

CONSTITUTION OF USTA EASTERN, INCORPORATED
(As amended on June 18, 2025)

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 18th day of June 2025
as approved by the general membership as attested by my signature.
(Original signature on file)***

Lopa Zielinski, Secretary

AMENDED & RESTATED BYLAWS of USTA EASTERN, INCORPORATED
A Section of the UNITED STATES TENNIS ASSOCIATION, INCORPORATED
(Amended & Restated as of 12/9/2025)

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, New York 10557 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
8.	Westchester/	Westchester and Rockland counties and that part of

	Rockland/ Connecticut	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 and Jefferson County

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| 14. | Genesee Valley | 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. 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.

2. 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, age, family-based, NTRP, wheelchair or other eligibility criteria.

3. The membership of the Corporation shall be a non-voting membership.

ARTICLE VI - VOTING RIGHTS

1. The Board of Directors shall have all of the voting rights and powers provided under the New York Not-for-Profit Corporation Law. Member Organizations and Individual Members shall have no voting rights.

ARTICLE VII – NOMINATING COMMITTEE, ELECTIONS AND TERMS

1. 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

2. A slate of candidates shall take office 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.

3. No person may remain in the same position for more than three (3) successive terms unless a fourth term or any subsequent term is approved by a two thirds vote of the Board of Directors. If a fourth or subsequent term in the same position is approved for an individual, the Board of Directors shall notify the Nominating Committee of such approval but it shall be up to the Nominating Committee to include or not include said individual on the slate of candidates.

4. The Nominating Committee shall consist of nine (9) members so that each region has a member on the committee. The term of service will be for two years and will be concurrent with the term of the Board of Directors. The two most recent past-Presidents, if available, will serve on the committee without election. The other seven (7) members of the committee will be nominated by the outgoing Nominating Committee and will be elected using the voting process for electing members to the Board of Directors. The Nominating Committee will select the chairperson and the vice chairperson of the succeeding Nominating Committee. No one individual can be nominated for more than one position.

5. The Nominating Committee shall evaluate the leadership needs of the Corporation, develop a recruitment strategy, interview and evaluate candidates and propose nominees for election as officers of the Corporation's Board of Directors and for the incoming Nominating Committee for the forthcoming year. No more than three (3) members may serve more than two (2) consecutive terms on the Nominating Committee. No member of the sitting Nominating Committee or anyone who accepted a position on the Nominating Committee for the current term may be nominated for election on the next Board of Directors by said Nominating Committee.

6. The Nominating Committee will file with the Secretary of USTA EASTERN the slate of candidates for the Board and Nominating Committee positions no more than thirty (30) days and no less than twenty (20) days before the election. Notice of the nominees proposed by the Nominating Committee shall be emailed to all members of the Board of Directors at least fifteen (15) days prior to the meeting at which the election shall take place. The meeting to elect the incoming Board and the incoming nominating committee shall take place no later than November 15th of the year preceding the start of the new term.

7. If before election any person nominated dies, becomes incapacitated, declines nomination, or is otherwise disqualified, the vacancy shall be filled as promptly as possible by the Nominating Committee. The name of the person selected shall be forwarded to each member of the Board of Directors by email as promptly as possible.

8. If a vacancy occurs on the Nominating Committee during the term of office, the vacancy shall be filled by way of a nomination by the current Nominating Committee and voted on by the Board of Directors. The appointee shall be a member of the Nominating Committee until the end of that Nominating Committee's term. (See Rules, Regulations and Standing Orders of USTA Eastern, Incorporated, Page 2, 9. Nominating Committee)

9. If, at the Board meeting to elect the Board and Nominating Committee for the next term, the nominees proposed by the Nominating Committee do not receive a majority vote by the Board members present and voting after a quorum has been met at that meeting, then the Board shall vote to take the following action at such meeting:

(i) The current Board President shall appoint a Special Nominating Committee to evaluate the non-approved slate of Board of Directors and/or Nominating Committee, including candidates who were not selected, but did complete an application as part of the regular nominating process, and propose a revised slate of Board of Directors and/or Nominating Committee for consideration and Board vote. If the current Board President appoints a Special Nominating Committee, that Special Nominating Committee shall be approved by the Board at this or a future meeting.

The Special Nominating Committee shall consist of five (5) members, recommended by the Board President and approved by a majority of the Board. The composition shall include the immediate Past President of the Board, or, if not available, another member of the existing Nominating Committee. The remainder of the Special Nominating Committee shall include candidates who meet one or more of the following criteria but did not serve on the current nominating committee: a) members of the current Board who did not apply to the Board for the next term; b) Past Presidents of the Corporation who are not seeking a position in the forthcoming term but served within the last four (4) terms prior to the current term; c) former Corporation Board Members who served within the last four (4) terms prior to the current term; d) former Corporation Nominating Committee Members who served within the last four (4) terms prior to the current term.

A written rationale for disapproval of the slate will be given to the Special Nominating Committee.

The revised nominees for the Board of Directors and/or the Nominating Committee shall be presented for vote to the current Board at the next regularly scheduled or special meeting, provided at least 10 (ten) days' notice is given as prescribed for in these Bylaws. Should a new

Board or Nominating Committee not be elected by December 31st of the year preceding the new term, the revised slate of candidates filed by the Special Nominating Committee shall be approved. The current Board remains in place until the next Annual Meeting of USTA EASTERN, where the transfer of Boards shall take place.

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 majority 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 the Board of Directors, verifying that all minutes are saved and stored electronically and readily available to the Board of Directors. In the Secretary's absence at meetings of the Board of Directors the President may temporarily appoint another member of the Board of Directors to fulfill the duties of the Secretary at that meeting.

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 of the majority of the Board of Directors. In that event, the USTA Delegate must have served on the Board of Directors, and not have been the immediate past delegate. 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 shall have the authority to make, alter or amend the Constitution, Bylaws, or Rules, Regulations and 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

may be 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. 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.

17. Members of the Board or of any committee may participate in a meeting by means of a conference telephone call, video conference 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, 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 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 shall have composition and responsibilities consistent with Article VII above.

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 and any election ballots shall be sent to each member of the Board of Directors at least forty-five (45) days prior to the date of the meeting.

2. Special Meetings of the Corporation may be called by the President or by eight (8) members of the Board of Directors.

3. 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.

4. 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 Board of Directors may amend the Constitution, Bylaws, or Rules, Regulations and Standing Orders, by a vote of no less than two thirds (2/3) of the entire Board of Directors.

2. Amendments to the Constitution, Bylaws, or Rules, Regulations and Standing Orders 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 Board of Directors.

ARTICLE XII-MISCELLANEOUS

The Corporation's Bylaws, Constitution, 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 between the Corporation Constitution, Bylaws, Rules, Regulations and Standing Orders and, those of the USTA, the USTA's documents shall take precedence.

These Amended & Restated Bylaws of USTA Eastern Incorporated became effective on the 9th Day of December 2025 as approved by the Board of Directors as attested to by my signature.

(Original signature on file)

Lopa Zielinski, Secretary

For the most updated Rules, Regulations and Standing Orders of USTA Eastern, Incorporated please go to: USTA.com/EasternBOD