

BYLAWS
OF
DALLAS PICKLEBALL CLUB

PREAMBLE

The purposes for which the corporation is organized and shall operate are to support the health and positive social life in the community through the promotion, teaching and playing of Pickleball; to support the development of and help maintain public facilities for the playing of Pickleball; and to carry on such other activity and business as may be authorized for a corporation organized under the Oregon Nonprofit Corporation Act; provided, that the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or of any other provision of the Articles of Incorporation.

ARTICLE I

Offices

Section 1. The registered office shall be located at 300 SE LaCreole Drive, No. 201, Dallas, OR 97338.

Section 2. The corporation may also have offices at such other places either within or without the State of Oregon as the Board of Directors may, from time to time, determine or as the business of the corporation may require.

ARTICLE II

Members

Section 1. The corporation is a membership organization. Any individual, business or organization desiring to become a member of the corporation may file an application for membership in such form as the Board of Directors shall prescribe. The board may establish classes of membership with such rights and obligations as the board may, from time to time, determine.

Section 2. The board may establish dues for membership from time to time as it deems appropriate.

Section 3. A member's membership may be terminated by a majority vote of the Board of Directors if the member is found to have acted against the interests of the corporation or failed to comply with any obligation of membership; provided, that, prior to termination, the member shall be given notice in accordance with ORS 65.034 at least 15 days before the termination, including the reasons for termination, and the member shall have the opportunity not less than five days before the effective date of termination to be heard, orally or in writing by the Board of Directors.

Section 4. Members shall only those rights as are expressly provided for in these bylaws.

ARTICLE III

Membership Meetings; Actions Without Meetings

Section 1. The annual meeting of the members shall be held in the month of June on a date and at a time and place fixed by the Board of Directors. At the annual meeting, the President, and any other officer the board of directors or the President may designate, shall report on the activities and financial condition of the corporation; shall elect the directors and officers of the corporation as provided in Article IV; and shall consider and act upon such other matters as may be raised in the notice of the meeting.

Section 2. Special meetings of the members may be held at the call of the Board of Directors or if the holders of at least five percent of the voting power of the corporation sign, date and deliver to the corporation's secretary one or more written demands for the meeting that describe the purpose or purposes for which the meeting is to be held. Business conducted at a special meeting of the corporation shall be limited to the purpose or purposes stated in the notice of or demand for the meeting.

Section 3. Members may, without a meeting, use electronic mail or other electronic means to take action on any matter that the members may take at a meeting. Before taking an action under this section, the corporation shall send to the electronic mail address that each member provided to the corporation for receiving communications from the corporation an electronic mail announcement that states that the members will take the action. Such announcement shall include a description of the matter on which the members will take action and must specify a deadline of not less than 48 hours after the time the corporation sends the announcement in which a

member may record the member's vote. The corporation shall include the electronic mail announcement described in this subsection and a record of the members' votes in the minutes for the meeting or shall file the announcement and record of the members' votes in documents that reflect the action that the members took. A member may change the member's vote at any time before the deadline set forth in the electronic mail announcement described in this section. An affirmative vote of the majority of the members at the time the members take an action by means of electronic mail or by other electronic means is an act of the members, effective on the deadline specified in the electronic mail announcement described in this section, unless the announcement specifies a different effective date or time. The members' action under this section has the effect of a meeting vote and the corporation may describe the action as a meeting vote in any document.

Section 4. Members may use electronic mail to discuss an issue that comes before the members.

Section 5. The corporation shall give notice of the place, date and time of each meeting of the members in accordance with ORS 65.034 no fewer than seven days before the meeting. Notice of an annual meeting shall include a description of any matter or matters that the members must approve under ORS 65.361, ~~65.414~~ (1)(a), 65.437, 65.464, 65.487, 65.534 or 65.624. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called. If a meeting is

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adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment.

Section 6. Each member is entitled to one vote on each matter on which the members vote.

Section 7. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by the member's authorized agent or attorney-in-fact.

Section 8. Votes represented at a meeting of members constitute a quorum. The affirmative vote of a majority of the votes represented and voting is the act of the members.

ARTICLE IV

Directors

Section 1. The business and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 2. The number of Directors of the corporation shall be not less than five (5) nor more than seven (7).

Section 3. The initial Board of Directors appointed by the Incorporator shall, prior to the first meeting of the members, be divided by lot or agreement into two (2) groups of two (2) and three (3) directors, each. One group shall be designated as having

an initial term ending at the first annual meeting of the corporation; the other group shall be designated as having an initial term ending at the second annual meeting of the corporation. Thereafter, the term of each Director shall be two (2) years. The term of a Director so elected shall commence as of the date of election.

Section 4. Any individual member in good standing of legal age who is not disqualified by law from serving as a director, or whose appointment as a director would not cause the corporation to become disqualified as a tax-exempt entity under Section 501 (c) (3) of the Internal Revenue Code of 1986, may serve as a director. If a director ceases to qualify as a member of the Board of Directors his or her position shall be deemed vacant as of the date of such disqualification.

Section 5. A Director may be removed from the Board of Directors by a majority vote of the members, with or without cause, at an annual meeting of the members or any special meeting of the members called for such purpose, and by the Directors, upon a majority vote of the Directors. Any vacancy occurring on the Board of Directors shall be filled by the remaining Directors and the person so appointed shall serve until the next annual meeting of the members. A Director elected or appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 6. The annual meeting of the Board of Directors shall be held in June of each year, after the annual meeting of the members. Regular meetings of the Board of

Directors and its committees, if any, shall be held at such dates as may be determined by the Board of Directors.

Section 7. Special meetings of the Board may be called by the President on not less than twenty percent (20%) of the Directors then in office on written notice to each Director, given either personally or by mail or by electronic mail, at least two (2) days prior to such meeting, unless an earlier notice is required by these Bylaws. Special meetings of any committee may be called in the same manner by the Chair or members thereof.

Section 8. All meetings of the Board of Directors and its committees shall be held at such other place as the Board may agree or as may be designated in the notice of any meeting.

Section 9. Notice of any meeting required to be given in writing shall be deemed given when delivered personally or deposited in the United States Mail, addressed to the Director's last known address, with postage prepaid thereon, or by electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as otherwise provided by statute or these

Bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 10. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the members of a committee shall constitute a quorum for the transaction of business, unless a different quorum requirement is established by the Board. If a quorum is present, the affirmative vote of a majority of Directors or committee members shall be the act of the Board or committee; provided, that a Director may be removed during his or her term only by an affirmative vote of a majority of all Directors, as provided in Section 5, above. If less than a quorum is present at any meeting, the majority of the Directors or committee members present may adjourn and reconvene the meeting from time to time without further notice.

Section 11. The board of directors may permit any or all of the directors to participate in a regular or special meeting, or to conduct the meeting, by using any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 12. A Director or committee member who is present at a meeting of the Board of Directors or committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be

entered in the minutes of the meeting, or unless he or she shall file a written dissent with the Secretary at the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary immediately after adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

Section 13. All meetings of the Board of Directors and all committees of the Board shall be conducted in accordance with Roberts Rules of Order, as amended from time to time.

Section 14. Directors shall serve without salary, but may be compensated for necessary expenses, including travel expenses, incurred in the discharge of their duties as a Director.

ARTICLE V

Committees

Section 1. The Board may create committees, from time to time, which may exercise the authority of the Board of Directors and the Board Chair shall appoint members to serve thereon, subject to the approval of the Board. Each committee so created shall consist of at least two Board members and shall have such authority and shall discharge such functions as the Board of Directors may delegate and establish. The Board shall retain authority over an exercise of corporate powers that the Board delegates or authorizes under this section.

Section 2. Any committee created by the Board of Directors may be terminated, the members thereof may be removed and the functions and authority thereof may be altered at the pleasure of the Board of Directors. In no event shall a committee created by the Board of Directors have the authority to take any action prohibited by law.

Section 3. The President shall be an ex-officio member of all committees of the Board of the Directors.

Section 4. Committee members may participate in committee meetings by telephonic or electronic means in the same manner provided for directors under Article IV, Section 11, above.

ARTICLE VI

Action Without Meeting

Section 1. Any action required or permitted to be taken at a Board of Directors or committee meeting may be taken without a meeting if the action is taken by all members of the Board of Directors or committee members. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director or committee member, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 2. An action taken under this Article shall be effective when the last Director or committee member signs the consent, unless the consent specifies an earlier or later effective date.

Section 3. A consent signed under this Article shall have the effect of a meeting vote and may be described as such in any document.

Section 4. The Board or any committee may, without a meeting, use email or other electronic means to take action required or permitted to be taken at a Board or committee meeting if: (a) The corporation has a record of an email address for each Director or committee member; (b) The corporation sends to the email address of each Director or committee member an announcement that the board or committee will take action, a description of the matter on which the Board or committee will take action, and a deadline of not less than 48 hours after the time the corporation sends the announcement in which a Director or committee member may vote; and (c) The majority of Directors or committee members who hold office at the time vote in the affirmative, except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of Directors or committee members. A Director or committee member may change their vote at any time before the deadline set forth in the email announcement. The Board's or committee's action is effective on the deadline specified in the email announcement unless the announcement specifies a different effective date or time. The corporation shall include the email announcement and a record of the Directors' or committee members' votes in corporate records reflecting the action that the Board or committee took.

ARTICLE VII

Officers

Section 1. The principal officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer and City Liaison.

Section 2. The members, at each annual meeting, shall elect a President, Secretary, Treasurer and City Liaison, who shall be members of the Board. One person may be appointed to more than one office.

Section 3. The Board may appoint such other officers, assistant officers and agents as it shall deem necessary or desirable, who shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board.

Section 4. The officers of the corporation shall serve without salary, but may be compensated for necessary expenses incurred in discharging the duties of their respective offices.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer or agent appointed by the members may be removed by the members at any time, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any of the officers becomes vacant for any reason, the vacancy shall be filled temporarily by the Board of Directors until the members elect a replacement.

President

Section 6. The President shall be the Chief Executive Officer of the corporation; shall preside at all meetings of the Directors and members; and shall see that all orders and resolutions of the Board and members are carried into effect.

Section 7. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Vice-President

Section 8. The Vice-President shall exercise the powers and perform the functions that are from time to time assigned by the President or the Board of Directors. The Vice-President shall have the powers and shall exercise the duties of the President whenever the President (by reason of illness or other disability, or absence) is unable to act, and at other times when specifically so directed by the Board of Directors.

Secretary

Section 9. The Secretary shall attend all meetings of the Board of Directors and members, and record the minutes of all proceedings in a book or electronic file to be kept for that purpose, shall be responsible for authenticating the records of the corporation, and shall perform like duties for any committee when required. The

Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and members, and shall perform such duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be.

Treasurer

Section 10. The Treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in the books of the corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors and members, at the regular meetings of the Board of Directors and annual meetings of the members, and at such other times as may be reasonably required, an accurate account of all of his or her transactions as Treasurer and of the financial condition of the corporation. The Board of Directors may require that the Treasurer give the corporation a surety bond in such form and amount as the Board, in its discretion, may require, for the faithful performance and discharge of the duties of his or her office.

City Liaison

Section 11. The City Liaison shall represent the corporation on matters relating to the City of Dallas, and shall perform such duties as may be prescribed by the Board of Directors or President, under whose supervision the City Liaison shall be.

ARTICLE VIII

Standards of Conduct

Section 1. Each Director shall discharge his or her duties on behalf of the corporation in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interests of the corporation. The Board may adopt a Conflict of Interest Policy, which policy shall supplement the provisions of the bylaws relating to conflicts of interest.

Section 2. In discharging the duties of a Director, a Director shall be entitled to rely on information, opinions, reports and statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director believes are within such person's professional or expert competence; and a committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence. A Director shall not be liable to the corporation or any other person for any action taken or not taken as a Director, if he or she shall have acted in good faith in compliance with this Article.

Section 3. For the purpose of this Article, a conflict of interest transaction is a transaction with the corporation in which the Director has a direct or indirect interest; provided, that the status of a Director as a resident of the City of Dallas, Polk County or State of Oregon shall not, in and of itself, constitute a conflict of interest.

Section 4. A Director shall declare to the Board any conflict of interest or potential conflict of interest on their part which they know or have reason to know, concerning any proposed action of the Board. A transaction in which a Director may have a conflict of interest may be approved by the vote of the Board of Directors or a committee thereof if the material facts of the transaction and the Director's interest are disclosed or known to the Board or committee; or by obtaining the approval of the Attorney General of the State of Oregon or any Circuit Court of the State of Oregon in an action in which the Attorney General is joined as a party. A conflict of interest transaction shall not be voidable nor the basis for imposing liability on a Director if the transaction is fair to the corporation at the time it is entered into or approved as provided herein. For the purposes of this Section, a Director shall be deemed to have an indirect interest in a transaction if another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or another entity of which the Director is a Director, officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors of the corporation.

Section 5. A conflict of interest transaction shall be authorized, approved or ratified by the affirmative vote of a majority of the Directors on the Board who have no direct or indirect interest in the transaction. No conflict of interest transaction may be authorized, approved or ratified by a single Director. If a majority of the Directors who have no direct or indirect interest in a transaction vote to authorize, approve or ratify such transaction, a quorum shall be deemed present for the purpose of taking action under this Article.

Section 6. No Director shall obtain a loan of money or a guarantee of an obligation from or by the corporation.

Section 7. No Director, officer or employee shall grant or make available to any person any consideration, treatment, advantage or favor beyond that which it is the general practice to grant or make available to all members of the public similarly entitled thereto.

Section 8. No Director, officer or employee shall request, use or permit the use of any corporate owned or corporate supplied property, vehicles, equipment, material, labor or service for the personal convenience or the private advantage of such Director or of any other person. This provision shall not be deemed to prohibit any Director, officer or employee from requesting, using or permitting the use of such corporate owned and corporate supplied property, vehicles, equipment, material, labor and service which it is the general practice to make available to the public at large or which

are provided as a matter of stated policy for the use of Directors, officers and employees in the conduct of official business.

Section 9. No Director, officer or employee shall request or use any privilege or advantage derived from his employment by, or appointment to, this corporation that has not been authorized, by the Board of Directors. Any question respecting such authorization shall be determined by the Board of Directors prior to the exercise of such privilege or advantage.

Section 10. No Director, officer or employee shall appear on behalf of any private person other than himself or herself before the corporation.

Section 11. No Director, officer or employee shall give or accept any gift whether in the form of money, thing, favor, loan or promise, that would not be offered or given to or by him or her, if he or she were not a Director, officer or employee. This provision shall not apply to gifts of nominal value given or received as tokens of appreciation and gifts to officers or employees (other than Directors) conferred by the Board of Directors.

Section 12. No Director, officer or employee shall, except in the ordinary course of his or her assigned duties, or without prior formal authorization of the public body having jurisdiction, disclose any confidential information concerning any other Director, officer or employee, or any other person, or any property or affairs of this corporation. Whether or not it shall involve disclosure, no Director, officer or employee shall use or permit the use of any such confidential information to advance the financial personal interest of such Director or any other person.

Section 13. Questions arising under this Article shall be regulated and acted upon by the Directors of this corporation. Upon the sworn complaint of any person alleging facts which, if true, would constitute improper conduct under the provisions of this Article or the Oregon Nonprofit Corporation Act, the Directors shall conduct a hearing, in accordance with all the requirements of due process of law, and make a determination concerning the propriety of the conduct of the Director, officer or employee complained of. No Director who is charged shall participate in any portion of such proceedings and, if a majority of the Board of Directors are so charged, the Directors shall request an investigation and recommendation conducted under the auspices of the District Attorney of Polk County, Oregon or the Oregon Attorney General.

Section 14. Upon the written request of the Director, officer or employee concerned, the Directors shall render a written advisory opinion based upon the provisions of this Article.

Section 15. In the event that the Directors shall make a determination that the conduct of any official or employee was improper, the Directors may, based upon their written findings, conclusions and determinations, institute appropriate action for censure, suspension or removal from office of said Director, officer or employee. Additionally, should the Directors feel such action is necessary, they may refer the matter to appropriate counsel for legal action.

ARTICLE IX

Fiscal Management

Section 1. The fiscal year of the corporation shall be the calendar year, from January 1 to December 31 each year.

Section 2. Books and accounts of this corporation shall be kept under the direction of the Treasurer in accordance with systems approved by the Board of Directors and as required by the Oregon Nonprofit Corporation Act.

Section 3. The books and records of this corporation shall be compiled by a Certified Public Accountant or qualified bookkeeper at intervals deemed reasonable by the Board of Directors, but not less often than annually.

Section 4. The President and the Secretary are authorized by their joint signature to execute all notes and contracts authorized by the Board of Directors. With a prior authorization of the Board of Directors, notes, checks and contracts may be executed by other designated persons.

Section 5. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in an account until the Board of Directors selects another form of depository by resolution.

ARTICLE X

Indemnification

Section 1. The corporation shall indemnify a Director or officer against any and all liabilities on account of his or her conduct as a Director or officer of the corporation,

including expenses incurred with respect thereto, to the full extent and in the manner provided by the Oregon Nonprofit Corporation Act.

ARTICLE XI

Seal

Section 1. The corporation may have a seal, inscribed thereon the name of the corporation and the words "Corporate Seal, Oregon." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE XII

Amendments

Section 1. The Bylaws of the corporation may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of the Board of Directors at any regular or special meeting of the Board of Directors.

CERTIFICATION BY SECRETARY

The undersigned hereby certifies that the undersigned is the duly elected and qualified Secretary of Dallas Pickleball Club and that the foregoing is a complete copy of the Bylaws duly adopted by the Board of Directors of the corporation on _____, 2023.

Secretary