**CONSTITUTION AND BY‑LAWS**

**HOUSTON TENNIS UMPIRES ASSOCIATION, INC.**

**ARTICLE I**

**NAME**

Section 1. This organization shall be known as the Houston Tennis Umpires Asso­ciation Incorporated, hereinafter referred to as the HTUA.

# ARTICLE II

**PURPOSE**

Section 2. The HTUA is a non‑profit organization, incorporated as such under the laws of the State of Texas. The purpose of the HTUA is to encourage and improve tennis officiating within the Houston and surrounding areas, thereby helping to develop high standards of fair play and sportsmanship in the game of tennis. In general, this shall be accomplished by:

1. Assisting and furthering the training of tennis officials in accordance with USTA Tennis Officials guidelines.

2. Disseminating information regarding local officiating opportunities at the grassroots and professional level to its members.

3. Providing each and every member an opportunity to pursue officiat­ing at the level of their own choosing.

4. Working with the United States Tennis Association, USTA Texas, local community tennis associations, and other or­ganizations sponsoring tennis tournaments to provide certified officials for their events.

**ARTICLE III**

**AFFILIATION**

Section 3. The HTUA is an independent organization of tennis officials whose ser­vices are available to any bona fide tennis event. Nothing contained in the By‑Laws of the HTUA shall be construed as being inconsistent with the Constitution, By‑Laws or Standing Orders of the USTA or the USTA Texas.

**ARTICLE IV**

**MEMBERSHIP & DUES**

Section 4. The HTUA shall have no employees. The Officers and Directors shall serve in their respective functions on a voluntary basis without mon­etary remuneration. All members working in officiating assignments received through the HTUA shall work as independent contractors. As such, they shall be free to work as they choose for other officiating orga­nizations in tennis or any other sport.

Section 5. Membership shall be open to any person duly certified by the USTA Officials Committee as an official and a member in good standing with the HTUA.

Section 6. All members of this organization shall be classified in accordance with the USTA classification for tennis officials.

Section 7. Annual dues shall be established by the Board, due on or before March 1 of each year.

Section 8. If any member's dues remain unpaid after March 1, their membership shall be considered "not in

 good standing" and they shall be ineligible to vote at meetings or to serve in matches where HTUA is

 responsible for the officiating.

Section 9. The term of membership shall be for twelve (12) months, January 1 through December 31.

Section 10. Should a member lose or fail to renew their USTA official’s certification, their membership rights shall be immediately suspended until such time as they are recertified. Membership rights may also be suspended or revoked as may be set forth elsewhere in these Constitution and By‑Laws or as may be amended by the HTUA.

**ARTICLE V**

**OFFICIATING REGULATIONS & COMPENSATION**

Section 11. All members of the HTUA shall be governed by the Constitution and Regulations of the **USTA,** *except:*

A. In specific cases for organizations whose tournament committees have specified alternate regulations.

B. When acting under the direction of a national tennis officials’ organi­zation which has specific alternate regulations and/or rules.

Section 12. All tournaments or matches officiated by members of the HTUA shall be conducted under the USTA Tournament Regulations and Official Rules of Tennis, *except:*

A. In specific tournaments or matches for which the tournament com­mittee responsible has specified alternate regulations and/or rules.

B. In specific tournaments or matches wherein officiating is the respon­sibility of a national tennis officials’ organization which has specified other regulations and/or rules.

Section 13. The Executive Committee of the HTUA may declare that participation in a particular tournament by members of the HTUA is contrary to the best interests of the organization. Any member who serves as an official in such a tournament is subject to penalties to be imposed by the Execu­tive Committee.

Section 14. Participation in officiating any match or tournament by membership of the HTUA shall, with the exceptions noted in section 15, be compensated by a fee to be paid by the tournament organizers. Acceptable contracted fees are to be negotiated by a member of the Executive Committee of the HTUA or their designated tournament representative.

Section 15. Fees for officiating may be waived in tournaments (1) for youth tennis pro­grams, (2) for promoting tennis among beginners, (3) for promoting the HTUA, (4) for which no entry fees are collected, or (5) in other circum­stances deemed appropriate by the Executive Committee of the HTUA.

Section 16. For the sole purpose of administrative convenience all fees paid by tourna­ment organizers for officiating services shall be paid into the HTUA's trea­sury, from which such fees shall be distributed to the individual officials who performed the service. This in no way implies an employer‑employee rela­tionship between this Association and the individual officials, who are work­ing as independent contractors. As an independent contractor, each indi­vidual official shall be responsible for the reporting and payment of all fed­eral, state, and local income taxes and self‑employment taxes as required by law on all funds received for officiating services.

Section 17. For the administrative convenience of taxing authorities, the HTUA shall assemble information on the amount of funds distributed to each indi­vidual official and shall provide documentation of this information to the appropriate taxing authorities as required by law. Copies of such documentation shall also be supplied to the individual officials to assist them in filing complete and accurate tax returns.

Section 18. HTUA funds shall not be used to pay for the services of non‑member officials, unless approved by the Executive Committee prior to the time services are rendered.

Section 19. The Board of Directors shall inform members at the first of the new year of the current fee schedule and method of distribution of fees.

Section 20. When on assignment, members shall be required to adhere to the USTA prescribed officials’ dress code as it stands at the time of the assignment.

Section 21. The HTUA shall not provide any uniforms or other gear to individual offi­cials. The individual officials will be expected to purchase their own USTA-approved uniforms and gear.

## ARTICLE VI

**ADMINISTRATIVE & FISCAL YEAR**

Section 22. The administrative year, fixing the term of office of directors and officers, shall run from January 1 to December 31.

Section 23. The fiscal year of the HTUA shall run from January 1 to December 31.

**ARTICLE VII**

**MEETINGS OF MEMBERS**

Section 24. The annual meeting of members of the HTUA shall be held each year at a specific time and place as determined by the Directors, for the purpose of electing Directors for the ensu­ing administrative year, receiving and reviewing reports of officers, Di­rectors, and committees as to activities of the HTUA, and for such other business as may properly come before the meeting.

Section 25. Notice of the annual meeting shall be given to each HTUA member in good standing as shown at least 30 days in advance of the meeting.

Section 26. A special meeting of the members of the HTUA may be called by the President at any time and shall be called by the President if requested by a majority of Directors, or if requested in writing by ten percent (10%) of the HTUA membership, all subject to notice. No special meeting shall be held outside the Houston or surrounding areas.

Section 27. At all such meetings of members, annual or special, ten percent (10%) of the membership shall constitute a quorum, but any number, although less than a quorum, may adjourn the meeting in order to obtain a quorum.

Section 28. Only members in good standing, as certified by the Executive Com­mittee, may vote at the annual or special meetings.

Section 29. Each voting member in good standing shall be entitled to vote on all matters upon which the membership shall be required to vote. Each voting member is entitled to one vote. A member must be present at a duly called meeting to cast their vote or may cast their proxy vote via email.

**ARTICLE VIII**

**DIRECTORS**

Section 30. The maximum number of Directors shall be eight (8) and shall con­stitute the Board of Directors.

Section 31. The nominees for Directors shall be presented to the membership at the annual meeting by the Nominating Committee. Nominations from the floor for any office will be added to the slate provided the nominee has expressed willingness to serve. Elections shall be by majority vote of the ballots received, and the term shall begin on January 1.

Section 32. Four (4) Directors shall be elected each year by the members at the annual meeting and shall serve for a period of two (2) years.

Section 33. Any vacancy on the Board may be filled for the remainder of the year by Board appointment. The unexpired term shall be filled by election at the next annual meeting of the membership.

Section 34. A Director must be a member of the HTUA.

Section 35. The Directors shall have general control and supervision of all affairs of the HTUA, shall elect officers, approve committees appointed by the President. The Board may make, adopt, or amend the Constitution and By‑Laws with a two‑third’s (2/3’s) vote of the entire board.

Section 36. Because of the potential conflict of interest, a Board member shall not be present during the discussion or vote on any item in which they have a vested financial interest.

**ARTICLE IX**

**MEETINGS OF DIRECTORS**

Section 37. Regular meetings of the Board of Directors shall be held at least twice a year. Notice of the Board of Directors meeting shall be made at least 10 days prior to the meeting. One of the meetings must be held by January 31 for the purpose of electing officers for that year.

Section 38. Any member of the HTUA shall be entitled to submit an item for consideration to the Board of Directors. The board must consider these items at the next scheduled meeting. Items must be submitted to the President or Secretary in writing at least two (2) weeks prior to a scheduled meeting. The member submitting an item for consideration may be asked to present the issue at the discretion of the board.

Section 39. A special meeting of the Board may be held at the request of the President or at the request of any three (3) Directors. Five (5) days notice of such meetings must be given to each Director. The notice shall include the time and place of the meeting, as well as the subject(s) to be considered. The Board may consider all pending issues and items that could be considered at any regular meeting.

Section 40. A majority of Directors shall constitute a quorum for the Board except in the case of adjourning a regular or special meeting. A motion to adjourn is passed if a majority of those present agree to adjourn the regular or special meeting.

Section 41. All regular meetings of the Board shall be held in the Houston and surrounding areas. The location and time of regularly scheduled Board meetings shall be determined with consideration for all Director’s locations and schedules.

## ARTICLE X

**EXECUTIVE OFFICERS**

Section 42. The Executive Officers of the HTUA shall consist of the President, Vice President, Secretary, Treasurer, and such other officers as the Board, in its discre­tion, may deem appropriate.

Section 43. Executive Officers shall be elected by the Board of Directors, from members of the Board, at the first regular meeting of the Board. Executive Officers shall serve for the administrative year and until their successors are elected and take office.

Section 44. Any Executive Officer may be re‑elected except the President, who shall serve no more than two consecutive years unless re‑elected by three‑fourth's (3/4's) majority of the Board.

Section 45. The Board may, at any time remove any Executive Officer by a two-third’s (2/3’s) majority vote of all current Board members’ and elect a successor to fill their unexpired term. The Board shall also fill for the unexpired term the vacancy in any office created other than by removal.

# ARTICLE XI

**DUTIES OF EXECUTIVE OFFICERS**

Section 46. The President shall be the Chief Executive Officer of the HTUA, and shall in general supervise, manage, and control all of the affairs of the HTUA, subject to such specific instructions or limitations as may be imposed by the Board. The President shall preside at all meetings of members of the HTUA and at meetings of the Board of Directors and Executive Com­mittee. The President shall appoint, subject to approval of the Board, committees as he may deem necessary or convenient. The President may be an ex-officio member of all committees.

Section 47. The Vice President shall assist the President in the performance of the duties of the President and in the absence of the President, shall perform his or her duties.

Section 48. The Secretary shall keep the books and records of the HTUA, other than financial, make and keep a current role of members, prepare and send notice of meetings, take and prepare minutes of all meetings, and assist the Executive Committee with gen­eral correspondence. The Secretary may be responsible for updating the Constitution and By-Laws as periodic changes are made by the Board.

Section 49. The Treasurer shall be custodian of financial records of the HTUA, make and keep a record of all receipts and disbursements, submit quarterly reports of such receipts and disbursements. The Trea­surer shall pay the debts of the HTUA, disburse funds to the member­ship as may be appropriate, and provide documentation of funds distributed to each individual official to the appropriate taxing authorities as re­quired by law. An annual accounting shall be prepared and presented to the HTUA membership at the annual meeting.

**ARTICLE XII**

**EXECUTIVE COMMITTEE**

Section 50. The Executive Committee shall consist of the President, Vice President, Sec­retary and Treasurer with the term of its members being the adminis­trative year.

Section 51. The Executive Committee shall function on a day‑to‑day basis, meet at the call of the President, Vice President, Secretary, Treasurer, and such other officers as the Board, in its discretion, may deem appropriate.

**ARTICLE XIII**

**COMMITTEES**

Section 52. The President shall appoint, with approval of the Directors, committees as deemed necessary. Each Committee shall be made up of at least three (3) members, all of whom must be members of the HTUA, and one (1) who must be a Director. Committees shall dissolve upon completion of their specific tasks. Example committees and their function are as follows (but not limited to):

1. Nominating Committee—The Nominating Committee shall make nominations for the Board of Directors and secure the approval of such nominees. It shall file such nominations with the Secretary prior to the mailing of the written notice of the annual meeting.
2. Training & Evaluation Committee—The Training & Evaluation Committee shall assure that an adequate number of official training schools are held each year within the Houston and surrounding areas; assist in teaching rules of tennis at area clinics and special functions; and assist National and Sectional evaluators in evaluating HTUA officials.
3. Discipline & Grievance Committee—The Discipline & Grievance Committee shall conduct a review of complaints from players, parents, coaches, spectators or anyone involved in an incident brought against a HTUA member. The committee shall consider all information and evidence from all parties, including the HTUA member, in order to make recommendations to the HTUA Board about any discipline of the member. The recommendation must be in writing and given to the President in a timely manner, even if no discipline is concluded.

**ARTICLE XIV**

**AMENDMENTS**

Section 53. These By‑Laws shall be subject to alteration, amendment, or revision and new by‑laws, not inconsistent with any provision of the Constitu­tion, Standing Orders, or By‑Laws of the USTA or the USTA Texas Section may be made by the affirmative two‑third's (2/3's) majority vote of the Board of Directors.

**ARTICLE XV**

**FINANCIALS**

Section 54. All funds of the HTUA shall be kept in a single account of a financial insti­tution with main branch offices located throughout the Houston and surrounding areas. All checks written against the account of the HTUA shall be signed by any of the officers, as so appointed by the Executive Committee.

Section 55. Any proposed expenditure of funds in excess of $100.00 must be approved by the Executive Committee prior to commitment of said funds.

Section 56. The financial records of the HTUA may be reviewed by a Certified Public Accountant at least every four (4) years. This financial review should state whether any material modifications should be made to any of the financial statements for them to be in conformity with Generally Accepted Accounting Principles.

**ARTICLE XVI**

**DISSOLUTION**

Section 56. Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.