

**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" or "the Association").

**ARTICLE II. PURPOSES**

Section 1. NCPTUA is an organization devoted to maintaining a high level of professionalism among its member tennis officials.

Section 2. NCPTUA will work to increase the number of qualified and certified tennis referees and umpires.

Section 3. NCPTUA will work to increase awareness of the benefits of securing qualified tennis officials.

Section 4. NCPTUA will work to increase the remuneration and improve working conditions for all officials.

**ARTICLE III. ORGANIZATION**

Section 1. Board of Directors

III 1.1 The Board of Directors shall consist of the Officers NCPTUA, three members-at-large elected by and from among the general membership, and the immediate past president. The Members-at-Large Directors shall serve three-year terms, with one Director being elected at each annual meeting of the Association.

III 1.2 The Board of Directors shall conduct all the business of the Association not taken care of in the general membership meetings, and not delegated to contracted staff (I.e, Executive Director, Chief Financial Officer, etc.)

III 1.3 The Board of Directors may appoint one or more ad hoc committees from the general membership and assign their duties.

Section 2. Officers and their duties.

III 2.1 The Officers of the Association shall be President, Vice-President, Secretary and Treasurer.

III 2.2 Each officer shall be elected to a two-year term and shall be eligible for reelection.

III 2.3 The President shall preside at meetings of the general membership of the Association and at meetings of the Board of Directors and perform such other duties as provided herein or deemed appropriate by the Board of Directors.

III 2.4 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 Board of Directors.

III 2.5 The Secretary shall maintain a record of all meetings of the membership and of the Board of Directors of the Association, maintain an 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 2.6 The Treasurer will oversee all financial matters and will report at all general membership meetings and at such Board of Directors meetings as deemed appropriate by the President or the Vice President.

Section 3. Standing Committees and their duties.

III 3.1 The Standing Committee of the NCPTUA shall be the ITA Committee.

III 3.1 The ITA Committee shall consist of not less than three members, two appointed by the Board of Directors from among the general membership. The current Vice President shall serve as chairman of the committee.

III 3.1b The ITA committee will be responsible for making policy recommendations relating to collegiate officiating to the Board of Directors. The committee will oversee collegiate officiating assignments.

III 3.2 Committee meetings should be held at varied sites so as not to consistently inconvenience one committee member more than others. Committee meetings may also be held by conference telephone call, and policy recommendations and assignment oversight may also be conducted through correspondence, electronic and otherwise.

III 3.3 At committee meetings, a quorum shall be the majority of the committee members.

## **ARTICLE IV. MEETINGS**

Section 1. General Membership Meetings.

IV. 1.1 There shall be at least one general membership meeting each year.

IV 1.2 Additional general membership meetings as needed or desired may be called by the President or the Board of Directors, and must be called by the President or the Board of Directors upon petition of ten percent (10%) of the general membership.

IV 1.3 Notice of each general membership meeting must be communicated to each member in time to arrive at least two weeks before the meeting.

Section 2. Board of Directors Meetings.

IV 2.1 Meetings of the Board of Directors may be called by the President or the Vice President.

Section 3 Committee Meetings

IV 3.1 Meetings of all committees of the Association, standing and ad hoc, may be called by the President or by the Chairman 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 vote of the members present 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.

# BYLAWS OF NORTH CAROLINA PROFESSIONAL TENNIS UMPIRES ASSOCIATION

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## ARTICLE I. OFFICES

Section 1. Principal Office: The principal office for the transaction of the affairs of the corporation is the business address of the President, unless the Board of Directors has delegated day-to-day managerial authority to an Executive Director, in which case the principal office shall be the business address of the Executive Director.

Section 2. Other offices: The corporation may have such other offices at such locations as the Board of Directors may determine or as the officers of the association may require.

## ARTICLE II. BOARD OF DIRECTORS

Section 1. General Power: The affairs of this corporation shall be managed by the Board of Directors.

Section 2. Number and Composition of Board of Directors: The Board of Directors shall be composed of the four (4) officers; the immediate past president, or designee if the immediate past president declines or is unable to serve; and (3) and three Directors from the membership at large, making a board of eight (8).

Section 3. Term and Election of the Board of Directors: The officers shall serve a term equal to that of their respective office; Directors at large shall be elected by the membership 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 at least one member shall be elected each year.

Section 4. Resignation: A Director may resign upon presenting to the Board of Directors his/her resignation in writing.

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

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

Section 7. Meetings of the Board of Directors:

(a) Regular Meetings: The Board of Directors shall meet at least annually and at such times as the affairs of the Association require.

(b) Special Meetings: Special meetings of the Board of Directors 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 Board of Directors.

(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 his/her address as it is shown upon the books of the Association, 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 Board of Directors, 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 Board of Directors 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 Association records and made a part of the minutes of the meeting.

(e) Formal Action: Formal Action of the Board of Directors must be authorized by the affirmative vote of a majority of the Directors at a meeting of the Board of Directors at which a quorum is present and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action taken.

(f) Informal Action: Action taken by a majority of the Board of Directors without physically meeting is nevertheless Board of Directors action, and shall be filed with the minutes of the Association.

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

Section 9. Powers of the Board of Directors: Subject to these Bylaws, the Board of Directors shall have full power to control and manage the property and conduct the affairs of this Association; 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 Association in the absence of action by members of the Association; 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 Association; 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 Board of Directors to act upon all matters touching the policy of the Association and bring such recommendations before the Association at its annual meeting as it sees fit.

(d) The Board of Directors shall be charged with the management of funds and the apportionment of said funds.

(e) The Board of Directors shall have the power to act for the Association on all matters pertaining to its affairs between annual meetings, except those matters specifically reserved as the right and function of the Association as a whole.

(f) The Board of Directors shall serve as the Nominating Committee All names must be presented to and passed on by the Board of Directors before prospective members are voted on by the membership.

### **ARTICLE III. OFFICERS**

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

Section 2. Term and Election: The officers shall be elected by the membership at an annual meeting. Any member of the Association shall have the privilege of nominating candidates from the floor at the annual 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 and are eligible for re-election.

Section 3. Resignation: Any officer may resign upon presenting to the Board of Directors 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 Board of Directors 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 by action of the Board of Directors.

Section 6. Duties of Officers:

(a) President: The President shall preside at all the regular meetings and special meetings of the Association and of the Board of Directors, and perform such other duties as directed by the Board of Directors.

(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 Board of Directors.

(c) Secretary: The Secretary shall perform the duties usual to his/her office in the matter of keeping records, notification of meetings, etc. The Secretary shall also maintain a current membership list of the Association, maintain a current list of assignments to any standing or ad hoc committees, and perform such other duties as directed by the President or Vice-President.

(d) Treasurer: The Treasurer is responsible for overseeing all financial matters and 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 Association. The Treasurer shall also report on the financial condition of the Association at such Board of Directors meetings as deemed appropriate by the President or the Vice-President.

## **ARTICLE IV. MEMBERSHIP**

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

Section 2. Active: An active member shall be currently certified as a tennis official by the International Tennis Federation, the United States Tennis Association or the Intercollegiate Tennis association, or whose application is pending certification. All active members shall have full voting rights.

Section 3. 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.

## **ARTICLE V. MEETINGS OF MEMBERSHIP**

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

Section 2. Additional Meetings: Additional meetings as desired or needed may be called by the President of the Board of Directors 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 or designee 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 Association present at a meeting of the membership at which a quorum is present.

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

## **ARTICLE VI. COMMITTEES**

Section 1. Standing Committee: The standing committee shall be the ITA Committee. The ITA committee shall have not less than two members appointed by the Board of Directors from the general membership on a rotating basis. The Vice President shall serve as chairman of the committee.

Section 2 . 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.

## **ARTICLE VII. DUES**

Section 1. Dues: The Board of Directors 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 Board of Directors to reinstate him/her.

## **ARTICLE VIII. GENERAL EXPENSES**

Section 1. Expenses: Expenses of the meetings and other activities of the Association shall be derived from the annual dues and financial proceeds of the Association as necessary.

Section 2. Salaries: No officers or members of the Board of Directors of this Association shall receive any salary.

## **ARTICLE IX. MISCELLANEOUS**

Section 1. The Board of Directors may contract with a member or members of the association to provide administrative services to the association (i.e., Executive Director, Chief Financial Officer, etc.), and may designate such independent contractor(s) to conduct the day-to-day activities of the association, such as assigning officials, contracting for the association. Invoicing, paying financial obligations, etc.

Section 2. 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 Association shall be signed or approved by the Treasurer, unless such authority has been delegated by the Board of Directors to an administrator (i.e., Executive Director, Chief Financial Officer, etc.).

Section 2. Contracts, Etc.: The Board of Directors 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 the Association on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer or agent or employee shall have any power or authority to bind the Association 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 Association shall end December 31.

Section 4. Inspection of Bylaws and Corporate Records: The Association 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 in conflict with the Articles of Incorporation or these Bylaws for all meetings of the Association, its Board of Directors or any other committee.

## **ARTICLE X. AMENDMENTS**

Section 1. Articles of Incorporation: The Articles of Incorporation of this Association 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.