

CONSTITUTION OF THE NORTH CAROLINA PROFESSIONAL TENNIS UMPIRES' ASSOCIATION

ARTICLE I. NAME

Section 1. The name of this organization shall be the North Carolina Professional Tennis Umpires' Association (NCPTUA, the Association).

ARTICLE II. PURPOSES

Section 1. The NCPTUA is an organization devoted to maintaining a high level of professionalism among its member tennis referees and umpires within the State of North Carolina.

Section 2. The Association will work to increase the number of qualified and certified tennis referees and umpires within the State.

Section 3. The NCPTUA will work to increase the awareness of the benefits of securing qualified referees for tournaments and qualified umpires for tournament and exhibition matches.

Section 4. The NCPTUA hopes to be able to raise the quality of tennis officiating by working to increase the remuneration offered to certified professional tennis referees and umpires, especially in tournaments and exhibitions which offer prize money.

ARTICLE III. ORGANIZATION

Section 1. Officers and their duties.

- III 1.1 Each officer shall be elected to a two-year term and shall be eligible for re-election.
- III 1.2 The officers of the Association shall be President, Vice-President, Secretary, and Treasurer.
- III 1.3 The President shall preside at meetings of the general membership of the Association and at meetings of the Executive Committee of the Association, and perform such other duties as provided herein or deemed appropriate by the Executive Committee.
- III 1.4 The Vice-President shall act for the President when the President is absent or unable to act for some other reason. The Vice-President shall perform such other duties as directed by the Executive Committee.

III 1.5 The Secretary shall maintain a record of all membership meetings and Executive Committee meetings of the Association, maintain and up-to-date membership list of the Association, and maintain an up-to-date list of assignments to the Standing and ad hoc Committees of the Association. The Secretary shall perform such other duties as directed by the President or the Vice-President.

III 1.6 The Treasurer shall maintain an up-to-date accounting of all funds of the Association and make a report of that accounting at all general membership meetings and at such Executive Committee meetings as deemed appropriate by the President or the Vice-President. The Treasurer shall maintain an up-to-date list of members who have paid dues to the Association and share that list with the Secretary and the Chairperson of each Standing and ad hoc Committee.

Section 2. Standing Committees and their duties.

III 2.1 The Standing Committees of the NCPTUA shall be the Instruction Committee, the Promotion Committee, and the Executive Committee.

III 2.2 The Instruction Committee shall consist of not less than three members appointed by the Executive Committee from among the general membership on a rotating basis.*

III 2.2a The Instruction Committee should assist if necessary the District Chairperson of the Umpires Council of the North Carolina Tennis Association (who may serve as its Chairman) in the planning and implementation of such Umpire Schools and Clinics as deemed appropriate by the NCTA.*

III 2.2b The Instruction Committee may be directed by the Executive Committee to organize and hold additional umpire clinics in various parts of the State, if they are needed.

III 2.2c The Instruction Committee should maintain contact with the USTA Rules Committee and, by means of timely reports, keep the general membership informed of all rules changes so that member referees and umpires may carry out their duties in a proper manner.*

III 2.2d The Instruction Committee should help if necessary to ensure that the general membership receives as soon as possible new editions of A Friend at Court.*

III 2.3 The Promotion Committee shall consist of not less than three members appointed by the Executive Committee from among the general

membership on a rotating basis.* It shall elect its own Chair from among its members.*

- III 2.3a The Promotion Committee should establish and maintain contact with the director of each USTA sanctioned tournament and each exhibition held in North Carolina.* The purpose of this contact shall be to promote the use of a qualified referee and qualified umpires at each such tournament or exhibition.
- III 2.3b The Promotion Committee should, in other appropriate ways, publicize, promote, and secure recognition for professional tennis referees and umpires in tournament and exhibition matches.*
- III 2.4 The Executive Committee shall consist of the officers of the NCPTUA and three members elected by and from among the general membership and the immediate past president.* The Executive Committee Members-at-Large shall serve three year terms, one being elected at each annual meeting of the Association.
- III 2.4a The Executive Committee shall conduct all the business of the Association not taken care of in the general membership meetings.
- III 2.4b The Executive Committee may appoint one or more ad hoc committees from the general membership and assign their duties.
- III 2.4c The Executive Committee should determine whether the number and geographical distribution of umpire clinics required by the NCTA are sufficient to permit a high degree of competence among tennis referees and umpires in North Carolina.* If not, the Committee will direct the Instruction Committee to put on additional clinics in order to achieve this.
- III 2.4d The Executive Committee or its designees shall, following guidelines and bylaws adopted by the general membership, negotiate contracts for supplying qualified and certified referees and umpires for the various tournaments and exhibitions staged in the State.* The aim of the contracts shall be to furnish officials of the highest possible quality and to secure for those officials the most equitable possible remuneration, especially from the prize-money tournaments and the professional exhibitions.
- III 2.4e The Executive Committee or its designees shall select, from the membership of the Association, and appropriate list of officials and alternates for each tournament or exhibition for which it has negotiated a contract.* Selection of officials shall be made with a view to furnishing the most highly qualified officials available while at the same time taking into account the development of promising but less experienced referees

and umpires as well as geographical considerations. A list of the selected officials and alternates shall be given to the President of the Association.

ARTICLE IV. MEETINGS

Section 1. General Membership Meetings.

- IV. 1.1 There shall be at least one general membership meeting each year, held in conjunction with the annual meeting of the North Carolina Tennis Association or one of the state wide schools for certification.*
- IV 1.2 Additional general membership meetings as needed or desired may be called by the President or the Executive Committee and must be called by the President or the Executive Committee upon petition of ten percent of the general membership.
- IV 1.3 Notice of each general membership meeting must be mailed to each member in time to arrive at least two weeks before the meeting.

Section 2. Committee Meetings.

IV 2.1 Executive Committee

- IV 2.1a Meetings of the Executive Committee may be called by the President or the Vice-President.
- IV 2.2 Meetings of all other committees of the Association may be called by the President of the Association or by the Chair of the respective committee.*

ARTICLE V. AMENDMENTS AND BYLAWS

Section 1. A recommendation to repeal or amend any or all of the provisions of this constitution must be made available to each member of the Association at least two weeks prior to the general membership meeting at which the vote on such a recommendation is to be taken.*

Section 2. A two-thirds majority of the members present and voting shall be necessary to amend or repeal any or all of the provisions of this constitution.

Section 3. The Association shall adopt bylaws to govern its proceedings.

*Amended by unanimous vote at Annual Membership Meeting, Hickory, NC, 3/6/2004

BYLAWS OF THE NORTH CAROLINA PROFESSIONAL TENNIS UMPIRES' ASSOCIATION (ORIGINAL)

1. Procedural questions shall be resolved according to Roberts Rules of Order.
2. At general membership meetings, a quorum shall be the members in attendance.* At Committee meetings, a quorum shall be majority of the committee members.
3. Each member of the Association shall be a member of the USTA and certified by that organization as a tennis official.*
4. Each member of the Association shall pay the Treasurer annual dues as determined by the Executive Committee while the membership is valid through the general membership meeting of the following calendar year.*
5. Committee meetings shall be held at varied sites so as not to consistently inconvenience one committee member more than others.
6. The President or designee shall be responsible, upon receipt of the list of selected officials and alternates for a particular tournament or exhibition, for notifying those officials and alternates of their selection and shall select additional officials from within or without the general membership if too few officials are able to work.*
7. The Treasurer is empowered to issue checks upon the written authorization of the President or the Vice-President.
8. Committee members shall be elected or appointed to three-year terms and shall be eligible for re-election and/or re-appointment.* Each committee shall, at its initial meeting, determine whether each of its members is to serve a first term of one, two, or three years. It shall be guided in this decision by the number of votes obtained by each member, the larger the number, the longer the term.
9. All elections of the NCPTUA shall be open elections in which nominations from the membership are not only permitted but also encouraged.* All officers and committee members shall be elected by ballot or at the general membership meeting.*
10. These bylaws may be altered upon vote of a majority of those members present and voting at any general membership meeting.

*Revised by unanimous vote at Annual Membership Meeting, Hickory, NC, 3/6/2004

BYLAWS

Of

NORTH CAROLINA PROFESSIONAL TENNIS UMPIRES ASSOCIATION

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ARTICLE 1

OFFICES

Section 1. Principal Office: The principal office for the transaction of the affairs of the corporation is the business address of the President.

Section 2. Other offices: The corporation may have such other offices at such locations as the Executive Committee may from time to time determine or as the officers of the corporation may require.

ARTICLE II

EXECUTIVE COMMITTEE

Section 1. General Powers: The affairs of this corporation shall be managed by an Executive Committee (also known as the Board of Directors).

Section 2. Number and Composition of Executive Committee: The initial Executive Committee shall be composed of those individuals named as initial directors in the Articles of Incorporation and they shall serve until their successors are duly elected and qualified. Thereafter, the Executive Committee shall be composed of the four (4) officers, immediate past president, (3) additional active members, making a committee of eight (8).¹

Section 3. Term and Election of Executive Committee: The officers shall serve a term equal to that of their respective office; the additional members shall be elected by the membership by ballot or at its annual meeting and shall serve for a term of three (3) years each. The terms of these three members shall be staggered so that one member will be elected each year.*

Section 4. Resignation: An Executive Committee member may resign upon presenting to the Executive Committee his/her resignation in writing.

¹ Modified 2/3/90

Section 5. Removal From Office: Any Executive Committee member may be removed from the Executive Committee as such by the affirmative vote of two-thirds (2/3) of the Executive Committee at any meeting thereof, upon written notice setting forth the reasons and grounds thereof, mailed to such Executive Committee member at his/her last known address at least ten (10) days prior to the date of such meeting.

Section 6. Vacancies. Should any Executive Committee member die, resign, retire, be removed or disqualified, or otherwise vacate his/her office, the Executive Committee shall elect by majority vote a successor to serve for the term of office vacated.

Section 7. Meetings of Executive Committee:

- (a) Regular Meetings: The Executive Committee shall meet at least annually and at such other times as the affairs of the corporation shall require.
- (b) Special Meetings: Special meetings of the Executive Committee for any purpose or purposes shall be called at any time by the President, or if he/she is absent, or unable to act, then by the Secretary or by any three (3) members of the Executive Committee.
- (c) Notice of Regular and Special Meetings: Notice of the time and place of regular or special meetings shall be delivered personally or by mail or other form of communication, to him/her at this/her address as it is shown upon the books of the corporation, at least forty-eight (48) hours before the time of the holding of the meeting. Said notice need not specify the nature of the business to be conducted.
- (d) Written Consents and Waivers of Notice: The transactions at any meeting of the Executive Committee, however called or noticed, or wherever held, shall be as valid as though a meeting had been duly held after regular call or notice, if a quorum be present and if, either before or after the meeting, each member of the Executive Committee not present signs a written waiver of notice of a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.
- (e) Formal Action: Formal Action of the Executive Committee must be authorized by the affirmative vote of a majority of the members of the Executive Committee present at a meeting of the Executive Committee at which a quorum is present and filed with the minutes

of the proceedings of the Executive Committee, whether done before or after the action taken.

- (f) Informal Action: Action taken by a majority of the Executive Committee without meeting is nevertheless Executive Committee action if written consent to the action in question is signed by all of the members of the Executive Committee and filed with the minutes of the proceedings of the Executive Committee, whether done before or after the action taken.

Section 8. Quorum: Four (4) members of the Executive Committee present at a duly convened meeting shall constitute a quorum.

Section 9. Powers of the Executive Committee: Subject to these Bylaws, the Executive Committee shall have full power to control and manage the property and conduct the affairs of this corporation; and in furtherance of the foregoing powers, but not in limitation thereof, it shall have the following powers:

- (a) To select and remove all officers, committee members, agents and employees of the corporation in the absence of action by members of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, and fix their compensation.
- (b) To conduct, manage, and control the affairs and business of the corporation; and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (c) It shall be the duty of the Executive Committee to act upon all matters touching the policy of the corporation and bring such recommendations before the corporation at its annual meeting as they see fit.
- (d) The Executive Committee shall be charged with the management of funds and the apportionment of funds to the various activities; and shall collaborate with other organizations, civic and professional in matters pertaining to the quality and training of tennis umpires and referees.
- (e) The Executive Committee shall have the power to act for the corporation on all matters pertaining to its affairs between annual meetings except those matters specifically reserved as the right and function of the corporation as a whole. Under no circumstances shall the Executive Committee be empowered to pledge the funds

of the organization in excess of the amount of the annual dues for one (1) year.

- (f) The Executive Committee shall have the power to invite guest speakers for the annual meeting whose expenses may be paid by the corporation.
- (g) The Executive Committee shall be the Credentials Committee. All names must be presented to and passed on by the Executive Committee before prospective members are voted on by the membership. They shall have the power to secure such additional information regarding the eligibility of candidates as they see fit, so that their recommendation or rejection of a candidate may be based on complete information.

ARTICLE III OFFICERS

Section 1. Officers: The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer.

Section 2. Term and Election: The officers shall be elected by the membership by ballot or at an annual meeting.* Any member of the corporation shall have the privilege of nominating candidates from the floor at the annual business meeting. A majority of all votes cast shall elect officers. Each officer shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be elected and qualified. All officers shall serve a term of two (2) years.

Section 3. Resignation: Any officer may resign upon presenting to the Executive Committee his/her resignation in writing. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified in said notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal from Office: Any officer may be removed from office as such by the affirmative vote of two-thirds (2/3) of the Executive Committee at any meeting thereof, upon written notice setting forth the reasons and grounds thereof, mailed to such officer at his/her last known address at least ten (10) days prior to the date of such meeting.

Section 5. Vacancies: Any vacancy of the officers occurring between annual meetings shall be filled temporarily by action of the Executive Committee.

Section 6. Duties of Officers:

- (a) President: The President shall preside at all the regular meetings and special meetings of the corporation and of the Executive Committee, and perform such other duties as directed by the Executive Committee.
- (b) Vice-President: The Vice-President shall act for the President when the President is absent or unable to act for some other reason. The Vice-President shall perform such other duties as directed by the Executive Committee.
- (c) Secretary: The Secretary shall perform the duties usual to his/her office in the matter of keeping records, notification of meetings, providing a stenographer when deemed necessary and carry on the correspondence of the organization under the direction of the President. The Secretary shall also maintain a current membership list of the corporation, maintain a current list of assignment to any standing or ad hoc committee and perform such other duties as directed by the President or Vice-President.
- (d) Treasurer: The Treasurer shall receive all funds of the corporation and disburse by check signed by him/her. He/She shall make a report in writing to the membership at the annual meeting of the monies received and expended and shall furnish a detailed statement of the financial condition of the corporation. The Treasurer shall also report of the financial condition of the corporation at such Executive Committee meetings as deemed appropriate by the President or the Vice-President and shall maintain a current list of members who have paid dues to the corporation.

ARTICLE IV² MEMBERSHIP

Section 1. Classes: Membership classes shall be active, associate, and honorary.

Section 2. Active: An active member shall be one currently or previously certified, or whose application is pending certification, by USTA as an umpire or referee, with full voting rights.

Section 3. Associate: An associate member shall be one who meets the qualifications in Section 2 but is not a resident of North Carolina. An associate member shall pay one-half the regular dues and have no voting rights.

Section 4. Honorary: Honorary membership shall be conferred by majority vote of the membership to recognize distinguished service to the Association. It shall be for life, without dues or voting rights.

² Modified 2/25/89

ARTICLE V
MEETINGS OF MEMBERSHIP

Section 1. Change: The members of the corporation shall meet annually at a time and place determined by the Executive Committee.³

Section 2. Additional Meetings: Additional meetings as desired or needed may be called by the President of Executive Committee and must be called upon petition of ten percent (10%) of the membership.

Section 3. Notice of Annual Meetings of Membership: Notice to the members of each meeting shall be provided by the Secretary to each member at least fifteen (15) days prior to the meeting.

Section 4. Action: Action of the membership must be authorized by the affirmative vote of a majority of the members of the corporation present at a meeting of the membership at which a quorum is present.

Section 5. Quorum: The members of the corporation in attendance at the annual meeting shall constitute a quorum for the transaction of business.*

ARTICLE VI⁴
COMMITTEES

Section 1. Standing Committees: Standing committees shall be the Instruction Committee and Promotion Committee. Each committee shall have not less than three members appointed by the Executive Committee from the general membership on a rotating basis.*

Section 2. Instruction Committee: The instruction committee shall assist the Chairman of the NCTA Umpires Committee as requested and conduct umpire training clinics as directed.*

Section 3. Promotion Committee: The promotion committee shall promote with directors of USTA-sanctioned and major exhibition tournaments held in North Carolina the use of qualified officials in all such events. It shall recommend to the Executive Committee appropriate recognition by awards or suitable publicity for tennis officials.

Section 4. Ad Hoc Committees. The president shall appoint ad hoc committees from time to time as he/she deems advisable to assist in the conduct of the Association.

³ Modified 2/25/89

⁴ Modified 2/25/89

ARTICLE VII
DUES

Section 1. Dues: The Executive Committee shall determine with membership approval the amount of annual dues. A member will automatically be dropped from the roll whose dues are six (6) months in arrears. Members dropped from the roll because of non-payment of dues may be reinstated by the payment of all back dues. His/Her reinstatement, however, shall be dependent upon the agreement of the Executive Committee to reinstate him/her.

ARTICLE VIII
GENERAL EXPENSES

Section 1. Expenses: Expenses of the meetings and other activities of the corporation such as the funds to defray the cost of the annual meetings (stenographer, invited guests, necessary funds of audit and stationery, stamps, etc.) shall be derived from the annual dues and contributions as necessary. The amount of these expenses will be decided upon by the Executive Committee.

Section 2. Salaries: No officers or members of the Executive Committee of this corporation will receive any salary.

ARTICLE IX
MISCELLANEOUS

Section 1. Checks, Drafts, Etc.: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the Treasurer.

Section 2. Contracts, Etc.: The Executive Committee may, except as otherwise provided herein, authorize any officer or officers, agent or agents, to enter into any contract or to execute any instrument in the name of this corporation on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized by the Executive Committee, no officer or agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 3. Fiscal Year: The fiscal year of the corporation shall end December 31.

Section 4. Inspection of Bylaws and Corporate Records: The corporation shall keep in its principal office for the transaction of business the original or copy of the Bylaws or other corporate records, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by interested persons at all times during regular office hours.

Section 5. Rules of Order: Robert's Rules of Order shall be the parliamentary guide when not to conflict with the Articles of Incorporation or these Bylaws for all meetings of this corporation, its Executive Committee or any other committee.

ARTICLE X
AMENDMENTS

Section 1. Articles of Incorporation: The Articles of Incorporation of this corporation may be amended by a two-thirds (2/3) vote of all members present at any annual meeting at which there is a quorum, provided that notice of the proposed change has been given in writing to all members at least thirty (30) days before the meeting.

Section 2. Bylaws: Any of these Bylaws may be amended or repealed by a two-thirds (2/3) vote of all members present at the annual meeting at which there is a quorum, provided that previous notice of the proposed change in writing has been given to all members at least thirty (30) days before the meeting.

1 Modified 2/3/90

2 Modified 2/25/89

3 Modified 2/25/89

4 Modified 2/25/89

*Revised by unanimous vote at Annual Membership Meeting, Hickory, NC, 3/6/2004