

**AMMENDED AND RESTATED TENNESSEE NONPROFIT BYLAWS
OF
MUSIC CITY PICKLEBALL**

ARTICLE 1 – NAME

The Name of this Corporation shall be **MUSIC CITY PICKLEBALL** (the “**Club**” or the “**Corporation**”)

The principal office of the Club shall be at 1619 Valle Verde Dr., Brentwood, TN 37027 or at such other place as the Board of Directors may designate.

ARTICLE 2 – MISSION STATEMENT

- 1) MUSIC CITY PICKLEBALL is a nonprofit, 501(c)(7) corporation established to create a vibrant pickleball community in Middle Tennessee that:
 - a) Provides pickleball play, healthy competition, community building, skill development, and other activities, events and services the Club may desire.
 - b) Partners with local community resources, both public and private, to make pickleball facilities available to its Members.
 - c) Builds a lasting and active membership base that is committed to the Club, the local pickleball community and the national pickleball community.
- 2) Notwithstanding any other provision of these bylaws (the “**Bylaws**”), the Corporation shall not carry on any other 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, as amended or supplemented.

ARTICLE 3 – MEMBERSHIP

- 1) Membership types and associated voting rights, initiation fees, dues and other fees and assessments will be determined by the Board and updated from time to time.
- 2) Any person may apply for membership by delivering to the Club an application in the form provided by the Club. Membership is available to all applicants without preference, limitation, or discrimination based on race, color, religion, sex, handicap, or national origin.
- 3) Membership acceptance is subject to approval by the Board and payment of all applicable initiation, upfront, ongoing and occasional fees.
- 4) Persons accepted for membership (the “**Member**” or “**Members**”) shall abide by the following conditions:
 - a) Pay his or her membership dues, fees, and other charges when due.
 - b) Abide by Bylaws and all rules, procedures, and best practices of the Club.
 - c) Conduct themselves in a sportsmanlike manner.
 - d) Sign a release of liability of any claims against the Club, Officers, Board, and against any facilities where Club activities may occur.
 - e) Accept personal liability for their actions and/or negligence at any Club activities and agree to pay any damages associated with those actions.
 - f) Accept personal liability for the actions and/or negligence at any Club activities of their guests and agree to pay any damages associated with those actions.
- 5) Members shall not be entitled to any rights and privileges other than to participate in the activities of the Club as made available by the Club to their respective membership type.
- 6) Members may have their membership suspended or terminated as provided for in Article 7 of these Bylaws.

- 7) Each Member in good standing shall have one vote on each matter submitted to a vote of the Members.
- 8) Members that are not in good standing or have been suspended/terminated as provided for in Article 7 of these Bylaws may not vote on matters requiring a Member vote and will be excluded from the calculation of a quorum in such vote.

ARTICLE 4 – Board of Directors

- 1) The Club shall be administered by a Board of Directors (the “**Board**” or “**Directors**”) consisting of at least three (3) Members and not more than fifteen (15) Members.
- 2) All Directors shall serve without compensation or reward. This shall not exclude Directors from providing products or services for a fee, outside their direct Board responsibilities, provided that they are approved per Article 8 of these Bylaws.
- 3) No two Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time.
- 4) The Board shall have a President, Treasurer, and Secretary. Each will be considered an officer of the Club (the “**Officers**”) and shall have duties as follows:
 - a) President
 - i) The President is the Chief Executive Officer of the Club and the Chairman of the Board and shall preside at all meetings of the Board of Directors.
 - ii) Serve as an ex officio member of all committees.
 - iii) Sign and execute all contracts in the name of the Club when authorized to do so by the Board; appoint and discharge agents and employees or delegate the duty as he may elect; and shall have general supervision over the management of all affairs of the Club.
 - b) Secretary
 - i) Shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
 - ii) In concert with the President shall make the arrangements for all meetings.
 - iii) Send notices of all meetings to the Directors and, as appropriate, the Members.
 - iv) Maintain all records of the Club.
 - v) Shall be responsible for the issuance of membership applications, their storage and the maintenance of their currency.
 - c) Treasurer
 - i) Maintain a complete and accurate report of the finance of the Club, in accordance with generally accepted accounting principles, for the benefit of the Board.
 - ii) Be responsible for billing and collection of all member fees and other receivables.
 - iii) Be responsible for payments to suppliers and making deposits to the Club’s accounts.
 - iv) Be responsible for preparing or supervising the preparation of year-end tax statements.
 - v) Prepare the annual budget of the Club and submit it to the Board for approval.
- 5) New Officers will be elected by a majority vote of the Board, from time to time, as required to fill vacant Officer positions.
- 6) At-large members of the Board will be elected by a majority vote of the Board, from time to time, as required to fill vacant at-large Directors or to add new at-large Directors.
- 7) The Officers and at-large Members shall collectively comprise the Board of the Club.
- 8) Each Director (both at-large members and Officers) in good standing shall have one vote on each matter submitted to a vote of the Board.
- 9) All Directors will serve a three (3) year term.
- 10) No Member who is expelled from the Club may act or serve as a Director of the Club.

- 11) Directors can be removed from office with or without cause by a two-thirds (2/3) vote of the Board; removal by such vote shall be immediate. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action and the subject of the action must have the opportunity to present a defense at the Meeting. Voting by proxy shall not be permitted on such questions.
- 12) Directors shall use discretion and good business judgment in discussing the affairs of the Club with third parties and Members.

ARTICLE 5 – CLUB OPERATIONS

- 1) The affairs of the Club shall be managed by the Board.
- 2) The Board shall have control of and be responsible for the management of the affairs and property of the Club which shall include but be limited to:
 - a) Maintain membership rolls and provide for the collection of dues and other fees.
 - b) Elect Officers as defined in Article 4.
 - c) Establish and maintain committees as needed for the operation of the Club.
 - d) Appoint Members to serve in capacities that the Board believes will be beneficial to the operations of the Club
 - e) Develop and promulgate Rules of Conduct and other appropriate Regulations for Members; and take any action required to enforce the Club’s rules and regulations including, but not limited to, suspension and termination of a Member’s membership.
 - f) Anything required to operate or wind down/dissolve the Club.
- 3) Meetings of the Board shall be called from time to time as determined by the President.
- 4) A majority of the Directors which includes not less than 2 Officers shall constitute a quorum of the Board.
- 5) The affirmative vote of at least a majority of the Board members present shall be necessary to pass any resolution or authorize any act of the Club, unless otherwise stipulated in these Bylaws.
- 6) Robert’s Rules of Order will be the final authority as to parliamentary procedures at all meetings, insofar as they do not conflict with any provisions of the Bylaws.
- 7) Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, following notice of the intended action to all Directors.
- 8) Special meetings of the Board may be called by the President; by the majority of the Officers; by the majority of the Board; or by written request signed by 25% or more of Club members indicating the purpose of the special meeting. Special meetings should be specific to issues.
- 9) Notice of meetings will be provided to all Directors at least 5 days prior to any meeting or special meeting of the Board by email or traditional mail.
- 10) It is each Member’s responsibility to notify the Board of any changes to their contact information.

ARTICLE 6 - INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 1) In order for the Club to function as a 501(c)(7) corporation in Tennessee, it is necessary to have Officers, a Board of Directors, and other elected and appointed positions, as provided herein.
- 2) To the full extent authorized under the laws of the state of Tennessee, the Club shall indemnify any current and past director, officer, employee, or agent, or former director, officer, employee, or agent of the Corporation (each of the foregoing current or past directors, officers, employees, agents, and persons is referred to in this Article individually as an “**Indemnitee**”), against expenses actually and necessarily incurred by such Indemnitee in connection with the defense of any action, suit, or proceeding in which

that Indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that Indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for gross negligence in the performance of a duty and/or for a transaction from which the person derives an improper personal benefit. The foregoing indemnification shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any bylaw, agreement, resolution of the board of directors, or otherwise.

- 3) The private property of the current and past directors, officers, and employees of the corporation shall be exempt from all debts, obligations and liabilities of the Corporation of any kind whatsoever and directors, officers, and other volunteers of this Corporation shall not be personally liable in that capacity, except in relation to matters as to which that Indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for intentional misconduct in the performance of a duty and/or for a transaction from which the person derives an improper personal benefit. The foregoing indemnification shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any bylaw, agreement, resolution of the board of directors, or otherwise.
- 4) If Tennessee law is hereafter changed to mandate or permit further elimination or limitation of the liability of the Indemnitee, then the liability of the Corporation's directors, officers, employees, members and volunteers shall be eliminated or limited to the full extent then permitted.
- 5) Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Club in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified hereunder.
- 6) The corporation may purchase and maintain insurance on behalf of any person who is or was an Officer, member of the Board, member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Club would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE 7 – SUSPENSION AND EXPULSION OF MEMBERS

- 1) Any Member may be suspended or expelled from the Club for cause, violation of these Bylaws, or any rules of the Club, or for conduct prejudicial to the best interests of the Club.
 - a) Except as otherwise provided in this Article 7, such suspension or expulsion shall require a simple majority vote of the Board, provided that a statement of the charges be included in the notice of the Meeting, and that the Member will have had the opportunity to present a defense.
 - b) Voting by proxy shall not be permitted on such questions.
- 2) A Member may voluntarily withdraw from the Club by submitting a request for termination on the Club website at any time or by emailing a Board Member in the event the website is unavailable. A Member's voluntary withdrawal shall not require any approval, provided the member pays their dues in full (dues shall not be pro-rated and no refunds will be provided) through the end of their current billing cycle, owes no other sum to the Club and is otherwise in good standing. Such voluntary termination will take effect immediately, unless otherwise approved by the Board.
- 3) Any member who has failed to pay any sum owed to the Club within sixty (60) days after these sums are due shall be automatically suspended. When a Member fails to pay these sums, or to make appropriate arrangements with the Board of Directors for the payment thereof, within ninety (90) days after the due date, the Member shall be considered as having resigned.

- 4) Upon suspension, termination or resignation, Members shall remain liable for those operating expenses, assessments, or personal obligations incurred by the member prior to the date of termination.
- 5) Members on suspension are obligated to continue to pay any dues or fees normally due under the terms of membership in the Club during the suspension period.
- 6) Any Member may have their Club privileges temporarily suspended immediately by agreement of the majority of the Officers. This suspension will remain in effect until the next scheduled Board meeting where it will be voted on by the Board as outlined above.

ARTICLE 8 – CLUB ADMINISTRATION

- 1) The fiscal year of the Club shall be from January 1st to December 31st.
- 2) The Treasurer shall prepare an annual budget that will be sufficient to pay the Club's expected expenses and to maintain the value of the Club's assets.
- 3) The annual budget will be submitted to the Board for its approval each year and shall be subject to change by a majority vote of the Directors at any Meeting.
- 4) The Club shall maintain both an operating account and a capital reserve account.
- 5) The Club's financial transactions shall be authorized in the following manner:
 - a) Operating account transactions:
 - i) Under \$500 – By any officer.
 - ii) Over \$500 – By majority of the Officers.
 - iii) Over \$1000 - By majority of the Board.
 - b) Sale of assets
 - i) Under \$500 – By majority of the Officers.
 - ii) Over \$500 – By majority of the Board.
 - c) Assumption of debt
 - i) Any amount – By majority of the Board.
 - d) Capital reserve account transactions
 - i) Deposits to the capital reserve account – By Majority of the Board.
 - ii) Withdrawals or payments from the capital reserve account - By 2/3 majority of the Board.
- 6) No Officer or Director may approve a transaction that directly or indirectly involves themselves or any family member.
- 7) Any expenditures over \$1000 or purchase of assets over \$1000 that is payable to a Member or Director directly or indirectly will require the review of competitive bids by the Board prior to approval.
- 8) The net savings or surplus remaining after all operation costs and other expenses have been paid shall remain in the Club's operating account or moved to the capital reserve account as determined by the Board from time to time. The net savings in any event shall not be distributed in any way to the Members or the Board for their individual use.
- 9) Annually the books and accounts shall be audited by a special committee of two (2) Directors (excluding the Treasurer), appointed by the President. The Board may cause an independent audit to be made by an outside auditing firm at any time when in their judgment it is deemed advisable.
- 10) The Club shall carry insurance to protect the Club and the Officers and Board.
- 11) Member and member guest's participation in Club activities and/or use of Club equipment or facilities owned, leased or operated by the Club shall be conducted at the risk of the individual Member, insofar as responsibility for damage resulting from his or her actions or negligence.
- 12) The Officers shall be the sole and final authority in determining whether an individual was negligent.
- 13) The Club will operate a conflict-of-interest policy in compliance with Appendix A of IRS form and other necessary requirements.

ARTICLE 9 – CLUB DISSOLUTION

- 1) The Club may be dissolved by an affirmative vote of two-thirds (2/3) of the Directors.
- 2) Upon the dissolution of the Club, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code.

ARTICLE 10 – REVISIONS

- 1) The Bylaws may be amended at any regular or special meeting of the Board of Directors.
- 2) Any amendment shall require the affirmative vote of two thirds (2/3) of the Board of Directors, with the exception of any amendment to Article 6, which shall require the unanimous affirmative vote of the Board of Directors.
- 3) Prior written notice, setting forth the proposed amendment or summary of the changes to be effected thereby, shall be given to each member of the Board of Directors within the time and the manner provided for the giving of notice of meetings of the Board of Directors.

[Continued on following page.]

ADOPTION OF BYLAWS

We, the undersigned, are all of the Board Members of this corporation, and we unanimously consent to, and hereby do, adopt and approve the foregoing Bylaws, as the Bylaws of this corporation. These Bylaws amend and replace in its entirety the Bylaws executed on February 2, 2022.

The effective date of these Bylaws shall be May 17, 2022.

Signature RD

Rick Leach, President

Signature John Pizzi

John Pizzi, Secretary

Signature Ann Cornwall

Ann Cornwall, Treasurer

Signature Alisha Russell

Alisha Russell, Board Member

Signature Stephen Grich

Stephen Grich, Board Member

Signature Woody Bibb

Woody Bibb, Board Member

Signature Christy Moberly

Christy Moberly, Board Member

Signature Mark A. Gasaway

Mark Gasaway, Board Member

TITLE	Bylaw Amendment
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Sent for signature to Rick Leach (rick.leach@gmail.com), Ann Cornwall (anncornwall@gmail.com), Alisha Russell (alisha@toptierpools.net), Christy Moberly (moberly.cm@gmail.com), Stephen Grich (grichstephen@gmail.com), Woody Bibb (woodybibb@gmail.com) and Mark Gasaway (razor11@bellsouth.net) from johnpizzi@gmail.com
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19:19:30 UTC

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SIGNED







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