

CARIBBEAN TENNIS ASSOCIATION, INC.

CONSTITUTION AND BYLAWS 1-2003

CARIBBEAN TENNIS ASSOCIATION

Section of the USTA

CONSTITUTION AND BY-LAWS

PREAMBLE

We, the undersigned, being members directly affiliated with the United States Tennis Association, by virtue of the authority granted by said United States Tennis Association, do hereby organize and constitute a Sectional Association directly affiliated with the USTA for the purposes and according to the regulations hereinafter set forth.

ARTICLE I

This organization shall be known as the Caribbean Tennis Association, hereinafter referred to as "the Association." It shall be a non-profit body organized under the laws of Puerto Rico.

ARTICLE II

PURPOSE

The general purpose of this Sectional Association shall be to promote the game of lawn tennis in the territory designated by the USTA as the Caribbean Section, by:

- a) Awarding and supervising all sanctioned open and invitation tournaments and exhibition matches held at or by member clubs;
- b) Establishing annual Sectional championships
- c) Sanctioning tournaments throughout the Section;
- d) Promoting interest and activity in the game in all its phases;
- e) Assisting in the training and use of tennis umpires and tennis linesmen at all sanctioned tournaments; and
- f) Junior tennis development.

ARTICLE III

MEMBERSHIP

The categories of membership in the Association shall be: District Associations, Member Clubs and Organizations, Individual Members and Honorary members.

The only voting members of the Association shall be the District Associations. The district boundaries and the number of votes of each District Association shall be as hereinafter set forth.

Any club or organization interested in the purposes of the Association is eligible for membership and, upon approval by the Board, shall be a member of the Association and of the District Association within those boundaries it is located.

Any individual interested in the purpose of the Association is eligible for Individual Membership. No Individual Member shall, however, have any voting or other rights in the Association, except as may be otherwise specifically provided in the By-Laws. Honorary Individual Memberships may be conferred upon worthy individuals.

Membership dues and qualifications, rights and obligations of all categories of members, to the extent not set forth herein, shall be as provided in the By-Laws.

Applications for Membership shall be made in writing on the forms provided by the Secretary for that purpose.

The Board of Directors shall have the power to suspend or expel any Club member who may be in arrears in paying its outstanding dues or other indebtedness to the Association, or which may neglect or refuse a strict and honorable compliance with the Constitution, By-Laws, or other regulations of the Association, or which may by its conduct bring reproach or disgrace upon the same; subject to the right of any member so suspended or expelled to appeal to the Board of Directors for reinstatement.

ARTICLE IV

MEETINGS

There shall be an Annual General Meeting of the Association held during the month of January on a date and at a place to be designated by the President of the Board of Directors. The meeting will be open to all individual adult members in good standing who shall have voice but no vote.

Extraordinary General Meetings shall only be held if requested in writing by Districts holding two-thirds (2/3) of the voting strength as hereinafter defined; or by majority vote of the Board of Directors as hereinafter defined.

Notification of all General Meetings shall be given by the Secretary in writing to all District Associations, all Club Members in good standing and all adult Individual Members in good standing at least thirty (30) days prior to the Meeting.

ARTICLE V

DUES AND VOTING RIGHTS

The only voting members of this Association shall be the District Associations.

The dues for all types of membership shall be as established in, and as and if amended by, the By-Laws of the United States Tennis Association.

Voting rights for each District Association shall be on the basis of one (1) vote for each one dollar (\$1.00) of Club Membership dues which has accrued to the Section from that District during the twelve month period terminating on the 31 October prior to the Meeting; plus one (1) vote for each adult Individual Member and one-half (1/2) vote for each junior Individual Member in good standing and resident in the District as of said 31 October. By 30 November of each year the Secretary shall certify in writing to each District Association the number of votes it is entitled to at the next Annual General Meeting and at any Extraordinary General Meeting held prior to 31 October of the year following; and shall include information as to exactly how this figure was arrived at. Any accrued Club Membership dues not actually received by the Association prior to a General Meeting shall correspondingly reduce the voting rights of the delinquent District.

ARTICLE VI

DELEGATES AND CREDENTIALS

Each District Association shall be entitled to one Delegate with voice and vote, for each 100 votes or part thereof to which it is entitled. A Delegate may vote more than 100 votes if so stated on his or her Credentials, as hereinafter provided, but no Delegate may vote more than 300 votes. In the event that a District Association has not certified a sufficient number of Delegates, the President may appoint as Delegate a bona fide member of said District. If no bona fide member of said District is present, the District shall lose such votes as are not properly represented.

No delegate may represent more than one District Association. A Delegate must be a bona fide Individual Member in good standing of this District Association as of the 31st of October immediately preceding the General Meeting.

Each Delegate must be present in person at the General Meeting in order to exercise the vote.

Each Delegate must present prior to or at the General Meeting written Credentials from the District Association he or she represents, signed and attested by two of the officers of that District Association.

An official Credential blank shall be mailed by the Secretary to each District Association at the same time as the notification of the General Meeting. The Credential shall be as follows:

OFFICIAL CREDENTIAL OF CTA

Date: _____ 19 _____

KNOW ALL MEN BY THESE PRESENT:

The undersigned member of the Caribbean Tennis Association, does hereby appoint

(Name of Delegate)

as its representative at the General Meeting of said Sectional Association, to be held at the

or any adjournment thereof, and does hereby give said representative full power and authority to act for and vote ____votes for said association in its name on all questions arising at the said meeting or adjournment thereof, and does hereby ratify and confirm the action of said representative thus appointed, subject to any limitations set forth on the back of this credential.

Name of District: _____

Signature of Officers: 1) _____

2) _____

ARTICLE VII

OFFICERS AND DIRECTORS

Board of Directors: The affairs of this Association shall be conducted by a Board of Directors composed as follows:

President, President-elect, Immediate Past President, the President of each District Association, two (2) Directors representing each District and eight (8) Directors at Large.

By 15 November of every year, each District shall submit to a Nominating Committee, appointed by the President in the manner hereinafter designated, a list of potential Directors who are resident in said District. Said list must contain at least as many names as there are Directors representing that District to be voted, but there shall be no maximum limit as to the number of names it may contain. From the lists submitted by the Districts the Nominating Committee shall select for nomination a number of candidates equal to at least one and one half (1.5) times the total number of Directors to be voted, having previously ascertained each candidate's willingness and eligibility, as hereinafter defined, to serve. The Nominating Committee may not nominate from any one District Association more candidates for Director than the equivalent of the total number of Directors at Large, plus the number of Directors representing that District, to be voted. In years in which a President-elect is to be elected the Nominating Committee shall select one (1) candidate for that post, having previously ascertained that candidate's willingness and eligibility, as hereinafter defined, to serve. Nominations of bona fide members for President-elect and/or Director may also be made from the floor by any other bona fide member of the Association provided that the nominee is present and indicates his or her willingness to serve, or has previously so indicated in writing. Nominations made from the floor shall require two seconding nominations from bona fide members.

The President-elect shall be elected at the Annual Meeting held in odd-numbered years and shall become President at the following Annual Meeting, at the expiration of the current President's term.

At the first Annual General Meeting shall be elected by majority vote of the Delegates for two (2) year terms the President-elect; and, by plurality, one (1) Director representing each District and four (4) Directors at Large; and, by plurality, for one (1) year terms one (1) Director representing each District and four (4) Directors at Large. At the second Annual General Meeting shall be elected by plurality vote of the Delegates for two year terms the necessary number of Directors representing Districts and Directors at Large to fill the expired terms. Thereafter the elections shall proceed as per above on a two year rotation basis.

Only members in good standing as of the preceeding 31 October may qualify as candidates for the Board of Directors. The elections will be conducted by the President who may not serve as a Delegate.

Election of the President-elect shall be by majority vote. If no candidate receives a majority of the votes, the candidate with the least number of votes shall be eliminated and a new vote taken among the remaining candidates. This process shall continue until one candidate has a clear majority. The President may not serve more than three (3) consecutive terms.

Election of Directors shall be on the basis of those receiving the greatest number of votes. The candidate from each District with the greatest number of votes shall be designated the Director representing that District. Should there be two such positions to be filled for any District, the candidate from that District receiving the second highest number of votes shall be designated as the other Director representing that District. The positions of Directors at Large shall be filled, from the remaining candidates, by those receiving the greatest number of votes in descending order, irregardless of District affiliation. In the event that there are an equal number of votes for two or

more candidates for the last position(s) to be filled, a new vote will be taken among those candidates having the equal number of votes.

Balloting for the election of the President-elect and Directors shall be by written, secret ballots. Ballots in denominations of one hundred (100) votes, then (10) votes and one (1) vote shall be prepared for distribution by the Secretary in combinations appropriate to the number of votes for which each Delegate has been certified.

The remaining Officers of this Association shall be the Vice-President, the Secretary and the Treasurer. No President of a District Association shall be eligible to hold one of these offices.

No officer or director of this Association shall perform paid services for the Association on a regular or part time basis, which services are usually and customarily contracted for by the Association.

Immediately following the close of the Annual General Meeting the President shall convene the newly composed Board of Directors and present to said Board his nominations for the remaining three Officers, who shall be Members of the Board but not as District Presidents. Nominations for any of these three officers may also be made by the other Members of the Board, and shall be considered if seconded.

In the event of two or more nominations for one Officership, the candidate with a majority of votes shall be declared elected. Should no candidate have a majority, the candidate with the lowest number of votes shall be eliminated and the vote retaken, etc.

Voting shall be by secret ballot. The President and the Directors shall each have one vote.

The duties of the Officers shall be as follows:

President: The President shall call and preside at all meetings, appoint all committees and see that the Officers perform their duties. He shall be an ex-officio member of all committees except the Nominating Committee and the Grievance Committee.

President-elect: The President-elect shall assist the President in his duties and shall endeavor to participate fully in the affairs of the Association so as to prepare himself to assume the presidency at the Annual Meeting subsequent to his election.

Vice-President: The Vice President shall assist the President in his duties and shall, in proper order, assume such duties in the absence, demise, or upon the resignation of the President.

The Secretary: The Secretary shall keep a roster of all Members with a complete record of all their Officers and the names and addresses of any Delegates. He shall keep the minutes of all meetings, records of all proceedings and committee reports; conduct the correspondence and send notices of all meetings, filing copies of all such correspondence and notices. He shall carry out other duties authorized by the President or the Board of Directors.

The Treasurer: The Treasurer shall receive all money paid to the Association, deposit same in an authorized depository, pay all properly authorized bills, keep a record of all transactions and submit an annual statement of same. His accounts shall be audited by the Auditing Committee annually and their report shall be submitted to the Annual Meeting.

In accordance with this Constitution and By-Laws and such resolutions as are adopted from time to time the Board of Directors shall have the power to:

- a) Authorize all expenditures and regulate the finances.
- b) Pass on all applications for membership, resignations and to suspend or expel members for cause.

- c) Award championship tournaments and sanctioned matches subject to the approval of the USTA.
- d) Appoint sub-committees and delegate such powers as may be necessary.
- e) Suspend individual players, for cause, from competition in sanctioned events.
- f) Supervise all tournaments conducted under the auspices of this Association.
- g) Assume conduct of such tournaments as it shall deem advisable.
- h) Make decisions on any of the affairs of the Association provided such decisions are not in conflict with the constitution of the USTA:
- i) Mail Voting. At any time the President of the Association may request a vote by mail of the Board of Directors on any question, matter or resolution. At least five (5) replies must be received and a majority of votes shall decide the question.
- j) The Board of Directors shall meet at least three times per year and six (6) members shall constitute a quorum.
- k) The time and place of these meetings and of all other meetings of the Board of Directors shall be designated by the President and the Secretary shall mail notices thereof at least fourteen (14) days prior to the dates of the meetings. Travel expenses incurred by Board Members in connection with these meetings shall be reimbursed by the Association in accordance with regulations of the By-Laws.
- l) An appeal from the decision of the Board of Directors may be made at Annual Meetings or special meetings called for that purpose.
- m) The Sectional Delegate to the United States Tennis Association will be elected by the Board of Directors at least thirty (30) days prior to the Annual Meeting of the United States Tennis Association, and shall serve in such capacity for an entire year or until his successor is elected.

In the event of vacancies replacements shall be made as follows:

President: The duties shall immediately be assumed by the Vice President. At the first meeting following his assumption of the duties of President he shall nominate a Vice President from among the remaining members of the Board, excepting the District Presidents. Nominations may also be made from the Board, in accordance with the requirement above mentioned. The conditions of balloting and election shall be as above described.

In the event that the newly elected Vice President had held another Officership, the President shall then nominate a replacement for the previously held Officership in accordance with the limitations set forth hereinabove. Nominations can also be made from the Board and, if seconded, shall be considered. Balloting and voting shall be as hereinabove specified.

In the event of the demise or resignation of any other Board Member, excepting the Presidents of the District Associations, the President shall nominate a replacement. Nominations may also be made from the Board, and if seconded, will be considered. Should the position to be filled be that of Director representing District, the replacement must be from the same District.

With the exception of the foregoing, the replacement may be from any District. Balloting and voting shall be as herein above specified.

A President or Director so designated shall serve only until the next Annual General Meeting.

Membership on the Board of Directors by the President of a District Association resides with that office. Upon termination of his or her Presidency, by election or otherwise, the new President or the Acting President of the District Association shall immediately and automatically assume the membership on this Board.

ARTICLE VIII

STANDING COMMITTEES

There shall be such Standing Committees as the Board deems necessary, specifically including the following:

- a) Executive
- b) Auditing
- c) Constitution
- d) Junior Development
- e) Membership
- f) Nominating
- g) Ranking
- h) Sanction & Schedule
- i) Umpires
- j) Budget & Finance
- k) Public Relations
- l) Grievance

Appointment to Committees: With the exception of the Executive Committee, the President shall appoint the Chairmen of all Committees, and may appoint all the members of a Committee or may request the chairman to do so. These appointees may, or may not, be members of the Board of Directors.

Quorum & Voting: Except where specifically states otherwise, a simple majority of a Committee present shall constitute a quorum; motions may be passed by the affirmative vote of a simple majority of those members present.

a) **Executive Committee:** There shall be an Executive Committee composed of the President, President-elect, the Immediate Past President, the Vice President, the Secretary, and the Treasurer. The District Presidents shall be ex-officio members of this Committee, and shall have voice but shall not have vote. The Executive Committee shall be invested with all powers of the Board except that its actions must be confirmed by majority vote at the next meeting of the Board of Directors. At the request of the President, the Executive Committee may meet at a time and place designated by the President; or the President may request a vote by mail or telephone. Four members shall constitute a quorum, and motions may be passed by the affirmative vote of no less than sixty percent (60%) of those eligible to vote. Travel expenses incurred by Committee members in connection with any Executive Committee Meeting shall be reimbursed by the Association in accordance with regulations as hereinafter set forth.

b) **Auditing Committee:** It shall be the duty of the Auditing Committee to study the financial reports of the Association and to approve or disapprove the methods, disbursements and investments of such funds as may pertain to the Association; and to render a report on same at the Annual General Meeting of the Association.

c) **Constitution Committee**: It shall be the duty of the Constitution Committee to keep the revisions of the Constitution up to date, to receive suggestions for amendments, to prepare such revisions and suggestions for presentation to the Board of Directors.

d) **Junior Development Committee**: The Junior Development Committee shall be charged with the broader and more fundamental work of establishing a program of instruction and competition which shall appeal to junior players of both sexes and have as its basic goal the improvement of the caliber of junior tennis in the Section. It will be their specific task to oversee and improve the nomination of any and all juniors who are to receive financial assistance for their training and development and for travel to tournaments.

e) **Membership Committee**: The Membership Committee shall receive all applications for Club Membership from the Secretary and shall make recommendations on such applications to the Board of Directors. It shall take under advisement and make recommendations on resignations and expulsions. It shall also be the duty of the Membership Committee to promote Club and Individual Memberships in the Association and to formulate programs towards that end.

f) **Nominating Committee**: The Nominating Committee shall be presided by a Chairman who is a Member of the Board of Directors. The Chairman shall vote only in the event of a tie. The President shall also name five additional Members at least two of whom shall be from each District, and none of whom shall be a Member of the Board of Directors of this Association. With the exception of the Chairman, no Member of the nominating Committee may be nominated for a position on the Board. The President shall name this Committee no later than 30 October of every year. The Committee shall make nominations, as hereinbefore outlined, no later than 30 November of each year. A list of said nominations shall be circulated with the notice of the Annual General Meeting.

g) **Ranking Committee**: The Ranking Committee shall abide by the Ranking Regulations of the USTA and of this Association as hereinafter set forth. The Committee will present its recommendations to the Delegates for their action at the Annual General Meeting.

h) **Sanction and Schedule Committee**: The Secretary of the Association shall be a member of the Sanction and Schedule Committee which shall receive applications for tournament titles, subject to the approval of the Board of Directors. After an event has been sanctioned there shall be no change in the date or place of playing the event without the approval of the Sanction & Schedule Committee.

i) **Umpires Committee**: The duties of this Committee shall be as follows:

- a) The development of competent adult and junior tennis officials.
- b) Provide opportunities for such officials to serve officially.
- c) To arrange for proper umpires and linesmen in sanctioned tournaments.

j) **Budget and Finance Committee**: The Budget and Finance Committee shall be responsible for the preparation of the annual Association Budget and its presentation to the Board of Directors at the Annual Meeting. It shall also make recommendations relative to fund raising and financial matters for the Association. The Treasurer shall be an ex-officio member of this Committee.

k) **Public Relations Committee**: The Public Relations Committee shall be responsible for the dissemination of material and news for the purpose of reaching the general public and the members of this Association.

l) **Grievance Committee**: The Grievance Committee shall hear any and all complaints, appeals and/or grievances, brought before it by, or on behalf of, any Member of this organization, with respect to any rules of this Association or any ruling made by any of its officials. It shall also

consider, and decide upon, such other matters as are, from time to time, referred to it by the President and/or Board of Directors. It shall establish, and publish, a format for the filing of complaints, appeals and/or grievances, and for its hearing of same. It shall hear all parties to any complaint, appeal and/or grievance who wish to be heard, and may ask others to speak to the matter as well. The Committee shall maintain written records of its hearing and deliberations, which records shall remain confidential. The Committee shall consist of a Chairman and two Members, plus one Alternate Member. Hearings of all complaints, appeals and/or in the absence of one of its Members, with the Alternate Member present. Appeals to the rulings of the Grievance Committee may only be made, in writing, to the Board of Directors whose decision shall be final and binding. Any member of this Committee who is also a member of the Board of Directors shall disqualify himself or herself from voting, in the latter body, on any matter involving an appeal to a decision taken by this Committee. The President shall not be a Member, or an ex-officio Member, of this Committee. Grievances that arise from USA League play shall be handled by a USA League Grievance Committee. With regard to non league matters, a complainant may appeal to the USTA Grievance Committee if his/her suspension is for a period of six months or more. It is the policy of this section to grant reciprocity for a suspension from play imposed as a result of the grievance procedures of other sections. Upon receipt of notice by the Executive Director that a player's suspension within another Section has become final (all appeals have been concluded or the time for appeal has run), the suspension shall apply within this section as if it had been imposed by the grievance procedures of this section.

m) **Credentials Committee**: The Credentials Committee shall meet immediately prior to each and every General Meeting to review and pass upon the Credentials of the Delegates to said Meeting and to verify the number of votes to which each is entitled. The Committee shall deliver a report on these Credentials, on the voting strength each represents and on the presence of a quorum, or no, as the first order of business of each and every General Meeting. The Secretary of the Association shall preside this Committee.

ARTICLE IX

INTERNATIONAL PARTICIPATION

It is inherent in this Constitution that each District shall have the inalienable right of direct membership in National Olympic Committees and international tennis bodies for which they are otherwise eligible, and of participation, either singly by its members or jointly by them in representation of their District Association, in any and all international competitions either under their exclusive aegis or in combination with other areas of the same citizenship. Said competitions may include, but are not limited to, the Olympic Games, Pan American Games, Central American and Caribbean Games, Davis Cup, Federation Cup, Amateur Championships of the Americans and JTIC.

ARTICLE X

AMENDMENTS

Amendments to this Constitution may be made at any Annual General Meeting or at any Extraordinary General Meeting called for that purpose, by a vote of at least two-thirds (2/3) of all votes cast by Delegates, provided that a copy of the proposed amendment has been sent with the notice of the meeting. Proposed amendments to this constitution may only be made by District Associations and must be forwarded to the Secretary at least forty-five (45) days prior to the Meeting at which they are to be considered.