

CONSTITUTION & BY-LAWS  
of the USTA Rhode Island

**CONSTITUTION**

**NAME, PURPOSES, LOCATION  
CORPORATE SEAL AND FISCAL YEAR**

- 1.1 Name and purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Organization.
- 1.2 Charter. This Corporation shall be a State Association of USTA New England, Incorporated, a Massachusetts “not for profit corporation,” and shall be subject to the Constitution and rules thereof.
- 1.3 Location. The principle office of the Corporation is at P.O. Box 462, Greenville, RI 02828. The directors may change the location of the principal office in the State of Rhode Island effective upon filing a certificate with the Secretary of the State of Rhode Island
- 1.4 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the Directors, end on December 31 in each year.
- 1.5 Amendments. Amendments to the Constitution may be made at any annual or special meeting of the membership following the procedures specified in the By-Laws.

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**BY-LAWS**

**ARTICLE I**

**MEMBERS**

For the purposes of this Article, the term “Member”, unless otherwise specified, shall mean voting Members.

- 1.1 Eligibility. Anyone age eighteen (18) or over with a USTA Rhode Island membership or plays on a USTA Rhode Island league is eligible to be a member of the Corporation.
- 1.2 Honorary Membership. The Board of Directors shall have the power to confer upon anyone an honorary membership without contribution of an annual donation by such honorary member. Honorary members shall not be entitled to vote and shall not be considered for the purposes of establishing a quorum.
- 1.3 Voting Power.
- (a) No member shall vote at the Annual Meeting unless it was a member by December 31 of the preceding fiscal year.
  - (b) No member shall enjoy any of the privileges of membership unless they have a valid USTA membership.
  - (c) Representation: At all general meetings of the Corporation as described in these By-Laws, each member shall be entitled to be represented in person or by proxy as described in Article 1.12.
- 1.4 Expulsion. The Board of Directors shall have the power to suspend or expel any member for cause.
- 1.5 Suspension, Expulsion and Refusal of Membership. The Board of Directors shall, in their sole and absolute discretion, have the power to suspend or expel any member or refuse membership to anyone for cause. In such event the Board of Directors shall deliver written notice of its action to such individual and provide such individual an opportunity to appear before the Board of Directors within thirty (30) days.
- 1.6 Annual Meeting. The Annual Meeting of the Members shall be held no less than 30 days prior to nor 90 days after the close of the each fiscal year of the corporation. On such date and at such hour as may be fixed by the Board of Directors and stated in a notice of such meeting the Secretary shall personally, by mail, by e-mail, or a written notice not less than twenty (20) days in advance of the meeting, send notice of the Annual Meeting. The Annual Meeting may be held at the principal office of the Corporation or at such other place within Rhode Island as the President, Members or Directors shall determine.
- If an Annual Meeting is not held as herein provided, a special meeting of the Members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references in these by-laws. The Annual Meeting of the Members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in section 1.9.

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- 1.7 Special Meetings. Special meetings of the Members may be held at any time and at any place within Rhode Island. Special meetings of the Members may be called by the President, Vice President or by the majority of the Board of Directors, or upon written application to the Secretary by at least ten percent (10%) of the membership. Written notice of such meeting, stating the purpose for which it is called shall be served personally or by mail, not less than ten (10) days nor more than sixty (60) days before the date set for such meeting. The notice shall be directed to every member either by mail or some form of electronic notification. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the Members.
- 1.8 Call and Notice.
- (a) Annual Meetings. Notice of the time and place and stating the purpose of all Annual Meetings shall be given to each member at least twenty (20) days prior to the date of the meeting, provided that notice shall be given as otherwise required by law, the Articles of Organization, or these by-laws.
  - (b) Special Meetings. Reasonable notice of the times and place of special meetings of the Members shall be given to each Member. Such notice shall include the purpose of the meeting.
  - (c) Reasonable and Sufficient Notice. Except as otherwise expressly provided by these By-Laws, it shall be reasonable and sufficient notice to a Member to post meeting notification on the organization web site or to send notice by mail, telegram, fax, or email at least five business days before the meeting addressed to the usual or last known business address, or to give notice by hand or by telephone at least forty-eight hours before the meeting.
- 1.9 Action by Vote. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these by-laws.
- 1.10 Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote until the final adjournment of such meeting.
- 1.11 Authorization. Each voting member at any meeting and signatories on all proxies must establish to the satisfaction of the Secretary of the Corporation or to such person as he/she may appoint, that the person casting the ballot or executing the proxy has been duly authorized by the Member he/she purports to represent to act on the Member's behalf with respect to casting of said vote and upon all matters which may come before such meeting.

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- 1.12 Quorum. At each Annual meeting of the Members, the presence, in person or by proxy, of twenty (20) of the Members, shall constitute a quorum for the transaction of business except where otherwise provided by law or by the Articles of Incorporation or by these By-Laws. In the absence of a quorum at any meeting or adjournment the members of the corporation present, in person or by proxy, shall have the power to adjourn the meeting from time to time until additional members necessary to constitute a quorum shall be present or represented. At any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called. Notice of any adjourned meeting of the Members shall not be required to be given, except when expressly required by law.
- 1.13 Use of Robert's Rules of Order. Except as otherwise provided in these By-Laws, Robert's Rules of Order shall be the rules of order for meetings of USTA Rhode Island.

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**ARTICLE II**

**BOARD OF DIRECTORS**

- 2.1 General Powers. The property, affairs and business of the Corporation shall be controlled and managed by the Board of Directors. Without limiting the generality of the foregoing, such control shall include the power to: hire employees, professional, clerical and secretarial; enter into employment agreements with employees where deemed advisable; determine leaves of employee compensation, including wages, salaries, bonuses and other fringe benefits; terminate the employment of an employee; determine condition of employment, including hours of work, work responsibilities, vacation time, and sick leave; authorize the purchase or rental of property, determine annual dues of the Members and determine all policies of the Corporation. The Board of Directors may from time to time delegate these particular responsibilities to specified officers or Committees of the Corporation, as it shall deem advisable. They may adopt such rules and regulations for the conduct of their meeting and the management of the Corporation not inconsistent with these by- laws, the Articles of Incorporation, or the laws of the State of Rhode Island.
- 2.2 Number and Election. The government of USTA Rhode Island shall be vested in a Board of Directors comprised of no more than twelve (12) and no less than five (5) members in good standing. The directors shall manage all the affairs of USTA Rhode Island. They shall exercise any and all powers of authority that may be required for the proper administration of the business. The Directors will have custody and control of all property belonging to USTA Rhode Island.
- The Nominating Committee shall nominate a slate of Directors each year prior to the annual meeting of the members of the Corporation. The members of the Corporation shall vote on and elect the Board of Directors at such meeting as described in Article V.
- 2.3 Tenure. Each Director shall hold office for a three (3) year term after his/her election and until a successor is elected and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified. At each Annual Meeting, the four (4) longest tenured directors' positions will be elected.
- 2.4 Voting. Each Director shall have the full right to vote and participate in the management and affairs of the corporation.
- 2.5 Powers. The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers reserved to the Members as Members by law, the Articles of Organization or these By-Laws. The President shall be the Rhode Island State Delegate to the USTA New England Board at the Annual Meeting each election year. The Vice President shall be the Alternate Rhode Island State Delegate.
- 2.6 Committees. The Directors may appoint one or more committees and may delegate to any such committee or committees any and all of their powers. Unless the Directors

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otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Directors.

- 2.7 Suspension or Removal. A non-Officer Director may be suspended or removed with cause by vote of no less than two thirds of Directors then in office at any special meeting called for such purpose or at any regular meeting. A non-Officer Director may be removed with cause only after reasonable notice and opportunity to be heard.
- 2.8 Resignation. A non-Officer Director may resign by delivering his/her written resignation to the President, Treasurer or Secretary of the Corporation, to a meeting of the Members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 2.9 Vacancies. Any vacancy in the Board of Directors (excluding the officers) may be filled by the President of the Corporation. Each successor shall hold office for the unexpired term or until he/she sooner dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.
- 2.10 Regular Meetings. Regular meetings of the Directors shall be held a minimum of four times in each fiscal year. Two of these meetings must be separated by at least three months. The time and place of these meetings shall be designated by the President.
- 2.11 Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the President of the Board of Directors, or by two or more Directors.
- 2.12 Call and Notice.
- (a) Regular Meetings. Notice shall be given to each of the Directors of the time, place and purpose of any regular meeting at least ten (10) days prior to the date of such meeting, provided that notice shall be given as otherwise required by law, the Articles of Organization or these By-Laws.
  - (b) Special Meetings. Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-Laws or unless there is to be considered at the meeting (1) contracts or transactions of the Corporation with interested persons, (2) amendments to these By-Laws, (3) an increase or decrease in the numbers of Directors, or (4) removal or suspension of a Director.
  - (c) Reasonable and Sufficient Notice. Except as otherwise expressly provided by these By-Laws, it shall be reasonable and sufficient notice to a Director to send notice of a special meeting by mail, telegram, fax, or email at least five business days before the meeting, addressed to the usual or last known business or residence address. Or to give notice in person or by telephone at least forty-eight hours before the meeting.
  - (d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by the Director (or an attorney thereunto authorized) before or after the meeting, is filed with the records of

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the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

- 2.13 Quorum. At any regular or special meeting of the Directors, five (5) of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 2.14 Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization, or these By-Laws. If necessary to vote on an issue between meetings, the following procedure will be followed:
1. A Director must state the motion via e-mail to the entire Board.
  2. Another Director must second the motion via e-mail to the entire Board.
  3. Once seconded, the motion is open for discussion for a maximum of four (4) days.
  4. Following discussion, there will be two (2) days allowed for online voting.
  5. If, after the second day of voting, there is a Director(s) who has not voted, the Secretary will attempt to contact such Director(s) by phone. If unable to reach the Director(s) by the end of the voting period, the vote will be tallied without their vote.
- 2.15 Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if the following conditions are met:
- (a) An action by writing may be taken if called for by at least two Officers.
  - (b) A quorum of five (5) Directors be established, whose response shall be received in writing, for the vote to be valid. These votes shall be filed with the records of the meetings of the Directors.
  - (c) The same criteria be used for the vote to pass (usually a majority of those voting) as is used for that type of action if taken at a meeting.
- 2.16 Compensation. Directors shall be entitled to receive for their services such reasonable amount, if any, as the Directors may from time to time determine, which may include expense of attendance at meetings. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

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**ARTICLE III**

**OFFICERS AND AGENTS**

- 3.1 Number and Qualification. The Officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary. The Corporation may also have such agents, if any, as the Directors may appoint. The Officers shall be Directors. A person may hold more than one office at the same time. If required by the Directors, any Officer shall give the Corporation a bond for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.
- 3.2 Election. The President, Vice-President, Treasurer and Secretary shall be elected annually by the Directors following the Annual Meeting.
- 3.3 Tenure. The Officers shall each hold office until a successor is chosen and qualified, or until the Officer sooner dies, resigns, is removed or becomes disqualified.
- 3.4. President and Vice President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Corporation. The President shall call and preside at all meetings of the members and at all meetings of the Directors, except as the members or directors otherwise determine. The President shall appoint a chairman for each committee and approve all committee members chosen by said chairman; see that all Officers perform their duties; and shall be an ex-officio member of all committees.
- The Vice President shall have such duties and powers as the Directors shall determine. The Vice President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of the President's inability to act. The Vice President shall be ex-officio member of all committees.
- 3.5 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation, and shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Directors or the President, and shall also be in charge of the Corporation's books of account and accounting records, and of its accounting procedures, and shall render such reports as may be required.
- 3.6 Secretary. The Secretary shall record and maintain records of all proceedings of the Members and Directors, which shall be kept at the principal office of the Corporation and shall be open at all reasonable times to the inspection of any Member. If the Secretary is absent from any meeting of Members or Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.
- 3.7 Suspension or Removal. An Officer may be suspended or removed with cause by vote of no less than two thirds of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.



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- 3.8 Resignation. An Officer may resign by delivering his/her written resignation to the President, Treasurer, or Secretary of the Corporation, to a meeting of the Members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 3.9 Vacancies. The Vice President shall fill a vacancy in the office of President. The Directors shall appoint a Vice President within thirty (30) days after the vacancy occurs. If the office of any other Officer becomes vacant, the Directors shall elect a successor. Each such successor shall hold office for the unexpired term, until a successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified.

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**ARTICLE IV**  
**COMMITTEES**

4.1 Standing Committees:

- (a) Nominating Committee: The Nominating Committee shall serve for a two year term. The Chairman of said committee shall be selected as follows:
- The Chairmanship shall be offered to the Immediate Past President.
  - If the Immediate Past President is unable or unwilling to serve, then the Chairmanship shall be offered to the most recent previous Chair of the Nominating Committee.
  - If the most recent previous Chair is unable or unwilling to serve, then the Board of Directors shall select the Chair.
  - The Nominating Committee Chairman may serve for no longer than six consecutive years.

By November 1 following an election, the Chairman shall have selected a committee, consisting of three (3) members. Up to two members of each Nominating Committee may serve a second consecutive term, and shall have been selected by the previous Nominating Committee as follows:

A member of the Board of Directors may serve on the Nominating Committee, provided that member is not a candidate for re-election to the Board. No member of the Nominating Committee may be nominated for election as a Board member during his/her term on the Nominating Committee.

In selecting members for the Committee, the Chairman should seek USTA Rhode Island members who are active and knowledgeable about the affairs of the association and other community based programs and activities. This Committee, as selected by the Chairman, must then be approved by the Board of Directors at its next meeting.

Not later than 30 days prior to the next Annual Meeting, the Nominating Committee shall file with the Secretary of the Corporation a list of nominations for such Directors whose three (3) year term is expiring. The candidates selected shall be determined at a meeting of the Nominating Committee (i.e., not via telephone), with the Committee members having received advanced notice of the time and place of the meeting. A quorum for this meeting shall consist of three (3) members of the Nominating Committee and a majority of the committee members present and voting shall nominate the candidates for office.

- (b) USTA League Tennis Committee: There shall be a USTA League Tennis Committee comprised of a Chairman and no more than twelve (12) and no less than eight (8) members All members shall serve for a term of one year subject to reappointment at the end of that period or until their respective successors are

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- appointed. The presence of three (3) committee members shall constitute a quorum at any meeting of the committee and such a quorum must be present for the transaction of business of the committee. The primary role of the USTA League Tennis Committee shall be the enforcement of the rules and regulations of the Association and the USTA pertaining to the conduct of players.
- (c) Scholarship Committee: There shall be a Scholarship Committee comprised of a minimum of a Chairman and two (2) members appointed by the President. The presence of three (3) committee members shall constitute a quorum at any meeting of the Scholarship Committee and such a quorum must be present for the transaction of business of the committee. The primary role of the Scholarship Committee is to review applications and award the annual Judy Brucks Memorial Scholarships.
- 4.2 Other Committees. The Board of Directors shall establish whatever other committees it deems necessary. Membership in all committees, with the exception of the Nominating Committee as provided above, shall be for the same term as the current board.

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**ARTICLE V**

**ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

- 5.1 By 30 days prior to the next annual meeting, the Secretary shall receive a list of nominations for the Board of Directors from the Nominating Committee as provided in Article IV. Said list shall be forwarded by the Secretary to all members of USTA Rhode Island no later than fifteen (15) days prior to the Annual meeting.
- 5.2 Additional nominations for any or all such offices may be made by filing with the Secretary no later than fifteen (15) days prior to the Annual meeting a certificate of nomination signed by authorized representatives of at least 10% of the Members which are then members in good standing of USTA Rhode Island. Any additional nomination shall clearly identify who the alternative(s) would replace on the Nominating Committee's slate. Only candidates duly nominated under the provisions of this Article shall be eligible for election. Each Nominee for contested office shall be entitled to submit to the Secretary a concise statement of his/her qualifications for said office. An additional Nominee as defined herein shall submit a statement of qualifications at the time of filing the certificate of candidacy. Upon receipt of such statement of qualifications and certificate of candidacy, the Secretary shall without delay notify all other candidates for said office of the additional nomination and receipt of statement of qualification if any. Upon notification by the Secretary of such additional nomination, all other nominees for the office in question shall be entitled to submit a statement of qualifications no later than fifteen (15) days prior to the Annual meeting. The Secretary shall distribute a copy of any statement of qualifications submitted by any nominee to all members of USTA Rhode Island entitled to vote for the office in question together with a list of all candidates for said office, appropriate proxies and a notice of the annual meeting. It shall be the responsibility of each nominee to supply the Secretary with sufficient quantities of any statement of qualifications submitted for distribution to all members of USTA Rhode Island entitled to vote for the office in question. Information may be posted on the USTA Rhode Island web page, which will constitute sufficient notice, and distribution of said information.
- 5.3 Election: The election shall take place at the Annual Meeting. If no alternative candidates were properly submitted, the Nominating Committee's slate shall be deemed elected at the next annual meeting. If there is more than one duly nominated candidate for any office, election shall be by the members or such portion thereof entitled to vote for the office in question, casting the number of votes to which each member is entitled under the provision of Article I. The members shall cast their votes by written proxy or, in the alternative, and if represented in person at the Annual Meeting, by written ballot. A plurality shall suffice for election.

**RTICLE VI**

**EXECUTION OF PAPERS**

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- 6.1 Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its Officers, of whom one is the President or a Vice-President and the other is the Treasurer or an Assistant Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the Corporation.

**ARTICLE VII**

**PERSONAL LIABILITY**

- 7.1 The Members, Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

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**ARTICLE VIII**

**INDEMNIFICATION OF DIRECTORS,  
OFFICERS, EMPLOYEES AND OTHER AGENTS**

- 8.1 Right to Indemnification. The Corporation shall indemnify and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as a Director, Officer, employee or other agent of the Corporation, or who serves or shall have served at its request as a Director, Officer, employee or other agent of another organization in which it has an interest, whether or not an Officer at the time, against and for any and all claims and liabilities to which he/she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he/she is made a party by reason of such service, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation. In effecting such indemnity and reimbursement, the Members of the Corporation may enter into such agreements and direct the Officers of the Corporation to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.
- 8.2 Indemnification of Persons not Directors. The Board of Directors may by vote act to indemnify any or all employees, or other agents of the Corporation from liability for acts done by them in good faith in behalf of the Corporation.
- 8.3 Indemnification in Advance of Final Disposition of Action. Indemnification to the persons specified in 8.1 may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if said person shall be adjudicated to be not entitled to indemnification under this By-Law.
- 8.4 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, employee or other agent of another organization, in which it has an interest, against any liability incurred by said person in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.

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**ARTICLE IX**  
**AMENDMENTS**

- 9.1 The By-Laws may be altered, amended, or repealed in whole or in part by vote of a majority of the Directors then in office, except with respect to any provision thereof which by law, the Articles of Organization or these By-Laws requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending, or repealing by the Directors of any By-Laws, notice thereof stating the substance of such change shall be given to all Members. The Members may alter, amend or repeal any provision which by law, the Articles of Organization or these By-Laws requires action by the Members.

**ARTICLE X**

- 10.1 By accepting USTA Rhode Island membership, a member agrees to follow the USTA Rhode Island, USTA and USTA New England Constitutions, By-Laws, Standing Orders, and Rules and Regulations and to exhaust all administrative remedies provided therein in each controversy and grievance involving participation in USTA Rhode Island activities.