



ARTICLE I - Name and Purpose

This Association, a section of the United States Tennis Association, Incorporated (USTA), which functions in accordance with the USTA Constitution, By-Laws, and Tournament and League Regulations, shall be known as the USTA/Mid-Atlantic Section, Incorporated (hereinafter referred to as "USTA/MAS"). Its purposes are to develop, promote and administer the game of tennis within the area assigned to it by the USTA in the interest of healthful recreation and physical fitness; to establish and maintain rules of play and standards of amateurism and good sportsmanship; to encourage and conduct tennis tournaments and competitions open to athletes without regard to race, creed, color, or national origin and under the best conditions possible so as to effectively promote the game of tennis with the general public; to generally encourage through tennis the development of health, character, and responsible citizenship; and to carry on other similar activities permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (4) of the Internal Revenue Code. In the instance of any material variance between any provision of these By-Laws and those of the USTA, the USTA's Constitution, or Tournament and League Regulations, the USTA provision shall govern.

ARTICLE II - Office

The principal office of the USTA/MAS shall be located within the geographic confines of the section, at such location as the Board of Directors may select.

ARTICLE III - Members and Membership

Section 1

Membership shall consist of the Districts defined in Article IV below, and all USTA Member Clubs and Organizations within the USTA/MAS boundaries as defined in the USTA By-Laws.

Section 2

Tennis activities connected with the USTA/MAS, including activities of District organizations and their administrative affairs, shall be conducted in accordance with the Constitution, By-Laws, Standing Orders, Tournament and League Regulations, and policies of the USTA and the USTA/MAS.

Section 3

Suspensions and expulsions shall be in accordance with the USTA By-Laws.

ARTICLE IV - Districts

Section 1

The USTA/MAS shall be divided into the following member Districts:

- (1) The Virginia District, composed of all parts of the State of Virginia except the area within the city limits of Bristol;
- (2) The Maryland District, composed of all parts of the State of Maryland; and
- (3) The Washington District composed of the geographical area known as the District of Columbia.

The following counties in West Virginia are also within the boundaries of the USTA/MAS:



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Barbour, Berkeley, Braxton, Clay, Doddridge, Fayette, Gilmer, Grant, Greenbrier, Hampshire, Hardy, Harrison, Jefferson, Lewis, Marion, McDowell, Mercer, Mineral, Monongalia, Monroe, Morgan, Nicholas, Pendleton, Pocahontas, Preston, Raleigh, Randolph, Summers, Taylor, Tucker, Tyler, Upshur, Webster, Wetzel, and Wyoming.

Section 2.

Each District shall have powers, authority and responsibilities as are assigned to all USTA/MAS Districts by these By-Laws and such other powers, authority and responsibilities consistent with these By-Laws as from time-to-time may be assigned to them by the Association's Board of Directors. Each District shall be represented by a "Delegate to the USTA/MAS" which Delegate shall be either the elected President of the District governing organization contemplated by Section 8 of this Article or a person separately elected by the Association's Member Clubs and Organizations located within the District's boundaries as defined in Section 1 above. Each District shall also be represented on the USTA/MAS Nominating Committee in the manner and to the extent hereinafter provided (see Article VII, Section 3).

Section 3

Each District shall hold a meeting of all the USTA/MAS member clubs and organizations located within its district at least once each year, at such time prior to the USTA/MAS annual meeting and in such a manner as conforms with these By-Laws, for the transaction of such business as may come before it including the election of the District Delegate to the USTA/MAS, and its representative on the USTA/MAS Nominating Committee. Each District shall advise the USTA/MAS Executive Director in writing of the date, time and place selected for its annual meeting no less than 60 days before such meeting.

Section 4

The duly elected District "Delegate to the USTA/MAS" or, in his absence, the duly recognized alternate shall also represent his District at all USTA/MAS Membership Meetings and may be directed by the Member Clubs and Organizations located within the District (voting as provided for in Section 6 below) to cast the collective voting strength of such member Clubs and Organizations at any such meeting either on a solid or split basis.

Section 5

The USTA/MAS Member Clubs and Organizations located within a District may arrange for, or their duly elected Delegate may call, such other "District level" meetings, in addition to the "Annual Meeting" provided for in Section 3 above, as may be deemed necessary or appropriate for the purposes of (a) administering the District's affairs, (b) conducting its tennis activities, and (c) representing the USTA and USTA/MAS Member Clubs and Organizations within its boundaries in connection with the administration of tennis affairs and activities by the USTA/MAS Board of Directors and officers. A District Delegate shall call a meeting for the purpose or purposes contemplated by this Section upon the written request of Member Clubs and Organizations located within his District having an aggregate vote of not less than one-tenth of the total voting membership within the District.



Section 6

Only duly authorized representatives of USTA/MAS Member Clubs and Organizations shall be permitted to vote at the District Membership Meetings provided for in Section 3 and 5 above and such representatives may vote either in person or by proxy.

Section 7

Robert's Rules of Order shall be the rules of order for all District Membership Meetings provided for by Sections 3 and 5 above and the presence, either in person or by proxy, of 25% of the collective voting strength of the voting membership shall constitute a quorum. A vote of a majority of those votes cast shall constitute the action of the District Membership.

Section 8

Each District shall form and maintain an appropriate Not-for-Profit corporate organization for the purpose of meeting the above-delineated responsibilities and for conducting their local activities and shall promulgate such governing documents as may be necessary for the proper functioning of such an organization, provided, however, that no such organization or governing documents shall be created or changed in any manner without the prior review of the USTA/MAS General Counsel.

ARTICLE V - Dues and Voting Power

Section 1

USTA/MAS Member Clubs and Organizations shall pay dues in accordance with the USTA By-Laws.

Section 2

Except as hereinafter specifically provided (see Section 3 of this article), the only voting members of the USTA/MAS shall be its District Delegates or a recognized alternate, or the duly-elected First Vice-President of USTA/MAS acting on behalf of those member organizations in good standing not located within a recognized District as enumerated in Article IV. The voting strength of each District Association shall be computed as follows: Community Tennis Association (CTA)—25 votes; Club—15 votes plus 5 votes for each court within that club up to a maximum total of 95 votes; School—1 vote; Parks & Recreation Department—25 votes for each department; Program Delivery or Service Organization and Other Entities—25 votes each; Adult Individual Member whose primary residence is within the USTA/MAS—1 vote for each member; Junior Individual member whose primary residence is within the USTA/MAS—1/2 vote for each member. The voting strength of each District shall round off upward to the nearest whole number. The voting strength of each District Association shall be certified by the Secretary of the USTA/MAS in writing prior to each membership meeting at which a vote is to be taken, the voting strength being determined by the membership reports issued by USTA to the Section no less than 30 nor more than 60 days prior to the membership meeting.

Section 3

(a) Except as provided in Paragraph (b) below, the only persons entitled to vote at USTA/MAS Membership Meetings shall be the First Vice-President of USTA/MAS, on behalf of the member



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organizations identified in 2 above; and the duly authorized District Delegates or a duly recognized alternate (District Representative), each of whom may cast the full voting strength of the members they represent either on a solid or split basis. Such votes will not be cast, or broken down, on a member-by-member basis, but any member organization desiring to do so may on its own motion either by personal representative or by request to its representative, have its position on any question recorded in the minutes of the USTA/MAS meeting involved. Evidence of instructions from Member Clubs and Organizations (e.g., proxies) shall be made available at all USTA Membership Meetings.

(b) A member organization may vote directly at USTA/MAS meetings only upon a satisfactory showing to the Board of Directors prior to the USTA/MAS meeting involved (1) that a meeting of its District complying with the requirements of Article IV above was not held, (2) that it did not receive a notice of any such meeting, or (3) that it was otherwise improperly denied an opportunity to participate in the meeting at which its District determined how its votes would be cast on a particular question to be considered at the USTA/MAS meeting. The number of votes any such member organization shall be entitled to cast will be determined by the Secretary, pursuant to Section 2 hereof.

Section 4

No District shall deprive any member organization entitled to vote at meetings, as contemplated by Article IV of the By-Laws, from voting its full voting strength in connection with the disposition or resolution of any question presented at such meetings.

Section 5

Only votes of Member Organizations in good standing with the USTA may be cast at USTA/MAS or any District Membership Meeting.

ARTICLE VI-Officers

Section 1

USTA/MAS Officers shall consist of a President, a First Vice-President, a Second Vice-President, a Delegate to the USTA, a Secretary, and a Treasurer. All officers must be domiciled within the geographic boundaries of the USTA/MAS.

Section 2

No person is eligible for election as an officer unless he or she is a member in good standing of the USTA.

Section 3

The First Vice-President will act for the President if he is unavailable. The Second Vice-President will act for the President if both the President and First Vice-President are unavailable.

Section 4

In the event of death, disability, resignation or removal of any officer (with the exception of the President, as noted in Article VI, section 5(b)) or in the event an office is not filled by the required election process, or otherwise becomes vacant, the Board of Directors shall appoint a successor to



serve until a replacement is elected at the next meeting of the membership.

Section 5

The duties of the respective officers shall in general parallel those of the corresponding officers of the USTA. These duties shall include, but not be limited to, the following:

(a) President

(1) To preside at all membership meetings. The President may vote only in the following circumstances: (a) to break a tie in the instance that a majority vote is needed; (b) to create a tie, thereby precluding a necessary majority vote; (c) to create or preclude a necessary 2/3 approval; (d) to cast a ballot vote; and (e) to cast a vote as the last voter in the instance of a roll call vote.

(2) To act as Chair of the Board of Directors;

(3) Except as otherwise provided by these By-Laws, to appoint all chairs of committees;

(4) To provide for annual audits by an independent Certified Public Accountant of the Associations' financial accounts; and

(5) To create ad hoc committees as he deems appropriate, and to appoint the chairs of such committees; and

(6) To assign duties to the Vice-Presidents.

(b) First Vice- President

The First Vice-President shall assist the Chairman of the Board and President in the performance of his duties, shall exercise all the powers of the Chairman of the Board and President in his absence or in case of his death, disability, resignation or removal from office, and assuring the democratic participation in USTA/MAS affairs by all its members by soliciting in a timely manner, and casting, the voting strength of those member organizations not located within the borders of a recognized District as enumerated in Article IV.

(c) Second Vice-President

The Second Vice-President shall assist the Chairman of the Board and President and the First Vice-President in the performance of their duties, and shall exercise all the powers of the First Vice-President in his absence or in the case of his resignation, incapacity or death.

(d) Delegate to the USTA

Subject to such instructions as he may receive from the Board of Directors or the membership, the Delegate to the USTA shall represent the USTA/MAS at, and in connection with, all USTA official functions.

(e) Secretary

The Secretary, with the aid of the Executive Director, shall be responsible for the keeping of accurate



membership records; certifying voting power; giving notice of and keeping minutes of the meetings of the members and of the Board of Directors.

(j) Treasurer

The Treasurer shall be responsible for the financial management and control of the USTA/MAS. Under the Treasurer's direction with the assistance of the Budget & Finance Committee, budgets shall be prepared and proper budgetary processes recommended to the Board for approval, and once approved, shall be implemented. The proposed budget for the succeeding year shall be distributed to the Board of Directors and such committees as directed by the President. The Treasurer shall cause to be prepared and disseminated periodic financial reports to the President and Board of Directors concerning the financial condition of USTA/MAS and the Section's adherence to its stated budgetary projections. The USTA/MAS fiscal year shall be the calendar year.

Section 6

The Board of Directors shall employ an Executive Director; and appoint a General Counsel who will serve without compensation, except as may be specifically authorized on a specific project basis.

The General Counsel of the Association shall be an Attorney-at-Law, licensed to practice law in one of the jurisdictions within the USTA/MAS and shall render legal advice to the USTA/MAS and its Board of Directors as required.

Both the Executive Director and the General Counsel shall serve at the pleasure of the Board of Directors.

Section 7

Except as otherwise noted, all officers shall be elected at annual membership meetings once every two years and shall serve for two-year terms, effective on the January 1 immediately following. All officers shall be limited to consecutive two-year terms of office. These term limits do not bar re-election to the same office if the officer in question has been out of the office for at least one term.

ARTICLE VII - Governing Boards and Committees

Section 1

(a) The affairs of the USTA/MAS shall be directed by a Board of Directors composed of the respective officers provided for in Article VI above, and the District Delegates elected by the Districts as provided in Article IV above. In addition, the General Counsel and the Executive Director, and the District Presidents shall be non-voting Members of the Board of Directors. In the event that a District's Delegate cannot attend a Board of Directors' Meeting, the District President of the affected district would then become a voting member for that meeting. The Board of Directors shall establish the policies and objectives of the USTA/MAS and direct its affairs. It will directly review and approve budgets as well as establish capital programs and review the section's performance against its stated goals, objectives and budgets.

(b) Without limiting the generality of the foregoing, the Board of Directors shall have full power and authority:



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- (1) To enforce compliance with these By-Laws and with the Constitution, By-Laws, and Rules and Regulations of the USTA by Individual Members participating in USTA sanctioned tournaments, leagues, and other programs held in the USTA/MAS;
- (2) To approve contracts and other writings and order execution of same by officers and employees of the USTA/MAS;
- (3) If appropriate, to hear and decide any question submitted by any member for decision;
- (4) To review and approve proposed changes to tournament, league, and other program regulations;
- (5) To manage all funds of the USTA/MAS and expenditures thereof;
- (6) To employ or contract for the services of an Executive Director or similar administrative functionary, to define the duties and responsibilities thereof, and to contract with and compensate other persons, including members of the Board of Directors, for needed services which would not otherwise be available to the Association;
- (7) To remove any officer or board member of the USTA/MAS for cause; and
- (8) To promulgate, adopt, publish and enforce such rules, regulations, and policy statements as may be deemed necessary to implement these By-Laws and to promote the purposes thereof.

Section 2

The USTA/MAS shall have the following standing committees, the chairs and members of which, except for the Nominating Committee, shall be appointed as provided for below;

- (a) Nominating
- (b) Grievance
- (c) Constitution and Rules
- (d) Membership, Marketing, and Communication
- (e) Budget and Finance
- (f) Officials
- (g) District Presidents
- (h) Audit

Section 3

(a) The Nominating Committee shall consist of five elected members, none of whom shall be a sitting member of the Board of Directors. Three members of the Nominating Committee shall be elected by the three Districts, one by each District, as provided for in Article IV above and two members shall be elected at-large by majority vote of the membership as provided for in Article V above and Article IX below at annual meetings of the USTA/MAS membership. No more than two members may be from the same District. The Nominating Committee shall be elected by majority vote of the



membership as provided in Articles V and IX at annual meetings of the USTA/MAS membership and shall take office January 1 of the even numbered years. Members of the Nominating Committee shall serve a two-year term and until their successors are elected and qualified. No member may serve for more than two consecutive terms.

(b) The Nominating Committee shall meet at the call of the Board of Directors at least once during the first six months of each year and at such other times as deemed necessary or desirable by the Chair of the Nominating Committee or as may be directed by the Board of Directors. The Chair of the Nominating Committee shall be entitled to vote on all matters that come before the committee. At its first meeting the newly elected Nominating Committee shall elect a Chairperson from its membership by secret majority vote. On or before July 1 of each even year, the Nominating Committee shall submit nominations to the Secretary for the six officers of the USTA/MAS (President, First and Second Vice- Presidents, Delegate to the USTA, Secretary, and Treasurer), and on or before July 1 of each following year, it shall make nominations for the two at-large members of the Nominating Committee. No member of the Nominating Committee may be nominated for election as an officer nor may a member serve as an officer or board member (voting or non-voting) during his term on the Nominating Committee or the unexpired portion thereof in the event of resignation from the Nominating Committee by such member. No member leaving the Nominating Committee may return to that committee, nor be eligible to serve as an officer or member of the board of USTA/MAS (with the exception of ex-officio board members) until such member has been off the committee for one full term.

(c) A quorum for the transaction of business by the Nominating Committee requires not less than two-thirds of the Nominating Committee members. At least three affirmative votes of members present and participating are required to carry an action of the committee. As provided in USTA By-law 55, no voting by proxy is permitted. Members of the Nominating Committee may participate in a meeting by telephone or video and such participation shall constitute presence at the meeting. The Nominating Committee shall adhere to the procedural guidelines as set forth in the policy adopted by the USTA/MAS entitled "Nominating Committee Procedures and Responsibilities."

(d) The Nominating Committee shall select replacements for any vacancy that may occur on the Nominating Committee. When practical, the vacancy shall be announced to the membership at-large. If the vacancy is for a District-appointed member, that District Board shall appoint a replacement. Replacements are not subject to Board approval.

Section 4

The Grievance Committee shall consist of a Chair, the USTA/MAS General Counsel (sitting as an ex officio, non-voting member) and one designee from each of the section's districts. No member of the Junior Competition Committee or the Leagues Committee shall be a member of the Grievance Committee. The Committee shall be responsible for enforcing the By-Laws, all the Rules and Regulations of the USTA/MAS, and the standards of conduct, fair play and good sportsmanship. It shall be guided in conducting its operations and in meeting its responsibilities by the USTA By-Laws and shall cooperate with the USTA/MAS Constitution and Rules Committee in promulgating and maintaining rules and regulations for adoption by the Board of Directors which provide for a USTA/MAS Code of Conduct, establish Committee procedures and define the Committees' jurisdiction and enforcement authority.

Section 5



The Constitution and Rules Committee shall consist of a Chair, the USTA/MAS General Counsel (sitting as an ex officio, non-voting member) and one designee from each of the section's Districts. The Constitution and Rules Committee shall keep in conformity all provisions of the USTA/MAS By-Laws, and shall make recommendations to the Board of Directors with respect to such changes, revisions, and amendments of such documents as in its judgment it deems necessary or appropriate.

Section 6

The Membership, Marketing, and Communication Committee shall consist of a Chair and one designee from each of the section's Districts. It will be the Committee's responsibility to suggest and conduct programs designed to keep the USTA/MAS memberships (organization and individual) at maximum levels, to generate membership interest and participation in the USTA/MAS administrative affairs and tennis programs, and to insure that the USTA/MAS obligations under Paragraphs 10 and 11 of the USTA By-Laws are met and that the USTA/MAS is accorded all of the rights and benefits due it pursuant to those paragraphs. The Committee may also take such steps and actions as it deems appropriate to ensure that USTA/MAS voting members (club and organization) are accorded all of their membership rights at District meetings and in connection with District administrative affairs and tennis activities.

Section 7

The Budget and Finance Committee shall consist of a Chair, who shall be the Treasurer of the USTA/MAS, and at least three other members, including the Treasurer from each District. The Committee shall be responsible for:

- (a) Assisting the USTA/MAS Treasurer in the preparation of the annual operating budget to be presented to the Board of Directors for its approval;
- (b) Expressing a written opinion or recommendation to the Board on every question of resource allocation that may be posed for Board approval; and
- (c) Assisting the USTA/MAS Treasurer as requested in the performance of his/her other duties.

Section 8

The Official's Committee shall consist of a Chair and the three district chairs of officials. The Committee shall be responsible for:

- (a) Assisting the Districts, USTA/MAS member organizations and the Directors of all USTA/MAS sanctioned tournaments in obtaining qualified referees and umpires for tournaments and other match play and, insofar as practical, for recommending and assigning referees and umpires upon request of such organizations or individuals;
- (b) Maintaining effective liaison and cooperation with all district officiating referees and umpire organizations in the USTA/MAS area, encouraging and assisting with the creation of such organizations, organizing and supervising training programs for referees and umpires, and establishing procedures and programs for qualifying and authorizing referees and umpires to be provided on request to all Districts, Tournaments Directors and USTA/MAS member organizations.

Section 9



The District Presidents Committee shall consist of the incumbent president of each District within the USTA/MAS.

Section 10

The Audit Committee shall be composed of five (5) members of the USTA/MAS, one of whom shall be a current member of the Board of Directors, but excluding the President and Treasurer. Members of the Audit Committee shall serve a two-year term. The President shall appoint one of the five members as Chair. The Committee is charged with:

- (a) Assessing the adequacy of the USTA/MAS and Districts' policies and practices governing financial control, investment, budgetary process, and deposits or disbursements; and
- (b) Reviewing the independent auditor's report and accompanying management letter; and
- (c) Presenting written recommendations for any policy changes it may have to the Board of Directors.

Section 11

(a) The Chairs of all the Committees provided for in Sections 4 through 8 above shall be appointed by the President. The appointments of other members of the said Committees shall be made by the President upon recommendation by the Districts to the Chair of the Committee involved, except where designated by position. With the exception of the Nominating and Grievance Committees, the President shall be an ex-officio member of all the said Committees. No individual may serve on more than one USTA/MAS committee, with the following exceptions: membership on ad-hoc committees; the President; the staff and board committee liaisons; and members of the Nominating Committee may serve on one other committee. For the purposes of this section, the District Presidents committee is not considered a USTA/MAS committee.

(b) The Chair of each of the said Committees, or the Vice Chair if the Chair is unavailable, shall preside at all meetings of his Committee and shall make such reports (in person or in writing) on the activities and programs of his Committee to the Membership and to the Board of Directors as may be requested by the President or by the Board of Directors. Except for the Nominating, the District Presidents, and the Officials committees, the members of the said Committees shall serve at the pleasure of the Board of Directors. All Chair and Committee member positions shall be subject to reappointment or replacement at the beginning of each two-year term of the officers, and at any time for cause.

Section 12

In addition to the standing committees specifically provided for above, the USTA/MAS may have other committees (or councils) or executive committees as may be appointed from time-to-time by the President with the approval of the Board of Directors.

Section 13

(a) The following shall constitute a quorum for the transaction of business by the Board of Directors and the following named Committees: Board of Directors, not less than two-thirds of its voting members; Nominating Committee, not less than two-thirds of its members. All other committees shall have a quorum of not less than one-half of its voting members.



(b) Except as otherwise provided in these By-Laws, Robert's Rules of Order shall be the rules of order for all meetings of this Association (Membership, Board of Directors and Committees) and for all meetings conducted by the Districts.

(c) Action of this Association's Board of Directors may be by majority vote of the whole Board by telephone, special ballot, e-mail, or letter but, in the event voting in such cases is by telephone, each such vote shall be immediately confirmed in writing to the Secretary of the Association. In addition, members of the Board of Directors and all committees may participate in a meeting of those bodies through a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting for quorum purposes.

(d) Meetings of the Board of Directors or of any Committee shall be held at such place and at such time as may from time-to-time be fixed by the Chair. One-half of the voting members of the Board or any Committee shall have the power to call a Committee Meeting.

Section 14

All members of the Board of Directors and all committee members must be individual members of the USTA at the time of their election (or appointment), must maintain such membership in good standing throughout their term of service, and must be domiciled within the geographical boundaries of the USTA/MAS.

ARTICLE VIII-Indemnification

The Board of Directors may indemnify any and all persons who may serve or who have served at any time as officers or other members of the Board of Directors and of the Executive Committee, employees, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid on judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party of which may be asserted against them or any of them, by reason of being or having been officers, employees or committee members as aforesaid, except in relation to matters as to which any such officer, employee, or committee member, former officer, employee or committee member shall be adjudged in any action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty or outside the scope of his duties or employment. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled from any law, by-law, agreement, vote of members or otherwise.

ARTICLE IX - Membership Meetings

Section 1

The Annual Membership Meeting of the USTA/MAS for the transaction of such business as shall come before it shall be held annually, on such date and at such place each year as shall be fixed by the Board of Directors.

Section 2

A special meeting of the UST/MAS membership may be called by the Board of Directors at any time and shall be so-called upon the written request of no less than two District Delegates; provided,



however, that no such meeting shall be called unless arrangements are also made to accommodate the voting rights of the USTA/MAS member clubs and organizations. At least thirty (30) days before any such special meeting, or sixty days in the event of consideration of USTA/MAS By-laws amendments, a written notice shall be sent by the Secretary to each District Delegate, and directly to any member organization not located within the boundaries of a recognized District with instructions for timely recording of such members' position(s) on the question(s) identified for consideration in the notice. Each District shall send a written notice to each USTA/MAS member club and organization within their District stating the objective of the meeting and only the matters specified in the notice shall be considered at the meeting.

Section 3

At all meetings of the USTA/MAS the presence, either in person or by proxy, or representative of the majority vote of the voting membership shall constitute a quorum and a vote of a majority vote of those present shall constitute the action of the section.

Section 4

At all membership meetings a member club or organization wishing to participate directly, rather than through its District, may be represented by any person who is a member of said organization he or she represents. Each such person must present at the meeting written credentials from the member organization he or she represents, signed and attested by at least two officers, one of whom may be the Chair in charge of tennis affairs. Direct participation by member organizations as provided by this Article does not include the right to vote other than as provided in Section 3, Article V, above.

ARTICLE X - Amendments

Section 1

These By-laws, or any one or more of the provisions thereof, may be amended by changing, altering, suspending, supplementing, or repealing the same at any duly constituted annual or special membership meeting of the USTA/MAS by affirmative vote of at least two-thirds of the votes cast. For a USTA/MAS annual meeting, at least sixty days before the first scheduled District annual membership meeting a notice of the proposed amendment or amendments must be made available to each District and to each USTA/MAS member organization. For a special membership meeting of the USTA/MAS, at least sixty days prior to the meeting a notice of the proposed amendment or amendments must be made available to each District and to each USTA/MAS member organization.

Section 2

The amendment of any provision of the USTA Constitution, By-Laws, or Tournament Regulations referred to or relied on herein shall be considered as an amendment to these By-Laws without regard to the procedural requirements of Section 1, above. In such cases, including any changes required to conform these By-Laws to new USTA requirements, amendments will be incorporated herein by the Secretary subject only to the approval of the Board of Directors.

Section 3

These By-Laws, or any provision thereof, may be amended by unanimous vote of the Board of



Directors without regard to the requirement of Section 1, above. Any such amendment shall remain in effect until the next Annual or Special Membership Meeting. At that time said amendment(s) will be voted upon and unless an affirmative vote of at least two-thirds of the vote present are cast, the amendment(s) will be repealed.

Section 4

The USTA/MAS Executive Director, with the consent of the USTA/MAS President and Secretary, may make language and stylistic changes to implement the intent of the By-laws and USTA/MAS policies and may make conforming changes required to avoid discrepancies or conflicting provisions. The Executive Director shall inform the Board of all language, stylistic and conforming changes.

Section 5

A proposed new bylaw or amendment may be submitted only by a USTA/MAS District (through its President or Secretary), by a member of the USTA/MAS Board or by a committee (through its Chair). A committee may only submit a new bylaw or amendment if the committee, by a majority vote, has voted to submit the proposal. The Chair shall forward the proposal to the Secretary and shall circulate it to such other bodies as the committee may direct.

All proposals shall be submitted in writing to the Secretary at least 60 days before the meeting at which they are to be considered.

ARTICLE XI – DIVERSITY

The USTA/MAS shall abide by the diversity statement endorsed by the United States Tennis Association.

ARTICLE XII – Gender and Titles of Chairs

All references to the male gender in these By-laws shall refer to and mean equally the female gender, and the singular shall include the plural, each where the context so indicates. Any chair or vice chair may use any commonly recognized title such as “chairperson,” “chairman,” “chairwoman,” or “chair.”