



**BYLAWS OF THE
UNITED STATES TENNIS ASSOCIATION FLORIDA SECTION, INC**
As Amended December 1, 2009

ARTICLE I: NAME

The name of this association shall be known as the United States Tennis Association - Florida Section, Inc., hereinafter referred to as "the Association."

ARTICLE II - ASSOCIATION BOUNDARIES

Section 1. The number or configuration of regions or other governance bodies and their respective boundaries shall be set forth on the Association Map.

Section 2. The Association Map may be changed in the following manner:

- A. Upon recommendation by the Executive Committee to the Board of Directors
- B. Upon approval by a 2/3 vote of the Board of Directors the change to the Association Map shall become effective on the date set by the Board.

ARTICLE III: MEMBERSHIP

Section 1. Classification, Admission and Dues

- A. Organization & Individual membership shall be in accordance with the Bylaws, Rules and Regulations of the United States Tennis Association, hereinafter referred to as USTA.
- B. By accepting the Association and USTA membership, a member agrees to follow their respective Constitution, Bylaws, and Rules and Regulations and to exhaust all administrative remedies provided therein in each controversy or complaint involving participation in the Association and/or USTA activities.
- C. Dues of the Association for Organization and Individual members shall be established and payable as prescribed by the USTA.

Section 2. Delegates

A. Rights

1. Organization Members shall have one (1) delegate and one (1) vote per delegate except member clubs having six (6) or more tennis courts may have two (2) delegates and one (1) vote per delegate.
2. Delegates and Alternates. Each delegate shall be appointed or elected in accordance with each Organization Member's policies provided:
 - a. Each delegate and the organization the delegate represents shall be a current member as defined in Article III. Section 1.
 - b. Each delegate must be at least nineteen (19) years of age.
 - c. A person may only be a delegate for one Organization Member.
 - d. An alternate delegate may be named by the Organization Member in the event a registered delegate is unable to serve and must meet the same qualifications of a delegate.
3. Individual members shall have no voting rights.

B. Registration of Delegates and Alternate Delegates

1. By February 28th of each calendar year, the Association's office will notify each Organization Member of record the method to register or change delegate information.
2. The delegate and alternate delegate shall be registered upon receipt by the Association's office of the fully completed Organization Membership Information form.
3. The registered delegate and alternate delegate will serve in that capacity until replaced by the Organization Member or until such delegate/alternate delegate resigns.

C. Eligibility and Procedures

1. Delegates and alternate delegates eligible to vote at the Annual Meeting or at a special meeting of the membership must be delegate/alternate delegate of record seven (7) days prior to such meeting. If no delegate/alternate delegate exists for the Organization Member, they may be added up to seven (7) days prior to the Annual Meeting.
2. An alternate delegate may represent the Organization-Member for voting if the delegate is unable to do so.
3. Voting by eligible delegates shall be done by mail, or other method approved by the Board of Directors, for the election of Officers and Directors at Large.
4. Other voting by eligible delegates shall be in person, or other method approved by the Board of Directors, at the Annual Meeting or special meeting of the membership.

D. Authorities

Delegates shall have the following specific authorities:

1. Approve proposed amendments to the Bylaws.
2. Elect the Nominating Committee in accordance with these Bylaws.
3. Nominate the Board of Directors by petition.
4. Call special meetings of the membership in accordance with these Bylaws.

Section 3. Privileges. Organization Members are entitled to notice of all meetings of the membership and are entitled to be present at all meetings of the membership. Individual members are entitled to be present at all meetings of the membership.

Section 4. Suspensions or Expulsions

- A. The Executive Committee of the Association shall be responsible for hearing and deciding any issue bearing upon the suspension or expulsion of an Organization Member.
- B. The Association will provide fair notice and an opportunity for a hearing before the Executive Committee.
- C. An Organization Member may be suspended or expelled by a two-thirds (2/3) vote of the Executive Committee present and voting.
- D. The suspended/expelled Organization Member may appeal the decision of the Executive Committee to the Board of Directors within twenty (20) days of notification.

ARTICLE IV- MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

- A. There shall be an Annual Meeting of the membership of the Association.
- B. The date of the meeting shall be determined by the Executive Committee.
- C. The Call for each Annual Meeting shall be sent to each Organization Member and delegate at least thirty (30) days prior to the date of the meeting.

Section 2. Special Meetings

- A. Special meetings of the membership of the Association may be called by: (1) the President, (2) a majority of the Executive Committee, (3) a majority of the Board of Directors, or, (4) a written request of a delegate from at least thirty (30) Organization Members representing at least five (5) regions.
- B. At least thirty (30) days notice shall be given and only those matters specified in the notice shall be considered at the meeting.

Section 3. Quorum

A quorum for the transaction of business at any membership meeting shall be twenty (20) delegates

ARTICLE V- OFFICERS AND DIRECTORS AT LARGE

Section 1. Officers

Officers of the Association shall be a President, a President-Elect, two (2) Vice-Presidents, a Secretary and a Treasurer. The Immediate Past President shall also serve as an officer of the Association.

Section 2. Directors At Large

There shall be at least seven (7) and no more than twelve (12) Directors at Large, the exact number of which shall be determined by the Nominating Committee based on the recommendation of the President-Elect.

Section 3. Qualifications and Eligibility

A. Officers

- 1. An Officer shall be a resident of the State of Florida and a member of the USTA from the Florida Section.
- 2. An Officer shall have served on the Board of Directors or have served as an Association District Director, County Representative, or a chair of an Association council or committee.

B. Directors at Large

- 1. A Director at Large shall be a resident of the State of Florida and a member of the USTA from the Florida Section.
- 2. At least 75 % of the Directors at Large shall have served on a USTA committee, an Association council or committee, or community tennis association committee, or served as a Regional Director, Regional Representative, District Director or County Representative.

Section 5. Term of Office

A. Officers

- 1. All officers shall assume office during the Annual Meeting and maintain the position until their successor has assumed office.
- 2. The President and President-Elect shall hold office for one (1) term of two (2) years or until their successors have assumed office. The two (2) Vice-Presidents, Secretary and Treasurer may serve a maximum of two (2) consecutive terms in that office.

B. Directors at Large

- 1. Directors at Large shall assume office during the Annual Meeting and maintain the position until his/her successor has assumed office.
- 2. Directors at Large may serve a maximum of three (3) consecutive terms in that office.

- C. A term of office shall be two (2) consecutive years.

Section 6. Vacancy in Office

All vacancies, except the President, Nominating Committee, and the Immediate Past President, shall be filled by plurality vote of the Executive Committee. If a vacancy occurs in any office, the successor shall be deemed to have filled the unexpired term of his/her predecessor and such term shall not count towards the term limits set forth in Article V., Section 5.

Section 7. Removal from Office

Any Officer or Director at Large may, for good cause shown, be removed from office by a two-thirds (2/3) vote of the Board of Directors, present and voting, after he/she has been afforded an opportunity to be heard and present evidence in support of his/her position.

Section 8. Duties

Positions of President, President-Elect, Vice Presidents, Secretary, Treasurer, Immediate Past President, and Directors at Large, shall fulfill the duties as approved by the Board of Directors and set forth in the Association's position descriptions

ARTICLE VI - NOMINATIONS AND ELECTIONS OF OFFICERS AND DIRECTORS AT LARGE

Section 1. Nominations by Nominating Committee

- A. The Nominating Committee shall submit a slate, included in the Nominating Committee Report, of one (1) nominee for each position: President-Elect, two (2) Vice-Presidents, Secretary, Treasurer and Directors at Large. All nominees must have agreed in writing to serve if elected before their names are placed in nomination. All qualifications shall be adhered to as per Article V., Section 4. of these Bylaws.
- B. A Nominating Committee Report shall be mailed to each Organization Member and all delegates 130 days before the Annual Meeting of each even-numbered year (election year).
- C. In the absence of timely qualified nominations by petition; the slate as listed in the Nominating Committee Report is adopted and approved by the delegates.

Section 2. Nominations by Petition

- A. Nominations may be made by any Organization Member but limited to only one (1) nominee per position.
- B. A nominating form shall be included in the Nominating Committee Report and shall be used by the Organization Member to submit nominations.
- C. A person shall be a nominee for one (1) position only. Before his/her name is placed in nomination, each nominee must have agreed in writing to serve if elected. All qualifications shall be adhered to as per Article V, Section 4 of these Bylaws.
- D. A nominee must receive a nomination from a minimum of three (3) Organization Members.
- E. All submitted nominating forms must be signed by a registered delegate of the Organization Member.
- F. All nominating forms must be received in the Association office 100 days before the Annual Meeting of each election year.

Section 3. Contested Election by Petition

- A. Election of Officers and Directors at Large shall be by mail vote of the eligible delegates of Organization Members.
- B. One (1) ballot shall be mailed to each eligible delegate 90 days before the Annual Meeting of each election year.
- C. Each ballot must be signed by the eligible delegate.

- D. Delegates and alternate delegates eligible to submit a nomination by petition must be the delegate/alternate delegate of record for the Organization Member 150 days before the Annual Meeting.
- E. In a contested election by petition, delegates and alternate delegates eligible to vote must be the delegate/alternate delegate of record for the Organization Member 120 days before the Annual Meeting.
- F. Signed ballots must be received in the Association office 70 days before the Annual Meeting of each election year.
- G. Ballots shall be tabulated 60 days before the Annual Meeting of each election year by a CPA firm as determined by the Executive Committee.
- H. Plurality shall elect.

Section 4. Results of Election

- A. The election results shall be disseminated to all of the Organization Members, the Nominating Committee, the Board of Directors and the registered delegates within thirty (30) days of the ballot tabulation.
- B. Results of the election shall become final at the conclusion of the Annual Meeting, at which time the ballots shall be destroyed.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Composition

- A. The Board of Directors shall consist of:
 - 1. The President, President-Elect, two (2) Vice-Presidents, Secretary, Treasurer, Immediate Past President and Directors at Large.

Section 2. Authority and Responsibility

- A. Except as specifically reserved by these Bylaws, the Board of Directors shall have supervision, control and direction of the affairs of the Association and determine its policies or changes therein.
- B. It shall be the responsibility of each board member to attend the meetings of the Board of Directors and no person may attend as a replacement.
- C. Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the President, state the reason for absence.
 - 1. If a member is absent for reasons, which the President determines to be insufficient, the President shall request that absent member's resignation. If the member refuses to resign, the President may bring the request for resignation and removal to the Board for a vote in accordance with Article V. Section 7.

Section 3. Meetings

- A. Regular Meetings
 - 1. There shall be at least two (2) meetings per year of the Board of Directors
 - 2. The time and place of each Board of Directors meeting shall be designated by the President and notice of such meetings shall be given at least thirty (30) days prior to the date of the meeting.
- B. Special Meetings
 - 1. May be called by the President, or in his/her absence by the President-Elect, or by eight (8) members, two (2) of whom must be officers.
 - 2. Notice of the meeting shall be given at least fourteen (14) days prior to the meeting unless the President or President-Elect deems an emergency, which requires waiver of this notice.

3. Only those items listed in the Call of the meeting shall be considered.
- C. The Board of Directors may conduct business by electronic means, including but not limited to, telephone, facsimile, email, audio conferencing, video conferencing in accordance with Florida Statutes Chapter 617.
- D. Voting
 1. All Voting requires a majority except the following, which require a two-thirds (2/3) vote of the Board of Directors:
 - a. Proposals concerning a major change in policy as designated by the Executive Committee of the Association;
 - b. Expenditures of funds not provided in the adopted budget; or
 - c. Unless otherwise specifically required by these Bylaws
 2. There shall be no proxy voting.
- E. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 1. Composition

The members of the Executive Committee shall be: The President, President-Elect, two (2) Vice-Presidents, Secretary, Treasurer and Immediate Past President.

Section 2. Authority and Responsibility

- A. Except as otherwise provided for in these Bylaws, the Executive Committee shall be responsible for the transaction of necessary business between meetings of the Board of Directors and such business that may be referred to it by the Board of Directors.
- B. The Executive Committee may expend monies per year on unbudgeted funds approved by the Board of Directors.

Section 3. Meetings

- A. The Executive Committee shall meet at least four (4) times per year and shall meet on call of the President or at the request of four (4) members of the Executive Committee.
- B. The Executive Committee may conduct business by electronic means, including but not limited to, telephone, facsimile, email, audio conferencing, video conferencing in accordance with Florida Statutes Chapter 617.
- C. Notice of the meeting shall be given at least fourteen (14) days prior to the meeting unless the President or the President-Elect deems an emergency, which requires waiver of this notice.

Section 4. Voting

- A. All voting requires a majority unless otherwise required by these Bylaws.
- B. There shall be no proxy voting.

Section 5. Quorum

A majority of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE IX - USTA SECTIONAL DELEGATE

Section 1. Delegate and Alternates

The USTA Sectional Delegate shall be the Association's Immediate Past President. The first alternate shall be the Association's President. The second alternate shall be the Association's President-Elect. The third alternate shall be an officer, as determined by the Executive

Committee at its first meeting after the officers take office.

Section 2. Authority and Responsibilities

- A. It shall be the responsibility of the Sectional Delegate to cast the vote of the Association at the USTA Annual, Semi-Annual, and Special Meetings.
- B. The USTA Sectional Delegate shall submit a written report for each Board of Directors meeting and at the Annual Meeting of the Association.
- C. The USTA Sectional Delegate may vote as he/she sees fit on questions at the USTA meetings, except as the Board of Directors or Executive Committee may instruct in regard to particular matters scheduled for consideration.

ARTICLE X - COUNCILS AND COMMITTEES

Section 1. Councils and Committees

- A. There shall be Association Councils and Committees as deemed necessary by the President.
- B. Eligibility: All council and committee members shall be residents of the State of Florida and members of the USTA from the Florida Section.
- C. Chairs of councils and committees, except as otherwise stated in these Bylaws, shall be appointed by the President and shall serve at the discretion of the President.
- D. No person shall serve for longer than three (3) consecutive two (2) year terms as chair of the same council or committee.
- E. A majority of the members eligible to vote shall constitute a quorum for the transaction of business.

Section 2. Standing Committees

There shall be the following Standing Committees:

A. Nominating

Nominations for the Nominating Committee shall be made from the floor at the Annual Meeting of the membership in even numbered years.

1. Composition

The Nominating Committee shall consist of five (5) members. The President-Elect shall serve as one (1) member and shall also serve as Chair. The other four (4) members shall be the nominees who have received the four (4) highest number of votes. Voting shall be by written ballot if there are more than four (4) nominees. The nominee receiving the fifth highest number of votes shall be the first alternate and so on. There shall be a maximum of three (3) alternates.

2. Qualifications and Eligibility

- a. Each nominee shall be a resident of the State of Florida and a member of the USTA from the Florida Section.
- b. For any period of time during the four (4) years prior to the election, each of the elected members and alternates shall have served on the Board of Directors, or as a volunteer member of at least one (1) of the sectional level councils or committees.
- c. At least four (4) regions must be represented on the Nominating Committee.
- d. A maximum of two (2) of the elected members of the Nominating Committee may have served on the previous Nominating Committee.
- e. A member of the Nominating Committee shall not be eligible for nomination by the Nominating Committee to the offices of President-Elect, Vice President, Secretary or Treasurer.
- f. A vacancy for any cause on the Nominating Committee shall be filled by the next

eligible alternate.

3. Meetings

- a. The Nominating Committee must meet at least two (2) times
- b. At least four (4) members must be present at any meeting in which a vote is taken.

B. Budget and Finance

1. The Budget and Finance Committee shall, with the aid of the Executive Director and appropriate staff members, prepare a proposed budget for the forth-coming fiscal year.
2. The proposed budget shall be submitted by the Chair to the Executive Committee for approval or modification and recommendation to the Board of Directors.
3. After approval by the Board of Directors, the Chair, with the aid of the Executive Director, shall monitor the budget and make recommendations to the Board of Directors of the fiscal affairs of the Association.
4. The financial records of the Association shall be audited by a certified public accountant or Auditor's Committee appointed by the Executive Committee, at the end of the fiscal year, and at other times as requested by the Executive Committee. The annual audit shall be available to the Organization Members upon written request to the Treasurer.

C. Bylaws and Governance

1. The Bylaws and Governance Committee shall interpret the Bylaws of the Association.
2. The Committee shall also review and prepare proposed amendments, which shall be presented, to the Executive Committee, Board of Directors and the membership as per Article XIII of these Bylaws.
3. The Committee shall ensure compliance with the governing directives of the Association and the USTA.

D. Grievance

The Grievance Committee shall function as outlined in the special rules on grievance as stated in the Association Yearbook.

ARTICLE XI – AUTHORITY

The Association has the power to enforce the rules and regulations of tennis and to adopt and enforce other rules it deems necessary and consistent with the rules and regulations of the USTA.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall govern the proceedings of the Association in all cases not provided for in these Bylaws.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by two-thirds vote of those delegates of Organization Members present and voting at any Annual Meeting or special meeting provided:

Section 1. The amendment must have been considered by the Executive Committee and approved by a two-thirds (2/3) vote of the members of the Board of Directors present and voting at a Board of Directors meeting.

Section 2. Notice of the proposed amendment(s) shall be sent to the Organization Members and delegates thirty (30) days prior to the Annual Meeting or special meeting of the membership.