

BY – LAWS

CHARLESTON AREA TENNIS
ASSOCIATION, INC.

APPROVED: October 7, 1986

AMENDED: October 17, 2013

AMENDED: October 27, 2015

CHARLESTON AREA TENNIS ASSOCIATION, INC.

Charleston Area Tennis Association, Inc. (“CATA”), a non-profit corporation and an Area Association of the Ohio Valley Tennis Association (“OVTA”), which is a District Association of the USTA/Midwest, Inc. (“Midwest”), which is a Sectional Association of the United States Tennis Association Incorporated (“USTA”), has adopted the following By-Laws, effective as of the 7th day of October, 1986, and as amended on the 17th day of October, 2013 and on the 27th day of October, 2015.

ARTICLE I - MEMBERSHIP

Section 1. Area Association

- (a) The boundaries of the CATA include the eight West Virginia counties of Boone, Calhoun, Kanawha, Lincoln, Logan, Mingo, Putnam, and Roane.
- (b) The CATA shall, subject to the rules and regulations of the USTA, the Midwest, the OVTA, and the CATA, be governed by such rules and regulations as it shall from time to time adopt.
- (c) The CATA shall hold an annual meeting prior to the OVTA Annual Meeting.

Section 2. Organization Members

- (a) Any organization of a permanent character as defined in the USTA Bylaws, located within the boundaries of CATA, and interested in the purposes of the USTA, Midwest, OVTA and CATA is eligible for USTA membership.
- (b) Applications for USTA Organization Members shall be submitted in the proper form to the USTA at its principal office. An Organization Member of the USTA is an Organization Member of CATA so long as its place of business is located within the boundaries of CATA.
- (c) Any reference in these By-Laws to Member Clubs and Organizations shall be deemed to be a reference to Organization Members as defined in this section.

Section 3. Individual Members

- (a) Any individual interested in the purposes of the USTA is eligible for individual Membership. Individual Members shall be classified as Adult, Junior, Family, Life or Honorary as provided in the USTA By-laws.
- (b) Applications for USTA Individual Membership shall be submitted in the proper form to the USTA at its principal office.

- (c) Honorary Membership may be conferred upon such worthy persons as may be so elected by the Executive Committee of the USTA.
- (d) By accepting USTA membership, a member agrees to follow the USTA Constitution, By-laws, and Regulations; the Midwest Constitution, By-laws, Rules and Regulations; the OVTA By-laws, Rules, and Regulations; and the CATA Constitution, Bylaws, Rules and Regulations; and a member agrees to exhaust all administrative remedies provided in each of the foregoing constitutions, by-laws, and regulations in each controversy and complaint involving participation in USTA activities.
- (e) Individual Members of the USTA are Individual Members of CATA so long as they are residents within the boundaries of CATA.

ARTICLE II – DUES

Individual Members and Organization Members shall pay dues to the USTA as prescribed by the USTA. Honorary Members shall pay no dues.

ARTICLE III – VOTING RIGHTS

Section 1. At CATA Membership Meetings

- (a) The only voting members at CATA membership meetings (whether annual or special) shall be Organization Members within the CATA represented in person or by proxy at said meetings and Individual Members within the CATA.

Organization Members may be represented in person by a designated official of said organization or by proxy on a form provided by the CATA or OVTA and signed by an official of said Club or Organization. Organization Members shall have the number of votes designated in Section 3 of this Article.

- (b) Each adult Individual Member shall have one vote, and each Individual Member who is under twenty-one years of age shall have one-half vote.

Section 2. At OVTA Membership Meetings

- (a) The Area Chair shall vote at OVTA Membership Meetings on behalf of the USTA Individual Members in his or her area, only if the following criteria are met:
 1. The Area shall have an Area Association which is incorporated as a non-profit corporation.
 2. The Area Association shall hold an Area Annual Meeting of all its USTA Individual Members and Organization Members prior to the OVTA Annual Meeting.

3. Notification in writing shall be sent to all USTA Individual Members and Member Clubs and Organizations at least 20 calendar days prior to the Area Annual Meeting. This notification may be sent by either the Area Association or the OVTA.
 4. A certification in whatever form the OVTA requires that the criteria set forth in paragraphs 1, 2, and 3 of this section have been met, as well as a copy of the 20-day written notice and the minutes of the Area Annual Meeting, shall be provided by the Area at the OVTA Annual Meeting.
 5. At the Area Annual Meeting a straw vote shall be taken regarding issues which are scheduled to be considered at the OVTA Annual Meeting.
- (b) The Individual Member votes by the Area Chair may be cast unanimously or on a split basis.
- (c) Organization Members shall represent themselves at OVTA Membership Meetings as provided in Section 1(a) above for CATA Membership Meetings.

Section 3. Computation of Votes of Organization Members

In the CATA membership meetings, the Organization Members shall have one vote for each one dollar of dues received by the USTA from Organization Members within the CATA on or before the 30th day of September immediately preceding the date of vote.

ARTICLE IV – OFFICERS AND OTHER OFFICIALS

Section 1. Elected Officers

- (a) The elected officers of the CATA shall be a President, a First Vice President, two Vice-Presidents, a Secretary, a Treasurer, and an Area Chair, all of whom shall serve without compensation. These officers shall be elected at the CATA Annual Membership meeting in even-numbered years and shall serve for a term of two years or until their successors are elected and qualified.
- (b) Each of the officers of CATA may be re-elected for an additional term or terms, except that the President and the First Vice President may serve no more than one two-year term in their respective offices.
- (c) The nominating committee shall, if the current sitting First Vice President is willing to serve in that capacity, nominate the First Vice President for election to the office of President in the next following election. Other nominations for the office of President may be made by the membership at the annual meeting in which the election is held.

Section 2. President

The President shall be the chief executive officer. He or she shall preside at all membership meetings and at all meetings of the Executive Committee and the Management Committee. He or she shall appoint all committee chairs and committee members. The President and the Treasurer may jointly authorize any expenditure up to \$1,000. For expenditures in excess of \$1,000, the vote of a majority of the members of the Management Committee shall be required to authorize the expenditure and the authorization of the individual members of the Management Committee may be obtained, individually or collectively, by telephone or by electronic mail or other means of electronic transmission. All expenditures shall be presented to the Executive Committee at its annual meeting for ratification.

Section 3. First Vice President

The First Vice President shall assist the President in such manner as may be requested by the President and the Management Committee and shall exercise all the powers of the President in his or her absence or in case of his or her resignation, incapacity, or death.

Section 4. Other Vice Presidents

The two Other Vice Presidents shall assist the President in such manner as may be requested by the President and the Management Committee.

Section 5. Secretary

The Secretary shall be responsible for the keeping of accurate records of the CATA; giving notice and keeping the minutes of CATA membership meetings and Executive and Management Committee meetings; and maintaining all files relating to the business of the CATA. He or she shall perform such other duties as may from time to time be assigned to him or her by the President.

Section 6. Treasurer

The Treasurer shall receive all money paid to the CATA, deposit such money in an authorized depository, pay all properly authorized bills, keep a record of all financial transactions and submit annual financial statements at the CATA Annual Meeting. The Treasurer shall submit interim financial statements at other regular meetings of the Executive Committee. The accounts of the CATA shall be reviewed at least annually in a manner approved by the Management Committee.

Section 7. Area Chair

The Area Chair, who shall be automatically a member of the OVTA Executive Committee, is the official liaison officer from the CATA to the OVTA, and shall be responsible for good communication and coordination between the CATA and the OVTA.

Specific responsibilities of the Area Chair shall include the following:

- (a) To attend and represent the CATA at OVTA Executive Committee Meetings.
- (b) To submit the CATA Annual Report to the OVTA for inclusion in the OVTA Annual Report.
- (c) To perform or delegate to other appropriate CATA members or officials additional duties that may be requested by the OVTA through its Area Chairs.

The Area Chair shall select an Alternate Area Chair to act for and on behalf of the Area Chair when the Area Chair is unable to be present at an OVTA meeting, and certify such selection to the Executive Secretary of the OVTA. The Area Chair and Alternate Area Chair must be residents of the CATA and shall serve in such capacities until replaced in accordance with the rules of the CATA. Whenever any such replacement occurs, the CATA shall promptly certify such replacement to the Executive Secretary of the OVTA. In the absence of an election of an Area Chair, the President shall appoint an Individual Member to serve as the Area Chair until the next election of officers.

Section 8. Delegates-at-Large

Ten (10) Delegates-at-Large shall be elected at the Annual Membership Meeting in even-numbered years and shall serve for a term of two (2) years or until their successors are elected. Delegates-at-Large may be re-elected for an additional term or terms.

Section 9. General

- (a) All elected officers and the Delegates-at-Large must be residents of the CATA. If any such person shall cease being a resident of the CATA, he or she shall automatically cease holding his or her office, and the Executive Committee shall fill the vacancy created thereby as promptly as practicable.
- (b) All elected officers and the Delegates-at-Large shall serve without compensation.
- (c) If an elected officer resigns from his or her office, the Executive Committee shall by a majority vote appoint an Individual Member to serve the remaining term of the officer, except that in the event of the resignation of the President, the First Vice President shall become the President and then the Executive Committee shall by a majority vote appoint an Individual Member to serve as the First Vice President until the next election of officers.

ARTICLE V – COMMITTEES

Section 1. Executive Committee

- (a) The policies of the CATA shall be established by an Executive Committee. The Executive Committee shall be composed of the seven elected officers, the ten Delegates-at-Large, and all active Past Presidents.

- (b) In addition to the establishment of the policies of the CATA, the powers of the Executive Committee shall include, but shall not be limited to:
1. Taking action on applications for memberships from clubs and organizations within the CATA;
 2. Approving the annual budget and any amendments thereto for submission to the general membership at its Annual Meeting;
 3. Appointing such other officers as it may deem desirable and assigning to such officers such duties and responsibilities as it may deem desirable;
 4. Approving committee chairs and committee members;
 5. Filling any vacancy among the Executive Committee, the elected officers, the Delegates-at-Large, and the Nominating Committee; and
 6. Considering appeals from acts or decisions of the Management Committee.
- (c) The Executive Committee shall meet at least one time each year. The specific dates and sites of the meetings shall be announced at least twenty (20) calendar days prior to the meeting. Special meetings of the Executive Committee may be called by the President or by written petition of any five (5) members of the Executive Committee to the President. A minimum of ten (10) calendar days' written notice to all members of the Executive Committee is required for special meetings.
- (d) Eight (8) members shall constitute a quorum for any meeting of the Executive Committee.
- (e) The President of the CATA may at any time request a mail vote of the Executive Committee on any question, matter or resolution. Any request for such a vote shall be mailed to each member of the Executive Committee, with such data and explanatory information as will fairly present the pros and cons of such question, matter or resolution, and with a designation of a date when the vote must be received by the Secretary. At least ten (10) calendar days (beginning with the date following the date of mailing) must be allowed for the vote to be cast and received by the Secretary. A majority of such votes shall decide the question, matter or resolution, provided that at least ten (10) votes are received. Any such vote will be valid only if signed by a member of the Executive Committee and received by the Secretary within the time designated.
- (f) An appeal from an act or decision of the Executive Committee may be considered at a membership meeting (whether annual or special), provided notice of such an appeal is set forth in the notice of the meeting.

Section 2. Management Committee

- (a) The affairs of the CATA shall be managed by a Management Committee composed of the elected officers and the immediate Past President. A quorum shall consist of four (4) members.
- (b) The Management Committee shall have such powers as have not been granted to the Executive Committee. The Management Committee shall also have the powers of the Executive Committee when CATA or OVTA action is urgently required and it is impractical to call a meeting of the Executive Committee.
- (c) An appeal from an act or decision of the Management Committee may be considered at an Executive Committee meeting, provided notice of such an appeal is set forth in the notice of the meeting.

Section 3. Nominating Committee

- (a) A Nominating Committee consisting of three members, none of whom shall be officers of the CATA, shall be elected at the Annual Meeting and shall nominate the elected officers, the Delegates-at-Large, and the members of the Nominating Committee for the next election. At least one new member of the Nominating Committee shall be elected in each election.
- (b) Nominations may be made from the floor at any Annual Meeting of the CATA held in an election year.
- (c) No member of the Nominating Committee may serve for more than three consecutive two-year terms.
- (d) The Nominating Committee may nominate two, but no more than two, candidates for each office.

Section 4. Standing Committees

The CATA shall have committees as designated by the President. Each such Committee shall consist of a Chair and such other persons as may be deemed necessary, and the Chair and members of a committee shall be appointed by the President, with the approval of the Executive Committee. The Chair and members shall serve concurrently with the President or until the committee is dissolved.

The President shall select the coordinator of the USTA Adult Leagues subject to the approval of the Management Committee and the OVTA District League Coordinator.

ARTICLE VI – MEMBERSHIP MEETINGS

Section 1. Annual Meetings

There shall be an Annual Meeting of the CATA which shall be held prior to the Annual Meeting of the OVTA with the date and place of the meeting to be determined by the Management Committee.

Section 2. Special Meetings

- (a) Special meetings may be called at any time by the Management Committee.
- (b) Special meetings shall be held at such location, and at such time and place, as the Management Committee shall determine prior to the notice of the meeting. Notice may be provided by mail to the address appearing in the records of CATA or may be provided by any means that is reasonably calculated to give notice, including, but not limited to, e-mail transmission, facsimile transmission, or other form of electronic transmission; provided that a record of the transmission shall be maintained for purposes of filing in the records of CATA.

Section 3. Credentials

Prior to the commencement of any membership meeting, the person or persons appointed by each Organization Member to vote for and on behalf of such Organization Member must present to the Secretary of the CATA the substantiation of appointment in the form specified by the CATA.

Section 4. Notice of Meetings

Written notice of the time, place, and purpose of any membership meeting shall be given by the CATA Secretary not less than twenty nor more than fifty calendar days before the meeting to each Organization Member and to each member of the Executive Committee. Notice may be provided by mail to the address appearing in the records of CATA or may be provided by any means that is reasonably calculated to give notice, including, but not limited to, e-mail transmission, facsimile transmission, or other form of electronic transmission; provided that a record of the transmission shall be maintained for purposes of filing in the records of CATA.

Section 5. Quorum

At all CATA membership meetings, the voting members present in person or by proxy shall constitute a quorum.

Section 6. Votes Required for Action

Action on any question, matter or resolution at a membership meeting shall be determined by a majority of the votes present, except that any amendment to the Constitution or By-laws shall require an affirmative vote of the holders of at least two-thirds of the votes present.

ARTICLE VII – FISCAL YEAR

The fiscal year of the CATA shall be from November 1st through October 31st of the succeeding year.

ARTICLE VIII – AMENDMENTS

These By-Laws may be amended only at a membership meeting by the affirmative vote of the holders of at least two-thirds of the votes present, provided that a copy of the proposed amendments has been sent with the notice of the meetings.