

BYLAWS OF THE NORTHWESTERN OHIO TENNIS ASSOCIATION

ARTICLE I Name and Territory

Section 1. Name

The name of this organization is the Northwestern Ohio Tennis Association (NWOTA), a non-profit organization, a District of the USTA/Midwest, Inc., a Section of the United States Tennis Association. The NWOTA will be subordinate to and subject to the authority of the USTA/Midwest, and of the USTA.

Section 2. Territory

The territory of the NWOTA is as follows: Northwestern Ohio, bounded on the north by the state boundary with Michigan and Lake Erie; on the east by Northeastern Ohio District; on the south by the southern edge of the counties of Morrow, Marion, Union, Logan, Shelby, and Mercer; and on the west by the state boundary with Indiana. The Territory of the Association consists of the following counties: Allen, Auglaize, Crawford, Defiance, Erie, Fulton, Hancock, Hardin, Henry, Huron, Logan, Lucas, Marion, Mercer, Morrow, Ottawa, Paulding, Putnam, Sandusky, Seneca, Union, Van Wert, Williams, Wood, and Wyandot.

Section 3. Location

The Association shall maintain its principal office in the residence of the Executive Director, or as may be designated by the Board of Directors.

ARTICLE II Purposes

Section 1. Develop, Promote, and Supervise the Game

To develop, promote, and supervise the game of tennis as a means of healthful recreation and physical fitness;

Section 2. Develop and Maintain Rules

To develop and maintain rules of play and high standards of amateurism and good sportsmanship;

Section 3. Assist in Organizing and Maintaining Local Associations

To assist in organizing and maintaining local associations within specified as defined in Article III, Section 3.

Section 4. Encourage, Sanction, and Conduct Tournaments and Competitions

To encourage, sanction, and conduct tennis tournaments and competitions open to athletes without regard to sex, race, creed, color, or national origin and under the best conditions possible so as to effectively promote the game of tennis with the general public; to provide for the ranking of players in accordance with an accepted standard; and to develop an orderly schedule of tournaments.

Section 5. Annual NWOTA District Championships

To arrange annual NWOTA championships and such other events as may be considered desirable; and

Section 6. Carry-Out the Objectives of the USTA

ARTICLE III MEMBERS

Section 1. Membership

(a) The categories of members in the NWOTA shall be member clubs and organizations and individual members.

(b) The NWOTA shall hold one (1) meeting of members prior to the USTA/Midwest Section annual meeting.

(c) Member Clubs and Organizations

(i) Any club or other organization of a permanent character located within the territory of the NWOTA District and interested in the purposes of the NWOTA is eligible for membership as follows: Clubs (any private or commercial club, resort, hotel, condominium, apartment complex, or homeowners' association that controls and maintains its tennis playing facilities); Schools (elementary schools, junior high schools, high schools, colleges, and universities that have tennis activities, and other similar educational institutions); Associations (any organization not qualified as a club or school member that actively conducts, controls, or supervise tennis activities or is interested in the promotion of tennis, such as community tennis associations, parks and recreation departments, business groups, and any United States Military Service organization in control of tennis facilities).

(ii) All applications for membership as a member club or organization shall be in writing, on a form provided by the USTA for that purpose.

(d) Individual Members

(i) Any individual interested in the purposes of the USTA is eligible for individual membership. Individual members shall be classified as adult, junior, family, life, or honorary as provided in the Bylaws of the USTA.

(ii) All applicants for individual memberships such as adult, junior, family, or life member shall be submitted in the proper form to the USTA at its principal office.

(iii) Honorary memberships may be conferred upon such worthy persons as may be so elected by the Executive Committee of the USTA.

Section 2. Expulsion

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

Section 3. Requirements

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

Section 4. Dues

Dues of the Members shall be as provided in the Bylaws of the USTA.

Section 5. Vote Entitlement and Voting Rights

The only voting members of the NWOTA shall be:

(a) At each meeting of members (organizations) each member shall be entitled to one vote made by such delegate as it elects to send to the meeting, which delegate must be a current member of the USTA. A delegate may represent only one member. A member may vote by proxy or any type of absentee ballot. There may be no transfer of rights (voting or otherwise) or membership of any member without approval of the Board of Directors.

(b) The Officers of the NWOTA Board of Directors as defined in Article IV.

(c) Determination of a vote shall be based on a two-thirds majority vote of those persons present and voting.

ARTICLE IV Officers and Executive Directors

Section 1. Elected Officers

(a) The Officers of the Association shall be a President, three (3) Vice Presidents, one of who shall be designated as the Executive Vice President, a Secretary, and a Treasurer. They shall be elected at the Annual Membership Meeting. All elected officers must reside in the NWOTA territory and be USTA members in good standing. Officers of the association are expected to support the mission of the USTA, USTA Midwest Section and the NWOTA.

(b) The President shall be the Chief Executive Officer. His/her duties will include, but not limited to, presiding at all Membership meetings and all meetings of the Board of Directors and Management Committee. He/she, with the approval of the Board of Directors, shall appoint such additional standing or special committees as the NWOTA shall decide to create, and shall recommend all committee chairs. The President shall serve as the NWTOA Delegate to meetings of the USTA/Midwest Section.

(c) The Executive Vice President and the Vice Presidents shall assist the President in such manner as may be requested by the President. In the absence of the President, the Executive Vice President shall serve in his/her place. In the event of the resignation, incapacity or death of the President, the Executive Vice President shall automatically become the President for the unexpired term.

(d) The Treasurer shall, with the assistance of the Executive Director in the conduct of the district's fiscal management particularly the preparation of the budget. The Treasurer also serves on the Personnel Committee and shall perform such duties as may be directed by the President.

(e) The Secretary, with the assistance of the Executive Director and staff, shall be Be responsible for the keeping of accurate membership records, certifying voting power, giving notice of and keeping minutes of the meetings of the Boards of Directors and the Management Committee. The Secretary shall perform such other duties as may be assigned to him or 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.

Section 2. Executive Director

The Association shall have an Executive Director who shall be the Chief Operating Officer. The Executive Director, subject to the direction and evaluation of the Board of Directors and fully accountable to the President, shall manage the day-to-day operational programs, policies and procedures, and shall be responsible for the functioning of the office of the Association. The Executive Director shall be appointed by, shall serve at the pleasure of, and shall be compensated at a rate periodically fixed by the Board of Directors. 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 directives, policies and motions of the Officers, employing and dismissing all NWOTA employees, managing budgetary and contract processes and staff work, and performing such additional duties as may be requested by the Officers.

Section 3. District Delegates

The District Delegate shall be the President and shall represent the District as provided in the Midwest Bylaws. An alternate Delegate will be selected by the Board of Directors if the President is unable to attend the Midwest meetings. The Delegate shall be empowered to act on behalf of the District.

Section 4. Election and Terms of Office

(a) Officer: The term of office for each officer of the association shall be two years. The Executive Vice President and other Vice Presidents may serve for two (2) two year terms. If, for some reason, the President is unable to complete his/her term, the office will be filled by the Executive Vice President. In regard to all other officers, the Nominating Committee has the authority to nominate another to fill that position. The Secretary and Treasurer shall be eligible to serve for as many two-year terms as they are so nominated and elected. The Officers shall be elected at the annual meeting. Their term of office shall begin upon their election at the annual meeting.

(b) Directors (Delegates at Large) other than officers: These persons will be eligible for a maximum of two (2) two year terms. No more than (2) persons may come from the same county. Delegates at Large have voting rights at district board meetings.

Section 5. Vacancies

In the event of the resignation, incapacity or death of the President, the executive Vice President shall fill the vacancy until the next regularly scheduled election. The new President shall make a recommendation to the board of Directors a new candidate for Executive Vice President who shall be a member of the present Board of directors. The Board of Directors shall have the discretion whether another Officer is to fill the vacant office.

Section 6. Residency

All Officers and Directors must be residents of the District and USTA members in good standing. If such person shall cease being a USTA member or not reside within the District, he/she shall automatically cease holding office, and the Officers shall have the option to fill such vacancy.

Section 7. Compensation

All Officers, and the Board of Directors shall serve without compensation.

Section 8. Conflicts of Interest Eligibility

No person who is a salaried employee of the District in any capacity shall be permitted to assume any elected office of the Association without first resigning such employment. An official of the Association who is reimbursed for expenses incurred on behalf of the District shall not be considered for that reason alone to be a paid employee. Members of the Management Committee are expected to recuse themselves from any vote on a matter that might serve to benefit their work outside of the NWOTA.

ARTICLE V Board of Directors, Management Committee, and Other Committees

Section 1. Board of Directors

The policies of the NWOTA shall be established by a Board of Directors consisting of six (6) officers, the Immediate Past President and up to four (4) Delegates at Large. All have one vote. The powers of the Board shall include, but not limited to:

- (a) Managing the affairs of the entire NWOTA.
- (b) Suspending or expelling Member Clubs or Organizations for cause (i.e. failure to remit fines owed to the USTA, USTA Midwest or NWOTA, or refusal to comply with USTA, USTA Midwest and NWOTA rules and regulations.)
- (c) Approving the annual budget, and any amendments thereto.
- (d) Approving committee chairman and committee members of the committees established in the NWOTA as recommended by the President.
- (e) Filling any vacancy among the elected Officers and the Nomination Committee upon the recommendations from the President.
- (f) Considering appeals of acts or decisions of the Grievance Committee or other Committees of the NWOTA.
- (g) The Board of Directors will meet at least four (4) times a year. The Annual Meeting may be counted as one of the required meetings as long as a quorum exists, a separate agenda and minutes are taken for this meeting. A quorum shall be a simple majority of the Board of Directors.
- (h) The President may at any time request a mail or conference call vote of the Board of Directors on any question, matter or resolution. Any request for such a vote shall be communicated to each Officer, with such data and explanatory information as will fairly present the pros and cons of such question, matter or resolution, and with a designation of a date when the vote must be received by the Secretary.

Section 2. Permanent/Standing Committees

The Organization shall have the following permanent/standing committees: Management or Executive Committee, Nominating Committee, Grievance Committee, Adult Committee, and the Junior Board. The President will be a non-voting, ex-officio member of all committees, with the exception of the Nominating Committee and the Grievance Committee. Except as otherwise provided, the President will recommend the chair and the members of each committee, and they will serve at the pleasure of the Board of Directors.

Section 3. Management of Executive Committee

The NWOTA shall have a Management Committee consisting of the elected Officers of the NWOTA District. The Management Committee will manage the affairs of the NWOTA and perform such other duties as necessary in the interest of the Organization. Any action taken by the Management Committee shall be communicated to the Board at the next meeting. An appeal of an act or decision of the Management Committee may be considered at a Board meeting, provided notice of such an appeal is set forth in the notice of the meeting.

Section 4. Nominating Committee

(a) The Nominating Committee shall consist of three (3) members, of the NWOTA and chaired by the Immediate past President. The chairperson and two others shall be elected at the Annual Meeting and will serve until the Annual Meeting two years hence. The Nominating Committee will nominate a slate of officers, a Board of Directors and the District Delegate to the USTA/Midwest Section and present all names at the Annual Meeting. Further, they will present a slate for the next Nominating Committee for approval by the Management Committee. Two members of the Nominating Committee

will serve for no more than one (1) two year term; one shall be elected as a carry over and will be limited to (2) two year terms.

(b) The Nominating Committee shall serve the Notice of Nominations to the Secretary not less than forty-five (45) days before the Annual Membership Meeting. There shall be at least thirty (30) days notice prior to the Annual Membership Meeting to all members or organizations and the Board of Directors, identifying the slate of nominations. The Nominating Committee may nominate two (2), but no more than two (2) candidates for each office. Other nominations may be made by any voting member or organization and 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 5. Personnel Committee

(a) A Personnel Committee composed of the President, Executive Vice President and Treasurer shall serve as a standing committee. This committee shall report to the Management Committee all matters related to staff appointment and performance.

ARTICLE VI Grievance Committee

(a) The Committee shall be composed of three (3) members named by the President with the approval of the Management Committee and it shall be responsible for enforcing the Bylaws, and all the rules and regulations of the USTA which are adopted by the NWOTA as a district member of the USTA, and the standards of conduct, fair play and good sportsmanship. The Grievance Committee shall operate under the following rules and regulations:

(i) Any written complaint must be filed within thirty (30) days following the date on which the alleged violation occurred, except that if the alleged violation is based on a falsification of age, or a falsification of any other information, such written complaint must be filed within thirty (30) days after discovery of such falsification. Whenever a written complaint is filed with the Chair of the Grievance Committee, charging that any person has violated any of the stipulations and standards specified in Article V, Section 5a, the Chair shall cause a copy of the written complaint to be mailed by certified mail, return receipt requested, to the last known address of such person, along with notice that it has been received by the Chair and requesting an explanation within ten (10) days after the violated one or more of the stipulations and standards specified in Article V, Section 5a, then the Chair shall have the power to suspend such person for such period as the Chair in his/her absolute discretion deems appropriate. Prior to taking such action, the Chair shall not be required to hold any further hearing, and such action may be taken by him/her without further investigation. The Chair shall promptly notify in writing the person so charged of his/her decision. A Vice Chair shall have all powers of the Chair and shall act when the Chair is unable to do so.

(ii) Within thirty (30) days after receipt of a written notice of the decision by the Chair or Vice Chair of the Grievance Committee, the person penalized may appeal the decision by addressing a written request to the Chair for a hearing before the entire Committee. Upon receipt of such a request, the Chair

of the Grievance Committee shall promptly fix a time and place for a hearing and shall give the penalized person not less than eight (8) days prior notice thereof. At any such hearing, the penalized person shall have the right to appear personally with not more than one representative or attorney, to present evidence and cross-examine witnesses. The Grievance Committee shall have the power to affirm, modify or reject the prior decision or to impose any additional penalties, as it may deem appropriate. A majority vote of the Grievance Committee shall be sufficient to render a decision. The Grievance Committee shall promptly notify the person penalized of its decision.

(iii) Instead of following the procedures discussed in paragraph (i) above, the Chair may convene the Grievance Committee to render a decision relative to a written complaint. In that event, all procedures discussed in paragraph (ii) above shall be followed including the imposition of all penalties indicated therein.

(iv) Any appeal from a decision of the Grievance Committee shall be made to the Management Committee within thirty (30) days after receipt of the written notice of the decision of the Grievance Committee. Such notice must be addressed to the President of the NWOTA requesting review by the Management Committee, but is not required to hold a hearing unless in its absolute discretion it deems necessary. The Management Committee shall have the power to impose harsher penalties. A majority vote is necessary for the Management Committee to reach a decision, and the decision shall be binding and final. The Management Committee shall promptly notify in writing the penalized person of its decision.

(v) Any person who has been suspended or expelled pursuant to the provisions contained herein may be reinstated at any time by the Management Committee on evidence satisfactory to it that reinstatement is merited. Prior to taking any such action, the Management Committee shall obtain the recommendation of the Grievance Committee.

ARTICLE VII Meetings

Section 1. Procedure

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the NWOTA District in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the NWOTA District may adopt.

Section 2. Membership Meetings

(a) The annual meeting of the Membership shall be held each year prior to the Annual Membership Meeting of the Midwest Tennis Association. The purpose of the Meeting is to elect the Officers of the Board of Directors, to receive reports of Officers and Committee Chairs, and for any other business that may arise. Written notice of the time and place of such meeting shall be given not less than thirty (30) days prior to the meeting to each member club and organization and to each Officer of the NWOTA.

(b) Special meetings may be called by written request of 2% of individual members, by two (2) Officers of the Board of Directors, or by call of the President. Any such request shall state the purpose(s) of the proposed meeting. Special meetings shall be held at such time and place, as the Officers of the Board of Directors shall determine prior to the mailing of the notice thereof. Only matters listed on the agenda may be acted upon.

(c) A quorum will be considered present when 20% of the members are represented and present. Any such meeting may be adjourned by majority vote of the members present.

Section 3. Board of Director Meetings

(a) All Board Meetings shall be open meetings unless there is a majority vote to conduct a closed meeting for good cause.

(b) A quorum will be considered present when 75% of the members of the Board are present. Past Presidents shall not be included in calculating a quorum. Any such meeting may be adjourned by majority vote of the officers present.

(c) It is the policy of this organization that officers attend at least 75% of the Board of Directors Meetings. Any officer not meeting these requirements may be suspended or removed. Such action will be initiated by the President subject to the approval of 75% of the remaining Officers of the Board of Directors, President inclusive. If suspension or removal action is initiated, such person shall be notified in writing. In addition, the Nominating Committee should take into consideration in the selection of nominees for election, the past attendance record of each officer.

ARTICLE VIII General Counsel

The President shall appoint a General Counsel who shall be a member of the Bar in good standing and shall serve in an advisory capacity to the Board of Directors and the Management Committee. He/she shall serve without compensation except by special authorization of the Management Committee.

ARTICLE IX Amendments

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

(b) A proposed new Bylaw or amendment may be submitted only by a member of the Board of Directors, or by a Committee Chairperson. The Chairperson may only submit a proposed change or addition to the Bylaws if authorized by majority vote of his/her committee. The President of the Board of Directors shall be responsible for all revisions and amendments to the Bylaws.

(c) All proposals shall be submitted in writing to the Executive Director of the NWOTA 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 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 X Policies

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

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