

BYLAWS

of

TUPELO AREA PICKLEBALL, INC.

ARTICLE I - Name and Purposes

Section 1.01. Name.

The name of the organization is TUPELO AREA PICKLEBALL, INC (TAP).

Section 1.02. Purpose.

The Non-Profit Corporation is organized for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose of the Corporation is to promote Pickleball as a safe and fun sport for all ages within the greater Tupelo Mississippi area through education and the fostering of competition.

Section 1.03. Nonprofit Status and Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 1.04. Distribution Upon Dissolution

Upon termination or dissolution of Tupelo Area Pickleball, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code, which organization or organizations have a charitable purpose.

The organization to receive the assets of Tupelo Area Pickleball hereunder shall be selected by the Board at the time of the dissolution.

ARTICLE II - Members

Section 2.01. Qualifications.

Membership may be granted to any individual who registers as a member, supports the mission and purposes of the organization, and who pays the annual dues as set by the Board. Each Member in good standing shall have one vote.

Section 2.02. Termination of Membership.

Membership will be terminated by voluntary resignation, nonpayment of dues or assessments, violations of the provisions of these Bylaws, or violation of TAP's published mission, purposes, polices, procedures, guidelines and/or regulations as established by the Board.

Section 2.03. Resignation.

Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.04. Dues and Special Assessments.

Dues and Special Assessments for members shall be proposed by the Board and approved at the annual meeting.

Section 2.05. Annual Meetings.

A membership meeting shall be held each year. The date, time, and location of the meeting will be determined by the Board and announced by the Secretary via email and/or other reasonable means not less than fourteen (14) days before the meeting. A minimum of 10% of the members in good standing present in person shall constitute a quorum. The purpose of the annual meeting is to:

- Elect directors
- Present the state of the organization
- Approve annual dues and special assessments
- Review Board's activities of the previous year and plans for upcoming year
- Seek advice of the members
- Discuss any other business as deemed necessary by the Board.

ARTICLE III - AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors.

The Board of Directors (Board) is vested with all the powers and authority granted to the Corporation by law and is responsible for the overall direction and management of Tupelo Area Pickleball in accordance with the approved Bylaws. Any member in good standing may be elected to serve on the Board.

Section 3.02. Number, Selection, and Tenure.

The Board shall consist of not less than five (5) directors.

Each Director shall hold office for a term of two (2) years commencing on the date of their election at an annual membership meeting and continuing until the second annual election and until their successors are respectively elected.

Directors shall be elected at the annual meeting by a majority vote of the members in good standing attending the meeting where a quorum is constituted.

Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.03. Resignation.

Resignations are effective upon receipt by the Secretary of the Corporation of a written notification.

Section 3.04. Regular Meetings.

The Board shall hold at least four (4) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. Members may attend Board meetings but shall not have a vote.

Section 3.05. Special Meetings.

Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.06. Notice.

Meetings may be called by the President or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum.

A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.08. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.10. Committees.

The Board may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.11. Reimbursement.

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE IV - AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers.

The officers of the Corporation shall be a President, a Vice-President, Secretary, and Treasurer, and such other officers as the Board may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.

Section 4.02. Appointment of Officers; Terms of Office.

The officers of the Corporation shall be elected by the Board at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board.

Terms of office may be established by the Board but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 4.03. Resignation.

Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal.

An officer may be removed by the Board at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. President.

The President shall be a director of the Corporation and will preside at all meetings of the Board. The President shall perform all duties attendant to that office, subject, however, to

the control of the Board, and shall perform such other duties as on occasion shall be assigned by the Board.

Section 4.06. Vice-President.

The Vice-President shall be a director of the Corporation and will preside at meetings of the Board in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board.

Section 4.07. Secretary.

The Secretary shall be a director of the Corporation and shall keep the official records of the Corporation including minutes of all meetings of the Membership and Board in the books proper for that purpose. The Secretary shall issue notices of meetings, conduct correspondence relating to the Corporation and furnish whatever reports to the Corporation or other persons or organizations as may be required and shall perform such other duties as on occasion shall be assigned by the Board.

Section 4.08. Treasurer.

The Treasurer shall be a director of the Corporation and shall receive and deposit all moneys due to the Corporation and pay all obligations that may be incurred by the Corporation in the regular course of its business, shall keep an up-to-date ledger of all financial transactions and provide financial reports as may be required at all meetings of the Board or Membership. The Treasurer shall maintain an up-to-date record of members in good standing. The Treasurer shall also report to the Board at each regular meeting on the status of the Corporation's finances and shall perform such other duties as occasionally may be assigned by the Board.

Section 4.09. Paid Staff.

The Board may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE V - INDEMNIFICATION

Every member of the Board, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI - ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment.

The Board may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities.

The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board.

ARTICLE VII - FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year.

The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board.

Section 7.02. Checks, Drafts, Etc.

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts.

All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 7.04. Investments.

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII - BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

ARTICLE IX – CONFLICT OF INTEREST

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

ARTICLE X - AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Membership provided prior notice is given of the proposed amendment(s) in the notice of the meeting at which such action is taken.