

Southeastern Michigan Pickleball Association

BY-LAWS

June 1, 2025

ARTICLE I – NAME AND OFFICES

Name. The name will be the Southeastern Michigan Pickleball Association (SMPA).

Principal Office. The principal office shall be at such place within southeastern Michigan as the Board of Directors (the Board) may determine from time to time.

Other Offices. The Board may establish other offices in or outside southeastern Michigan.

ARTICLE II - GOALS

The goals of the SMPA are as follows:

- To further interest and participation in the game of pickleball.
- To promote pickleball and related SMPA social activities.
- To support pickleball player development and competition programs.
- To cooperate with other clubs to sponsor events.
- To coordinate with southeastern Michigan municipalities to maintain pickleball courts and league play.
- To host regional pickleball tournaments.

ARTICLE III - MEMBERSHIP

Eligibility for Membership. To be eligible for membership in the SMPA, an individual must pay dues timely and in the amounts established by the Board.

Membership Dues. The Board shall establish annual dues for membership in the SMPA. The billing and collection of dues shall be in a manner prescribed by the Board.

Termination of Membership. Membership may be terminated by the Board for failure to pay dues within 60 days after written notice of payment due or with cause.

Annual Meeting. The annual meeting of the members shall be held in May of each year. At each annual meeting, directors shall be elected. The Board shall set the date, location, time and agenda, which shall include any other business that may come before the meeting.

Special Meetings. Special meetings of the members may be called for any reason by the Board or by the President, or by the President or the Board at the written request of more than ten percent (10%) of the members.

Place of Meetings. All membership meetings shall be held at a place in southeastern Michigan as determined by the Board and stated in the notice of the meeting.

Notice of Meetings. Except as otherwise provided by statute, written notice of the time and place, of a membership meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by email to each member.

List of Members. The Membership Committee of the Board has charge of the membership records and shall maintain a complete list of the current members of the SMPA.

Quorum. Unless a greater or lesser quorum is required by statute, members present in person or by proxy shall constitute a quorum at the meeting.

Proxies. A member may authorize another person to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of one year, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it, in writing, except as otherwise provided by statute.

Voting. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast in the manner prescribed by the Board for that vote. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

ARTICLE IV - BOARD OF DIRECTORS

General Powers. The business, property, and affairs of the SMPA shall be managed by the Board.

Number and Tenure. The SMPA Board will consist of a minimum of five (5) members to a maximum of eleven (11) as shall be fixed from time to time by the Board, who each serve a two-year term beginning June 1 and ending May 31. Each director shall hold office until the director's death, resignation, removal, expired term, or after the adjournment of the annual membership meeting.

Resignation. Any director may resign at any time by providing written notice to the SMPA. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in these bylaws.

Removal. Any director may be removed with cause by a majority vote of the remaining directors on the Board.

Election. Prior to the annual meeting of the members, a nominating committee consisting of at least one (1) Board member will nominate directors for the following year. The slate of candidates will be communicated to all members prior to the general meeting. Nominations from the floor will be allowed during the general meeting before the ballot is cast. Permission of the nominee must be obtained prior to offering a nomination from the floor.

Board Vacancies. If a director vacancy occurs during the term of office, the remaining directors may fill the vacated director position by a majority vote of the remaining directors, provided that person is eligible to serve pursuant to any relevant statutes.

Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by the Board.

Special Meetings. Special meetings of the Board may be called by the president or any two (2) directors. Notice of the time and place of special meetings shall be given to each director in any manner at least three (3) days before the meeting.

Statement of Meeting's Purpose. The business to be transacted at and the purpose of any regular or special meeting of the Board shall be specified in the notice for that meeting.

Meeting by Telephone or Similar Method. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

Consent to Board Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if a quorum of directors consent to the action in writing.

ARTICLE V - OFFICERS AND THEIR DUTIES

Officers. The officers of the SMPA will be elected at or after the May general meeting by the Board. The officers will be president, vice president, secretary, and treasurer. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the Board to be executed, acknowledged, or verified by two or more officers. If additional officers become necessary, they may be added by a simple majority vote of the directors. It is encouraged that the officer positions be served by members of the Board, but officers may also be selected from the general membership.

Term in Office. The terms of the elected officers shall be for two years commencing the first day of June through the last day of May. If a director is elected as an officer in the last year as a director, their term will be extended for one more year. Each officer shall hold office for the term appointed. An officer may resign at any time by providing written notice to the SMPA. Notice of resignation is effective on receipt or at a later time designated in the notice.

Removal. An officer elected by the Board may be removed as an officer with cause by vote of a majority of the Board. See above for provision for removal of a Board member.

Vacancies. A vacancy in any office for any reason may be filled by the Board.

President. The president shall be the chief executive officer of the SMPA and shall have authority over the general control and management of the business and affairs of the SMPA. The president shall sign all corporate documents and agreements on behalf of the SMPA, unless the president or the Board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the Board to delegate any specific power to any other officer of the SMPA able and willing to perform said duties. The president will preside over all regular and special meetings of the SMPA and the Board. The president has the authority to call General Membership meetings and Board meetings and act as an ex-officio member on any committees which may be formed.

The president will appoint, subject to approval of the Board, such committee chairpersons as may be deemed necessary to further the purposes of the SMPA. Standing committees established by the Board will include but are not limited to Membership, Tournaments, and Leagues.

Vice- President. The vice president shall assume the duties of the president in the president's absence, and he/she shall also chair the Membership Committee and generally assist the SMPA in all functions as necessary.

Secretary. It will be the duty of this officer to keep, publish and distribute accurate minutes of the Board meetings and all membership meetings and to notify the membership of all membership meetings and the Board of all meetings.

Treasurer. The treasurer shall establish a SMPA bank account with a signature card including the president and treasurer. A check drawn on this account will require one signature unless the amount is in excess of one thousand (\$1,000) dollars in which case the president and treasurer must both be signatories to such check. The treasurer will ensure any monies collected by the SMPA are deposited into the SMPA bank account. The treasurer shall maintain current and accurate account records, authorize payments for approved bills, and present a detailed financial report at the SMPA Board and Membership meetings. A complete financial report shall be made available to members at the annual meeting in May. The treasurer will also be responsible for billing and collection of any other fees or revenues generated by the SMPA.

ARTICLE VI - FINANCIAL OVERSIGHT

Spending Authority. The president shall be authorized to make operational expenditures not exceeding one thousand (\$1,000) dollars without prior Board approval provided such expenses are aligned with the SMPA's mission and routine activities. All purchases shall be documented with a receipt and submitted to the treasurer for recording and, when applicable, reimbursement. Any expenditure exceeding five hundred (\$500) dollars without prior Board approval will require the president to notify the Board within twenty-four (24) hours and if a majority of the Board disapproves of such expenditure then the president/treasurer must take all reasonable efforts to undo the expenditure.

Expenditure Approval. Any single, non-budgeted expenditure exceeding one thousand (\$1,000) dollars shall require prior approval by a majority vote of the Board. If an urgent need arises, the president and treasurer may jointly authorize said expenditure, provided the Board is promptly notified in writing and the matter is formally reviewed at the next Board meeting.

Cumulative Expenditure Cap Between Meetings. The cumulative total of non-budgeted, discretionary expenditures authorized by officers between Board meetings shall not exceed two thousand five hundred (\$2,500) dollars, unless prior approval is granted by the Board.

If more than sixty (60) days elapse without a Board meeting, the two thousand five hundred (\$2,500) dollar cap shall apply to each sixty (60) day period following the most recent meeting.

Emergency Exception. If a time-sensitive opportunity or urgent operational need arises, the president and treasurer may jointly authorize additional expenditures beyond the two thousand five hundred (\$2,500) dollar limit. These expenditures must be promptly disclosed in writing to the Board and formally reviewed at the next Board meeting.

Financial Review and Audit. An annual internal review may be coordinated by the treasurer at the end of each fiscal year. This review shall be conducted by two non-officer SMPA members appointed by the Board who shall verify the accuracy of records, receipts, and expenditures. A summary of findings shall be presented at the next Board meeting and made available to the SMPA members upon request.

An optional external audit may be conducted by an independent third party if concerns arise regarding financial irregularities or at the discretion of a majority of the Board. The scope and cost of such a review shall be approved by the Board prior to initiation. An external audit shall be required if:

- (a) annual gross revenue exceeds two hundred and fifty thousand (\$250,000) dollars;
- (b) a treasurer change occurs within six (6) months of a financial concern being raised; or
- (c) required by a grantor or government entity

ARTICLE VII - COMMITTEES

General Powers. The Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The Board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article IV for meetings of the Board. A summary of each committee meeting shall be presented to the Board.

Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if all members of the committee consent to the action in writing. A summary of committee actions shall be presented to the Board.

ARTICLE VIII - CONFLICTS OF INTEREST

Attached to these bylaws as Exhibit I is the Conflicts or Duality of Interest Policy of the SMPA which shall apply to all SMPA Board members.

ARTICLE IX - INDEMNIFICATION

The SMPA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the SMPA against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the SMPA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under the Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or

omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the SMPA and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Insurance. The SMPA shall purchase and maintain Directors and Officers (D & O) liability insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the SMPA or (b) was or is serving at the request of the SMPA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. This insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the SMPA would have power to indemnify against liability under this Article or the laws of the state of Michigan.

Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the SMPA and relating to the subject matter of this Article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the SMPA to provide broader indemnification rights than the provisions permitted the SMPA to provide before the change.

ARTICLE X - CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these bylaws.

ARTICLE XI - COMPENSATION

Board members shall not receive monetary compensation for their service. However, the Board may approve reasonable non-monetary benefits that support Board service and engagement, including complimentary access to SMPA-sponsored events or programs when such benefits are:

- a) of nominal financial impact to SMPA;
- b) offered equitably to all Board members;
- c) intended to encourage participation and longevity of service.

The Board may approve such benefits by a majority vote, including participation by the full Board when necessary, consistent with the Rules of Necessity. The potential for a limited loss of revenue shall be weighed against the organizational value of Board member involvement and retention.

All such benefits and their approval shall be clearly documented in the meeting minutes, including a justification of minimal financial impact.

ARTICLE XII - FISCAL YEAR

The fiscal year of the SMPA shall end on May 31.

ARTICLE XIII - Amendments

Amendments to these Bylaws will be proposed by email to the members in good standing at least three (3) weeks prior to a General Meeting. A majority vote of those members present at such meeting will amend the Bylaws.

EXHIBIT 1

SOUTHEASTERN MICHIGAN PICKLEBALL ASSOCIATION (SMPA)

CONFLICTS OR DUALITIES OF INTERESTS POLICY

The Southeast Michigan Pickleball Association (SMPA) encourages the active involvement of its directors, officers and committee members (hereinafter referred to as Governing Members) in the community. In order to deal openly and fairly with actual and potential conflicts of interest that may arise as a consequence of this involvement, the SMPA adopts the following Conflict or Dualities of Interest Policy. This Policy is not personal, but rather outlines a process to protect the SMPA's integrity and viability by ensuring that Governing Members strictly adhere to the mission of the SMPA.

The Governing Members will put the SMPA's objectives and mission FIRST in their motivations and actions. Governing Members are expected to and agree to put their own motivations and objectives (personal or from/with other affiliations) SECOND, in order to fulfill the objectives of the SMPA, as outlined in the SMPA's Articles of Incorporation. The SMPA is a non-profit organization, and as such the Governing Members have a duty to strictly adhere to the mission of the organization, which if not done, may threaten the viability of the SMPA.

Governing Members are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict/duality of interest between their personal interests and those of the SMPA. A conflict of interest/duality of interest exists when the loyalties or actions of a Governing Member are divided between the interests of SMPA and the interest of the Governing Member. A conflict/duality of interest is not limited to that which may result in personal financial gain. Both the fact and appearance of a conflict of interest should be avoided.

The SMPA has determined that at least the following relationships between Governing Members, and those between Governing Members families, outside organizations or individuals, should be disclosed to the Board of the SMPA:

- a family member has an interest with a vendor of, (or in a contract for services) with the SMPA;
- working on/for another pickleball organization, whether as a paid employee, or as is the case for the SMPA itself, as a volunteer;
- being an officer, director, or other governing member of another pickleball group, whether that group is a club, a registered business, a non-profit, a simple self venture, or anything else involving pickleball.

If you are aware of any relationship with an organization beyond those noted above that might be perceived as potentially influencing your objectivity in any SMPA matters in which you are involved, please disclose such relationship pursuant to the procedure described below. It is a continuing duty of all SMPA Governing Members to disclose any potential conflict or duality of interest.

Members are required to file assigned SMPA CONFLICTS OR DUALITIES OF INTEREST DISCLOSURE FORM (attached) not less than annually and on such other occasions as requested by the Board. A Disclosure Form must be completed and signed at the time of appointment to the SMPA Board or any SMPA committee. Upon receipt of the Disclosure Form, the Board will review and determine what, if any, action is required to manage the disclosed conflict/duality of interest.

Additionally, if any Governing Member believes that there is an unreported conflict or duality of interest involving another Governing Member, it is incumbent upon that individual to report that in the attached Conflicts or Dualities of Interests Disclosure Form.

A Member must disclose any real, potential, or perceived conflict or duality of interest to the Board before it takes action on any related matter. Subsequent to any such disclosure, the Governing Member shall be excused from all portions of the meeting(s) which involve discussing and voting on it, and any other related matter. Prior to making any decision on the potential conflict/duality of interest, the Board has the right to inquire further of the Governing Member about the conflict/duality of interest. Depending upon the nature of the conflict/duality of interest, the Board will have the authority to make a final determination of the issue, up to and including whether a Governing Member should have any continuing role and participation in the governance or running of the SMPA.

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SOUTHEASTERN MICHIGAN PICKLEBALL ASSOCIATION

(SMPA)

CONFLICTS OR DUALITIES OF INTERESTS DISCLOSURE FORM

Please provide all information requested and return by email to the president of the SMPA.

I, _____, have read the Policy on Conflicts or Dualities of Interests, and represent and state for the record that:

- (1) I do not have any relevant relationships to disclose; or
- (2) I have a relevant relationship as described in that Policy, such that my participation in the SMPA could represent or be perceived to represent a conflict or duality of interest.

I therefore:

_____ Have no relationship to disclose.

_____ Have a relationship with an individual or organization which I have disclosed below.

I acknowledge that it is my responsibility to ensure that my disclosure information is current and complete, and that I will update my disclosure records throughout the year if my relevant relationships change.

I further acknowledge that it is my responsibility to work with the SMPA's Board to manage any conflicts of dualities of interest in which I am involved –and that this is true whether the conflict is raised as a concern by another individual within the SMPA – to ensure I am acting in the best interest of the SMPA and to avoid causing the levying of intermediate sanctions or penalties against the SMPA.

_____ Date _____