

**BYLAWS
OF
THE DOUGLAS SAUGATUCK PICKLEBALL CLUB**

[AS RESTATED AND APPROVED BY THE BOARD]

ARTICLE I: MISSION

Section 1. Mission

The DOUGLAS SAUGATUCK PICKLEBALL CLUB ("DSPC") is a non-profit corporation organized under the laws of the State of Michigan. Its mission is to promote the sport of pickleball in Southwestern Michigan.

Section 2. IRS Section 501(c)(7) Purposes

The DSPC is organized exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the DSPC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the DSPC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the DSPC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the DSPC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the DSPC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the DSPC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the DSPC is then located, exclusively for

such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II: MEMBERSHIP AND DUES

Section 1. Requirements for Membership

Membership shall be open to all persons over the age of 18.

Section 1.1 If a member fails to pay the designated membership dues within 30 days from the date such dues are payable, he or she shall cease to be a member of the DSPC.

Section 1.2 Before any member is permitted to play during designated Club hours, he/she is required to sign a form of waiver of liability that has been approved by the Board of Directors. From time to time, the Board may revise the form of waiver.

Section 2. Membership Classes and Dues

The classes of membership, if any, and the amount of annual dues for each class shall be set by the Board of Directors.

Section 2.1 Annual dues shall be payable as of June 1 of each year, or such other date as the Board may determine.

Section 3. Eligibility to Vote

Each member in good standing, who has paid the current membership dues, shall be eligible to vote for the election of members of the Board and any other matter requiring approval of the general membership.

Section 4. Resignation

Any member may resign at any time by notifying the Secretary in writing. Resignation shall not relieve a member of the obligation to pay unpaid dues, or other charges previously accrued.

Section 5. Termination

The membership of any member may be terminated for good cause by a vote of at least two-thirds of the Board of Directors. Good cause shall include, but not be limited to, repeated non-compliance with Club rules or code of conduct, or conduct that constitutes a violation of the terms of the DSPC's agreement with the City of the Village of Douglas or otherwise reflects poorly on the DSPC.

Section 5.1 Membership shall terminate upon the death of a member who is a natural person.

Section 6. Membership Not Transferable

A membership in the DSPC shall not be transferable.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Regular Meeting of Members

The DSPC was formed on a membership basis. The general membership of the DSPC shall meet at least once a year, in June at a local venue that is reasonably convenient to a majority of members. Reasonable notice shall be given, by mail or electronic transmission, as to the time and place established by the Board for each meeting. Members may not participate by conference telephone or other means of remote communication unless specifically approved by the Board.

Section 2. Special Meeting

Special meetings of the DSPC may be called at the direction of the President, the Board of Directors, or a minimum of one-fourth of the members, providing reasonable advance notice of the time, place, and subject of the meeting is given.

Section 3. Quorum

At any regular or special meeting of the general members, a quorum shall consist of not less than one-third of the members entitled to vote, represented in person or by proxy. The act of a majority of the members present at a meeting at which there is a quorum shall be the act of the membership.

Section 4. Voting

Each membership shall be entitled to one vote. Such vote may be given (a) in person, (b) by absentee ballot submitted in accordance with procedures duly approved by the Board of Directors, or (c) by duly authorized proxy in writing, dated within six months of the meeting, filed with the Secretary at or before the start of a meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Size and Election

The Board of Directors shall be elected from the membership residing in Allegan County by the members in a secret ballot at the annual meeting. The Board shall be composed of four officers and not less than three nor more than five members-at-large. The Board shall establish procedures for the election of Board members.

Section 2. Term

A member of the Board shall serve for a term of two years, beginning on the date of election. Notwithstanding the above, the term of office of Board member Stephen Lewis shall last until such time as Mr. Lewis resigns or is removed from the Board.

Section 3. No Compensation or Liability for DSPC Obligations

Directors shall serve without compensation, except for reimbursement of actual expenses relating to operation of the DSPC according to procedures established by the Board of Directors. The directors shall not be personally liable for debts, liabilities, or other obligations of the DSPC.

Section 4. Resignation

Any officer or Board member-at-large may resign at any time by giving written notice to the Board, the President, or Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 Removal

Any director may be removed from office at any time for good cause by a vote of at least two-thirds of the remaining directors. For purposes of this section, "good cause" shall mean (i) the willful failure by such director to perform, or the gross negligence of such director in performing, the duties of a director, (ii) the engaging by such director in willful or serious misconduct that is injurious to the DSPC, or (iii) the conviction of such director of, or the entering by such director of a plea of nolo contendere to, a crime that constitutes a felony.

Section 6. Vacancy

Any vacancy occurring in the Board of Directors may, but is not required to, be filled by a majority vote of the remaining members of the Board. A director elected to fill a vacancy shall hold office until the next annual meeting of members, at which time a director shall be elected for the unexpired term created by such vacancy.

Section 7. Role

The Board of Directors shall manage the business of the DSPC, and decide all questions of policy, direction, and operation of the DSPC, subject to the approval of the general membership when and if such is required by law or these Bylaws.

Section 8. Frequency of Meetings, Quorum

The Board of Directors shall hold a regular annual meeting, immediately following the annual meeting of all members. Special meetings of the Board shall be held on dates and in locations set by the President, or at the request of two or more directors, with reasonable advance notice.

Section 8.1 A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. The vote of a majority of members present at a meeting at which a quorum is present constitutes the action of the Board.

Section 9. Remote Communication

Members of the Board may participate in meetings by conference telephone or remote communication, to the extent permitted by the Michigan Nonprofit Corporation Act ("MNCA") and procedures adopted by the Board. Participation in such manner constitutes presence in person at the meeting.

Section 10. Action by Consent

Action required or permitted to be taken under authorization voted at a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board or committee for all purposes.

Section 11. D&O Insurance

The DSPC shall maintain continuous "Errors and Omissions" insurance coverage in type and amounts and amounts sufficient to reasonably protect officers and members of the Board from payment of damages for liability or the payment of attorneys' fees or expenses, consistent with applicable law.

Section 12. Committees

From time to time, the Board shall establish such committees as in its judgment seem necessary or advisable. No such committee may execute the power or authority of the Board in the management of the business and affairs of the corporation, but may perform under the direction of the Board those functions described in the bylaws or determined from time to time by the Board.

12.1 The Board shall determine a procedure for populating such committees. Any member of a committee may be removed at any time by the President if deemed to be in the best interest of the DSPC.

12.2 Each committee shall elect a Chair as its first order of business, to be elected on an annual basis.

Section 13. Nominating Committee

A Nominating Committee composed of the Vice-President, one (1) other member of the Board of Directors, and two (2) members-at-large of the DSPC shall be appointed by the Board at least two (2) months prior to the annual election. The Nominating Committee shall prepare a slate of members in good standing, willing to serve if elected, for each Board position up for election. In preparing the slate, the Committee shall seek input on nominations from the general membership, and give consideration to the needs of the Board and of the DSPC for particular experience and skill sets.

ARTICLE V: OFFICERS

Section 1. Election and Term

The officers of the DSPC shall be as set forth below. The officers shall be elected by the Board of Directors from among their number at their regular annual meeting. Officers shall hold office for a period of one year.

Section 2. The President

2.1 The President shall preside over the meetings of the Board of Directors and of the general membership.

2.2 The President shall serve as an *ex-officio* member of all committees except the Nominating Committee.

2.3 The President shall be responsible for the executive supervision of the activities of the DSPC and shall present a report at the annual meeting of members. With the approval of the Board of Directors, the President shall be the sole spokesperson and negotiator for the DSPC, unless another member is so designated by the President and approved by a majority of the Board of Directors.

Section 3. Vice-president

The Vice-President shall chair the Nominating Committee and have the primary responsibility of leading the DSPC's planning efforts. The Vice-President shall assume the duties of the President in his/her temporary absence or incapacity. The Vice-President shall take on special projects at the request of the President or otherwise assist the President.

Section 4. Secretary

The Secretary shall be responsible for the membership roster (Including application forms and waiver forms), preparing minutes of the Board of Directors meetings, maintaining a record of approved minutes for the DSPC's archives, and maintaining the current version of the Articles of Incorporation and By-Laws.

Section 5. Treasurer

The Treasurer shall be responsible for the stewardship of all of the DSPC's funds and securities, which includes, but is not limited to:

1. Assuming the lead in the preparation of the annual DSPC budget and presenting the budget to the Board of Directors for its approval. The Treasurer shall also assist committees with their budget preparation or any other activity that require fiscal planning.
2. Providing timely and useful reports to the Board of Directors or other groups requiring similar information. The reports shall include analysis, highlighting areas of concern, or significant variances from budget or other financial plans.
3. Maintain the accounting function regarding financial transactions (e.g., receipt of dues, payment of bills and taxes, issuance of checks, bank deposits, reconciliation of monthly bank statements, any government reports).
4. Ensuring that the DSPC's accounting meets generally accepted standards for 501(c)(7) organizations.
5. Securing all required insurances and bonds as needed to protect DSPC assets or meet regulatory requirements. The Treasurer shall pay and maintain current documentation of all federal, state and city taxes, licenses, and any other governmental requirements.

ARTICLE VII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Michigan, the DSPC shall indemnify any person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a

director, officer, employee, nondirector volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful.

The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Action by or in the Right of the Corporation

To the full extent authorized under the laws of the State of Michigan, the DSPC shall indemnify any person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, by or in the right of the corporation, to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, nondirector volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members.

Section 3. A determination whether indemnification is proper under the circumstances shall be made according to the provisions of MCNA section 564a and other applicable law.

Section 4. Advancement of Expenses

The DSPC shall pay or reimburse the reasonable expenses incurred by a director, officer, employee, nondirector volunteer, or agent of the corporation or a person that is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another domestic corporation, foreign corporation, domestic business corporation, foreign business corporation, partnership, limited liability company, joint venture, trust, or other enterprise, whether for profit or not, that is a

party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if the person furnishes the corporation a written agreement, executed personally or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the standard of conduct, if any, required by this act for the indemnification of a person under the circumstances.

Section 3. Insurance

The DSPC may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the DSPC would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE VIII: FISCAL YEAR

Section 1. The fiscal year for the DSPC shall be June 1 to May 31.

ARTICLE IX: POLICIES

Section 1. The Board of Directors may, from time to time, adopt formal policies regarding various activities of the DSPC.

ARTICLE X: PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order shall be the authority for the conduct of all meetings of the DSPC and its Board, insofar as such rules are consistent with the Articles of Incorporation, the Bylaws, and applicable law.

ARTICLE XI: AMENDMENTS TO THE BYLAWS

Any of these Bylaws may be amended or repealed, and any new by-law may be adopted, by majority vote of the Board of Directors.

The Directors of the DSPC approve the adoption of the foregoing bylaws as the By-laws of the DSPC.

Dated:

President

Secretary

Amendment May 16, 2023

Article IV

Section 2. Term

A member of the Board shall serve for a term of three or two years to be determined by the Board, beginning on the date of election. Notwithstanding the above, the term of office of Board member Stephen Lewis shall last until such time as Mr. Lewis resigns or is removed from the Board.