

BY-LAWS
of
MIDCOAST MAINE PICKLEBALL

A Membership Corporation

Effective May 27, 2022

ARTICLE I
ORGANIZATIONAL MATTERS

Section 1. Name. This Corporation shall be called “Midcoast Maine Pickleball” and shall hereinafter be referred to as the “Corporation”.

Section 2. Location. The Corporation may have such offices and places of business both within and without the State of Maine as the Board of Directors may from time to time establish, or as the business of the Corporation may from time to time require.

Section 3. Registered Office and Registered Agent. The registered office of this Corporation in Maine shall be the office of the Registered Agent. The Corporation shall have a Registered Agent, who shall not by reason of such position alone be an officer. The Registered Agent of the Corporation shall be a resident of the State of Maine. The Registered Agent shall be named in the Articles of Incorporation or amendments thereto or in the By-Laws and shall serve until his or her death or resignation from office or until a successor is appointed by the Board of Directors. The Registered Agent may certify votes and actions of the Board of Directors and its committees, and shall perform such other duties and have such powers as are prescribed by the Maine Nonprofit Corporation Act. The Registered Agent shall have custody of the corporate seal, if any, and may affix the same on documents requiring it, and attest to the same.

Section 4. No Capital Stock. The Corporation is not organized for pecuniary profit, shall not have any capital stock and shall be composed of members rather than stockholders. The members of the Corporation shall have no liability whatsoever for the debts and obligations of the Corporation.

ARTICLE II
PURPOSES AND ACTIVITIES

Section 1. Purposes. The Corporation is organized and at all times shall be operated exclusively for recreational, social and charitable purposes as a non-profit tax exempt organization organized under the laws of the State of Maine with all such powers and purposes as are authorized to non-profit corporations by the laws of said State. The principal purposes of the Corporation are a) promote the game of pickleball for all ages, levels and abilities in the Midcoast Maine region; b) create a recreational environment that promotes health, social interaction, good sportsmanship and fun competition; and c) promote engagement in the pickleball sport by providing skill and mentoring programs, organizing and managing participation in local pickleball open play periods, and always working to expand court access.

Section 2. Unauthorized Activities. 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)(7) of the Internal Revenue Code of 1986 (“Code”) or the corresponding section of any future tax code. The Corporation shall not engage in any activities that are unlawful under any applicable federal, state or local laws.

Section 3. Use of Assets. All of the assets and income of the Corporation shall be used exclusively for its recreational, social and charitable purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to any director, trustee, employee, member or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts.

ARTICLE III MEMBERSHIP

Section 1. Members. There shall be one class of members. Members of the Corporation shall consist of individuals who have paid membership dues and otherwise complied with any usual approval procedures of the Corporation. Candidates for membership shall be at least eighteen (18) years old and shall make application for membership in writing. Applications shall be filed with the Secretary and shall be available for inspection. The membership application shall request that the member furnish an email address and shall inform the member that notices and other communications with members are normally sent by email. Each application shall be accompanied by payment of the requisite fee required for membership as determined by the Board of Directors.

Section 2. Termination of Membership. If the conduct of any member shall be deemed by the Board of Directors to have endangered, or to be likely to endanger, the welfare, interests or character of the Corporation, the Board of Directors shall terminate the membership of such member. Any member whose membership is terminated pursuant to this section shall not be entitled to any refund of dues already paid.

Section 3. Resignation of Membership. Any member may resign by delivering a written, signed resignation to the Secretary. Resignations will be effective upon receipt thereof. Unless otherwise approved by the Board of Directors, a member who resigns will not be entitled to any refund of dues already paid.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number, Election and Term of Office. The Board shall consist of at least four (4) but not more than nine (9) Directors who are members of the Corporation and at least eighteen (18) years of age. Each Director shall serve a two year term, except that in the first year after the adoption of these By-Laws, one-half of the Directors will serve a one-year term. Each Director shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

Section 2. Vacancies, Resignation, Removal. Any vacancy in the Board of Directors, including newly created directorships created by increasing the number of Directors, may be filled by a majority vote of the remaining Directors then in office. Any Director may resign his or her office by delivering

a written resignation to the Chair of the Board and the President. Directors may be removed from office, with or without cause, by a majority vote of the Directors present at a regular or special meeting, a quorum being established. In filling vacancies, the Board of Directors shall endeavor to achieve diversity on the Board of Directors as to pickleball skill levels.

Section 3. Powers of Board of Directors. The activities of the Corporation shall be managed and controlled by the Board of Directors. All corporate powers, except such as are otherwise provided for in these By-Laws or in the laws of the State of Maine, shall be and are hereby vested in and shall be exercised by the Board of Directors.

ARTICLE V ANNUAL AND SPECIAL MEETING OF MEMBERS

Section 1. Date and Notice of Annual Meeting. The Annual Meeting of members shall take place on such date as shall be fixed by the Board. A notice of the date of the Annual Meeting shall be emailed to those members who have provided email addresses to the Corporation at least two weeks prior to the date of the Annual Meeting.

Section 2. Reports. The Officers shall make such reports at the Annual Meeting to the members as the Officers shall deem appropriate to inform the members as to the state of the membership, the activities of the Corporation and its financial condition and the future needs and resources of the Corporation.

Section 5. Special Meetings of Members. Special meetings of members may be called by a majority of the Board of Directors or at the written request of at least ten (10) members delivered to the Secretary. The call or request for the special meeting shall state the purpose thereof and the subjects to be considered and no additional matters other than those contemplated by the call or request shall be brought before the special meeting. At least two weeks' notice of any special meeting of members must be given by email to each member that has provided an email address to the Corporation.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Time and Place of Meetings. The Board of Directors shall meet at least quarter annually and may meet more frequently as the Board determines. Meetings of the Directors shall be held at the principal office of the Corporation or at such place within or without the State of Maine as may be designated in the respective notices thereof. Directors may participate in a meeting of the Board or a committee thereof by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 2. Unanimous Action by Directors Without a Meeting. Any action may be taken without a meeting if a majority of the Directors then in office sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. A consent sent via email to the Secretary from each Director, if sent from the email address of such Director then on record with the Corporation or otherwise demonstrated to be sent from such Director, shall constitute a written consent signed by such Director. All consents, including a hard copy of a consent by a Director delivered via email, shall be filed with the minutes of Directors' meetings and

shall have the same effect as a vote cast at a meeting of Directors. The Board of Directors may adopt a policy with respect to matters subject to voting by email and the conduct of such votes.

Section 3. Special Meetings of the Board of Directors. A meeting of the Board of Directors may be called by the President, or if he or she is absent or unable to act, by any Vice President or by any two Directors.

Section 4. Corporate Action. Every meeting of the persons who are from time to time the Directors of the Corporation at which there is a quorum shall be deemed to be and shall be a meeting of the Board of Directors, and any action taken at such meeting shall be deemed to be and shall be the action of the Board of Directors insofar as such action by such body is required or authorized by law, the Articles of Incorporation or these By-Laws. Any action taken at such meetings shall be recorded in a set of minutes.

Section 5. Notice of Meetings. Notice of each regular or special meeting of the Directors shall be in writing and signed by the President or Vice-President and, if a special meeting, or if otherwise required by law, shall state the purpose or purposes for which the meeting is called and the day and time when and the place where it is to be held. A copy thereof shall be served personally upon, mailed to, or sent by email or other electronic transmission to each Director not less than five nor more than thirty (30) days before the meeting. If mailed or sent by electronic transmission, it shall be directed to the Director at his or her contact point for the method used for delivery as it appears on the books of the Corporation, unless he or she shall have filed with the Secretary a written request that notices intended for him or her be sent to some other contact point, in which case it shall be sent to such other contact point. If mailed such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If sent by e-mail such notice shall be deemed to be delivered when the sender receives a delivery receipt of such notice, and if sent by other electronic transmission such notice shall be deemed delivered when the sender receives confirmation of a successful transmission. When a meeting is adjourned, for whatever reason, for thirty (30) days or more, notice of the adjourned meeting must be given as provided by this Section. Notice of a meeting adjourned for less than thirty (30) days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the meeting at which the adjournment was taken.

Section 6. Quorum. At each meeting of the Directors a simple numerical majority of all Directors shall be present to constitute a quorum for the transaction of business. Whether or not there is a quorum at any meeting, a majority of the Directors who are present may adjourn the meeting from time to time until a quorum shall be present.

Section 7. Voting. At each meeting of the Directors any person shown by the records of the Corporation to be a Director as of the date of the meeting or any adjournment thereof shall be entitled to one vote. Except as otherwise provided by law, the Articles of Incorporation, or these By-Laws, all matters which shall properly come before any meeting shall be decided by a majority vote of those present.

Section 8. Special Action. When all the Directors shall be present at any meeting, however called, or wherever held, or shall in writing (including an email) have waived notice of a meeting, or after a meeting shall have approved in writing the records thereof, the acts of such meeting, whether or not it was properly called and whether or not the absent Directors, if any, were given notice thereof,

and wherever it was held, shall be valid in all respects as if such meeting had been regularly called and held.

ARTICLE VII OFFICERS

Section 1. Appointment, Term of Office and Qualifications. The Board of Directors at its annual meeting shall elect a President, a Vice President, a Secretary, a Treasurer and such other officers and agents of the Corporation with such authority and duties as the Board may deem necessary or advisable. The President, Vice President, Secretary and Treasurer may also be Directors. All officers shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. One person may hold and perform the duties of any two offices. No instrument required to be signed by more than one officer shall be signed by the same individual in more than one capacity.

Section 2. Removal. Any officer may be removed either with or without cause, at any time, by the Board of Directors.

Section 3. Resignations. Any officer may resign at any time by giving written notice to either the President or to the Secretary. Any such resignation shall take effect at the time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. Any vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by election by the Board of Directors of a person to fill such vacancy.

Section 5. President. The Presidents shall have the duties of the chief executive officer of the Corporation and shall have general supervision of its business, subject to the control of the Board of Directors. In general, the President shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him or her by the Board or by any committee authorized to do so.

Section 6. Vice President. At the request of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board or by the President.

Section 7. Secretary. The Secretary shall perform such duties and have such responsibilities as shall be designated by the Board of Directors from time to time.

Section 8. Treasurer. The Treasurer shall perform such duties and have such responsibilities as shall be designated by the Board of Directors from time to time.

ARTICLE VIII WAIVER OF NOTICE

No notice of the time, place or purpose of any meeting of the Board of Directors, or of any Committee, need be given to any person who in writing, executed either before or after the holding thereof, waives such notice, and such waiver shall be deemed equivalent to notice.

ARTICLE IX
AMENDMENTS

The By-Laws of the Corporation may be adopted, amended or repealed at any meeting of the Directors by the vote of not less than two-thirds of the Directors then in office.

ARTICLE X
CONFLICTS OF INTEREST

Section 1. Conflict of-Interest Transactions. The Corporation shall at all times remain in compliance with the provisions of Section 718 of the Maine Nonprofit Corporation Act, as well as any internal conflict of interest policy that the Corporation may develop and implement from time to time, as set forth in a resolution of the Directors of the Corporation.

Section 2. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE XI
INDEMNIFICATION; INSURANCE

Section 1. Power to Indemnify. 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, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Discretionary Indemnification. The Corporation shall have the authority, but not the obligation, to 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, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an employee or agent of the Corporation, even if such individual is or was at the time also a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise.

Section 3. Indemnity Against Expenses. Any provision of Section 1 or Section 4 of this Article to the contrary notwithstanding, to the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in the case of indemnification undertaken by the Corporation pursuant to Section 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith. The right to indemnification granted by this Section 3 may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein he or she was successful on the merits or otherwise.

Section 4. Indemnity Made by Corporation. Any indemnification under Section 1 or Section 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Directors may not be revoked by the Board, and upon the making of such determination by the Board, the Director, officer, employee or agent may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board.

Section 5. Expenses Incurred in Civil or Criminal Action. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Provisions of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. A right to indemnification required by these By-Laws may be enforced by a separate action against the Corporation, if an order for indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

Section 7. Power to Purchase and Maintain Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her 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 the power to indemnify him or her against such liability under this Article.

ARTICLE XII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors, and shall keep at its registered office or principal office in this State a record of the names and addresses of its Directors. All books and records may be inspected by any officer or Director or the officer's or Director's agent or attorney, for any proper purpose at any reasonable time, as long as the officer or Director or the officer's or Director's agent or attorney gives the Corporation written notice at least five (5) business days before the date on which the officer or Director or the officer's or Director's agent or attorney wishes to inspect and copy any books or records. The Board may require the officer or Director or the officer's or Director's agent or attorney to pay the reasonable cost of the copies made and may impose reasonable restrictions on the use or distribution of the records by such a person.

Section 3. Dissolution. The dissolution of the Corporation may be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote of not less than two-thirds of the Directors then in office. Upon the dissolution of the Corporation, the Board shall pay or make provisions for the payment of all debts and liabilities of the Corporation. All remaining assets of the Corporation shall be distributed to one or more organizations qualifying as exempt from federal income taxation under section 501(c)(7) of the Code or the corresponding section of any future tax code and, to the extent practicable, to one or more organizations serving purposes similar to those for which the Corporation was organized.