

CONSTITUTION OF USTA EASTERN, INCORPORATED
(As amended on December 5, 2024)

FIRST: The name of the corporation is USTA EASTERN, INCORPORATED (hereinafter sometimes called “the Corporation” and sometimes “USTA Eastern”).

SECOND: That it is a corporation as defined in subparagraph (a) (5) of Section 102 of New York Not-For-Profit Corporation Law (“the Law”).

THIRD: The purposes for which it is formed are:

- A. To promote the development of tennis as a means of healthful recreation and physical fitness,
- B. To establish and maintain rules of fair play and high standards of sportsmanship,
- C. To represent USTA EASTERN, Inc. as a Sectional Member of the United States Tennis Association Incorporated, hereinafter sometimes called the “USTA”,
- D. To engage in any other lawful activity, which may be necessary to carry out the general purposes of the Corporation. Subject to the limitations prescribed by statute and in furtherance of its corporate purposes, the Corporation shall have the following powers, which shall not be deemed to be exclusive of any other powers provided by the Law: to acquire by gift, legacy, bequest, devise, grant, purchase, exchange, lease or any other lawful means, funds, and property of every kind and nature, without limitation and to hold, invest, reinvest, administer, use, expend, contribute, convey, assign, dispose of and/or devote the same or any part thereof, including income or capital, or both, for the advancement, promotion, fostering or accomplishment of the aforesaid purposes, or any of them; and to do any and all lawful acts and things suitable, useful, desirable or proper, for the advancement, promotion, fostering or accomplishment of the aforesaid purposes, or any of them, directly or indirectly, and either alone or through the agency of, or in association in any form with, other persons, organizations, firms, associations, corporations, or institutions, within such limitations as are provided by law under section 201 of the Law. Eastern is a type “A” not-for-profit corporation.

FOURTH: The office of the Corporation is to be located within the boundaries of the Section.

FIFTH: The territory in which the operation of the Corporation will be conducted is that geographical area as is defined in the Bylaws of the USTA. However, the Corporation may do any one or more of the acts herein set forth as its purpose, within or without the United States of America or any part of the world.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: The Post Office Address to which the New York Secretary of State shall mail a copy of any notice required by law is 2500 Westchester Avenue, Suite 106, Purchase, NY 10577.

EIGHTH: No approvals or consents are required to be attached to this Certificate of Incorporation.

NINTH: The authorized number and classification of the members of said Corporation, classes of membership, property, voting and other rights and privileges of membership, and each of them, and the liability of each or all classes to dues or assessments, and the method of collection thereof, shall be set forth in the Bylaws of said Corporation.

TENTH: Eastern may (to the extent permitted by law) indemnify each and every director, officer, committee and subcommittee member, past or present, of the Corporation and their heirs, executors, directors, assigns, 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 them, in connection with the defense of any action, suit or proceeding to which they may be made a party, or with which they may be threatened by reason of action taken by or on behalf of the Corporation, whether or not that person 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.

ELEVENTH: No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No part of the activities of the Corporation shall be devoted to propaganda, or to otherwise attempt to influence legislation, or participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Net Earnings, if any, will be devoted exclusively to such purposes as will qualify this Corporation for exemption under Section 501 (c) (4) of the Internal Revenue Code of 1954, as amended.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, as may be determined by an affirmative vote of the majority of the Directors of the Corporation, or as may be determined by a court of competent jurisdiction, all of which shall be subject to approval by a Justice of the Supreme Court of the State of New York.

***The Constitution of the USTA Eastern Section became effective on the 5th day of December, 2024 as approved by the general membership as attested by my signature.
(Original signature on file)***

Jonathan Klee, Secretary

BYLAWS of USTA EASTERN, INCORPORATED
A Section of the UNITED STATES TENNIS ASSOCIATION, INCORPORATED

ARTICLE I – NAME

The name of the Corporation shall be USTA EASTERN, Inc., hereinafter referred to as USTA EASTERN or Corporation and it is a corporation under the Not-for-Profit Corporation Law of the State of New York with principal offices at 2500 Westchester Avenue, Suite 106, Purchase, NY 10577 and is a non-profit membership corporation devoted to the purposes hereinafter set forth in Article III or in its Constitution.

ARTICLE II – TERRITORIAL JURISDICTION

The territorial jurisdiction of the Corporation shall be as set forth in Bylaw 3 of the Bylaws of the United States Tennis Association, Inc, hereinafter referred to as USTA.

ARTICLE III – PURPOSES

The Corporation shall devote itself to the following:

1. The development of tennis as a means of healthful recreation and physical fitness and the establishment and maintenance of rules of play and high standards of amateurism and good sportsmanship.
2. Promoting interest and activity in the game of tennis including, but not limited to, holding, awarding, scheduling and supervising tournaments, clinics and exhibition matches of whatever type or classification held at or by the Corporation members and working with other organizations to promote and coordinate better general tennis activities within the USTA EASTERN Section.
3. Cooperating and working in conjunction with all recognized tennis programs in the colleges, schools and local municipalities located within the territorial jurisdiction of the Corporation.
4. Achieving greater diversity throughout the sport of tennis and fostering an environment that is inclusive and appealing to all races, genders, ethnic groups, beliefs, economic classes, sexual orientations, family status, physical abilities, appearances, and ideas.

ARTICLE IV – GEOGRAPHICAL REGIONS AND DISTRICTS

The territory of the Corporation shall be divided into six (6) geographical regions and fifteen (15) geographical districts.

GEOGRAPHICAL REGIONS

<u>No.</u>	<u>Name</u>	<u>Area</u>
1.	Western	District 13 (Onondaga), District 14 (Genesee Valley) and District 15 (Western)
2.	Northern	District 11 (Capital) and District 12 (Mohawk)
3.	Southern	District 8 (Westchester/Rockland/Connecticut) and District 9 (Hudson Valley)
4.	Metropolitan New York	District 1 (Manhattan), District 2 (Bronx), District 3 (Brooklyn), District 4 (Staten Island) and District 5 (Queens)
5.	Long Island	District 6 (Nassau) and District 7 (Suffolk)
6.	New Jersey	District 10 (New Jersey)

GEOGRAPHICAL DISTRICTS

1.	Manhattan	New York County
2.	Bronx	Bronx County
3.	Brooklyn	Kings County
4.	Staten Island	Richmond County
5.	Queens	Queens County
6.	Nassau	Nassau County
7.	Suffolk	Suffolk County

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| 8. | Westchester/
Rockland/
Connecticut | Westchester and Rockland counties and that part of the State of Connecticut within a radius of 35 miles of City Hall in the City of New York, excepting that part which is within the city limits of Stamford (which shall form part of the New England Section) |
| 9. | Hudson Valley | Dutchess County, Putnam County, Orange County, Sullivan County and Ulster County |
| 10. | New Jersey | Counties of Passaic, Bergen, Essex, Union, and Hudson; the County of Monmouth, excepting the townships and boroughs of Manasquan, Sea Girt, Spring Lake, Spring Lake Heights, Avon-by-the-Sea, Bradley Beach, Neptune, Neptune City, South Belmar, Belmar, Wall, Howell, Farmingdale, Millstone, Roosevelt, Upper Freehold, Allentown, Brielle, Freehold, Freehold Township, Manalapan, Englishtown (which shall form part of the Middle States Section); the County of Middlesex, excepting the townships and boroughs of Cranbury, South Brunswick, Plainsboro, Jamesburg and Monroe (which shall form part of the Middle States Section); the county of Somerset, excepting the townships and boroughs of Rocky Hill, Montgomery, Hillsborough, Branchburg and Bedminster (which shall form part of the Middle States Section); and the county of Morris, excepting the townships and boroughs of Chester, Chester Township, Washington, Mount Olive, Netcong, Roxbury and Mount Arlington (which shall form part of the Middle States Section) |
| 11. | Capital | Delaware County, Greene County, Columbia County, Schoharie County, Albany County, Rensselaer County, Montgomery County, Fulton County, Schenectady County, Saratoga County, Washington County, Hamilton County, Warren County, Essex County, Franklin County and Clinton County |
| 12. | Mohawk | Otsego County, Herkimer County, Oneida County, Lewis County and St. Lawrence County |
| 13. | Onondaga | Broome County, Tioga County, Chenango County, Cortland County, Tompkins County, Madison County, Onondaga County, Cayuga County, Oswego County |

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| 14. | Genesee Valley | and Jefferson County
Monroe County, Wayne County, Livingston County,
Ontario County, Yates County, Seneca County,
Steuben County, Schuyler County and Chemung
County |
| 15. | Western | Chautauqua County, Cattaraugus County, Allegany
County, Erie County, Wyoming County, Niagara
County, Genesee County and Orleans County |

ARTICLE V - MEMBERSHIP

1. Membership in the Corporation shall be divided into the following four classes:

- a) Any person who accepts election as a member of the Board of Directors of the Corporation (a "Director") pursuant to these Bylaws shall automatically, and without any further action or writing, (i) become and remain a Class A Member of the Corporation for as long as he or she remains a Director and (ii) cease to be a Class A Member at the time he or she ceases to be a Director. The Class A Members shall vote as a class.
- b) Voting Member Organizations shall be Class B Members
- c) Non-Voting Member Organizations shall be Class C Members.
- d) Individual Members shall be Class D Members.

2. All members of the Corporation shall be located or reside within the territory of USTA Eastern and be members in good standing of the USTA and agree to follow the USTA Constitution, Bylaws, Rules and Regulations and to exhaust all remedies provided therein. All members of the Corporation agree to follow USTA EASTERN's Constitution, Bylaws, Rules, Regulations and Standing Orders and to exhaust all administrative remedies provided therein in each controversy and complaint involving participation in USTA EASTERN activities. Such an individual or organization may have only one (1) USTA Membership.

3. Memberships and all rights of participation in USTA EASTERN, including all tournaments and other events conducted or sanctioned by it, shall be open to athletes,

coaches, trainers, administrators, officials, and all other persons without regard to race, age, creed, sexual orientation, color, national origin, or sex.

Nonetheless, participation in divisions of tournaments and other events may be restricted on the basis of sex or age.

ARTICLE VI - VOTING RIGHTS

1. The Class B Members shall have only the rights as set forth in these Bylaws. The Class A Members shall have all of the remaining voting rights and powers provided to members under the New York Not-for-Profit Corporation Law. Class C Members and Class D Members shall have no voting rights.

2. Any member organization in good standing with USTA shall be eligible to register as a Voting Member Organization of the Corporation upon showing at the time of registration that the member organization:

- a) is incorporated, or
- b) has a Federal Employer's Identification Number (EIN), or
- c) is an elementary or secondary school, college or university or other educational institution, or
- d) is a municipality or department or agency of a municipality.

3. Any member organization that is not eligible to register as a Voting Member Organization or does not register as a Voting Member Organization shall be classified as a Non-Voting Member Organization. An eligible member organization may apply, and if approved, register as a Voting Member Organization at any time.

4. The method and manner for registering as a Voting Member Organization shall be determined by the Corporation. The Corporation shall provide any member organization located within the territory of USTA EASTERN with the necessary information concerning registration within 90 days of an organization's acceptance as a member organization of USTA.

ARTICLE VII – ELECTIONS

1. A slate of candidates shall be elected for the Section every two (2) years at the Annual Meeting of USTA EASTERN. This meeting and the reorganization of the Board of Directors shall occur in the same year as the reorganization of the Board of the USTA.

2. The Nominating Committee will nominate a slate of candidates for all positions on the Sectional Board of Directors, except the immediate Past President, to include:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Four (4) at-large positions
- f) Six (6) Regional Directors, one from each region

3. If two or more slates are proposed, each Voting Member Organization shall have one vote and may vote for a slate of candidates as long as the Voting Member Organization has been a voting member, in good standing, for a continuous period greater than one year prior to the date of the election.

4. The Nominating Committee will nominate a slate of candidates for the new succeeding Nominating Committee to be composed of nine (9) members selected so that each region has a member on this committee. The Nominating Committee will select the chairperson and the vice chairperson of the succeeding Nominating Committee. The Nominating Committee will file with the Secretary of USTA Eastern the slate of candidates for the positions no later than one hundred (100) days before the election. No one individual can be nominated for more than one position. Furthermore, in the event of a contested election, no one individual can be nominated on more than one slate of candidates.

5. Notice of the filing of the Sectional slate of candidates with the Secretary of USTA EASTERN shall be made to the Voting Member Organizations no later than ninety (90) days before the election.

6. Any alternative slate of candidates can be self-nominated by the filing of the slate with the Secretary of USTA EASTERN no later than twenty-five (25) days after notice of the Nominating Committee's slate of candidates has been mailed to the Voting Member Organizations. If any deadline date falls on a holiday, then the following day that the Corporation office is open shall act as the deadline date. In order for an election to occur, each additional slate of candidates must comply with the requirements set forth in paragraph 9.

If no alternative slate of candidates is filed with the Secretary of USTA Eastern within the twenty-five (25) day period, as prescribed above, the Voting Member Organizations will be deemed to have approved the installation of the candidates as proposed in the initial Notice of the filing of the Sectional slate of candidates. The candidates will assume office at the next scheduled Annual Meeting. An election will only be required when an alternative slate has been certified.

7. The filing and certification of an alternative slate of candidates can occur so long as the following is complied with:

- a) The alternative slate of candidates has a full slate of candidates in compliance with these Bylaws;
- b) No one person is listed for more than one position on a Sectional slate of candidates;
- c) The proposers of the alternative slate of candidates shall file a petition with the Secretary of USTA EASTERN establishing at least fifteen (15%) percent support of the total eligible Voting Member Organizations within the Section, with at least one (1%) percent of the total eligible Voting Member Organizations coming from each region. The form of the petition is to be provided by the Secretary of USTA Eastern.
- d) All persons nominated for any position on the alternative slate of candidates shall be members in good standing of the USTA and be residents within USTA Eastern.

8. Class A Members and Class B Members may vote at an Annual or Special Meeting on all business properly brought before that meeting except for elections which will be voted by the Class B Members by mail and in the manner prescribed herein. Such votes may be cast by a person authorized to vote on behalf of the Voting Member Organization. Requests for credentials authorizing such a person to cast votes for a specific Voting Member Organization will be issued in conformity with the census form hereinafter mentioned and must be received in the Section office or (in the case of contested elections) at the independent election service office no later than the close of business hours seven (7) business days prior to the date of the Annual or Special Meeting for which such credentials are requested.

9. The Class B Members may vote by mail. A mail-in vote may only be made on the official ballot form, which shall be numbered. An official ballot must provide the position, the name of the individual seeking election for that position and the region in which the individual resides. This information must be provided for every individual set forth in the slate of candidates. The ballot must also provide instructions on how to properly complete and return a ballot.

10. An independent election service shall be appointed to count the ballots cast in any contested election. All ballots shall be sent directly to the appointed independent election service.

11. The Election Committee will be appointed by the President with the consent of the Board of Directors within thirty (30) days of the Section Board of Directors assuming office. The Election Committee shall review, then confirm or deny, any new organization membership within fourteen (14) days of its receipt from the USTA. It may ask for assistance of the USTA EASTERN staff to establish the efficacy of any application. Any disputed ruling shall be referred to the Board of Directors for final decision. All disputes regarding membership applications, membership status, and voting rights shall, in the first instance, be determined by the Election Committee which shall forward its findings and recommendations to the Board of Directors for a decision, which shall be final and binding on the disputants. The Election Committee is charged with settling any election disputes that arise subsequent to the appointment of the majority of committee members. The Election Committee shall certify the validity of any alternative slates of candidates. In a contested election the authenticity of conflicting ballots will be decided by procedures set up by the Election Committee and promulgated to the membership along with the numbered ballots. If the independent election service determines that there is a question as to the validity of any ballot, such information shall be presented to the Election Committee for determination as to the validity of the ballot. The decision of the Election Committee shall be binding. No member of the Election Committee can be a candidate for office during their term of service. The Election Committee shall certify a list no later than eleven (11) months prior to the election.

12. Any disputes regarding decisions by the Election Committee shall be made to, and resolved by arbitration under the procedures established in the Bylaws of the USTA.

ARTICLE VIII- OFFICERS, AND MANAGEMENT OF THE CORPORATION

1. Each member of the Board of Directors will be elected for a two (2) year term. The President will not be elected to two (2) successive terms as President. The Board will be composed of the following:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Four (4) members-at-large
- f) Six (6) Regional Directors, one from each region
- g) The immediate Past President who will serve as the Delegate to the USTA

2. No region will have more than four (4) members on the Board of Directors. Each Regional Director will reside in the region represented.

3. The President shall be the Chairperson of the Board of the Corporation. This person shall preside at all meetings of the Corporation, its Board of Directors and the Advisory Committee. This person shall appoint, with the consent of the Board of Directors, all committee chairpersons and committee members whose appointments are not otherwise provided for herein. This person shall be a member ex-officio of all committees except the Nominating Committee of the Corporation.

4. The Vice President shall assist the President in the performance of all the President's duties, as directed by the President, and act in the place and stead of the President in the President's absence or in case of the President's resignation, incapacity or death.

5. The Secretary shall keep minutes of all Corporation meetings and all meetings of the Board of Directors, shall receive and keep up-to-date all committee reports; shall be responsible for sending all notices required by the Constitution and/or the Bylaws and shall carry out such other duties and tasks as may be assigned by the President; shall be responsible for ensuring that the staff indexes all motions passed at meetings of Board of Directors, verifying that all minutes are saved and stored electronically and readily available to the Board of Directors.

6. The Treasurer shall be responsible for the financial management of the Corporation and shall annually prepare, with the aid of the Executive Director, a budget for the forthcoming year to be submitted to the Board of Directors within the fourth quarter of each year and shall be responsible for the proper disbursement of all funds of the Corporation as approved by the President or the Board of Directors and shall make such reports as the President requires including an annual report for the Annual Meeting showing the receipt and expenditure of all monies of the Corporation. The books and accounts of the Corporation shall be audited by an independent firm of public accountants at least annually. The fiscal year of the Corporation shall be the calendar year.

7. The four (4) members elected at-large and the six (6) Regional Directors shall assist and advise the President as directed and requested by the President.

8. The immediate Past President shall assist and advise the President as directed and requested by the President and shall serve as the USTA Delegate. If the immediate Past President cannot serve as the USTA Delegate, then the President shall nominate the USTA Delegate with the consent of the Board of Directors. The USTA Delegate shall, at the direction of the Board of Directors, vote on behalf of USTA Eastern, on all matters before the USTA.

9. The affairs of the Corporation will be managed by a Board of Directors. Eight (8) members shall constitute a quorum and, except as herein otherwise set forth, action of the Board of Directors shall be by majority vote of those present and duly voting.

10.

At any meeting of the Board, any officer or member of the Board may, by a vote of not less than two-thirds of the entire Board, be removed for cause and a successor may be elected pursuant to the provisions of Article VIII.

11. The Board of Directors, acting as a body, or through duly elected officers of the Corporation shall have the authority to make, alter or amend any of the Rules, Regulations or Standing Orders provided written notice of any such action or proposal shall have been given to all members of the Board of Directors at least five (5) days prior to the meeting at which any such action is taken and provided further that a majority of the members of the Board of Directors is present and votes to adopt the same.

12. The Board of Directors, in addition to its other powers, shall authorize the expenditure of Corporation funds, rule on all applications for membership, may propose suspensions or act on matters relating to discipline.

13. The President, with the consent and approval of the Board of Directors, may employ on behalf of the Corporation, an Executive Director, who shall be the Chief Executive Officer of the Corporation and such other personnel on such terms and conditions as deemed appropriate. The Executive Director shall attend all meetings of the Board of Directors as an ex-officio member without voting power, shall assist the officers in carrying out their duties and do such other tasks as may be assigned by the President. The Executive Director shall serve at the pleasure of the Board of Directors.

14. The President shall appoint, with the approval of the Board of Directors, a General Counsel, who shall, when called upon by the President, or by the Board of Directors, advise or represent the Corporation on legal matters. The General Counsel shall be a member of the Bar in good standing and comply with in-house counsel requirements. The General Counsel shall serve without compensation except by special authorization of the Board of Directors and shall serve at the pleasure of the Board of Directors.

15. The Board of Directors shall meet at such a time and place as the President shall direct, but not less frequently than once in each calendar quarter.

16. A voting Director may be removed with or without cause by the Class B Members. The proposers of the removal of a Director shall file a petition with the Secretary of USTA Eastern establishing at least fifteen (15%) percent support of the total eligible Class B Members within the Section, with at least one (1%) percent of the total eligible Class B Members coming from each Region. The form of the petition is to be provided

by the Secretary of USTA Eastern. Upon successful petition, a vote of the Class B Members will be held, pursuant to Article VII, Paragraph 8.

17. In case any vacancy should occur in a position held by an elected or appointed member of the Board of Directors, it may be filled by the President with the approval of the majority of the entire Board of Directors for the period until the next Annual Meeting at which there is a normally scheduled election.

18. Members of the Board or of any committee may participate in a meeting by means of a conference telephone call or by means of any other similar communication method by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute the personal appearance of any person at such meeting.

ARTICLE IX- STANDING COMMITTEES

The Standing Committees of the Corporation shall be as follows:

Adult Competition Committee, Advisory Committee, Budget and Finance Committee, Charter and Bylaws Committee, Diversity and Inclusion Committee, Election Committee, Grievance Committee, Junior Competition Committee, Nominating Committee, and Officials Committee.

The Committees of the Board shall be as follows:

Audit Committee, Compensation Committee and Executive Committee.

Chairpersons of the Committees of the Corporation except for the Nominating Committee shall be appointed by the President with the approval of the Board of Directors. Each such committee shall have not less than three (3) members. In case of vacancy on any such committee, the Chairperson of the committee shall, with the approval of the President, fill the vacancy, excepting that the President shall fill all the chairperson vacancies with the consent of the Board of Directors. Committee Chairpersons and members shall serve at the pleasure of the President. If a vacancy occurs on the Nominating Committee, the Nominating Committee Chairperson will fill that vacancy with the approval of the Nominating Committee or decide to leave the position vacant with the approval of the Nominating Committee. If a vacancy occurs in the position of Nominating Committee Chairperson, the position of Chairperson will be assumed by the Vice Chairperson who shall appoint a new Vice Chairperson. The duties and responsibilities of each shall be as set forth in the Bylaws and Rules, Regulations and Standing Orders of the Corporation. All committee chairpersons shall file written reports of the activities of their respective committees with the Secretary of the Corporation not later than the first day of December each year.

The Nominating Committee will nominate a new Nominating Committee which will be elected at every other annual meeting (with the election of other officers of the Corporation) for a term of two (2) years or until their successors are elected. No more than three (3) members of the Nominating Committee may serve for two (2) consecutive terms. No member of the sitting Nominating Committee may be nominated for election on the next Board of Directors by said Nominating Committee.

Only the President, with the approval of the Board of Directors, may create ad hoc committees. All such committees will expire at the end of the Board term during which they were created. Such committees may be considered for renewal for the succeeding Board's term. Staff may serve in a non-voting capacity on any committee at the invitation and pleasure of that committee's volunteer chair (with the exception of the Nominating Committee).

ARTICLE X- MEETINGS AND VOTING

1. The Annual Meeting of the Corporation shall be held not later than the 31st day in January of each year at a time, date and place designated by the President with the approval of the Board of Directors. Notice of the time and place of the Annual Meeting, any election ballots, and any proposed amendments of the Bylaws, shall be sent to each voting member at least forty-five (45) days prior to the date of the meeting.
2. Each Delegate of a Voting Member Organization must present his/her credentials at the Annual Meeting. Such credentials and all proxies must be signed by at least two (2) officers of the Voting Member Organization.
3. Special Meetings of the Corporation may be called by the President or by eight (8) members of the Board of Directors or upon a written request of fifteen percent (15%) of the Voting Member Organizations.
4. Notice of the time and place stating the purpose of all Special Meetings shall be sent to each Voting Member Organization entitled to vote on the matters presented at such meeting at least seven (7) days prior to the date of the meeting and no business shall be considered or transacted at a Special Meeting other than as set forth in the Notice.
5. The quorum and voting requirements of the Class A Members shall be as set forth in Article VIII, Section 9 of these Bylaws. The quorum for the Class B Members shall be fifteen percent (15%) of the total number of the Class B Members , and action of the Class B Members shall be by majority vote of those present and duly voting at a meeting at which a quorum is present.

6. Proxies may be voted at an Annual or Special Meeting of the Corporation. When authorized, a mail vote may be taken, provided the Notice sent with the ballot gives a short summary of the proposed action and of all sides of any controversial matter. Proxies will not be permitted at the Board of Directors' meetings or meetings of other committees.

7. The President, with the approval of the Board of Directors, may authorize reasonable expenses to be reimbursed for authorized attendance at official meetings of the Corporation.

8. The President, with the approval of the Board of Directors, may authorize electronic or other alternative methods of voting with the exception that the method of voting for elections and for amendments to the Constitution and Bylaws cannot be changed by the President and/or Board of Directors.

9. All members of the Board of Directors shall be current USTA members residing within the USTA EASTERN. However, that residency requirement will not apply to any Past President as a member of the Advisory Committee.

ARTICLE XI- AMENDMENTS

1. The Class A Members may amend these Bylaws by a vote of no less than two-thirds (2/3) of all Class A Members. Notice of any proposed amendment must be provided at least seven (7) days in advance of any Board meeting at which the amendment is voted on.

2. Amendments to these Bylaws shall be initiated by or submitted to the Charter and Bylaws Committee, which will review and then submit them to the Board of Directors with favorable or unfavorable comments, prior to any vote by the Class A Members. In the event any amendment requires the approval of the Class B Members, it shall first be approved by a majority of the Board of Directors.

ARTICLE XII-MISCELLANEOUS

The Corporation's Bylaws, Rules, Regulations and Standing Orders shall be consistent with the Constitution, Bylaws and Standing Orders of the USTA. The use of gender specific pronouns is not indicative of any restriction or preference, and is for convenience only.

If there is a conflict with the Corporation Bylaws, Rules, Regulations or Standing Orders and those of the USTA, the USTA's documents shall take precedence.

This amendment to the Bylaws of the USTA Eastern Section became effective on the *5th day of December, 2024* as approved by the general membership as attested by my signature.

(Original signature on file)

Jonathan Klee, Secretary

For the most updated Rules, Regulations and Standing Orders of USTA Eastern, Incorporated
please go to: [USTA.com/EasternBOD](https://www.usta.com/EasternBOD)