

Proposed Amendments to USTA Bylaws

Note: Words underlined are proposed to be added. ~~Deleted text is shown in strikethrough.~~
References are to the 2019 Yearbook, unless otherwise noted.

B1. Proposed by Constitution and Rules Committee Allon Lifshitz, Chair

PASSED

Part I

Amend **Bylaw 27** (p. 96-97) as follows:

27. *Board of Directors:*

- a. *Responsibilities.* The Corporation shall be managed by its Board, which shall establish the policies and objectives of the Corporation.

The Board shall direct, review, and approve budgets as well as establish capital programs and review Corporation performance against goals, objectives, and budgets.

The Board shall adopt an investment policy.

Members of the Board shall serve without compensation and be individual members of the Corporation.

- b. *Composition.* The members of the Board shall be the five officers, the Immediate Past President, and nine at-large members.

At least 20 percent of the members of the Board shall be Elite Athletes. Excluding Elite Athletes, no more than two of the at-large members may be domiciled in the same section when they take office. Elite Athletes may be nominated for officer positions. A President who does not complete the term of office shall not, however, be a member of the Board as Immediate Past President unless confirmed by a majority of the other members of the Board. The Immediate Past President shall serve only two years beyond the elected term as President. A minimum of 50 percent of the Sectional Associations shall have a member on the Board. The domicile of an Elite Athlete shall not be considered when determining whether the 50 percent requirement is met.

- c. *Nomination of representatives to ITF.* The Board shall nominate to the International Tennis Federation (ITF) persons from the United States to serve on the Committee of Management of the ITF and shall appoint delegates to meetings of the ITF to represent the United States.

- d. *Committees of the Board.* The following are Committees of the Board:

- Audit Committee;
- Compensation Committee; and
- Investment Committee.

The Secretary-Treasurer shall be a member of the Investment Committee. ~~All other Committees of the Board members are appointed by the President.~~

Part II

Amend **Bylaw 29** (p. 27) as follows:

29. *President:* The President is the Chairperson of the Board. The President presides at all meetings of the membership, the Board, and the Governance Committee. The President appoints committee chairpersons and committee members of Committees of the Corporation and whose appointments are not otherwise provided for in the Constitution or in these Bylaws. The appointees serve at the President's pleasure. Appointments of Elite Athletes to Designated Committees as defined in **Bylaw 41** are subject to the approval of the Elite Athletes who are members of the Board.

Amend **Bylaw 40** (p. 99) as follows:

40. *Committees of the Board and Committees of the Corporation:*
- a. *Committees of the Board.* The Board may, by resolution adopted by a majority of the entire Board, designate from its members Committees of the Board, each consisting of at least three members. Committees of the Board have the authority of the Board to the extent provided by Board resolution. The Board has the sole authority to establish the charter, if any, of a Committee of the Board and any amendments thereto. The Audit Committee, Compensation Committee, and Investment Committee are Committees of the Board. The Board may establish an Executive Committee as a Committee of the Board.
 - b. *Committees of the Corporation.* In addition to the committees established in these Bylaws, the Board may also establish other non-Board committees (“Committees of the Corporation”). Each Committee of the Corporation has the responsibilities specified in the resolution creating the committee. Any committee not composed solely of members of the Board does not have the authority of the Board.

The following committees are Committees of the Corporation established in these Bylaws: Governance Committee; Nominating Committee; Sectional Presidents’ Committee; Sectional Delegates’ Committee; Grievance Committee; Olympic/Pan American Committee; and Past Presidents’ Committee. Members of the Committees of the Board and Committees of the Corporation shall serve without compensation and be individual members of the Corporation.

Part IV

Amend **Bylaw** 47 (p. 103) as follows:

47. *Appointment of Committees and Duties of Committee Chairpersons.* The President shall be an *ex officio* member of all committees, except the Nominating, Sectional Presidents', Sectional Delegates', Past Presidents', and Grievance Committees. Except as otherwise provided, the President shall appoint the chairperson and the members of each ~~committee~~Committee of the Corporation, other than the Governance, Nominating, Past Presidents', Sectional Presidents', and Sectional Delegates' Committees. In the event of the President's failure to make such appointments, the Board shall do so. The chairperson of each committee shall preside at all committee meetings, be responsible for the functioning of the committee; and, unless the chairperson appoints a secretary to the committee, the chairperson shall be responsible for giving notice of all meetings and shall be responsible for keeping a record of its proceedings.

Part V

Amend **Bylaw 48** (p. 103) as follows:

48. *Appointment and Service on Committees:* Except as otherwise provided, the chairpersons and members of all Committees of the Board are appointed by and serve at the pleasure of the Board. The charter of a Committee of the Board may also designate *ex officio* members. Except as otherwise provided, the chairpersons and members of all Committees of the Corporation are appointed by and serve at the pleasure of the President.

Effective Date: Immediately

Rationale: During the 2019 annual review of the USTA Bylaws and Committee appointment process, it was determined that a small number of USTA Bylaws contained ambiguities that could permit Committee appointments not in conformity with the New York Not-for-Profit Corporation Law. The changes proposed in this Call Item ensure that the Bylaws are consistent with existing practice and the New York Not-for-Profit Corporation Law.