Rules shall be made by the Board in accordance with such procedures as promulgated by the Board.

7.5. **Sanction and Schedule Committee.** The Sanction and Schedule Committee shall be responsible for sanctioning and scheduling USTA Georgia Tournaments within the jurisdiction of USTA Georgia and enforcing of rules of these Tournaments. The Committee shall meet at least annually and shall make recommendations for the awarding of the USTA Georgia Junior and Adult State Championships to members bidding thereon at the Board' meeting immediately preceding the Annual Membership Meeting of USTA Georgia. These Tournaments shall be awarded by the Board. In between meetings of the Committee, the Chair shall be responsible for carrying out the functions of the Committee.

7.6. **Budget and Finance Committee.** The Budget and Finance Committee shall meet at least annually and make recommendations to the Board concerning financial matters of USTA Georgia. The Treasurer shall serve as a member of this Committee.

7.7. **Audit and Compliance Committee.** The Audit and Compliance Committee shall be responsible for oversight of the audit process and to ensure that the Internal Revenue Service and any such other regulatory requirements are met, and that internal controls

over the financial and tax reporting are maintained in a satisfactory manner and in accordance with applicable Federal and State of Georgia laws. The Treasurer shall serve as a member of this Committee.

- 7.8. **Investment Committee.** The Investment Committee shall be responsible for monitoring contingency and strategic reserve funds to ensure stated investment objectives of each fund are being maintained in accordance with the USTA Georgia Investment Policy, and to make necessary adjustments when deemed necessary. The Committee is also responsible for monitoring investment balance percentages in the strategic reserve fund to ensure investment balances are consistent with stated target asset mix, and rebalance portfolio via a recommendation to the Board at least once annually in accordance with stated allocation ranges per the Investment Policy.
- 7.9. **Human Resources Committee.** The Human Resources Committee shall be responsible for oversight of USTA Georgia's human resources management, including employment policies and practices and compliance with federal and state employment laws. The Committee is also responsible for monitoring and recommending the establishment of overall compensation of USTA Georgia staff members and to ensure that USTA Georgia payouts, including salary, benefit and incentive/performance bonuses are within baseline or target compensation levels for comparable or peer group non-profit organizations.
- 7.10. **Attendance.** Any member who attends less than half of a standing committee's scheduled meetings in any calendar year shall be deemed to have resigned from such Committee. The President shall notify any such member of that deemed resignation and, with the advice and consent of the Board, declare the position vacant unless extenuating circumstances exist.
- 7.11. **Other Committees.** Other committees may be established from time to time by the President with the advice and consent of the Board. The President appoints committee members and committee chairs, who shall be responsible for directing and coordinating the affairs of the committee. These committee members shall also serve without pay and be members in good standing with the USTA.
- 7.12. **President as Ex-Officio.** The President shall be an ex-officio member of all committees, except the Nominating Committee.
- 7.13. **Committee Chairs.** The Chair of each committee shall preside at all meetings and is responsible for the functioning of the committee, and for keeping a record of its proceedings, unless the Chair appoints a secretary to be responsible in this regard. The members of all committees shall serve, subject to reelection or reappointment, as the case may be, for a one-year term or until their successors are named. A committee Chair may submit a proposed new bylaw or amendment if the committee, by a majority vote, has specifically authorized the Chair to do so.

- 7.14. **Committee Quorums.** The following shall constitute a quorum for the transaction of business for the following named committees: Nominating Committee—not less than three-fifths (3/5) of its members. For all other committees—not less than one-half (1/2) of the members of such committee
- 7.15. **Teleconferencing.** Members of any committee may participate in the meeting of the committee by means of a conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other; and participation in a meeting pursuant to this Section shall constitute being present in person at such meeting. In addition, members of committees may vote by mail, email, or other electronic means.
- 7.16. **Reporting Votes.** If a vote of a committee is conducted by telephone, mail, email or other electronic means, the results of any such vote shall be recorded in the minutes of the next meeting of the committee.
- 7.17. **Notification of Meetings.** Meetings of any committee shall be held on not less than five (5) or more than thirty (30) days written notice to each member of the committee. Notice of meetings may be waived by written waiver executed before or after the meeting. Attendance at a committee meeting shall constitute waiver of notice as to the attending members. Meetings of any committee shall be held at such place and such time, after proper notice, as may from time to time be fixed by its Chair. One-half (1/2) of the members of any committee shall have the power to call a committee meeting. All committees shall keep minutes of their proceedings, copies of which shall be kept on file as part of the records of USTA Georgia.
- 7.18. **Action without Meeting.** Any action required or permitted to be taken at any meeting of any committee, other than the Grievance Committee and Nominating Committee, may be taken without a meeting, if a written consent thereto is signed by not less than two-thirds (2/3) of all members of the committee and such written consent is filed with the minutes of the proceeding of the committee.
- 7.19. **Proxy.** No member of any committee shall have the power to appoint a proxy to attend any committee meeting on one's behalf.
- 7.20. **Vacancies.** If a vacancy occurs in a committee other than the Nominating Committee, the President may appoint a replacement to serve out the remaining portion of a member's unexpired term.

ARTICLE VIII. Staff and Consultants

- 8.1. **Executive Director.** USTA Georgia shall have an Executive Director who shall be responsible for the day-to-day operations and the functioning of the USTA Georgia office. The Executive Director shall be appointed by and shall serve at the pleasure of the Board and at the compensation fixed by the Board. The Executive Director shall be directly responsible for executing all Board decisions, employing and dismissing

USTA Georgia personnel, managing budgetary and contract processes working within the scope of the approved annual budget, and overseeing staff work. The Executive Director shall perform such other additional duties as may be requested by the President or Board.

- 8.2. **Consultants and Legal Counsel.** The Executive Director shall have the authority to employ the services of a recognized firm of independent certified public accountants and such other legal, accounting, financial, and other consultants as may from time to time be retained on behalf of USTA Georgia, with the advice and consent of the Board.

ARTICLE IX. Reimbursement

The President may authorize the reasonable reimbursement of any individual necessarily incurring travel, housing, meals, office, mailing, telephone, or other expenses in connection with the business of USTA Georgia according to its operating policies and procedures. All reimbursements shall be subject to review by the Board at the next meeting.

ARTICLE X. Offices

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

ARTICLE XI. Fiscal Year

Unless otherwise fixed by the Board, the fiscal year of USTA Georgia shall be the calendar year.

ARTICLE XII. Amendments, Adoptions, Alterations, and Repeals

12.1. Bylaws.

- 12.1.1. **Amendments, Adoptions, Alterations, and Repeals.** These Bylaws shall be subject to alterations, amendment, or repeal and new bylaws that are not inconsistent with any provisions of the Articles of Incorporation may be made as follows:

Board of Directors' Adoption. The Board may by an affirmative vote of two-thirds (2/3) of the Board adopt any proposed alterations, amendment, or repeal of the Bylaws, provided the Board receives notice of the proposed alteration, amendment, or repeal of such Bylaws not less than thirty (30) days prior to the meeting wherein the vote for adoption is to be taken.

Council Ratification. The Council may by an affirmative vote of two-thirds (2/3) of the Council ratify the adoption by the Board of any proposed alterations, amendment, or repeal of the Bylaws, provided the Council receives notice of the proposed alteration, amendment, or repeal of such Bylaws not less than thirty (30) days prior to its Annual or specially called Meeting wherein the vote for ratification is to be taken.

- 12.1.2. **Sponsorship.** Any proposed alteration, amendment, or repeal or any proposed new Bylaw provision permitted to be made hereunder shall be submitted by, or sponsored only by, a member of the Board or a committee Chair. A committee Chair may only submit a proposed new Bylaw or amendment if the committee, by a majority vote, authorizes the Chair to do so. Any such proposal shall be submitted to the Chair of the Constitution and Bylaws Committee at least sixty (60) days prior to any scheduled meeting at which the amendment shall be voted upon.
- 12.1.3. **Notification.** The Chair of the Constitution and Bylaws Committee shall submit to the President at least forty (40) days prior to any scheduled meeting at which the amendment shall be voted upon. The President shall include the same in any notice as required by these Bylaws.
- 12.1.4. **Review and Recommendations offered by USTA Southern.** These Bylaws and any amendment thereto may be reviewed by the Board of USTA Southern with recommendations offered for consideration to promote their consistency with the Constitution, Bylaws, Rules and Regulations, and Policies of the USTA and USTA Southern.
- 12.1.5. **USTA and USTA Southern Bylaw Changes.** Any amendments to the Bylaws of the USTA and USTA Southern that requires an amendment to these Bylaws shall be considered, and amendments in accordance therewith, shall be reviewed by the Board of Directors of USTA Southern as provided in accordance with provisions of Sections 12.1.4 above.
- 12.1.6. **Extreme Urgencies.** If notice is given to the Board at least fifteen (15) days before a meeting, a proposal concerning a matter of extreme urgency that could not have been foreseen thirty (30) days before the meeting, may be considered, provided a majority of the voting Board members deems the proposal to be of extreme urgency.

12.2. **Tournament Regulations.**

- 12.2.1. **Amendments, Adoptions, Alterations, and Repeals.** Tournament regulations not inconsistent with the Bylaws and the Rules, Regulations, and Policies of USTA Georgia may be adopted and amended from time to time by a majority of the Board.

12.2.2. **Notification.** Any proposed amendment or adoption of a tournament regulation must be included in the notice to the Board of any meeting of the Board unless the notice is waived or ratified by all members of the Board.

12.3. Operating Policies and Procedures.

These Bylaws, in conjunction with approved Policies and Procedures, and Articles of Incorporation shall constitute the operating and governing documents of USTA Georgia.

ARTICLE XIII. Language, Conforming, and Stylistic Changes

The Constitution and Bylaws Committee may recommend for approval by the Board and ratification by the Council, language, conforming, and stylistic changes considered advisable to implement the intent of the Bylaws, Tournament Regulations, and League Rules, and recommend changes required to avoid inconsistencies or conflicting statements therewith.

ARTICLE XIV. Dissolution

In the event of the dissolution of USTA Georgia, whether voluntary or involuntary, all assets of USTA Georgia remaining after payment or the provision for the satisfaction of all liabilities or obligations of USTA Georgia shall be distributed, except as otherwise provided by law and subject to the direction and control of a court of competent jurisdiction, to one or more organizations selected by the Board which are the type described in Section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal Tax laws. No profit or asset of USTA Georgia may inure to the benefit of any Member of USTA Georgia, any member of the Council, Board, any USTA Georgia staff member, USTA member, or other individual.