

**Constitution of USTA Texas
(as amended February 15, 2009)**

ARTICLE I: NAME AND PURPOSE

This organization shall be known as USTA Texas, hereafter called the “Corporation.” It is comprised of Members as provided in the Bylaws of the Corporation . The purposes for which the Corporation is organized shall be to promote the game of tennis in the territory designated by the United States Tennis Association (“USTA”) as the “Texas Section.” The Corporation shall endeavor to support the life-time sport of tennis through educational programs for youths and community development including recreational and competitive leagues, USA team tennis, junior recreation, USA school tennis, adult recreation, National Junior Tennis League, multicultural programs, junior, adult, and senior competitive play.

ARTICLE II: MEMBERS AND MEMBERSHIP

- A. Membership shall be open to (i) clubs, educational institutions, camps, recreation departments and other organizations interested in the promotion of tennis, and (ii) individual and honorary members of the USTA, each located or residing within the zones of the “Texas Sectional Association” of the USTA (as defined in the current Bylaws of the USTA) (the “Texas Section”) and as otherwise provided in the Bylaws.
- B. Membership dues and qualifications, rights, and duties of members, to the extent not set out in this Constitution, shall be as provided in the Bylaws or as set out in the Constitution or Bylaws of the USTA.

ARTICLE III: EXECUTIVE COMMITTEE

- A. The affairs of the Corporation shall be managed by an Executive Committee. The Executive Committee shall consist of twelve (12) persons who shall be elected by the Members of the Corporation, of whom four (4) such persons shall be elected annually, plus (i) the officers of the Corporation, (ii) each past president of the Corporation, and (iii) four (4) other individuals appointed by the President of the Corporation (the “Presidential Appointees”), each of whom shall serve a two-year term concurrent with the term of office of the President, subject to the approval of the Executive Committee .

The officers of the Corporation and the four (4) Presidential Appointees, shall, for all purposes, be considered as members of the Executive Committee during their tenure of office or term, as applicable.

Of the twelve (12) Executive Committee members elected by the Members of the Corporation, four (4) shall be elected each year for a three (3) year term to replace four (4) members whose terms expire during that year. Of the four (4) members to be elected during any given year, one (1) member shall come from each of the four (4) zones within the Texas Section that are differentiated as follows:

- Northeast: All persons living in an area whose postal zip code begins with 75, plus those persons whose postal zip code begins with 766 and 767.
- Northwest: All persons living in an area whose postal zip code begins with 79 or 76, except those persons whose postal zip code begins with 765, 766, 767, 768.
- Southeast: All persons living in an area whose postal zip code begins with 77.
- Southwest: All persons living in an area whose postal zip code begins with 78, plus those persons living in an area whose postal zip code begins with 765 or 768.

Any Executive Committee member chosen to represent any particular zone shall be a resident of that zone. The nomination and election of members of the Executive Committee, except as may be provided for in this Constitution, shall be as prescribed in the Bylaws. Any member of the USTA Board of Directors residing in the Texas Section boundaries shall automatically become a vice president of the Corporation during the term of USTA office.

- B. No person shall be eligible for successive terms as a member of the Executive Committee, except the officers, the Presidential Appointees and the Past Presidents.
- C. The day-to-day operations of the Corporation may be managed by a Management Committee, if so ordered by the Executive Committee, composed of the officers of the Corporation.

ARTICLE IV: OFFICERS

- A. The officers of the Corporation shall consist of a president, three (3) vice presidents, a secretary, a treasurer, the USTA Delegate of the Corporation, and the Chairperson of the Nominating Committee of the Corporation. No person shall hold two offices except that another officer may act as USTA Delegate if the elected USTA Delegate is not available. Officers shall be elected by the Executive Committee. The Corporation may have such additional officers as determined by the Executive Committee or as required pursuant to this Constitution or the Bylaws of the Corporation.
- B. Except as set out in this Constitution, nominations and elections of officers shall be as set out in the Bylaws.

ARTICLE V: GENERAL PROVISIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for

public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the Executive Committee (or any liquidating receiver or trustee) shall cause such remaining assets of the Corporation to be distributed to a successor organization, if any, or, if there is no successor organization, to the USTA, provided the successor organization or the USTA is then qualified as an exempt organization under either Section 501(c)(3) or Section 501(c)(4) of the Code. If the USTA is not then qualified as an exempt organization under either Section 501(c)(3) or Section 501(c)(4) of the Code, such remaining assets shall be distributed to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee (or any liquidating receiver or trustee) shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In furtherance of the foregoing purposes, the Corporation shall have and exercise any and all other powers which a non-profit corporation organized under the provisions of the laws of the State of Texas. The Corporation does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE VI: AMENDMENTS

Amendments to the Constitution may be made at any regular annual Member meeting or special meeting of the Members by a vote of at least two-thirds (2/3) of all the votes cast at such meeting, provided there is a quorum present, and provided that at least ten (10) days before each meeting, a notice of the proposed amendment has been sent to each Member of the Corporation eligible to vote.