

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.

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

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

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

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 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.

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

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 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

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

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