

# **Bylaws of the Northern California Division of United States Professional Tennis Association**

## **Article I - NAME AND PURPOSE**

Section 1. Name of this Division. The name of this division shall be the Northern California Division of the United States Professional Tennis Association, Inc. (hereinafter sometimes referred to as the NorCal Division).

Section 2. Purposes. The purposes of the Northern California Division shall be to administer the funds entrusted to it and the programs in its charge of the United States Professional Tennis Association, Inc. (hereinafter sometimes referred to as the USPTA) in accordance with the by-laws of the USPTA, and to do any further acts in accordance with the by-laws of the USPTA.

## **Article II – MEMBERS**

Section 1. Active Membership. Application for membership, admission procedure and testing and classification as a member of the Northern California Division shall be in accordance with the provisions of the by-laws of the USPTA.

Section 2. Honorary Membership. Those persons who have made an outstanding contribution to the sport of tennis or to the Northern California Division shall be eligible to become honorary members of the Northern California Division. Honorary membership shall be proposed and voted on by the Board of Directors of the Northern California Division.

## **Article III – BOARD OF OFFICERS**

Section 1. Powers of Board of Officers. The Northern California Division shall be managed by its Board of Officers.

Section 2. Meetings of Board of Officers. The Board of Officers shall meet annually at such time as it deems convenient. It shall also meet at the call of the President upon twenty (20) days notice or upon the call of a majority of the Board of Officers, who may call a meeting of the Board of Officers upon twenty (20) days notice.

Section 3. Makeup of Board of Officers. The Board of Officers will consist of the President, Vice President, Secretary, Treasurer, Regional Vice-president, Immediate Past-President and such other officers, as the Board of Officers deems necessary or desirable. All officers must be active members of the Division at the time of their election. A board member who is absent from 50% of scheduled board meetings (including conference calls) during the first 6 months of his/her term shall be deemed to have resigned, unless he/she submits a written explanation for the absences and the other board members agree to accept the explanations and continue his/her service.

Section 4. Nominations and Election of Board of Officers. The Board of Officers will be elected annually by the divisional membership for a two-year term and until their successors are elected. Said terms of said officers shall be so arranged so that on alternate years only half of the officers will be elected. The election will be held as follows: nominations will be made at least eight (8) weeks before the election by Nominating Committee. The Nominating committee will propose a complete slate of officers and forward this slate to a person (or persons) designated by the Board of Officers. As least seven (7) weeks before the election said person (or persons) will mail to the membership the Nominating Committee's slate and call for further nominations. At least five (5) weeks before the election, the nominations from the membership must be received by said person (or persons), who will thereupon add to the ballot the names of those persons who receive the greatest number of nominations from the membership. Only one nominee per office will be added to those persons nominated by the Nominating Committee and names added will have received the most number of nominations from the membership. A nominee added to the ballot must receive nominations from at least ten (10) members. The position of President and Regional Vice-President cannot be challenged when further nominations are called for. Thereafter, at least four (4) weeks before the election, the said person (or persons) will send out the ballots to the members. The ballots will then be returned to the Counting Committee, which will be appointed by the Board of Officers.

Section 5. Nominating Committee. The Nominating Committee will be composed of five (5) members and chaired by the immediate Past-President. If a Division presently has no Nominating Committee, the initial Nominating Committee for the Division will be appointed by the President of the USPTA. After the Nominating Committee has nominated a slate of officers, it will appoint a new Nominating Committee, which will nominate candidates in the following year. One member of the prior Nominating Committee will always be appointed to the new Nominating Committee. In the event that a member of the Nominating committee for any reason cannot serve, his replacement shall be made by the Board of Officers upon majority vote. A member of the Nominating Committee can be removed for cause upon majority vote of the Board of Officers.

Section 6. USPTA Board Supervision. The entire election procedure of the Division, as set forth in preceding paragraphs 3,4 and 5, is under the supervision of the Board of Officers of the USPTA, which may, at its discretion, ensure, in whatever manner necessary, the fairness of the division's election of its Board of Officers. The supervision of the USPTA Board of Officers may be invoked upon the petition of at least ten (10%) percent of the division's membership, or at its own discretion.

Section 7. Voting Procedure at Board of Officers Meetings. At meeting of the Board of Officers, a quorum shall be a majority of the Board. No proxy voting will be allowed. The meeting will be chaired by the President. Roberts' Rules of Order will govern proceedings of the Board of Officers meetings if the Chair is challenged. The President may poll the Board of Officers by telephone but only in cases where time is of the essence and the majority of the Board does not object to the procedure.

#### Section 8. Duties of Officers.

- a) President. The President will be the Chief Executive Officer of the Northern California Division. He shall preside at all meetings, preserve order, appoint all committees, with the approval of the Board of Officers, not otherwise provided for, and see that the officers and committees perform their respective duties. He shall be ex-officio member of all committees appointed by him
- b) Vice-President/s. The Vice-President shall assist the President in the performance of his duties and shall exercise the powers of the President in his absence or in case of his death.
- c) Secretary. The Secretary shall perform the duties usual to the office of the Secretary and in assistance to the President.
- d) Treasurer. The Treasurer shall keep all the financial records in a safe place, shall pay all authorized bills promptly on consultation with the President, and shall report on the division's financial affairs periodically. He shall also report periodically to the Treasurer of the USPTA in accordance with the USPTA by-laws.
- e) Regional Vice-President. The Regional Vice-President of the Division, along with the President of the Division, will represent the division on the Executive Committee of the USPTA in accordance with the USPTA by-laws.

Section 9. One Person Per Office. In no event shall any two of the offices comprising the Board of Officers be filled by the same person.

#### Article IV – MEMBERSHIP MEETING

The members of the Northern California Division shall meet annually, or more often, at a time or times set forth by the Board of Officers. At the membership meetings, which shall be chaired by the President of the Division, the members may discuss the affairs of the Division and make recommendations to the Board. They may also vote in person or by proxy on proposed amendments to the by-laws of the USPTA, as set forth therein.

#### Article V – AMENDMENTS TO THE BY-LAWS

Amendments to the by-laws may be proposed by the Board of Officers and a vote thereafter shall be taken by a mail ballot of the membership. A member must have at least twenty-one (21) days to return his ballot. The proposed amendment will be adopted if at least two-thirds of those voting, vote to adopt the amendment. The effective date of any amendment will be when the amendment is adopted or at a time specified in the amendment resolution. Any amendment to the by-laws may be revoked by the USPTA Board of Officers at its' discretion, and the Divisional amendment process falls under the supervision of the USPTA Board of Officers, which may be invoked at its discretion.

#### Article VI – INCORPORATION OF THESE BY-LAWS IN THE USPTA BY-LAWS

All pertinent provisions of the USPTA by-laws, such as, but not limited to, membership eligibility requirements, the Code of Ethics and disciplinary proceeding, are incorporated by reference in these by-laws.