

BYLAWS OF

Helena Pickleball, INC.

ARTICLE I. NAME

14410523

Montana Secretary of State

Section 1.1 Name

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The name of this Corporation shall be Helena Pickleball, Inc.

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Section 1.2 Name Change

Name Change. The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors (the "Board"). Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

Article II. Purposes

Section 2.1 Purposes

The Helena Pickleball, Inc. ("Corporation") has been organized exclusively for charitable, educational, recreational, and social purposes, including the following:

Educate the general public about the sport of Pickleball;

- a) Promote community awareness and enjoyment of Pickleball;
- b) Provide an opportunity for people with diverse age, background and physical ability to participate in a social interaction sport;
- c) Offer programs, demonstrations and other Pickleball activities for the general public;
- d) Promote health, fitness and wellness through Pickleball activities; and
- e) Engage in any other charitable, educational, recreational and social activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "IRS Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the IRS Code.
- f) The Corporation shall also be entitled to solicit and accept contributions, gifts, funds, devises and bequests of personal or real property or both, which shall be held, administered, and applied exclusively for the use, benefit and advancement of the exempt purposes of Helena Pickleball, Inc., or for such other exempt purposes as determined from time to time by the Board of Directors.

ARTICLE III. MEMBERS

The Corporation shall have no members.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Montana. The Board of Directors shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of Montana, the Articles of Incorporation and these Bylaws, as shall be amended from time to time.

Section 4.2 Composition, Number and Tenure.

The number of Directors shall not be less than three (3) nor more than nine (9), and shall be composed of such persons as may be elected by the Corporation's Board of Directors; provided, however, that the initial members of the Board of Directors shall be appointed by the incorporator. Each Director shall hold office for a term of one year, or such other term not to exceed three years as determined at the time of the election, until his or her successors shall have been elected or qualified or until his or her earlier resignation or removal. If the term of the office shall be more than one year, the membership of the Board of Directors shall be divided into classes so that the term of approximately one-third of each of the Board shall expire each year. At each annual meeting of the Board of Directors, qualified individuals shall be elected by the Board of Directors.

Section 4.3 Annual Meeting/Regular Meetings.

Regular quarterly meetings of the Board of Directors shall be held as mutually-agreed to by the members of the Board. The annual meeting of the Board of Directors shall be held in March of each calendar year, unless another month is agreed to by the Board members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Montana, for the holding of additional regular meetings of the Board without other notice other than such resolution.

Section 4.4 Special Meetings.

Special meetings of the directors may be called at the request of the President or by any two (2) directors. The person or persons authorized to call special meetings may fix the time and place of the meeting called by them. Notice of any special meeting shall be given at least ten (10) days previous thereto by written notice delivered personally or mailed to each director at his or her regular mailing address or by electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice by electronic means, such notice shall be deemed to be delivered when the notice is sent. Any director may waive notice of any meeting. The attendance of 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 the business because the meeting is not properly called. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 4.5 Quorum.

A majority of the directors shall constitute a quorum for the transaction of business, but if less than a majority is present, a majority of those present may adjourn the meeting from time to time without further notice.

Section 4.6 Manner of Acting/Telephonic/Electronic Communication Meetings.

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. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.7 Compensation.

It is the intention of the Board of Directors of the Corporation that directors shall serve in a voluntary capacity without payment or remuneration except Board of Directors pre-approved reimbursement for out-of-pocket expenses actually incurred by such director.

Section 4.8 Vacancies, Resignations and Removal.

A vacancy in the Board of Directors shall exist upon a death, resignation or removal of a Director, or when there is less than the minimum number of Directors set forth in Article IV, or when the number of directors has been increased and that increased number has not been filled. When a vacancy exists, it may be filled by the Board of Directors by majority vote. A director elected to fill a vacancy shall be elected for a term as determined by the Board of Directors. A Director elected by the Board of Directors may be removed by the Board of Directors upon a majority vote whenever, in its judgment, the best interests of the Corporation will be served by such removal.

Section 4.9 Informal Action by Directors.

Any action required to be taken at a meeting of directors, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors.

ARTICLE V. OFFICERS

Section 5.1 Number.

The officers of the Corporation shall be a President, a Secretary and a Treasurer, as elected by the Board of Directors at its annual meeting. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.2 Election and Term.

The officers shall be elected by the Board of Directors at its annual meeting. Each officer shall hold office until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 5.3 Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors when the best interests of the Corporation would be served thereby, as determined in the sole discretion

of the Board of Directors.

Section 5.4 Vacancies.

A vacancy in any office which occurs for any reason may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President.

The President shall preside at all meetings of the directors. The President shall be the general manager of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and direct the operations of the Corporation. The President may sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, bids or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 5.6 Secretary.

The Secretary shall:

- a) keep the minutes of the meetings of the Board of Directors;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law;
- c) be custodian of the corporate records;
- d) keep a register of the post office address of each director which shall be furnished to the Secretary by such directors;
- e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.7 Treasurer.

The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and securities of the Corporation;
- b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and
- c) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- d) In the absence of the President or in the event of his or her death, inability or refusal to act, the Treasurer shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.8 Salaries.

It is the intention of the Board of Directors of the Corporation that officers of the Corporation shall serve in a voluntary capacity without payment or remuneration except Board of Directors pre-approved

reimbursement for out-of-pocket expenses actually incurred by such officer.

Section 5.9 Loans to Officers and Directors.

The Corporation shall not lend money to nor guarantee the obligation of any Director or officer of the Corporation.

ARTICLE VI. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President and one or more of the members of the Board of Directors designated by a majority of the Board of Directors at the annual meeting. The Executive Committee shall have and exercise the authority of the Board of Directors at all times when a meeting of the Board of Directors is not in session, provided, however, that the Executive Committee shall not have the authority to authorize any distributions, approve or recommend the merger, or the sale, pledge or transfer of all of the Corporation's assets, elect, appoint or remove Directors to fill vacancies on the Board of Directors or any of its committees, or adopt, amend or repeal the Articles or Bylaws of the Corporation. The Executive Committee shall meet at such times as the Board of Directors shall determine. The Executive Committee shall maintain a written record of its proceedings and shall report its proceedings to the Board of Directors at the next meeting of the full Board of Directors.

ARTICLE VII. OTHER COMMITTEES

The President, with the guidance and assistance from the Executive Committee, may appoint such other committees to assist in achieving the goals and objectives of the Corporation. Each committee shall have two or more directors who serve at the pleasure of the board. Such committees may constitute, but shall not be limited to, a Finance Advisory Committee and Public Relations Committee. All appointed committees shall report on a regular basis to the President. The committees shall be annually evaluated by the Executive Committee.

ARTICLE VIII. EXECUTIVE DIRECTOR

The Board of Directors may employ, contract or arrange for a competent chief executive whose title shall be Executive Director. The Executive Director shall be the chief executive of the Corporation, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation. The Executive Director shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS AND CONTRIBUTIONS

Section 9.1 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to negotiate, bid on and enter into any contract or execute and deliver any contract in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.2 Loans.

No loans shall be contracted on behalf of the Corporation and no evidences 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. No loans shall be made by the Corporation to its officers or directors.

Section 9.3 Checks.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such two (2) officers, two (2) agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 9.4 Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select,

Section 9.5 Contributions.

Any contributions, bequests or gifts made to the Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall be a calendar year.

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or any other applicable law, a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII. MAINTENANCE OF EXEMPT STATUS

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time. No director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation. All directors of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be

distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, educational, recreational or social organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII. INDEMNIFICATION

Section 13.1 General Statement of Indemnification.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, committee member or employee of the Corporation against all expenses and liabilities, including, without limitation, attorney fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 13.2 Inures to Heirs, Successors and Assigns.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 13.3 Amendments.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 13.4 Contractual Rights.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, committee members and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, committee member or employee under this Article shall apply to such officer, director, committee member or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XIV. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors called for such purpose.