



AMERICAN TENNIS ASSOCIATION, INC. CONSTITUTION

*Ratified
February 4, 2016*

This Constitution shall govern the operation of the American Tennis Association and shall supersede the "Constitution and Bylaws of the American Tennis Association" dated 1997 and the "American Tennis Association Constitution and By-Laws" ratified November 2005.

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AMERICAN TENNIS ASSOCIATION CONSTITUTION

WE THE MEMBERSHIP of the American Tennis Association, having embraced the legacy and purposes of our Founders, hereby settle order, ensure general welfare and promote interest in the game of tennis, sportsmanship, unity and goodwill by endorsing and establishing t h i s Constitution and accompanying Bylaws as the governing documents of the American Tennis Association.

ARTICLE I NAME

This organization shall be known as the American Tennis Association (hereinafter, the "ATA" or the "Association").

ARTICLE II SUPERSESION

This Constitution and accompanying Bylaws shall govern the operation of the Association and shall supersede any and all previous such documents.

ARTICLE III PURPOSES

The purposes for which the Association is formed are:

- Section 1. To develop and promote interest in the game of tennis;
- Section 2. To establish and maintain rules of play and high standards of amateurism and good sportsmanship;
- Section 3. To foster national, sectional and local tennis tournaments and competitions;
- Section 4. To encourage, sanction and conduct tennis tournaments and competitions open to athletes who are qualified for participation as set forth in the Bylaws without regard to race, creed, color, national origin, age, sexual orientation or gender.
- Section 5. To encourage the development of junior and adult tennis players through the promotion of healthier lifestyles and sportsmanship;
- Section 6. To preserve and protect the rich history of the Association and its Members; and
- Section 7. To carry on such further and other similar activities permitted by law that are necessary and proper to effectuate the purposes of the Association.

ARTICLE IV
OFFICES

The principal office of the Association shall be located in Largo, Maryland or such other place or places as the Board of Directors shall determine. Branch or Satellite Office(s) may be established by the Board of Directors at a regular or called meeting.

ARTICLE V
TERRITORY

The territory in which the operations of the Association shall principally be conducted is the United States of America, its territories, and the countries that make up the Caribbean.

ARTICLE VI
MEMBERSHIP

- Section 1. Classifications of Membership of the Association shall be as set forth in the Bylaws.
- Section 2. The only voting Members of the Association shall be Sectional Tennis Associations, Local Tennis Associations, Adult Life Members, Members of the Board of Directors, and Members of the Executive Committee. The eligibility of Members to vote shall be as set forth in the Bylaws and determined by the Board of Directors.
- Section 3. Membership dues and the qualifications, rights and obligations of all categories of Members in good standing, to the extent not set forth herein, shall be as set forth in the Bylaws and determined by the Board of Directors.
- Section 4. Each voting member shall be entitled to only one individual vote at all meetings of the Association. No section or member shall be authorized to vote twice in a dual capacity.

ARTICLE VII
ELECTIONS

The procedure for the conduct of elections, including the time, place and manner, to the extent not set forth herein, shall be as set forth in the Bylaws.

ARTICLE VIII
EXECUTIVE COMMITTEE

- Section 1. The officers of the Executive Committee of the Association shall be comprised of President, First Vice President, Second Vice President, Treasurer, Secretary, and Executive Secretary.
- Section 2. The qualifications, duties, responsibilities and manner of election of the officers shall be as set forth in the Bylaws, except that only individuals who are Adult Life Members in good standing for a minimum period of two years shall be eligible to seek elective office on the Executive Committee. Term limits shall be in effect for each and every officer to the extent that officers on the Executive Committee shall be elected for a single two year term and may not serve more than three consecutive terms in any one particular office. After holding a particular office

for six years, including, but not limited to, the office of the President, an officer of the Executive Committee shall remain out of the office for at least one term, after which that officer may seek re-election to a position on the Executive Committee, including, but not limited to, the office formerly held.

Section 3. The Executive Committee shall execute the policy formulated by the Board of Directors, manage the day to day operation of the Association at the direction of the Board of Directors, and perform such other and further executive duties and responsibilities permitted by law as set forth in the Bylaws and as are otherwise necessary and proper to effectuate the purposes of the Association.

ARTICLE IX BOARD OF DIRECTORS

Section 1. The Board of Directors of the Association shall be comprised of elected delegates representing each and every Sectional Tennis Association or Local Tennis Association within their respective geographic boundaries as prescribed by the Bylaws. A sitting Board of Directors may additionally appoint at-large delegates in accordance with the provisions of ATA Const. art. IX, sec. 2 *infra*.

Section 2. The number of Delegates representing their section shall be based on the number of Member Clubs in their section. Each Section shall be allowed one (1) Delegate for every five (5) Member clubs. Each Section shall have at least one (1) and not more than (3) Delegates. If no Sectional or Local Tennis Association organization exists in a particular geographic area designated for a Sectional Tennis Association or a state due to the absence of at least five financial Members clubs, the Board may appoint by majority vote an adult member whose domicile is in said geographical area to serve as an at-large delegate; and to sit as a member of the Board of Directors.

Section 3. The Board of Directors shall have discretion to review and adjust the number of delegates from each and every Sectional Tennis Association and Local Tennis Association, and each geographic area represented by an at-large delegate, at the expiration of a particular delegate's term based upon a review of the Executive Director's written report on the matter.

Section 4. The Board of Directors is subject to the same term limits of six consecutive years in office as applies to officers on the Executive Committee.

Section 5. The Board of Directors shall formulate the policy of the Association, delegate authority to effectuate policy to officers and committees, enforce all provisions of the Bylaws, enforce all other such rules and regulations of the Association, and perform such other and further duties and responsibilities permitted by law as set forth in the Bylaws and as are otherwise necessary and proper to effectuate the purposes of the Association.

ARTICLE X ANNUAL MEETINGS

The Annual Meeting of the Association shall be held on the record during the week of the ATA National Championships as provided by the Bylaws. The President of the Executive Committee shall preside at the Annual Meeting. In the event that the President is unable to preside at the Annual Meeting then the 1st Vice President shall preside. The Secretary shall be charged with the responsibility of taking and maintaining a permanent copy of the minutes.

ARTICLE XI
INDEMNIFICATION

The ATA shall (to the extent permitted by the laws of the State of Florida) indemnify each and every officer and director, past or present, of the ATA and his heirs, executors and administrators against all expenses, including amounts of judgments against or amounts paid in settlement by such persons, together with all costs, legal, accounting or otherwise, necessarily or reasonably incurred by or otherwise imposed upon him, in connection with the defense of any action, suit or proceeding to which he may be made a party, or with which he may be threatened by reason of action taken by or on behalf of the ATA, whether or not he continues to be such at the time of incurring such expenses. The right of indemnification provided by this Article shall not be deemed exclusive of any other right to which those indemnified may be entitled apart from this Article.

ARTICLE XII
INDEPENDENCE

The Association is an independent tennis organization and, as such, cannot take any action at the request of any national or international tennis body which is inconsistent with the provisions of this Constitution or any Bylaws issued hereunder.

ARTICLE XIII
AMENDMENTS

Proposed amendments to the Constitution may be made at any Board Meeting and shall be approved by a two-thirds vote of the Membership. Proposed amendments must be provided to the Executive Committee prior to the Board Meeting and the proposed amendment changes must be sent to the Board of Directors at least two (2) weeks prior to the meeting. Proposed Amendments to the By-Laws shall be approved by a two-thirds vote of the Board of Directors.

ARTICLE XIV
NOT-FOR-PROFIT STATUS

Section 1. No part of the net earnings of the ATA shall inure to the benefit of, or be distributable to, nor shall it provide athletic facilities or equipment to, its directors, officers, or other private persons, except that the ATA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the certificate of incorporation. No substantial part of the activities of the ATA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event of the liquidation or dissolution of the ATA, whether voluntary or involuntary, all assets of the corporation remaining after payment of, or the provision for the satisfaction of, all liabilities or obligations of the ATA shall be distributed, except as may be provided by law and subject to the direction and control of a court of competent jurisdiction, to one or more organizations selected by the Board of Directors of the ATA which are the type described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii) thereof) of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent Federal Tax laws. The ATA may engage in the public solicitation of funds. Nothing herein shall authorize the ATA directly or indirectly, to engage in or include among its purposes any of the activities mentioned in the Not-for-Profit

Corporation Law, Section 404(b)-(t).

Section 2. This corporation is a nonprofit Membership and public benefit corporation and is not organized for the private gain of any person. It is organized for the public and charitable purposes.

ARTICLE XV
RATIFICATION AND EFFECTIVE DATE

The ratification of the Constitution and Bylaws by the Membership as proposed shall be sufficient for the establishment of the Constitution and Bylaws as the governing documents of the Association.

As governing documents, the Constitution and Bylaws reflect the legislative history and intent of the Founders of the Association, and the will of the Membership, as codified by the Constitution and Bylaws of 1976, 1991, 1995, 2005, et al.

The effective date of the Constitution and Bylaws shall be date and time ratified by the Membership, to wit: February 4, 2016.

Constitution and Bylaws Committee:

Robert C. Davis
Chairperson

James Ciccone
Draftsman/Attorney