

**AMENDED AND RESTATED
BYLAWS
OF THE
BELLINGHAM PICKLEBALL CLUB**
a Washington nonprofit corporation

ARTICLE I

Name

The name of this non-profit organization shall be the Bellingham Pickleball Club (“BPC”). It shall be a non-profit organization incorporated under the laws of the State of Washington.

ARTICLE II

Purpose and Restrictions

(1) BPC is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. BPC will: promote the sport of pickleball in order to improve the physical and mental health of local residents; provide pickleball learning opportunities and skills to new and current players; facilitate the availability of pickleball courts in the local area; and assist and support the city of Bellingham and Whatcom County with the improvement and expansion of pickleball court facilities and related programs.

(2) The corporation’s activities shall be subject to the following limitations:

a) All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to the above purposes.

b) Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code, or (c) laws of the State of Washington governing the operation of a Non-Profit Corporation.

c) No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

d) Specifically, it is intended that profits generated by the activities of the organization shall be held and distributed as necessary for expenses such as court creation and availability, tournaments, instruction, supplies and equipment and to provide necessary upkeep and periodic maintenance of pickleball facilities.

e) Upon the dissolution of the corporation, its assets, if any, shall be distributed to one or more qualifying organizations within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to a local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Whatcom County.

ARTICLE III

Members and Meetings

(1) Members: Member status (membership) shall be open to any individual, age 18 and above, interested in supporting the purpose of BPC. Member status will be without regard to race, color, creed, national origins, gender, handicap or sexual preference. The process for persons to become Members shall be as determined from time to time by the Board of Directors. Member status of all Members shall expire one (1) year from the date of registration. Memberships are not transferable.

(2) Quorum: Five percent (5%) of the Members, which must include a quorum of Board Members, present in person or by proxy at any duly called membership meeting shall constitute a quorum. If a quorum is not present, the meeting shall be adjourned and rescheduled.

(3) Annual Meeting and Notice: The Annual Meeting of Members of the BPC shall be held each year. The date, time and place of meeting shall be fixed by the Board of Directors and specified in the notice given at least sixty (60) days in advance by email. At or before the Annual Meeting, the Members shall elect Members to serve on the Board to succeed Directors whose terms are expiring or to fill any vacancy which has not been filled by the Board. The precise method of conducting said election shall be determined by the Board of Directors. The President shall present to the Annual Meeting a report upon the activities of the BPC in the past year and the Treasurer shall present a financial report.

Candidates for the Board shall be presented by the Board Nominating Committee. Members shall have the opportunity to submit Board nominations until forty-five (45) days before the Annual Meeting. Members are not allowed to nominate additional candidates after that time.

Actions considered by the Members and the election of Directors shall be by a majority vote of the Members who cast votes in the election. Cumulative voting is not permitted. Voting shall be conducted by secret ballot. Elections may be conducted electronically via email solicitation.

(4) Special Meeting: A special meeting of the Members may be called by a quorum of the Board of Directors or written request of five percent (5%) of the Members and shall be held upon at least seven (7) days' email or written notice to all Members at such address of each Member as set forth in the records of the BPC. The cost of any physical mailing shall be paid by the party requesting said meeting.

(5) Removal of Members: Members may be removed, with or without cause, by a majority vote of the Board of Directors at any meeting of Directors. Notice shall be given to any Member who is proposed for removal at least five (5) days in advance of the meeting stating the purpose of the meeting and said Member may attend and invite any other Members to the meeting. Removal shall be at the sole and exclusive discretion of the Board of Directors.

(6) Dues: Members shall be required to pay dues as established by the Board of Directors. Failure to pay required dues shall result in the loss of Member status.

ARTICLE IV

Board of Directors

(1) Number and Powers: The management of all the affairs, property, and interest of the BPC shall be vested in a Board of Directors consisting of seven (7) persons. The term of service shall be two (2) years. There shall be two (2) groups of Directors: Group A and Group B. The Group A Directors shall consist of five (5) Directors who shall have terms ending in the even numbered years. Group B Directors shall consist of four (4) Directors who have terms ending in the odd numbered years. All Directors must be Members of the BPC.

In addition to the powers and authorities by these Bylaws expressly conferred upon it, the Board of Directors may exercise, in good faith, all such powers of the BPC and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and do all such lawful acts as are allowed by Washington law. It shall be the duty of the Directors to further the purpose of the BPC.

(2) Change of Number: The number of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

(3) Vacancies: If a Director position becomes vacant, the President shall, with the approval of a majority of the Board, appoint an individual to fill the remainder of the term of the vacancy.

(4) Removal of Directors: A Director may be removed by a majority vote of the members of the Board

of Directors if they determine that the conduct of the Director is having a negative effect on the BPC or if the Director fails to fulfill his or her duties as Director.

(5) Annual Meeting Time: The annual meeting of the Board of Directors shall be held each year within thirty (30) days following the Annual Meeting of Members and upon seven (7) days' notice.

(6) Regular Meetings: Regular meetings of the Board of Directors may be held at such location in Whatcom County, Washington, as the Board of Directors may from time to time designate. Board members may attend meetings via electronic means or such other remote means as may be available from time to time. Executive sessions of the Board may be called by the President, or the officer presiding in the absence of the President, at any time during a meeting of the Board for the conduct of business that is of a sensitive, proprietary, or confidential nature. Executive sessions shall only be attended by Board members and other persons determined by the presiding officer to be necessary to conduct the business of the executive session. The minutes of the meeting shall record the opening and closing of executive session and a brief general description of the subject of business conducted during executive session.

(7) Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or in the President's absence upon written request by any two (2) Directors. Notice of the date, time and place of the meeting shall be provided to all Directors by telephone, mail or e-mail at least two (2) days in advance of the scheduled special meeting. The business of special meetings shall be limited to those subjects identified in the notice of the meeting.

(8) Waiver of Notice: Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director(s) or sent via email, whether before or after the time stated for the meeting, shall be equivalent to the timely giving of notice.

(9) Quorum: A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law.

(10) Permitted Meeting Attendees: Board meetings may be attended by Members of the BPC (except special meetings and executive sessions), but Members shall not have the right to vote at the Board meeting. The Board shall endeavor to give notice of Board meetings to Members on the BPC website, but failure to give such notice shall not invalidate actions taken at the subject meeting.

(11) Committees: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which committees, shall have the mission, structure and

exercise the authority granted to it by the Board of Directors in such resolution; provided that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; or electing any Director or officer of the BPC. The designation and appointment of any such

committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him/her by law.

(12) Remuneration: No compensation shall be paid to Directors for their service as Directors.

(13) Loans: The BPC shall not loan money or credit to its Directors.

(14) Action by Directors without a Meeting: Any action required or which may be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent in writing (including by email), setting forth the action so to be taken, shall be acknowledged before such action by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

(15) Action of Directors by Electronic Communications: Directors may participate in a meeting of Directors by means of a conference telephone or other electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

(16) Nominating Committee: A Board Nominating Committee shall be appointed by the Board at least ninety (90) days prior to the Annual Meeting of Members. The committee shall consist of at least three Members, and shall present to the Board a nomination for all Board positions to be filled at least forty-five (45) days prior to the Annual Meeting of Members.

(17) No Personal Liability. So long as a Board member, officer or committee member has acted in good faith, without intentional misconduct, upon the basis of such information as is then possessed by such person, then no such person shall be personally liable to any member or other person for damage or injury suffered or claimed on account of any act, omission, error, or negligence of such person, provided, that this section shall not apply where the consequences of such act, omission, error, or negligence are covered by insurance obtained by the Board.

(18) Expenditures. Expenditure of funds up to and under \$300.00 must be approved by a Board member. Amounts over \$300 must have either been allocated in the current year's budget approved by the Board of Directors or be approved by the Board of Directors via a specific resolution. Receipts must be provided to the Treasurer at the time of reimbursement.

ARTICLE V

Officers

(1) Designations: The officers of the BPC shall be a President, a Vice President, a Secretary; and a Treasurer. The officers shall be appointed by the Board of Directors which officers shall hold office until the next annual meeting of Directors and until their successors are elected. Any two or more offices may be held by the same person, except: the offices of President and Secretary; and the offices of President and Vice President.

(2) The President: The President shall: be the principal operating and administrative officer; possess the power to sign all contracts or other instruments of the BPC; and have general supervision of the affairs of the BPC. The President shall perform all other duties as are incident to the office or are properly required by the Board of Directors, however the President may delegate such duties to another officer or Director. The President shall preside at all meetings of Directors and the Annual Meeting of Members.

(3) Vice President: During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. The Vice-President shall assist the President in the performance of their duties and have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

(4) Secretary: The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, maintain the BPC's records, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

(5) Treasurer: The Treasurer shall have the custody of all moneys of the BPC and shall keep regular books of account. The Treasurer shall disburse the funds of the BPC in payment of the just demands against the BPC or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of the Treasurer, an account of all transactions as Treasurer and of the financial condition of the BPC. The Treasurer shall perform such other duties incident to the office or that are properly required by the Board of Directors.

(6) Delegation: In the case of absence or inability to act of any officer of the BPC and of any person herein authorized to act in his/her place, the Board of Directors may from time-to-time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may select.

(7) Vacancies: In the event of a vacancy in the office of President, the Vice-President shall become President and assume the Presidency for the remainder of the term. Vacancies in any office arising from any cause may be filled by the Board of Directors at any annual or special meeting of the Board.

(8) Term - Removal: The officers of the BPC shall hold office until the next annual meeting of the Board of Directors and until their successors are elected and qualified. However, any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors.

ARTICLE VI

General

(1) Depositories: The moneys of the BPC shall be deposited in the name of the BPC in such bank or banks as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

(2) Notices: Except as may otherwise be required by law, any notice to any Director may be delivered personally, by mail or by electronic communication. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his/her last known address in the records of the BPC, with postage thereon prepaid.

(3) Books and Records: The BPC shall keep at its Secretary's office hard copies of any documents required to be retained by the corporation by law. The Secretary shall manage the important documents of BPC and make them available to the Board and Members as appropriate.

(4) Amendments: These Bylaws may be amended at any regular meeting of the Board or at a special meeting of the Board called for that purpose, provided, however, that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. Written copies of proposed amendments shall be provided by mail or e-mail to each Director at least two (2) working days before said meeting, unless the Board shall waive such notice period by affirmative majority vote of the members of the Board. An affirmative majority vote of the members of the Board is required for passage of amendments to the Bylaws.

ARTICLE VII

Indemnification

Each Board member, officer and committee member shall be indemnified by the BPC against all expenses and liabilities, including attorney fees reasonably incurred by or imposed in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of holding or having held such position, or any settlement thereof, whether or not he or she holds such position at the time such expenses or liabilities are incurred, except to the extent such liabilities and expenses are covered by insurance and except in such cases wherein such person is adjudged guilty of willful malfeasance in the

performance of his or her duties.

Amended by the Board of Directors via Unanimous Consent at the August 13, 2025 Board of Directors Meeting.

Directors:

Cathie Badalamenti

John Bailey

Jodi Mackey

Bill Miller