
AMENDED AND RESTATED BYLAWS OF MUSIC CITY PICKLEBALL

ARTICLE I ORGANIZATION, OBJECTIVE AND PURPOSES

- 1.1 Organization. MUSIC CITY PICKLEBALL is a nonprofit corporation organized under the laws of the State of Tennessee.
- 1.2. Principal Office and Registered Office. The Corporation's current principal office is located at 2000 Mallory Lane, Ste. 130-68, Franklin, TN 37067. The Corporation may maintain its principal office in any such place within the United States of America as determined by the Board of Directors. The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time (the "Act") may, but need not, be identical with the principal office in the State of Tennessee. The address of the registered office may be changed from time to time by the Board of Directors.
- 1.3. Objective and Purposes. This Corporation is organized exclusively 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 Corporation may desire;
 - b. Partners with local community resources, both public and private, to make pickleball facilities available to its Members; and
 - c. Builds a lasting and active membership base that is committed to the Corporation, the local pickleball community, and the national pickleball community.

The entity is an approved Section 501(c)(7) under the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

Notwithstanding any other provision of the Charter, 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 of 1986 (or the corresponding provision of any future United State Internal Revenue Law).

ARTICLE II.

MEMBERS

- 2.1 Members. The Corporation has legal members. The legal members of the Corporation shall be the Board of Directors, which shall be governed by Article III. The Board of Directors, as the legal members, are the only persons or entities eligible to vote on matters set forth herein. The Corporation also has “members” that place membership with the organization as part of its 501(c)(7) classification. However, those members are not “legal” members for voting purposes (or any other purpose), and any and all references to “Members” herein shall be to the Board of Directors.
- 2.2. Membership of Non-Legal Members. As stated in Section 2.1, the Corporation also has non-legal members (those that pay dues to place membership within the organization under 501(c)(7)). The Corporation’s net earnings may not inure to the benefit of any person having a personal and private interest in its activities. The Corporation also receives no more than de minimis income from nontraditional sources. Lastly, the Corporation’s membership is open to any and all individuals with no discrimination against any person on the basis of race, color, or religion.

ARTICLE III.

BOARD OF DIRECTORS

- 3.1. General Powers. The business and affairs of the Corporation shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws. The Board of Directors, as the governing body of the Corporation, shall have the authority to receive, administer, invest and distribute property on behalf of the Corporation in accordance with the provisions set forth in these Bylaws.
- 3.2 Number and Term of Directors. The Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) members. Directors shall serve a term of one (1) year. Directors may be elected to consecutive terms. Any outgoing President of the Board shall serve an additional term ex-officio in order to provide assistance to the new incoming President. The ex-officio President will have a vote until the ex-officio term is over.
- 3.3. Qualification of Directors. Each Director shall read the Corporation’s Conflict of Interest Policy and sign a written statement that the Director has read and understands the policy, agrees to comply with the policy, and understands the Corporation is nonprofit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- 3.4. Election of Directors. The Directors shall be elected by a majority vote of the Board of Directors, upon nomination by a Director.

- 3.5. Authority of Directors. The Directors shall act in their Director capacity only as a Board and individual Directors have no power to act for the Corporation without prior specific Board authority, unless specific authority is set out in the Bylaws. The Board shall institute the overall programming and policy of the Corporation and the President shall supervise and administer its operation.
- 3.6. Annual Meeting. The annual meeting of the Board of Directors shall be held in the sixth (6th) month following the close of the Corporation's fiscal year, or at such other time and date following the close of the Corporation's fiscal year as shall be determined by the Board of Directors. The purpose of the annual meeting shall be to transact such business as may properly be brought before the meeting.
- 3.7. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of any director with the agreement of two-thirds (2/3) of the Board. The President shall fix the place, either within or without the State of Tennessee, as the place for holding any special meeting.
- 3.8. Quorum. A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The directors shall be promptly furnished a copy of the minutes of the meetings of the Board of Directors.
- 3.9 Manner of Acting. Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by law, by the Charter, or by these Bylaws. Members of the Board of Directors absent from any meeting shall be permitted to vote at such meeting by written proxies.
- 3.10 Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Board of Directors, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee, as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action consent in writing to taking such action without a meeting, the affirmative vote of the numbers of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members. The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Board or committee. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document.

- 3.11. Compensation and Expenses. Directors shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to Directors upon approval of the Board of Directors. A Director shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for such services.
- 3.12. Salaries of Corporate Officers. The Board of Directors may elect to set salaries for the Corporate Officers.
- 3.13. Removal of Officers. Any Director may be removed at any time with or without cause upon a two-thirds (2/3) vote of the entire Board of Directors, exclusive of the Director whose removal is at issue. Removal of a director shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board.
- 3.14. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a special election within forty-five (45) days of the vacancy. The successor Directors shall be elected by a majority vote of the Board of Directors, upon the nomination of a Director. In the event of a tie vote, the President of the Board shall appoint the replacement Director to complete the terms of the Director creating the vacancy.
- 3.15. Resignation. A Director may resign his or her membership at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.
- 3.16. Liability and Indemnification. Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. Directors shall be indemnified by the Corporation to the fullest extent permissible under the laws of Tennessee.

ARTICLE IV
CORPORATE OFFICERS

- 4.1. Officers. The officers of the Board of Director shall consist of a President, Secretary, and Treasurer.. A Director may not hold the Presidentand Secretary position. The President, Treasurer, and Secretary shall always be members of the Board of Directors.
- 4.2. Election and Term. The Corporation's officers will be elected by majority vote of the Board of Directors. Nominations may come from the floor at any regularly scheduled meeting or from a Nominating Committee, appointed by the President.

- 4.3. President. The President of the Board shall preside at all meetings of the Board of Directors and shall perform all the duties and have the powers commonly incident to the office and shall carry out the directions of the Board of Directors. It shall be the duty of the President to manage all of the daily operations and affairs of the Corporation, and to manage any other full-time or part time employees or contractors, to assume responsibility for the day-to-day business and operations of the Corporation, to assist the Board of Directors in all its activities and attend all Board of Director meetings.
- 4.4. Secretary. The Secretary of the Board of Directors shall hold the office of Secretary for the Corporation and shall perform all the duties and have all the powers commonly incident to his or her office and shall have other powers and perform other duties as may be assigned by the Board of Directors. The Secretary shall keep accurate minutes for all meetings and, to the extent ordered by the Board of Directors or the President, the minutes of meetings of all committees. The Secretary shall cause notice to be given of meetings of the Board of Directors and of any committee appointed by the Board. The Secretary shall have custody of all books, records, and papers of the Corporation, except such as shall be in the charge of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.
- 4.5. Treasurer. The Treasurer shall be responsible for the money and funds of the Corporation and shall deposit such monies and funds in the name of the Corporation in such banking institutions as the Board of Directors may designate. The Treasurer shall make, sign, and endorse or cause to be made, signed, and endorsed the name of the Corporation on all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of its funds under the direction of the Board of Directors, and shall report on the financial status of the Corporation at each Board meeting.
- 4.6. Liability. Corporate Officers and the President shall not be personally liable for the debts, liabilities, or other obligations of the Corporation and shall be immune from suit arising from the conduct of the affairs of the Corporation, however, this provision shall not eliminate or limit the liability of an Officer or the President for any breach of duty of loyalty or for acts in bad faith or which involve an intentional misconduct or a knowing violation of law or for unlawful distribution pursuant hereunder T.C.A. §48-58-601.
- 4.7. Indemnification. Corporate Officers shall be indemnified by the Corporation to the fullest extent permissible under the laws of Tennessee.

ARTICLE V
TRANSACTIONS WITH DIRECTORS

- 5.1. No contract or other transaction between this Corporation and any of its Directors shall be void or voidable so long as the arrangement or transaction is approved by the Board of Directors pursuant to the Corporation's Conflict of Interest Policy, which is attached hereto and incorporated herein as if set forth verbatim.

- 5.2. In the event a transaction, contract or financial arrangement is approved by the Board of Directors pursuant to the Corporation's Conflict of Interest of Policy, the applicable Director or Officer receiving the financial benefit of the transaction shall not be liable to account to the Corporation for any profit realized by the Director from or through any such contract or transaction.
- 5.3. Notwithstanding anything herein to the contrary, the Corporation shall not lend money to or use its credit to assist its Directors or officers, whether or not employees.
- 5.4. A Director or an officer of the Corporation shall discharge his or her duties as a Director or as an officer, including duties as a member of a committee:
 - (a) In good faith;
 - (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (c) In a manner he or she reasonably believes to be in the best interest of the Corporation.

ARTICLE VI
CONTRACTS, LOANS, AND CHECKS

- 6.1. Contracts. Contracts in the regular order of business shall be executed by the President. The Board of Directors may authorize any officer, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 6.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its Directors or officers which are prohibited by T.C.A. §48-58-303. A majority vote of the Board of Directors is required to assume any indebtedness.
- 6.3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 6.4. Use of Funds. Any expenditures exceeding \$1,000.00 shall require a majority vote of the Board of Directors. In making distributions to effectuate the charitable purposes of the Corporation, as delineated in the Charter, the Board of Directors shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board, in its sole discretion, determines advisable, provided that all such distributions are consistent with all applicable

federal tax laws and regulations, as herein provided. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation is distributable to, or inures to, the benefit of its directors or officers or any other private person, except as provided in the Conflicts Policy, as reimbursement for expenses or reasonable compensation for services rendered to the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in the Charter. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

- 6.5 Administration of Funds. The Corporation shall distribute its income for each tax year in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws. The Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws; nor retain any excess business holdings, as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws; nor make any investments in a manner that would incur tax liability under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; nor make any taxable expenditures, as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws. In order fully to effectuate the provisions of this Section, the Corporation shall adopt such grant procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable federal tax laws and regulations.

ARTICLE VII

MISCELLANEOUS

- 7.1. Written consent. Whenever the Directors of this Corporation are required or permitted to take any action by vote, such action may be taken without a meeting, upon written consent setting forth the action so taken, and signed by all of the Directors entitled to vote thereon.
- 7.2. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.
- 7.3. Fiscal year. The fiscal year of the Corporation shall begin on the first day of June of each year and shall end on the last day of May next following.
- 7.4. Dissolution. The Board of Directors shall have the authority to dissolve and terminate the Corporation at any time that, by a unanimous vote, it deems such termination appropriate or advisable. In such event, after paying, or making provision for the payment of, all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation exclusively for its charitable purposes, as delineated in the Charter, in such manner as the Board of Directors shall determine. Any assets not so distributed shall be distributed to one or more organizations then described under Section 501(c)(3) of the Code, or

any corresponding provision of any future federal tax laws, as the Board of Directors shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made for such charitable purposes.

- 7.5. Incorporation of Statutory Powers and Investment Authority. The Board of Directors is specifically authorized to exercise all fiduciary powers specifically enumerated in Section 35-50-110, Tennessee Code Annotated. These powers, as set out in this statute as of the date of the execution of these Bylaws, are granted, notwithstanding that this statute may be subsequently amended or repealed. Further, without in any way intending to limit the discretionary authority granted by statute, the Board of Directors shall be authorized to retain assets distributed to it, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the corporation and does not in anyway jeopardize the tax-exempt status of the Corporation.

ARTICLE VIII
AMENDMENTS

- 8.1. These Bylaws may be altered, amended, or modified by the affirmative vote of not less a majority vote of the Directors then in office. A written notice to the Board of Directors shall be provided at least ten (10) days prior to such a meeting and shall contain the proposed amendment or amendments.

DATED this ____ day of _____, 2024.

Ann Cornwall, Director

Michelle Casady, Director

Mark Hayes, Director

Mark Gasaway, Treasurer

Michael Moberly, President