



PTR By-Laws

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ARTICLE I

Name, Legal Status, and Purpose

Section 1: The organization shall be known as Professional Tennis Registry (incorporated as the Professional Tennis Registry, Inc.) and referred to hereinafter as "PTR."

Section 2: PTR shall be incorporated as a nonprofit organization under the laws of the State of South Carolina.

Section 3: The purposes of PTR shall be to:

- a. Educate, certify and serve tennis teaching professionals and coaches around the world
- b. Support programs that increase play and participation and advance the mission to grow the game of tennis
- c. Support the PTR Foundation and other allied groups that promote and/or develop the growth of tennis.
- d. Maintain and enforce a Code of Ethics
- e. Engage in any other lawful activity necessary to carry out PTR's mission

ARTICLE II

Membership

Membership classifications shall be established by the PTR Board of Directors (hereinafter referred to as the "Board"). Information on each membership classification shall be made readily available to all members.

Section 1: Full membership is available to individuals sixteen (16) years or older. Each applicant, upon being tested and having passed said test, shall be certified as either "Professional", "Instructor" or "Associate Instructor" based on the applicant's score obtained on the test. Applicants who do not pass or take the test shall be designated "Non-Tested" and shall not be certified.

Section 2: Honorary membership -- The Board may grant honorary membership to any individual.

Section 3: Affiliated memberships are available to Recreational Coaches, Scholastic Coaches, and other such auxiliary memberships as authorized by the Board.

Section 4: Application for membership shall be submitted to PTR or one of its Providers. A Provider is a person or business entity that provides services to PTR members in a designated country and pays PTR a negotiated fee to PTR.

Section 5: By exercising membership in PTR, each member agrees to abide by the PTR Code of Ethics.



ARTICLE III

Membership Dues

Section 1: PTR annual dues for all membership classifications and the membership year shall be recommended by the CEO and approved by the Board as part of the budget process.

Section 2: PTR certified members who allow their PTR membership to expire will no longer be considered a PTR member or certified by PTR to teach tennis. They also are not allowed to use the PTR designation or any derivative thereof.

ARTICLE IV

Annual Membership Meeting

Section 1: The Annual PTR Membership Meeting to elect members of the Board and to transact other business, shall be held on such date as determined by the Board. Notice thereof shall be sent to the PTR members at least forty-five (45) days prior to the date of the annual membership meeting.

Section 2: PTR members shall be notified of the slate of nominees proposed by the Nominating Committee at least thirty (30) days prior to the date of the annual membership meeting.

Section 3: The President or the presiding officer shall establish the order of business at all meetings. Additional agenda items may be added to the agenda at the request of two or more Board members.

Section 4: *Robert's Rules of Order* shall govern parliamentary procedures not specifically mentioned in these By-Laws or in a policy approved by the Board. The President shall appoint a Parliamentarian to ensure that the proper procedures are used at all meetings.

ARTICLE V

Voting Rights of membership

Section 1: To be eligible to vote at PTR's annual meeting, a member must be in good standing and the member's dues must be current at the time of the meeting.

Section 2: Absentee ballots are permitted, but proxies are not. Absentee ballots must be filed in writing or via an electronic signature, addressed to the PTR Secretary and received at the PTR International Headquarters at least fifteen (15) days prior to the date of the annual membership meeting.

Section 3: All matters presented to the Members for a vote at the annual meeting shall be decided by a simple majority of votes cast at such meeting.



ARTICLE VI

Governance

Section 1: Board of Directors

- a. The Board shall consist of four (4) officers: President, Vice-President, Secretary and Treasurer and up to five (5) At-large members. ***Plus, the PTR President can appoint up to two (2) Presidential Appointees to serve on the PTR Board. Presidential Appointees do not have a vote. They can attend board meetings or any other function that would be beneficial to PTR at the request of the President. The term is commensurate with that of the President.***
All board members shall serve three-year (3) staggered terms. The Board may, by a two-thirds majority vote, change the number of members provided that the number is an odd number and provided further that the number is not less than five (5) nor more than nine (9). Any change in Board size shall take effect at the next annual meeting. The above notwithstanding, no reduction in the size of the Board shall cause the early termination of any board member's term.
- b. Board members shall be elected by the PTR members at the annual membership meeting.
- c. All members of the Board have voting rights.
- d. To serve on the Board, a member must be a certified PTR member, an honorary member and /or a board-executive committee member of the ITF or National Tennis Federation
- e. Members of the Board, shall serve without compensation. A Board member may be reimbursed for travel, lodging, and other out-of-pocket expenses incurred in the performance of his/her duties.
- f. Each Board member shall at least be 21 years of age.
- g. Each Board member shall hold office until death, resignation, removal, disqualification, or a successor is elected and qualified.

Section 2: Responsibilities

The management of PTR shall be vested in the Board of Directors who shall be empowered to establish policy for PTR. The Board shall also govern the business and affairs of the Organization and, subject to the restrictions imposed by law or these By-Laws, may exercise all of the powers of the Organization. The Board shall exercise such duties and responsibilities as shall be incumbent upon it by law or these By-Laws, and as it may deem necessary or appropriate in the exercise of its powers.

Section 3: Officers of the Board

The Board members shall be elected by the members at the annual meeting. The officers shall be elected by the Board every three years immediately following the election at the annual meeting.

- a. The PRESIDENT shall be the Chairman of the Board and shall ensure that orders and resolutions of the Board are implemented. The President shall preside at all Board meetings and at the annual membership meeting, establish the order of business and appoint a Parliamentarian. The President shall appoint all committee chairs and committee members with input from the board and shall be a member ex-officio of all committees. The President shall have all general powers and duties which are related to the office of the



- President of a non-profit organization organized under the laws of the State of South Carolina.
- b. The VICE-PRESIDENT shall serve in the capacity of the President at such times, and only such times, as the President is fully unable or unwilling to so serve and shall perform such other duties as may be required of him/her by the President or Board or incident to the office of Vice-President of a business corporation organized under the laws of the State of South Carolina.
 - c. The SECRETARY shall keep the minutes of all meetings, record all votes and resolutions, maintain a roll of members eligible to vote at the annual meeting, keep custody of and attest the seal of PTR, and perform such other duties as may be required of him/her by the President or Board or incident to the office of Secretary of a business corporation under the laws of the State of South Carolina.
 - d. The TREASURER shall be responsible to oversee all finances of PTR and to oversee any professional person or management company who may be authorized by the Board to collect and disburse funds. The Treasurer shall maintain full and accurate fiscal accounts and records, serve as the Chairperson of the Finance Committee and shall perform such other duties as may be designated by the President or Board or incident to the office of Treasurer of a business corporation organized under the laws of the State of South Carolina.

Section 4: Board members who are not officers (referred to as “At-LARGE” members) shall have the same responsibilities listed in Article VI, Section 2. as the Officers of the Board and other such responsibilities as designated by the President or the Board.

Section 5: Terms of Office and Term Limits

- a. The President shall serve no more than one (1), three-year term except as described in Article VI, Section 11. c.
- b. Board members shall serve no more than three (3) consecutive three-year terms.
- c. Terms for elected Board members shall be staggered to ensure maximum continuity of the Board’s decision making process.

Section 6: Board Meetings

- a. The Board shall meet at least once each quarter during the fiscal year. Notice of such meetings of the Board shall be given not more than forty-five (45) nor less than fifteen (15) days prior to such meeting. The President may choose to hold meetings via electronic means.
- b. Special meetings of the Board may be called by the President or a majority of the board. Notice must be sent to all Board members no less than five (5) days prior to the date of any such meeting. Such request shall state the purpose of the proposed meeting, and only those matters specified in the request may be acted up in the special meeting.
- c. Before, or at any meeting of the Board, any Board member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board member at any meeting of the Board shall be a waiver of notice by the Board member of the date, time, and place thereof. If all the Board members are present at any meeting of the Board, in person or by teleconference, no notice shall be required and any business may be transacted at such meeting



- d. At all meetings of the Board, a majority of the board members shall constitute a quorum for the transaction of business, and the acts of a majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board of Directors.
- e. The Board shall have the right to take any action that would usually be taken at a meeting by obtaining the written consent of all Board members. Any action approved shall have the same effect as though taken at a meeting of the Board.
- f. In accordance with and to the extent permitted by the laws of the State of South Carolina, no Board member shall be liable to any member or to PTR for injury or damage caused by such Board member in the performance of his/her duties unless due to the willful and wanton malfeasance of such Board member. Furthermore, in accordance with and to the extent permitted by the laws of the State of South Carolina, each Board member shall be indemnified by PTR against all liabilities and expenses, including attorney's fees, reasonably incurred and imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she becomes involved by reason of his/her being or having been a Board member of PTR, whether or not he/she is a Board member of PTR at the times such expenses are incurred, except in such cases where the Board member is adjudged guilty of willful and wanton malfeasance on performance of his/her duties. The indemnities provided herein shall not be subject to the approval of the members unless such approval is specifically required by the laws of the State of South Carolina.

Section 7: Vacancies

- a. If the office of the President shall become vacant before his/her term is completed, the board shall elect a new President.
- b. In case of vacancy of any other elected Board member, the Board may, by majority vote, choose to leave such a position vacant until the next regular election. If the Board chooses to fill the position, the Nominating Committee shall recommend a successor and, by a majority vote, the Board shall elect a successor for the un-expired term.
- c. If a replacement President serves less than eighteen (18) months of the predecessor's term, then he/she is eligible to serve another term immediately. If the replacement President serves eighteen (18) months or more, he/she is not eligible to serve another immediate term.

Section 8: Removal of Board Members for Cause

At any meeting of the Board, a Board member may be removed from office for cause by a vote of not less than two-thirds of the entire Board provided, however, that the Board member whose removal is being considered is given written notice of the proposed removal action at least fifteen (15) days in advance of the meeting and is provided an opportunity to hear the grounds for such proposed removal and to provide a response prior to the vote. A successor shall be selected pursuant to the provisions of Article VI Section 7.



ARTICLE VII

Staff and Consultants

Section 1: The President shall, with the approval of the Board, employ a Chief Executive Officer (CEO). The CEO shall be responsible for the day-to-day operations and functioning of the PTR office. He or she may hire other personnel as necessary and determine their duties. The CEO shall serve at the pleasure of the Board and shall perform such additional duties as assigned by the President.

Section 2: The compensation of all staff members, other than the CEO, shall be determined by the CEO within approved guidelines from the Board of Directors. CEO Compensation shall be approved by the Board of Directors. The President shall appoint a Compensation Committee whose purpose shall be to make recommendations to the Board concerning the above.

Section 3: The President shall appoint a General Counsel with Board approval to advise and represent PTR on legal matters. The General Counsel must be a member in good standing of the South Carolina Bar.

Section 4: The CEO shall attend Board meetings and other meetings as directed by the President. The General Counsel shall attend meetings of the Board.

ARTICLE VIII

Committees

Section 1: The PTR President with input from the board shall establish committees as are necessary for the conduct of business. The President is responsible for appointing committee members. The requirements for committees imposed by this Article shall apply to all such entities.

Section 2: PTR shall have the following committees:

- a. Nominating
- b. Ethics
- c. Finance
- d. Education
- e. Membership
- f. By-Laws
- g. International Master Pro
- h. International
- i. Tester and Clinician
- j. Compensation

Such other committees as may be established by the President

Section 3: Committee members may not appoint proxies to attend meetings or vote on their behalf.

Section 4: The Chair of each committee shall preside at all committee meetings, be responsible for the functioning of the committee, and unless a Recorder is appointed, keep a record of the proceedings and



provide a copy of such record to the CEO and Board. The members of all committees shall serve for three (3) years corresponding with the term of the President or until they voluntarily resign or are removed.

Section 5: Committees may meet by electronic means if a quorum (see Article VIII, Section 17) of members participating in the meeting can interact. Participation in a meeting by electronic means shall constitute being present in person at such meeting. Specific issues may be voted on by members of committees by mail or electronic means. The term “Electronic communication” shall mean any video or telephonic communication method that allows full sound interaction (i.e. the ability to hear and be heard by all other participants).

Section 6: Meetings of any committee may be held with not less than three (3) or more than thirty (30) days written notice to all members. This requirement may be waived by a quorum of the committee before or during the meeting with the waiver recorded in the minutes. Attendance at a committee meeting shall constitute waiver of notice. Meetings of any committee shall be held at such time and place as may be fixed by the Chair. A quorum of the members of any committee may call a meeting. (see Article VIII, Section 17). All committees shall keep minutes of their proceedings, copies of which shall be sent by the Chair or Recorder of the committee to the CEO.

Section 7: Nominating Committee

- a. The Committee shall consist of a Chairperson, who shall be the Immediate Past President, the incumbent President and at least one additional member to be appointed by the President. In the event the Immediate Past President is unwilling or unable to serve, the President will serve as the Chairperson and the board shall appoint a replacement member to the committee.
- b. The Committee shall prepare a slate of nominees for all positions subject to election at the annual membership meeting. Such nominations shall be filed with the PTR Secretary at least sixty (60) days prior to the annual membership meeting and notice sent to the members at least forty-five (45) days prior to the date of the annual membership meeting. If, prior to the annual membership meeting, a nominee vacancy occurs, the vacancy shall be filled by the Committee and the name of such person shall be placed in nomination at the annual membership meeting by the Nominating Committee.
- c. Upon notification of the slate of nominees for any election, PTR members may submit additional nominations for any position open for election provided at least fifty (50) other PTR members endorse such nomination(s). Any additional nomination(s), along with necessary endorsements, must be filed with the PTR Secretary no later than thirty (30) days prior to the date of the election for which they are being placed in consideration. The Secretary will then forward the additional nominations to the PTR members no later than twenty (20) days prior to the date of election for which they are being placed in consideration.
- d. During elections at any annual membership meeting, nominations shall not be accepted from the floor.



Section 8: Ethics Committee

The Ethics Committee shall be composed of five (5) members of PTR who shall be certified and in good standing at the time of appointment and throughout the term of their appointment. The Ethics Committee will adhere to and operate according to the Ethics Policy and Procedures guidelines established by the Board.

Section 9: Finance Committee

The Finance Committee shall consist of a maximum of five members including the PTR Treasurer. The Committee shall develop a proposed budget for the upcoming year and submit it to the Board for approval. The budget shall be submitted prior to the November meeting and approved at the November meeting or within 30 days after. During the year, the Committee shall monitor the organization's financial operations and recommend any necessary budget revisions to the Board for approval. Annually, this committee will be the liaison to the CPA contracted to conduct the audit of PTR.

Section 10: Education Committee

The Education Committee shall consist of a Chair, who shall be a PTR International Master Professional, and at least four (4) other members appointed by the President. The Committee and the staff shall prepare an Education Action Plan to be updated annually and submit to the Board for approval. The Plan shall establish the educational objectives of PTR.

Section 11: Membership Committee

Responsibilities of the Membership Committee shall be defined by the Board.

Section 12: By-Laws Committee

The By-Laws Committee shall consist of a Chair and two (2) additional members appointed by the President. By-laws shall be reviewed every term and the Committee shall propose additions, deletions and/or changes to the Board on an as-needed basis.

Section 13: International Master Pro Committee

Responsibilities shall be defined by the Board. The committee is composed of PTR International Master Professionals to include a chair and no fewer than four (4) other members and no more than eight (8) other members designated by the President with input from the committee. The International Master Professional designation recognizes individuals who have made significant contributions to the game of tennis and PTR throughout their careers.

Section 14: International Committee

Responsibilities shall be defined by the Board.

Section 15: Tester and Clinician Committee

The committee is comprised of PTR Testers and Clinicians to include a chair and no fewer than four (4) other members and no more than eight (8) other members appointed by the President. Each education and certification pathway must be represented. A PTR Tester is a person designated to administer tests



on behalf of PTR. A PTR Clinician is a trained and certified PTR Professional who conducts courses on PTR's behalf. This committee is responsible for setting guidelines & policy for PTR testers and clinicians.

Section 16: Compensation Committee

The Compensation Committee is made up of the President who shall serve as Chair, and two members appointed by the President. The Committee shall perform an annual performance appraisal and salary adjustment for the CEO

Section 17: Quorums for the following shall be:

- a. Board – at least half the total members
- b. Nominating Committee – not less than two-thirds of its members
- c. Finance Committee – not less than two-thirds of its members
- d. All other committees – not less than one-half of their members

ARTICLE IX

Non-Discrimination

Section 1: PTR shall comply with all federal and state laws and regulations pertaining to non-discrimination and equal opportunity.

Section 2: PTR will not discriminate against any person on the basis of age, gender, race, ethnicity, creed, sexual orientation, color, physical condition or national origin. Moreover, PTR believes that the growth of tennis hinges on effective outreach to groups that have not traditionally been heavily involved in the sport and will actively solicit and support the participation of such groups.

ARTICLE X

Conduct of Business

Section 1: The fiscal year of PTR shall be from January 1 to December 31.

Section 2: PTR shall conduct business in compliance with all federal and state laws, including, but not limited to all laws and regulations pertaining to non-profit organizations.

Section 3: The fiscal management of PTR shall be overseen by the Board, and on its behalf, by the Treasurer and the Finance Committee. The Board shall establish policies and require reports as necessary to ensure that financial activities are conducted in a legal and efficient manner.

Section 4: PTR accounts shall be audited annually by an independent Certified Public Accountant. An audited financial statement shall be distributed annually to the Board and made available to members on request.



Section 5: All volunteers shall serve without compensation.

Section 6: The President or the CEO may authorize the reasonable reimbursement of non-budgeted expenses incurred by any person in conjunction with the business of PTR. Any non-budgeted reimbursements exceeding \$25,000 are subject to approval by the Board.

Section 7: The principal office of PTR shall be on Hilton Head Island, SC or such other place as the Board may determine. PTR may have additional offices at such other places as the Board may select.

ARTICLE XI

Amendments

Section 1: Proposed amendments to the PTR By-Laws must be received by the Secretary at least forty-five (45) days prior to a scheduled Board meeting date to be considered at such meeting. Amendments may be proposed by:

- a. A member of the Board
- b. A PTR committee

Section 2: The By-Laws may be amended by two-thirds majority vote of the full Board if notice of the proposed amendment is included in the notice of the meeting and such notification is provided to Board members at least forty-five (45) days prior to the date of the meeting. Unless otherwise specified by the Board, an amendment to the By-Laws shall take effect on the 1st day of the month immediately following its adoption.

ARTICLE XII

Dissolution

In the event of its dissolution, the assets of the PTR, Inc. shall be distributed for exempt purposes within the meaning of section 501(c) 3 of the Internal Revenue Code to an approved IRS 501(c) 3, nonprofit organization as determined by the PTR Board. No profit or benefit shall inure to the benefit of any Board member, staff member or individual.

AMENDED: May 28, 2015

AMENDED: August 19, 2014

AMENDED: February 12, 2013

AMENDED: February 24, 2012

AMENDED: May 16, 2011

REVISED: August 17, 2010