



**Amended and Restated Bylaws of the Northeastern Ohio District  
Approved September 11, 2023**

**WHEREAS**, the Northeastern Ohio Tennis Association, an Ohio nonprofit corporation (the “NEOTA”) previously updated and adopted certain Bylaws providing for the governance of its affairs and matters in October 2021;

**WHEREAS**, pursuant to Article XI of the Bylaws, the Board of Directors of the NEOTA now desire to amend and restate the Bylaws in their entirety so as to provide for certain revisions to the organization and governance of the NEOTA (the amended and restated Bylaws referred to herein as “Bylaws” or the “Code of Regulations”).

**Article I - Name, Territory, and Location**

**Section 1. Name and Affiliation**

The name of this organization is the Northeastern Ohio Tennis Association (“NEOTA”), an Ohio nonprofit corporation. NEOTA is a District affiliate association of USTA/Midwest, Inc., which is a Section affiliate of the United States Tennis Association Incorporated (“USTA”). The NEOTA shall be subordinate to and subject to the authority of the USTA/Midwest and of the USTA.

**Section 2. Geographic Territory**

The geographic territory of the NEOTA consists of the following counties in the state of Ohio: Ashland, Ashtabula, Carroll, Columbiana, Coshocton, Cuyahoga, Geauga, Harrison, Holmes, Jefferson, Knox, Lake, Lorain, Mahoning, Medina, Portage, Richland, Stark, Summit, Trumbull, Tuscarawas, and Wayne.

**Section 3. Location**

The NEOTA shall maintain its principal office within the geographic territory of NEOTA at a location as may be designated from time to time by the Board of Directors.

**Article II – Purpose**

The purpose of NEOTA is:

- a. To develop, promote and supervise the game of tennis as a means of healthful recreation and physical fitness, and to develop and maintain rules of play and high standards of good sportsmanship.
- b. To provide official communication between the National, Sectional, and District offices and its members.

- c. To encourage the sanctioning of events in order to permit the ranking of players in accordance with the accepted standard, and to obtain an orderly schedule of events.
- d. To carry out the purposes and objectives of the USTA and the USTA/Midwest within the geographic territory of NEOTA, in accordance with the rules, regulations, policies and standards adopted by the USTA and the USTA/Midwest, as long as they are aligned with the strategic objectives of NEOTA.
- e. NEOTA has been empowered by the USTA and USTA/Midwest to fulfill the purposes of the USTA and USTA/Midwest and to manage the sport of tennis in the District's geographical area in accordance with the governing documents of the USTA and USTA/Midwest.

### **Article III - Members**

#### **Section 1. Membership**

Membership in the USTA shall constitute membership in the NEOTA. The categories of membership in the NEOTA shall be Organization Members (Clubs, Schools, Parks and Recreation Departments, Program Delivery or Service Organizations, and Community Tennis Associations), Individual Members and Honorary Members. The only voting Organization Members of the NEOTA shall be Clubs, USTA Community Tennis Associations (CTA's), and USTA National Junior Tennis and Learning (NJTL's) organizations (collectively "Voting Organization Members"). The only voting members of the NEOTA shall be Voting Organization Members.

#### **Section 2. Organization Members / Applications**

- a. Any club or organization of a permanent character located within the territory of NEOTA, which is interested in the purposes of NEOTA, the USTA and/or USTA/Midwest, and which does not restrict its membership or the provision of services on the basis of race, color, religion or national origin, is eligible for membership as an Organization Member as provided in the Bylaws of the USTA as follows:
  - i. Community Tennis Association – Any multi-purpose, incorporated, geographically defined, not-for-profit, volunteer tennis support; organization that supports or provides comprehensive programs.
  - ii. Clubs – Any private or commercial club, resort, hotel, condominium, apartment complex, or homeowner's association that controls and maintains tennis facilities;
  - iii. Schools – Any elementary or secondary school, college, university, or other educational institution;
  - iv. Park and Recreation Departments – Any municipal, county, or other public entity that fosters tennis activities; or

- v. Program Delivery or Service Organizations and Other Entities – Any other organization or private entity, including a limited or single focus tennis association that actively conducts, controls, or supervises tennis activities or is interested in the promotion of tennis.
- b. Applications shall be submitted in the proper form to the USTA at its principal office. An Organization Member's application shall be deemed approved unless NEOTA through USTA/Midwest notifies the USTA of its disapproval in writing within the timeline set forth in USTA Bylaw 15, as amended from time to time.
- c. Each Organization Member is obligated to provide to the NEOTA Executive Director and the USTA the name and contact information for its Delegate and updates for all contact information.

### **Section 3. Individual Members / Applications**

- a. Any individual interested in the purposes of the USTA and USTA/Midwest is eligible for membership as an individual member as provided in the Bylaws of USTA as follows:
  - i. Junior (under the age of nineteen (19));
  - ii. Adult (nineteen (19) or older and under the age of seventy (70));
  - iii. Senior (any individual seventy (70) or older);
  - iv. Family (residents of the same household who consider themselves a family); or
  - v. Life (any individual of any age).
- b. Applications shall be submitted in the proper form to the USTA at its principal office.
- c. An individual may have only one USTA membership.

### **Section 4. Honorary Members**

Honorary Members are those members upon whom honorary membership has been conferred by the USTA in accordance with its Bylaws.

### **Section 5. Exhaustion of Administrative Remedies**

- a. All Members agree to follow the USTA, USTA/Midwest, and NEOTA Constitution, Bylaws, Regulations, Rules, policies and procedures, and to exhaust all administrative remedies in any controversy or grievance, including, but not limited to, membership, governance, management, or participation in activities of events.
- b. All members further agree that any controversy or grievance involving membership, governance, management, or participation in activities or events shall, where appropriate, be submitted to final and binding arbitration. Final and binding arbitration shall be conducted in accordance

with procedures approved by the USTA and USTA/Midwest.

- c. Voluntary mediation shall be permitted, subject to the agreement of all parties, with the costs of the mediation to be equally shared.

#### **Section 6. Dues, Suspension and Expulsion**

- a. Dues of the members shall be as established by USTA and are payable directly to USTA. Any member who fails to pay dues and is suspended from membership by the USTA shall automatically be suspended from membership in NEOTA.
- b. Individual Members may be suspended by NEOTA pursuant to the USTA League Suspension Point System issued by USTA, as amended from time to time.
- c. The Board of Directors has the authority to suspend and/or discipline an Organization Member for violations of the USTA, USTA/Midwest and/or NEOTA Bylaws, regulations, or policies.
- d. Any member shall automatically be expelled from membership in NEOTA upon notice to NEOTA of such member's expulsion from membership by the USTA.

#### **Section 7. Vote Entitlement and Voting Rights**

- a. Only Voting Organization Members shall have the right to vote on matters coming before the membership of NEOTA and each shall be entitled to one (1) vote. A Voting Organization Member's voting rights shall be determined by the Organization Membership Report provided by the USTA and dated not more than sixty (60) days prior to the meeting of the Voting Organization Members of NEOTA.
- b. Each Voting Organization Member shall cast its vote, whether by mail, electronically or in person, by a duly authorized representative referred to as a "Delegate". A Delegate may represent only one (1) Voting Organization Member. A Voting Organization Member also may vote by proxy by providing their proxy vote to the NEOTA Executive Director prior to the counting of the ballots for a particular vote.

### **Article IV - Officers**

#### **Section 1. Officers**

- a. The Officers of the NEOTA shall be a President, Executive Vice President, Vice President, Secretary, and Treasurer and such other officers and assistant officers as the Board of Directors shall appoint. Officers shall be selected from the members of the Board of Directors. Successors to each office shall be elected at the last annual Membership Meeting held prior to the expiration of the current term of such office.

- b. The President shall be the Chairman of the Board of Directors. His/her duties shall include, but not be limited to, presiding at all Membership meetings and all meetings of the Board of Directors. The President, with the approval of the Board, shall appoint all committee chairs and committee members whose appointments are not otherwise provided for in these Bylaws.
- c. The Executive Vice President and Vice President shall assist the President in such manner as may be requested by the President or the Board of Directors. In the absence of the President, the Executive Vice President shall serve in his/her place. The Executive Vice President shall exercise all powers of the President if the office of the President becomes vacant.
- d. The Secretary, with the assistance of the Executive Director, shall be responsible for the keeping of accurate membership records, certifying voting power, giving notice of and keeping the minutes of the meetings of the NEOTA Membership and Board of Directors. He/she shall perform such other duties as may be assigned to him/her by the President.
- e. The Treasurer, with the assistance of the Executive Director, shall be responsible for monitoring the financial management and controls of the NEOTA and its budgeting process, including the development of an annual budget. He/she shall perform such other duties as may be assigned to him/her by the President.

## **Section 2. District Delegate**

The President shall represent NEOTA as its Delegate and serve as a member of the USTA/Midwest Executive Committee, and shall cast the votes of NEOTA at meetings of the voting members of USTA/Midwest as set forth in the Bylaws of USTA/Midwest. An alternate Delegate shall be selected by the Board of Directors if the President is unable to attend the USTA/Midwest meetings. The Delegate shall be empowered to act on behalf of the District. The Executive Director of NEOTA shall immediately notify USTA/Midwest of this change.

## **Section 3. Term of Office**

A term for each Officer of the NEOTA shall be two (2) years or until re-elected or their successors are elected and qualified, and shall begin at the convening of the NEOTA Annual Meeting in even-numbered years. Officers may be elected to any other office the term of which begins on or before the completion of the Officer's current term of office. The President may not serve for more than four (4) consecutive years.

## **Section 4. Vacancies**

In the event of a vacancy in the office of the President, the Executive Vice President shall automatically become the President for the remainder of the President's term. If the Executive Vice President is unable or unwilling to fill the

vacancy, the Board of Directors will appoint an interim president by majority vote. In the event a vacancy occurs on the Board of Directors or in an Officer position, excluding President, the Board of Directors shall have the discretion to determine whether such vacancy shall be filled. If the Board of Directors determines such vacancy shall be filled, then the Board of Directors shall be empowered to fill such vacancy by appointment of a suitable replacement, determined by a majority vote of the members of the Board of Directors, to serve until the next regularly scheduled election for the class that the replacement Director was appointed to (if a Director) or until the next regularly scheduled election of Officers (if an Officer).

### **Section 5. Residency & USTA Membership**

All Officers, Directors and members of all NEOTA committees shall be USTA members and shall, at the time of taking office and for the duration of their terms, reside within the geographic territory of NEOTA. If any such person ceases to be a USTA member or ceases to reside within the geographic territory of NEOTA, that person shall relinquish his/her office or position with NEOTA due to being disqualified to serve.

### **Section 6. Compensation**

All Officers and Directors shall serve without compensation but may be reimbursed for approved expenses incurred on behalf of NEOTA, USTA/Midwest or USTA.

### **Section 7. Eligibility**

No person who is a paid employee of the District in any capacity shall be permitted to assume any position on the Board of Directors of the NEOTA without first resigning such employment. This restriction applies to paid employees only and does not prohibit independent contractors from serving on the Board of Directors. A member of the NEOTA who is reimbursed for expenses incurred on behalf of the District shall not be considered for that reason alone to be a paid employee. A "paid employee" is any person/s who is reported as an employee with the Internal Revenue Service.

## **Article V - Board of Directors and Committees**

### **Section 1. Board of Directors**

- a. **Directors.** The Board of Directors shall consist of no less than eleven (11) Directors and no more than fifteen (15) Directors. The policies of the NEOTA shall be established by the Board of Directors. The powers of the Board of Directors, as exercised by its Directors, shall include powers that have not been granted to the Voting Organization Members, including modifying or adding rules and regulations, policies and procedures. In addition, the powers of the Board of Directors shall include, but not be limited to, (1) approval of the annual budget and any amendments thereto; (2) approval of committee chairs and committee members of standing committees except Nominating Committee; and (3) filling any vacancy as provided for in Article IV, Section 4.

- b. **Term.** The Directors will be classified with respect to the time for which they severally hold office into three (3) classes, as nearly as equal as possible, designated Class I, Class II and Class III. The Directors first appointed to Class I will hold office for a term expiring at the annual meeting of Voting Organization Members held in 2022; the Directors appointed to Class II will hold office for a term expiring at the annual meeting of Voting Organization Members held in 2023; and the Directors appointed to Class III will hold office for a term expiring at the annual meeting of Voting Organization Members held in 2024. After that, each class of Directors will be up for election at the annual meeting that occurs three (3) years after such class is elected. For example, Class I will next be up for election in 2025. Each Director shall hold office for a three (3)-year term and until his or her successor is elected and qualified for serving as a Director, or death. Directors shall be elected at the annual meeting of Voting Organizational Members, but when the annual meeting is not held or Directors are not elected thereat, they may be elected at a special meeting called and held for such purpose. If the Nominating Committee does not put forward a full five (5)-member class of Directors for election at an annual meeting, the vacant spots may be filled at the next annual meeting, but such Director(s) will be treated as belonging to the prior year's class and will only be elected for a two (2)-year term. At each annual meeting, the Nominating Committee must designate in which class (Class I, Class II or Class III) each person is being nominated for election. Any Director, by notice in writing to the Board of Directors, may resign at any time. In any event, the Board of Directors has the right to fill any open Director spots prior to the next annual meeting by the affirmative vote of a majority of the Board voting on the election and must designate to which class such elected Director will be assigned.
- c. **Term Limits.** From and after December 13, 2021, a Director may serve a maximum of nine (9) consecutive years. Any Director who has served the maximum number of consecutive years as provided for in this Section 1(c) will be again eligible for election as a Director after a period of twelve (12) months has elapsed since the termination of such Director's service; provided, however, that in extenuating circumstances, the Board can extend the term for a member of the Executive Committee for one (1) year so that the Director's Board term and Executive Committee term end at the same time.
- d. **Removal.** Directors are expected to attend a minimum of seventy-five percent (75%) of regular meetings during their terms in office, and may be removed for cause including, but not limited to, failure to attend at least seventy-five percent (75%) of regular meetings for any consecutive twelve (12)-month period during their terms in office, or by a vote of sixty percent (60%) or more of the Board of Directors. In addition, the Board of Directors may remove any Director for conduct deemed inappropriate and detrimental

to the USTA, USTA/Midwest or NEOTA by a majority vote of the Directors present constituting a quorum at any meeting after notice of two (2) weeks of the meeting personally, by first-class mail or electronic transmission to the subject member and all members of the Board of Directors. The reason for removing the Director shall be set forth in the notice of the meeting.

## **Section 2. Standing Committees**

NEOTA shall have the standing committees as the Board of Directors shall approve. The President shall be a non-voting *ex-officio* member of all committees except the Nominating Committee. Except for the Nominating Committee and Executive Committee and as otherwise provided, the President, with the approval of the Board of Directors, shall appoint the chair and the members of each committee, and they shall serve at his/her pleasure. To be eligible to serve as a committee member, a committee member shall be a member of the USTA and live within the geographic territory of NEOTA.

## **Section 3. Nominating Committee**

- a. The Nominating Committee shall be chaired by the immediate past president and shall consist of three (3) to five (5) members, of whom at least one (1) but not more than two (2) may be a current Director and all of whom shall be USTA members and reside within the geographic territory of NEOTA. In the event a member of the Nominating Committee is unavailable or unwilling to fulfill their role, their replacement(s) shall be nominated by the Executive Committee and approved by sixty percent (60%) of the NEOTA Board of Directors.
- b. The members of the Nominating Committee shall, by majority vote, nominate the Officers, the Board of Directors, and the Nominating Committee for the next term.
- c. The Nominating Committee shall file the Notice of Nominations with the Executive Director at the NEOTA office not less than forty-five (45) days prior to the annual Membership Meeting. The Executive Director shall mail notices at least thirty (30) days prior to the annual Membership Meeting to all Voting Organizational Members, Committee Chairs, and the Board of Directors, identifying the slate of nominations. Other nominations may be made by any Voting Organization Member and/or the Board of Directors as long as the nominations are made fifteen (15) days prior to the annual Membership Meeting. Only candidates nominated as provided in this Section shall be eligible for election.

## **Section 4. Executive Committee**

The Executive Committee shall be comprised of the Officers of the NEOTA and is responsible for overseeing the day-to-day operations of the NEOTA, including Budgets and Financial matters and for recommending administrative policies for approval by the Board of Directors.



## Article VI - Meetings

### Section 1. Procedure

The current edition of The New Robert's Rules of Order, Revised and Updated Edition shall govern NEOTA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order NEOTA may adopt.

### Section 2. Membership Meetings

- a. **Annual Meeting.** The Annual Meeting of the NEOTA Membership shall be held at a time and place designated by the President. This meeting should be held prior to the annual Membership Meeting of the USTA/Midwest as required by USTA/Midwest Bylaws.
- b. **Special Meeting.** Special Meetings of the Voting Organization Members of the NEOTA may be held at any time by the Board of Directors and shall be called by the Board of Directors upon the written request of at least five (5) Voting Organization Members. The request shall state the purpose(s) of the proposed meeting, and only those matters specified in the request may be acted upon at the special meeting. Special meetings of the Voting Organizations Members shall be held at the place and time fixed by the Board of Directors.
- c. **Quorum and Voting.** Fifty-one percent (51%) of the number of Voting Organization Members in good standing with the USTA and who are present (in person, by phone or by proxy) shall constitute a quorum for the transaction of business at a meeting. Any such meetings may be adjourned by majority vote of the Voting Organization Members present. Unless otherwise required by the Bylaws, a majority vote of those cast shall constitute the action of NEOTA.
- d. **Notice.** A notice of the NEOTA Annual Meeting will be sent to all Voting Organization Members by first-class mail or by electronic transmission at the address specified in their USTA Membership profiles. Notice of such meeting shall be given no less than thirty (30) days prior to the meeting. Only those matters set forth in the notice of a special meeting may be acted upon at the special meeting. All notices will include the time place and purpose(s) of the meeting.
- e. **Mail/Electronic Voting.** The President may at any time request a mail or electronic vote on any matter to come before the Voting Organization Members. Any request for a mail or electronic vote shall be sent by first-class mail or electronic transmission to each Voting Organization Member and its designated Delegate on file with the NEOTA Executive Director with data and explanatory information as will fairly present the pros and cons of the matter, and designating a date, not less than ten (10) days after mailing

of the request, when the votes of the Voting Organization Members must be received by the Executive Director. The Voting Organization Member's ballot must be signed by or received via email from its Delegate. Upon receipt of the votes, the Executive Director shall determine whether a quorum exists, and if so, a majority of the votes cast shall decide the matter. Following tabulation of the votes, the Executive Director shall notify each Voting Organization Member and its Delegate and the Board of Directors of the outcome of the vote.

### **Section 3. Board of Directors Meeting**

- a. **Regular meetings.** Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may, by resolution, from time to time determine, but at least twice a year. The Secretary shall give notice of each such resolution to any Director who was not present at the time the same was adopted, but no further notice of such regular meeting need be given.
- b. **Quorum and Voting.** A majority of the members of the Board of Directors present in person or telephonically shall constitute a quorum for the transaction of business at a meeting. The act of a majority of the Board of Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. Any such meeting may be adjourned by majority vote of the Board of Directors present.
- c. **Appeal.** An appeal of an act, decision or vote of the Board of Directors may be considered at an Annual Meeting, if notice of the appeal is set forth in the notice of the meeting; provided, however, that the Voting Organization Member shall have no authority to consider a grievance decision made by the Board.
- d. **Special Meetings.** Special meetings of the Board of Directors may be called by written request of at least sixty percent (60%) of the Board of Directors or by call of the President. The call or request shall state the purpose(s) of the proposed meeting. Special Board meetings may be held at the place and time as the Board shall determine. Written notice of the place, time and purpose(s) of Board meetings shall be sent by first-class mail or electronic transmission to each Board member not less than ten (10) days nor more than thirty (30) days before any special meeting. Only matters set forth in the call or request and in the notice of the special meeting may be acted upon at the special meeting.
- e. **Mail/Electronic Vote.** The President may at any time request a mail or electronic vote on any matter to come before the Board of Directors following the same procedure for mail or electronic voting by Voting Organization Members outlined in Article V, Section 2 e. above.

#### **Section 4. No Proxies**

No Director shall have the power to appoint a proxy to attend any Board of Directors meeting on the Director's behalf. Yet a Director may file a written proxy vote (electronically), if sent and received by the Board of Directors and Executive Director prior to a meeting.

#### **Section 5. Telephone Conference Meetings**

Members of the Board of Directors or of any committee may participate in a meeting by means of a telephone conference or similar communications equipment by means of which all persons participating can hear each other and be heard by the others. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

### **Article VII - Staff and General Counsel**

#### **Section 1. Executive Director**

- a. NEOTA shall have an Executive Director who shall be the Chief Executive Officer. The Executive Director, subject to the direction and evaluation of the Board of Directors and fully accountable to it, shall manage the day-to-day operational programs, policies and procedures, and shall be responsible for the functioning of the office of NEOTA. In addition, the Executive Director is responsible for hiring, supervising and managing all NEOTA staff and contractors. The Executive Director shall be appointed by, shall serve at the pleasure of, and shall be compensated at a rate fixed by the Board of Directors. The Executive Director shall be an advisory member of all committees. The Executive Director shall be directly responsible for executing all decisions and performing such additional duties as may be requested by the Board of Directors.
- b. NEOTA designates the USTA/Midwest as its agent to be responsible for financial bookkeeping and reporting. The Executive Director, with the assistance of the Treasurer, shall be responsible for directing USTA/Midwest in the execution of its responsibilities to NEOTA.
- c. USTA/Midwest on behalf of NEOTA shall pay all properly authorized bills, keep a record of all financial transactions, and provide a detailed statement to the Executive Director. The Executive Director shall provide a detailed financial statement indicating Income, Budget, Expenses and Liabilities of NEOTA finances. The financial statement shall be presented to the Board of Directors in a timely manner, and to the Organization Members as the Annual Meeting.
- d. All books shall be open to examination by any NEOTA Voting Organization Member or member of the Board of Directors, as requested.

## **Section 2. General Counsel**

The President, with the consent of the Board, shall appoint a General Counsel who shall be a member of the Ohio state bar in good standing and shall serve at the pleasure of the Board of Directors. The General Counsel shall serve as chief parliamentarian for and otherwise in an advisory capacity to the Board of Directors. When called upon by the President, the Board or the Executive Director, he/she will advise or represent NEOTA on legal matters. He/she shall serve without compensation except by special authorization of the Board of Directors.

## **Article VIII - Indemnification**

### **Section 1. Indemnification**

NEOTA shall indemnify any current or former Director, committee member, Officer or employee to the fullest extent permitted by the laws of the State of Ohio.

### **Section 2. Insurance**

The Board of Directors shall be authorized to obtain liability insurance coverage in amounts deemed reasonably necessary to cover any indemnity obligations of NEOTA arising hereunder.

## **Article IX - Conflicts of Interest**

In order to assist the Board of Directors of NEOTA in carrying out its obligation to preserve and apply NEOTA's assets exclusively in furtherance of those purposes of the Corporation as are consistent with its status as an organization exempt from federal income tax pursuant to Sections 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), the Board of Directors will evaluate all conflicts of interest in accordance with its, the USTA's and USTA/Midwest's policies and procedures for dealing with conflict interest issues.

## **Article X - Fiscal Year**

Unless otherwise determined by USTA, USTA/Midwest or the Board of Directors, the fiscal year of NEOTA shall be from January 1 until December 31<sup>st</sup> each year.

## **Article XI - Amendments**

These Bylaws may be amended only at a meeting of the Board of Directors, whether annual or special, by the affirmative vote of two-thirds of the votes present, provided that a copy of the proposed amendment has been sent with the notice of the meeting.

A proposed new Bylaw or amendment may be submitted by a Director or by a committee chairperson. A committee chairperson may only submit a

proposed change or addition to the Bylaws if authorized by majority vote of his/her committee.

All proposals shall be submitted in writing to the Executive Director of the NEOTA at least forty-five (45) days prior to the meeting at which they are to be considered.

However, if notice is provided at least fifteen (15) days prior to that meeting, any proposal concerning a matter of extreme urgency that could not have been foreseen forty-five (45) days prior to the meeting may be considered provided such proposal be determined to be of extreme urgency by a majority vote of the members present and voting.

#### **Article XII - Policies**

Any and all policies approved by the Board of Directors shall be incorporated by reference and be binding upon all members. Said policies shall be available to all members.



Carolyn Cheverine, President

Date: September 11, 2023