

Southeastern Michigan Pickleball Association

BY-LAWS

February 10, 2016

ARTICLE I – Name and Offices

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

Principal Office. The principal office shall be at such place within Southeastern Michigan as the board of directors may determine from time to time.

Other Offices. The board of directors may establish other offices in or outside Southeastern Michigan.

ARTICLE II - Goals

The goals of the SEMPA are as follows:

- To further interest and participation in the game of Pickleball.
- To promote Pickleball and related social activities in the Southeastern Michigan region.
- To support Pickleball player development (youth and adult) and competition programs.
- To cooperate with other clubs to sponsor events.
- To coordinate with the Royal Oak and Southeastern Michigan municipalities.
- To host regional Pickleball tournaments.

ARTICLE III - Membership

Eligibility for Membership. To be eligible for membership in the SEMPA, an individual must pay dues at the times and in the amounts established by the Board of Directors.

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

Termination of Membership. Membership may be terminated by the Board of Directors for failure to pay dues within 90 days after written notice of payment due.

Annual Meeting. The annual meeting of the members shall be held in May of each year. At each annual meeting, Directors shall be elected and any other business shall be transacted that may come before the meeting.

Special Meetings. Special meetings of the members may be called by the Board of Directors or by the President. Such meetings shall also be called by the President or Secretary at the written request of not less than ten percent (10%) of the Members.

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

Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes 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 either personally, by mail, or by email to each member of record entitled to vote at the meeting at his or her last address or email address as it appears on the books of the corporation. Alternatively, notice may be published in the Michigan Pickleball's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

Record Dates. The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than sixty (60) days nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action.

List of Members. The secretary or the agent having charge of the membership records shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

Quorum. Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, shall constitute a quorum at the meeting. The meeting may be adjourned by vote of the members present.

Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons 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 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 either orally or in writing. 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 entitled to vote, 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 corporation shall be managed by the board of directors.

Number; Tenure. The SEMPA Board of Directors will consist of minimal of five (5) members to a maximum of eleven (11) as shall be fixed from time to time by the board of directors, who each serve a two-year term, from May 1 through April 30, of the following year. The only exception is after the by-laws are adopted, half of the new directors will have a term ending April 30 the year after the by-laws are adopted. The remaining directors will serve a term of two years plus the partial year until April 30. Each director shall hold office until the director's death, resignation, removal, or expired term.

Resignation. Any director may resign at any time by providing written notice to the SEMPA. 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 section 3.06 of the bylaws.

Removal. Any director may be removed with cause by the remaining directors on the board.

Election. Prior to the annual meeting of the members, a nominating committee consisting of three (3) members will be appointed by the Board to nominate Directors for the following year. The slate of candidates will be mailed (or e-mailed) to all members prior to the May 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 replace the vacated Director position, provided that person is eligible to serve pursuant to MCL 450.2514.

Annual Meeting. An annual meeting shall be held in May of each year. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

Regular Meetings. Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

Special Meetings. Special meetings of the board may be called by the president or any two (2) directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

Waiver of Notice. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Meeting by Telephone or Similar Equipment. 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 Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE V - Officers and Their Duties

Officers. The officers of SEMPA will be elected at or after the May General Meeting by the Board of Directors. The Officers will be President, Vice President, Communications / 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's positions be served by members of the Board of Directors, 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, except that for the first election after adoption of these By-Laws, and for the purpose of continuity of the President and Treasurer, elected for a two year term and the Vice-President and Communications / Secretary shall be elected for a one year term. After the first election all officers will be elected for a two year term. If a director is elected as an officer in the last year as a director, their term will be extended. Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

Removal. An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

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 corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall sign all corporate documents and agreements on behalf of the corporation, 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 corporation. The President will preside over all regular and special business meetings of the SEMPA and 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 SEMPA. Possible committees for future consideration include but are not limited to: Social Events, Publicity, Membership, Player Development (Clinics) and Tournaments.

Vice- President The Vice President, if any, shall assume the duties of the President in his/her absence. He/she shall also chair the Membership Committee and generally assist the club in all functions as necessary.

Communications / Secretary. It will be the duty of this Officer to keep accurate Minutes of the Board meetings and all General Meetings and to advise the membership of all meetings. The Communications / Secretary will work with the Treasurer to assure that member's names, addresses and email addresses are up to date. This Officer shall also be responsible for SEMTA publicity and coordinating management and updating of the website.

Treasurer. The Treasurer shall establish the SEMTA 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 Three Hundred (\$300) dollars. The Treasurer will be responsible for all dues and monies collected by any committee which may be formed in the future. The Treasurer shall maintain current and accurate account records, authorize payments for all approved bills and make a detailed financial report to the SEMTA Board and Membership meetings. A complete financial report will be made to the members at the annual General Meeting in May. The Treasurer will also be responsible for billing and collection of any advertising fees or other revenues generated by SEMTA sales activities.

ARTICLE VI - 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.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.

Meetings. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and 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, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VII INDEMNIFICATION

7.01 Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the

person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit 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 members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

7.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 Determination That Indemnification Is Proper. Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of

conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

(c) By independent legal counsel in a written opinion.

(d) By the members.

7.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

7.08 Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is

serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The 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 corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

7.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation 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 corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE VIII
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 IX
COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE X
FISCAL YEAR

The fiscal year of the corporation shall end on April 30.

ARTICLE XII - Amendments

Amendments to these Bylaws will be proposed by letter or email to the members in good standing at least three (3) weeks prior to a General Meeting. A majority vote at that meeting will amend the Bylaws providing a quorum is in attendance.

ATTESTED BY: _____

Print Name: _____

Date: _____