



## **Bylaws of the Northeastern Ohio District**

**Updated and Approved MAY, 2018**

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

#### **Section 1. Name**

The name of this organization is the Northeastern Ohio Tennis Association (NEOTA), a nonprofit corporation of the state of Ohio, a District of the United States Tennis Association (USTA)/Midwest, Inc.. The NEOTA shall be subordinate to and subject to the authority of the USTA/Midwest and of the USTA.

#### **Section 2. Territory**

The 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 and staff at the residence of the Executive Director, or at any other location designated by the Executive Board.

### **Article II Purpose**

- 1.** 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.
- 2.** To provide official communication between the National, Sectional, and District offices and its members.
- 3.** 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.
- 4.** To carry out the objectives of the USTA and the USTA/Midwest, in accordance with the principles, policies, standards and procedures adopted by the USTA and the USTA/Midwest.

## **Article III Members**

### **Section 1. Membership**

The categories of membership in the NEOTA shall be USTA Organization (Club, School, Parks and Recreation, Service, Community Tennis Association) and Individual Member. The only voting members of the NEOTA shall be Organization members. The voting strength of each Organization shall be provided in the Bylaws.

### **Section 2. Expulsion**

A member (whether Organization Member or Individual Member) may be expelled from the NEOTA as a result of expulsion from the USTA or the USTA/Midwest, or by action with cause by a majority of the total Executive Board of this organization held at any meeting after notice of two (2) weeks of said meeting. Notice shall be given to the subject member setting forth the reasons for expulsion, and to the members of the Executive Board.

### **Section 3. Requirements**

By accepting USTA Membership, all organizations and individuals agree to follow the USTA, USTA/Midwest, and NEOTA Constitution, Bylaws, Standing Orders, and Regulations and Rules, and to exhaust all administrative remedies provided therein in each controversy and complaint involving participation in USTA, USTA/Midwest, and NEOTA activities.

### **Section 4. Dues**

Dues of the Members shall be as established by the USTA. Membership in the USTA shall constitute membership in the NEOTA.

### **Section 5. Vote Entitlement and Voting Rights**

At each meeting of members, each Organization Member shall be entitled to one (1) vote made by such delegate as it elects to send to the meeting. A delegate may represent only one Organization member. There may be no transfer of rights (voting or otherwise) or membership of any member without approval of the Executive Board.

## **Article IV Officers and Executive Director**

### **Section 1. Officers**

- a. The officers of the NEOTA shall be President, Executive Vice President, Vice President, Secretary, and Treasurer. 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 Chief Executive Officer. His/her duties shall include, but not be limited to, presiding at all Membership meetings and all meetings of the Executive Board. He/she, with the approval of the Executive Board, shall appoint all Committee chairs.
- c. The Executive Vice President shall assist the President in such manner as may be requested by the President or the Executive Board. In the absence of the President, the Vice President shall serve in his/her place.
- d. The Secretary shall, with the assistance of the Executive Director and staff, be responsible for the keeping of accurate membership records, certifying voting power, giving notice of and keeping the minutes of the meetings of the Membership and Executive Board. He/she shall perform such other duties as may be assigned to him/her by the President. The Secretary shall also, with the assistance of the Executive Director, be responsible for sending copies of any meeting call to appropriate persons.
- e. The Treasurer shall, with the assistance of the Executive Director and staff, be responsible for the financial management and controls of the NEOTA. Under the Treasurer's direction, budgets shall be prepared and proper budgetary processes followed. He/she shall perform such other duties as may be assigned to him/her by the President.
- f. In the event any officer leaves mid-term or is unable to fulfill his/or her officer role and term, a replacement for such officer shall be nominated by the President and approved by 60% of the NEOTA Executive Board.

## **Section 2. Executive Director**

The NEOTA shall have an Executive Director who shall be the Chief Operating Officer. The Executive Director, subject to the direction and evaluation of the Executive Board 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 the NEOTA. The Executive Director shall be appointed by, shall serve at the pleasure of, and shall be compensated at a rate fixed by the Executive Board. The Executive Director shall be an advisory member of all committees, except the Nominating Committee. The Executive Director shall be directly responsible for executing all decisions, and performing such additional duties as may be requested by the Executive Board.

## **Section 3. District Delegate**

The District Delegate to the USTA/Midwest shall be the President

and shall represent the District as provided in the USTA/Midwest Bylaws. An alternate Delegate shall be selected

by the Executive Board if the President is unable to attend the USTA/Midwest meetings. The Delegate shall be empowered to act on behalf of the District.

**Section 4. 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. 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 5. Vacancies**

In the event of the resignation, incapacity, or death of the President, the Executive Vice President shall fill the role for the remainder of the President's term. If the Executive Vice President is unable or unwilling to fill the vacancy, the Executive Board will appoint an interim president by majority vote. In the event a vacancy occurs on the Executive Board or an officer position, excluding President, the Executive Board shall have the discretion to determine whether such vacancy shall be filled. If the Executive Board determines such vacancy shall be filled, then the Executive Board shall be empowered to fill such vacancy by appointment of a suitable replacement, determined by a majority vote of the Executive Board members, to serve until the next annual Membership Meeting.

**Section 6. Residency & USTA Membership**

All Officers and Directors must be residents of the District and USTA members.

**Section 7. Compensation**

All officers and Directors shall serve without compensation but may be reimbursed for approved expenses incurred on behalf of the organization.

**Section 8. Eligibility**

No person who is a paid employee of the District in any capacity shall be permitted to assume any position on the Executive Board 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 Executive Board. 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. A "paid employee" is any person/s who is reported as an employee with the Internal Revenue Service.
- b. All "full time employees" are required to attend all Executive

Board meetings.

- c. All other employees shall attend Executive Board meetings upon request of the Executive Board in a timely manner which shall be a minimum of one week.

## **Article V Executive Board and Committees**

### **Section 1. Executive Board**

- a. **Directors.** The Executive Board shall consist of no less than 11 Directors and no more than 15 Directors, including officers. The policies of the NEOTA shall be established by the Executive Board. The officers of the organization shall be voting ex-officio Directors of the Executive Board. The powers of the Executive Board, as exercised by its Directors, shall include but not be limited to, approval of the annual budget, and any amendments thereto; and considering appeals of acts or decisions of any and all committees.
- b. **Term.** Directors other than officers. Directors who have served previously, including non-concurrent and/or partial terms, shall serve two (2) years with no limitation on the number of consecutive terms. Directors being elected to the Executive Board for the first time who are not replacing another Director mid-term shall serve one three (3) year term and will be eligible for subsequent two (2) year terms with no limitation on the number of consecutive terms.
- c. **Removal.** Directors are expected to attend a minimum of 75% (seventy-five percent) of regular meetings during their terms in office, and may be removed for cause including, but not limited to failure to attend at least 75% of regular meetings for any consecutive 12-month period during their terms in office, by a vote of 60% or more of the Executive Board.

### **Section 2. Permanent/Standing Committees**

The organization shall have the following permanent/standing committees: Nominating, Management, Constitution & Rules, Competition, USTA Adult League, Community Tennis & Development, and Grants & Scholarships. The President shall be a non-voting ex-officio member of all committees, with the exception of the Nominating Committee and the Constitution & Rules Committee. Except as otherwise provided, the President with the approval of the Executive Board shall appoint the chair and the members of each committee, and they shall serve at his/her pleasure.

### **Section 3. Nominating Committee**

- a. The Nominating Committee shall be chaired by the immediate past president and shall consist of 3 to 5 members, none of whom shall be

current Directors, and all of whom shall be NEOTA members. 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 Management Committee and approved by 60% of the NEOTA Executive Board.

The members of the Nominating Committee shall, by majority vote, nominate the Officers, the Executive Board, and the Nominating Committee for the next term.

- b. 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 organizational members, Committee Chairs, and the Executive Board, identifying the slate of nominations. Other nominations may be made by any voting member (organization) and/or the Executive Board 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. Management Committee.**

The Management 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 Executive Board approval.

#### **Section 5. Constitution & Rules Committee**

- a. The Constitution & Rules Committee shall be comprised of 3 members, including a chairperson, named by the President with the approval of the Executive Board. It shall be responsible for enforcing the Bylaws, and all the rules and regulations of the USTA and USTA/Midwest which are adopted by the NEOTA as a district member of the USTA, and the standards of conduct, fair play and good sportsmanship.
- b. Policies of the Constitution & Rules Committee, which shall include policies for grievance procedures, shall be approved by the Executive Board, recorded, published and otherwise made

available to any NEOTA member on demand.

**Section 6. Competition Committee**

The Competition Committee shall be comprised of a Chairperson and as many members and subcommittees as the Chairperson and President deem appropriate. The Competition Committee shall be responsible for organizing and implementing all competitive tennis in the District exclusive of USTA Adult League Tennis and for handling all competition-related grievance procedures. Policies of the Competition Committee, including policies for grievance procedures, shall be approved by the Executive Board, recorded, published and otherwise made available to any NEOTA member on demand.

**Section 7. USTA/Adult League Committee**

The Adult League Committee shall be comprised of a Chairperson and as many members as the Chairperson and District League Coordinator (DLC) deem appropriate. The Adult League Committee shall be responsible for organizing and implementing USTA Adult League Tennis in the District in compliance with USTA and USTA/Midwest policy and directive. Policies of the USTA/Adult League Committee shall be approved by the Executive Board, recorded, published and otherwise made available to any NEOTA member on demand.

**Section 8. Community Tennis & Development Committee**

The Community Tennis & Development Committee shall be comprised of a Chairperson and as many members as the Chairperson and Executive Director deem appropriate. The Community Tennis & Development Committee shall be responsible for growing tennis in the District including participation in USTA Youth programs. Policies of the Community Tennis & Development Committee shall be approved by the Executive Board, recorded, published and otherwise made available to any NEOTA member on demand.

**Section 9. Grants & Scholarships**

The Grants & Scholarships Committee shall be comprised of a Chairperson and 3 to 5 members. The Grants & Scholarships Committee shall be responsible for setting the parameters of, evaluating applications for and awarding the grants and scholarships offered by the NEOTA. Policies of the Grants & Scholarships Committee shall be approved by the Executive Board, recorded, published and otherwise made available to any NEOTA member on demand.



## **Article VI Meetings**

### **Section 1. Procedure**

Robert's Rules of Order shall be the authority for all rules of order and all parliamentary rules not herein mentioned.

### **Section 2. Membership Meetings**

- a. The Annual Meeting of the NEOTA Membership shall be held at a time and place designated by the President . This meeting should be scheduled to align with the Annual Membership Meeting of the USTA/Midwest as required by USTA/Midwest bylaws. Notice of such meeting shall be given no less than thirty (30) days prior to the meeting.
- b. A quorum shall be considered present when 60% of Organization members are represented and present. Any such meetings may be adjourned by majority vote of the members present.
- c. A notice of the Annual Meeting will be sent to all Organization Members to the email address specified in their USTA Membership profiles. This notice will include the time and place of the meeting and outline the following voting options:
  - i. Attend the Annual Meeting and vote in person
  - ii. Return a proxy notice with a specific vote
  - iii. Cast an automatic proxy by not responding by the date in the notice.

### **Section 3. Executive Board Meeting**

- a. Regular meetings of the Executive Board shall be held at such times and places as the Executive Board may, by resolution, from time to time determine. 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. Regular meetings may be held by means of a telephone conference or similar means of communications equipment by means of which all persons participating can hear each other (hereinafter, "telephonically").
- b. All Executive Board Meetings shall have portions of the meeting that are open to the public unless there is a majority vote to conduct a closed meeting for good cause. The public shall be provided reasonable advance notice of such public portions of Executive Board meetings on the NEOTA website.
- c. A quorum shall be considered present when 60% of the members of the Board are physically or telephonically present.

The act of a majority of the Executive Board present at the meeting at which a quorum is present shall be the act of the Executive Board. Any such meeting may be adjourned by majority vote of the Executive Board present.

- d. An appeal of an act or decision of the Executive Board may be considered at an Executive Board meeting, provided notice of the appeal is set forth in the notice of the meeting.

#### **Section 4. Special Meetings.**

Special meetings may be called by written request of 60% of the organization members, by 60% of the Executive Board, or by call of the President. Only matters listed on the agenda may be acted upon. Special meetings may be held telephonically.

#### **Section 5. Action without Meeting.**

Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if a written consent is signed by all the Executive Board members and the written consents are filed with the minutes of the proceedings of the Executive Board.

#### **Section 6. No Proxies.**

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

### **Article VII General Counsel**

The President shall appoint a General Counsel who shall be a member of the Bar in good standing and shall serve as chief parliamentarian for and otherwise in an advisory capacity to the Executive Board. He/she shall serve without compensation except by special authorization of the Executive Board.

### **Article VIII Amendments**

These Bylaws may be amended only at a meeting of the Executive Board, 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 an Executive Board 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 45 days prior to the meeting at which they are to be considered. However, if notice is provided at least 15 days prior to that meeting, any proposal concerning a matter of extreme urgency which could not have been foreseen 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 IX Policies**

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

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**President Printed Name/Signature/Date**

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**Vice President Printed Name/Signature/Date**

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**Secretary Printed Name/Signature/Date**

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**Treasurer Printed Name/Signature/Date**