

Proposed Amendments to USTA Bylaws

Note: Words underlined are proposed to be added. Deleted text is shown in strikethrough. References are to the 2024 Yearbook, unless otherwise noted.

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

PASSED

Amend USTA Bylaw 17.b. (pg. 109) as follows:

17. Exhaustion of Administrative Remedies.

- a. All current and former members ~~agree to~~shall follow the Constitution, the Bylaws, and the USTA ~~Regulations~~regulations. Members shall exhaust all administrative remedies in any controversy ~~or grievance~~, including, but not limited to, membership, governance, management, or participation in activities or events.
- b. All current and former Direct Member Clubs, Organization Members, Individual Members, and Honorary Members shall submit to final and binding arbitration in any controversy involving governance or management.
- ~~b.c.~~ Sectional Associations, District Associations, or subdivisions of Sectional Associations ~~agree shall to~~ submit to final and binding arbitration in any controversy ~~or grievance~~ involving their governance or management upon demand of the Board or a vote of no less than 30% of a Sectional Association's Board of Directors.
- ~~c.d.~~ Final and binding arbitration shall be conducted in accordance with procedures approved by the Board.

Effective Date: Immediately

Rationale: To clarify that binding arbitration for all individual and organization members in any controversy involving governance or management is required.

Part I. Amend **Bylaw 27.** (pg. 111) as follows:

27. Board of Directors.

- a. Responsibilities. {unchanged}
- b. Composition. The voting members of the Board shall be the five officers, the Immediate Past President, and nine at-large members.

i. Independent Director.

- 1. Independent Director. The Board must include at least one Independent Director.
- 2. Definition of Independent Director. The Corporation defines an Independent Director as a director who has no material relationship with the Corporation, either directly or indirectly through an organization with a material relationship with the Corporation. A relationship is material if it would interfere with the Director's independent judgment. A Director is not independent if, within the preceding two years:
 - a) the Director was employed by or was a member of the Board or Executive Council of the Corporation, unless the Director was an Independent Director on the Board;
 - b) the Director was employed by or was a member of the board of directors or executive committee of: (a) the International Tennis Federation; (b) a Sectional Association; or (c) a District Association or subdivision of a Sectional Association;
 - c) an immediate family member of the Director was employed by or a member of the board or executive committee of any entity listed in subparagraphs i. or ii. above;
 - d) the Director was affiliated with or employed by the Corporation's outside auditor or outside counsel;
 - e) an immediate family member of the Director was affiliated with or employed by the Corporation's outside counsel as a partner, principal, or manager;
 - f) the Director was a member of the Corporation's Athletes' Advisory Council or any constituent group with representation on the Board;
 - g) the Director receives, directly or indirectly, any compensation other than reimbursement of expenses reasonably incurred on behalf of the Corporation;
 - h) the Director is the parent, close family member, or coach of an athlete who competed in a Protected Competition; or
 - i) the Director is or was a member of the Corporation who participated in a Protected Competition.

An Independent Director must maintain their independent status during the Director's term and any successive term. Should the Board only have one Independent Director and that Independent Director loses their independent status, then the Board shall remove the Independent Director and fill the vacant seat consistent with USTA Bylaw 33, with a person the Nominating Committee has determined would be an Independent Director.

- 3. Determination of Independent Director. The Nominating Committee determines whether a person qualifies as an Independent Director. The Nominating Committee shall present a slate that includes at least one Independent Director.

- ii. Affiliate Representation. If the Corporation authorizes any organization to conduct national athletic competitions on a level of proficiency appropriate for the selection of athletes to represent the United States in Protected Competitions, the Corporation will provide for reasonable and direct representation for the organization on the Board.

iii. Board Athlete Representative. At least 20 percent of the voting members of the Board shall be 10-Year Elite Athletes (“Board Athlete Representatives”). The minimum percentage of Board Athlete Representatives on the Board shall automatically be adjusted if required by the United States Olympic and Paralympic Committee (“USOPC”). The ~~USOPC AAC-Team USA Athletes’ Commission (“Team USA AC”)~~ Representative shall serve as a voting member of the Board and shall be counted as a Board Athlete Representative. In the event that the ~~USOPC AAC-Team USA AC~~ Alternate Athlete Representative is elected as a voting member of the Board, such individual will be counted as a Board Athlete Representative. An *ex officio* non-voting Member of the Board does not count towards the total composition of the Board. Excluding the Board Athlete Representatives, no more than two of the at-large members may be domiciled in the same section when they take office. Board Athlete Representatives may be nominated for officer positions. A President who does not complete the term of office shall not, however, be a member of the Board as Immediate Past President unless confirmed by a majority of the other members of the Board. The Immediate Past President shall serve only two years beyond the elected term as President. A minimum of 50 percent of the Sectional Associations shall have a member on the Board. The domicile of a Board Athlete Representative shall not be considered when determining whether the 50 percent requirement is met.

iv. ~~For the term beginning on January 1, 2023, a~~ At least 40 percent of the voting members of the Board must have served as members of a Sectional Association board of directors for two years or more.

c. Nomination of representatives to ITF. {unchanged}

d. Committees of the Board. {unchanged}

Part II. Amend **Bylaw 33.** (pg. 112) as follows:

33. Vacancies. If a vacancy shall occur in the officerships or on the Board, the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term, except as otherwise provided in **Bylaw 35** and *except that* a vacancy in the office of the Immediate Past President shall not be filled. If a vacancy occurs which results in the Board having no Independent Directors, that vacancy must be filled with an individual who meets the criteria established in Bylaw 27.b. If a vacancy on the Board is in a non-Board Athlete Representative position, the remaining members of the Board shall vote to elect an individual to fill the vacant position. If a vacancy is in a Board Athlete Representative position other than the ~~USOPC AAC-Team USA AC~~ Representative, only the remaining Board Athlete Representatives shall vote to elect an individual to fill the vacant position, in accordance with the requirements in **Bylaw 27.b.** The vacancy of the ~~USOPC AAC-Team USA AC~~ Representative shall be filled as provided in **Bylaw 65.**

Part III. Amend **USTA Bylaw 35.h.i.** (p. 113 - 114) as follows:

35. Nominating Committee. Only candidates nominated as provided in this Bylaw shall be eligible for election.

h. Nominations by petition.

i. Sectional Associations. Sectional Associations having an aggregate vote of not less than one-third of the voting membership may submit a petition nominating persons to serve as officers, members of the Board, or at-large members of the Nominating Committee except that the Sectional Associations may not nominate:

- a person who is not an Elite Athlete to run against a person who is a candidate as a Board Athlete ~~Representing Representative~~ or Nominating Committee Athlete Representative; or
- a person who is not designated by the Nominating Committee as an Independent Director to run against a person designated by the Nominating Committee as an Independent Director.

Effective Date: Immediately

Rationale: To update the Bylaw and bring it into conformity with the requirements of the United States Olympic and Paralympic Committee (USOPC).

B3. Proposed by Constitution and Rules Committee
Allon Lifshitz, Chair

PASSED

Amend **USTA Bylaw 36.** (pg. 114) as follows:

36. Election to Board, Corporation AAC, and Nominating Committee.

- a. The 10-Year Elite Athletes shall elect the Board Athlete Representatives from among the members of Corporation AAC. The ~~USOPC-AAC~~Team USA AC Representatives shall be elected in accordance with Bylaw 65.b.
- b. The Corporation AAC shall elect the Nominating Committee Athlete Representatives.
- c. The voting members of the Corporation shall vote on the remaining candidates to the Board and Nominating Committee.

Effective Date: Immediately

Rationale: To update the Bylaw and bring it into conformity with the requirements of the United States Olympic and Paralympic Committee (USOPC).

B4. Proposed by Constitution and Rules Committee
Allon Lifshitz, Chair

PASSED

Amend **USTA Bylaw 35.c.** (pg. 113) as follows:

35. Nominating Committee. Only candidates nominated as provided in this Bylaw shall be eligible for election.
c. Nominations. The Nominating Committee shall nominate the officers, other members of the Board, and the members of the Nominating Committee, in accordance with the requirements in **Bylaws 27.b., ~~and 35.a., and 65.b.~~** The Nominating Committee shall work in collaboration with the Corporation AAC in identifying candidates to serve in the Nominating Committee Athlete Representative positions and the Corporation AAC positions. If the Nominating Committee submits a slate that consists of more than 20 percent 10-Year Elite Athletes to the Board or more than three Elite Athletes to the Nominating Committee, it shall designate those candidates who are nominated as Board Athlete Representatives and Nominating Committee Athlete Representatives. Any nominee not designated as a Board Athlete Representative or a Nominating Committee Athlete Representative is an at-large nominee.

Effective Date: Immediately

Rationale: To update the Bylaw and bring it into conformity with the requirements of the United States Olympic and Paralympic Committee (USOPC).

Amend **Bylaw 63.** (p. 121) as follows:

ATHLETE SAFETY AND SPORT INTEGRITY

63. Athlete Safety.

- a. Jurisdiction and Authority of U.S. Center for SafeSport. As required by the SafeSport Code for the U.S. Olympic & Paralympic Movement (“Center’s Code”), If-if any ~~Member~~member or participant as defined by the Corporation’s Safe Play Policy (“Participant”) is alleged to have violated the Corporation’s Safe Play Policy prohibiting sexual abuse or misconduct (see current edition of the USTA Safe Play Policy at www.usta.com), or if the Corporation receives a report that is required by the USOPC or applicable law to be referred to the U.S. Center for SafeSport (“Center”), the Center shall have exclusive jurisdiction and authority to investigate such allegation or report, to issue any interim suspension, to take any measures pending conclusion of the investigation, to make recommendations of sanctions or disciplinary action as a result of such investigation, and to adjudicate such matter according to the Center’s procedures for adjudication; provided that, the duty to report to the Center and the Center’s jurisdiction to investigate shall not supersede any local, state, or federal reporting requirements or jurisdiction.
- b. Appeal Rights. There shall be no appeal of any decision adjudicated by the Center except ~~through arbitration~~—as set forth in the Center’s Code governing documents—or the USOPC’s governing documents.
- c. Investigation or Disciplinary Process. Neither the Corporation nor any ~~Member~~member or Participant shall engage in its own investigation or disciplinary process related to any allegation or report that are within the exclusive jurisdiction of the Center. Upon the issuance by the Center of any interim suspension or other measures, or any other suspension or other sanction issued by the Center after conclusion of its adjudicative process, or by agreement with the party subject to suspension or other sanction, the Corporation and its ~~Members~~members and Participants shall enforce such suspension or other sanction issued by the Center even if arising from allegations outside of the Corporation’s or ~~Member’s~~member’s programs.
- d. ~~Other Violations~~Scope of Authority and Jurisdiction. If an alleged violation involves sexual abuse or misconduct, then ~~The the~~ delegation of authority and jurisdiction to the Center ~~as set forth above~~, and the restrictions on the Corporation and its ~~Members~~members, shall also include the investigation and issuance of sanctions related to allegations of other violations of the Corporation’s Safe Play Policy ~~(e.g., physical misconduct, emotional misconduct, bullying, harassment, and hazing), which involve sexual abuse or misconduct.~~ Furthermore, in the Corporation’s discretion, the Corporation may request the Center to accept jurisdiction of matters that do not involve allegations of sexual abuse or misconduct ~~but do involve allegations of physical misconduct, emotional misconduct, bullying, harassment, or hazing.~~
- ~~d.~~e. Prohibition on Assisting New Employment. If a member of the Corporation knows that another member or former member violated applicable law related to sexual misconduct or the policies or procedures of the Center for SafeSport related to sexual misconduct or was convicted of a crime involving sexual misconduct, then the member is prohibited from assisting the other member or former member in obtaining any new employment position, except for the routine transmission of administrative and personnel files.

Effective Date: Immediately

Rationale: To update the Bylaw and bring it into conformity with the requirements of the governing agencies and the United States Olympic and Paralympic Committee (USOPC).

B6. Proposed by Constitution and Rules Committee
Allon Lifshitz, Chair

PASSED

Amend USTA Bylaw **65.b.1.** (pg. 122) as follows:

65. Athletes' Advisory Council and Representative to the ~~USOPC AAC~~Team USA AC.

b. United States Olympic & Paralympic Committee ~~Athletes' Advisory Council~~Team USA AC Representative and Alternate Representative. The United States Olympic & Paralympic Committee ("~~USOPC~~") has established a committee of athlete representatives referred to as the ~~Team USA AC~~Athletes' Advisory Council ("~~USOPC AAC~~"). The Corporation's representatives shall be known as the ~~USOPC AAC~~Team USA AC Representative and the ~~USOPC AAC~~Team USA AC Alternate Representative.

1. Eligibility to be elected or appointed to serve as the Corporation's ~~USOPC AAC~~Team USA AC Representative and the ~~USOPC AAC~~Team USA AC Alternate Representative. ~~The USOPC AAC Representative and the USOPC AAC Alternate Representative shall be of the opposite gender.~~ Unless a ~~USOPC AAC~~Team USA AC Representative is still competing and receiving benefits from the Corporation or the USOPC, a ~~USOPC AAC~~Team USA AC Representative cannot be a paid employee of the Corporation or the USOPC and simultaneously serve on the ~~USOPC AAC~~Team USA AC. USOPC Eligible Voters who have not exceeded the term limit are eligible to serve as the ~~USOPC AAC~~Team USA AC Representative or the ~~USOPC AAC~~Team USA AC Alternate Representative ("USOPC Eligible Athlete").

Effective Date: Immediately

Rationale: To update the Bylaw and bring into conformity with the requirements of the United States Olympic and Paralympic Committee (USOPC).

Amend **Bylaw 64.** (pg. 121-122) as follows:

64. Anti-Doping. ~~The Corporation is committed to ensuring fair and drug free competition. Athletes bear the ultimate responsibility to compete fairly and drug free. Participation in USTA tournaments constitutes consent to be tested for drugs. Use of banned substances and doping methods may result in penalties, including suspension and permanent disqualification. It is the duty of all Members of the Corporation to comply with all anti-doping rules of the ITF, the World Anti-Doping Agency ("WADA"), World Anti-Doping Code ("WADA Code"), the U.S. Anti-Doping Agency ("USADA"), including the USADA Protocol for Olympic and Paralympic Movement Testing ("USADA Protocol"), and all other policies and rules adopted by the ITF, USADA, and the USOPC National Anti-Doping Policy. Members agree to submit to drug testing by the ITF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a Member may have committed a doping violation, the Member agrees to submit to the Results Management Authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management of the ITF or the Corporation, if applicable or referred by USADA. Members who fail to comply with these requirements face suspension or termination of their membership by the Corporation.~~

All athletes shall comply with all anti-doping rules and all other policies and rules of the World Anti-Doping Agency ("WADA"); the International Tennis Integrity Agency ("ITIA"); the United States Olympic and Paralympic Movement, including the USOPC National Anti-Doping Policy; and the U.S. Anti-Doping Agency ("USADA"), including the USADA Protocol for Olympic and Paralympic Movement Testing ("USADA Protocol"). All athletes agree to submit to drug testing by the ITIA and USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification, suspension, and revocation of membership. If it is determined that an athlete may have committed a doping violation, the athlete agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the ITIA and USTA, if applicable or referred by USADA.

Effective Date: Immediately

Rationale: To update the Bylaw and bring it into conformity with the requirements of the governing agencies and the United States Olympic and Paralympic Committee (USOPC).