

BYLAWS FOR
THE PICKLEBALL ASSOCIATION OF SAN DIEGO,
A PUBLIC BENEFITS CORPORATION TABLE OF CONTENTS

SECTION I - NAME AND OBJECTIVES

- 1.1 Name
- 1.2 Objectives

SECTION II - OFFICES OF THE CORPORATION

- 2.1 Principal Office
- 2.2 Other Offices

SECTION III - PURPOSES AND LIMITATIONS

- 3.1 General Purpose
- 3.2 Specific Purposes
- 3.3 Limitations

SECTION IV - MEMBERS

- 4.1 Qualifications of Membership

SECTION V - DIRECTORS

- 5.1 General Corporate Powers
- 5.2 Specific Powers
- 5.3 Number and Qualifications of Directors
- 5.4 Election and Term of Office of Directors
- 5.5 Term of Office
- 5.6 Vacancies

- 5.7 Resignations
- 5.8 Filling Vacancies
- 5.9 No Vacancy On Reduction of Number of Directors
- 5.10 Directors' Meetings
- 5.11 Meetings by Telephone
- 5.12 Annual Meeting
- 5.13 Other Regular Meetings
- 5.14 Special Meetings
- 5.15 Manner of Giving Notice
- 5.16 Time Requirements
- 5.17 Notice Contents

SECTION VI - MAJORITY VOTE

- 6.1 Majority Vote
- 6.2 Super-Majority Vote

SECTION VII - QUORUM

- 7.1 Quorum
- 7.2 Waiver of Notice
- 7.3 Adjournment
- 7.4 Notice of Adjourned Meeting
- 7.5 Action without a Meeting
- 7.6 Visitors
- 7.7 Compensation and Reimbursement

SECTION VIII - COMMITTEES

- 8.1 Committees of the Board
- 8.2 Executive Committee

SECTION IX - OFFICERS

- 9.1 Officers
- 9.2 Election of Officers
- 9.3 Other Officers
- 9.4 Removal of Officers
- 9.5 Resignation of Officers
- 9.6 Vacancies in Office
- 9.7 Chairman of the Board
- 9.8 President (Executive Director)
- 9.9 Vice-Presidents
- 9.10 Secretary
- 9.11 Notices, Seal and Other Duties
- 9.12 Chief Financial Officer
- 9.13 Deposit and Disbursement of Money and Valuables

9.14 Bond

SECTION X - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

10.1 Right of Indemnity

10.2 Insurance

SECTION XI - RECORDS AND REPORTS

11.1 Maintenance of Corporate Records

11.2 Maintenance and Inspection of Articles and Bylaws

11.3 Inspection by Directors

11.4 Annual Report

11.5 Construction and Definitions

SECTION XII – AMENDMENTS

12.1 Amendment by Board

SECTION XIII - CERTIFICATE OF SECRETARYBYLAWS FOR
THE PICKLEBALL ASSOCIATION OF SAN DIEGO,
A PUBLIC BENEFITS CORPORATION.

SECTION I

NAME AND OBJECTIVES

I.1 Name

The name of the non-profit Corporation shall be THE PICKLEBALL ASSOCIATION OF SAN DIEGO, A PUBLIC BENEFITS CORPORATION.

I.2 Objectives

The objectives of the Corporation shall be those set forth in its Articles of Incorporation.

SECTION II

OFFICES OF THE CORPORATION

II.1 Principal Office

The principal office for the transaction of the activities and affairs of the Corporation ("principal office") is located at 2930 Barnard St., Suite 19301, San Diego, CA 92110. The Board of Directors ("Board") may change the principal office from one location to another. Any change

of location of the principal office shall be noted by the secretary of these Bylaws opposite this section, or this section may be amended to state the new location.

II.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

SECTION III PURPOSES AND LIMITATIONS

III.1 General Purpose

This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable purposes.

III.2 Specific Purposes

The specific and primary purposes for which this Corporation is formed are:

- (a) To create the City of San Diego's first dedicated pickleball facility of 16+ courts by repurposing lightly-used tennis courts on public land, open to the general public at an affordable price, enhancing the surrounding park space, offering player resources such as instruction, leagues, youth programs, curated sessions by level, social events, and tournaments, managed by and for the pickleball community as a nonprofit organization, all at zero cost to the City.
- (b) To engage in any activity that is from time to time authorized or approved by the Board of Directors of this Corporation; and
- (c) To execute all rights and powers from time to time granted to a non-profit public benefit corporation.

The purposes listed above shall not be limited by reference to or inference from one

another, but each purpose clause shall be construed as a separate statement conferring independent purposes and powers to this Corporation.

III.3 Limitations

This Corporation is organized exclusively for the support of charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 and Sections 5110 et seq. of the California Corporations Code. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any other activity not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) in the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (2) by Corporation contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

SECTION IV

MEMBERS

IV.1 Qualifications of Membership

This corporation shall have one class of members. Any person dedicated to the purposes of the corporation shall be eligible for membership application by the board and on timely payment of such dues and fees as the board may fix from time to time.

SECTION V

DIRECTORS

V.1 General Corporate Powers

Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation law, and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

V.2 Specific Powers

Without prejudice to the general powers set forth in Section 5.1 of these Bylaws, but subject to the same limitations, the directors shall have the power to:

- (a) Appoint and remove at the preference of the Board all of the Corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;
- (b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meetings;
- (c) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates;
- (d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, and the corporate name,

promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and security.

V.3 Number and Qualifications of Directors

The Board of Directors shall consist of at least one (1) but no more than eleven (11) directors until changed by amendment to these Bylaws. The exact number of directors shall be fixed within those limits, by a resolution adopted by the Board of Directors.

V.4 Election and Term of Office of Directors

- (a) The initial Board members shall be elected by the incorporator.
- (b) At the expiration or earlier termination of the terms of offices of the initial directors, their successors shall be chosen by the majority vote of the members of the Board then in office, whether or not less than a quorum, or by sole remaining director.
- (c) Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (i) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether a full-time or part-time employee, independent contractor, or otherwise; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of the person. However, any violation of the provision of this paragraph shall not have any effect on the validity or enforceability of any transaction entered into the corporation. A director may not participate in any vote on any proposed transaction with another organization or entity of which such director is also an employee, principal, director, or owner.

V.5 Term of Office

The initial directors appointed shall hold office for a term of three (3) years. If any

director is appointed to fill a vacancy, the term shall be for the unexpired portion of the vacant seat.

V.6 Vacancies

A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (a) The death or resignation of any director;
- (b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by a final order of judgment of any court to have breached the duty under Article III of Chapter 2 of the California Non-Profit Public Benefit Corporation Law;
- (c) The vote of a majority of all members of the Board to remove any directors; or
- (d) The increase of the authorized number of directors.

V.7 Resignations

Except as provided below, any director may resign by giving written notice to the Chairman of the Board, or to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors.

V.8 Filling Vacancies

Vacancies on the Board may be filled by a majority of the directors then in office, whether

or not less than a quorum, or by a sole remaining director.

V.9 No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

V.10 Directors' Meetings

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board, or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

V.11 Meetings by Telephone

Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

V.12 Annual Meeting

The Board shall hold an annual meeting for purposes of organization, election of officers and transaction of other business.

V.13 Other Regular Meetings

Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

SECTION VI.

SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, the President, the Secretary, or any two (2) directors.

VI.1 Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail postage pre-paid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by telegraph, charges pre-paid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

VI.2 Time Requirements

Notices sent by first class mail shall be deposited in the United States Mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

VI.3 Notice Contents

The notice shall state the time of the meeting and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

SECTION VII MAJORITY VOTE

VII.1 Majority Vote

Except as provided in Section VII.2 below, every act or decision made by the Board shall be made by a majority vote of the directors present at a meeting duly held at which a quorum is present. "Majority vote" shall mean a vote of more than fifty percent (50%) of the directors present at the meeting.

VII.2 Super-Majority Vote

The following acts or decisions of the Board shall be made by a super-majority vote of the directors present at a meeting duly held at which a quorum is present. "Supermajority vote" shall mean a vote of more than seventy-five percent (75%) of the directors present at the meeting.

- (a) To liquidate or dissolve the corporation;
- (b) To sell the majority of the assets of the corporation - for the purposes of this section, "majority of the assets" shall mean more than fifty percent (50%) of the assets of the corporation;
- (c) To move the principal of the corporation to a location outside of San Diego County;
- (d) To add, delete, alter, amend, or revise the exempt purposes of the corporation;
- (e) To change the number of authorized directors of the corporation.

SECTION VIII

QUORUM

VIII.1 Quorum

A majority of the existing directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Non-Profit Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments to committees of the

Board; and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

VIII.2 Waiver of Notice

Notice of a meeting need not be given to any director who either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

VIII.3 Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

VIII.4 Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place.

VIII.5 Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent

of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

VIII.6 Visitors

No visitors may attend any meeting of the Board of Directors without the consent of a majority of the directors present; provided, however, that a representative of legal counsel for the Corporation and a representative of the independent Certified Public Accountant for the Corporation may attend any such meeting upon the invitation of any director.

VIII.7 Compensation and Reimbursement

Directors and members of committees may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

SECTION IX

COMMITTEES

IX.1 Committees of the Board

The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum as present, may create one or more committees, each consisting of two or more Directors and/or officers of the Corporation and other members of the community to serve at the preference

of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more persons as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee's authority shall be limited to providing advice and recommendations to the Board or to act as specifically directed by the Board. The Board may appoint other committees having all the powers of the Board; however, they shall be comprised of only voting Directors of the Corporation.

IX.2 Executive Committee

The Board of Directors of this Corporation may establish an Executive Committee or other committee having the authority of the Board pursuant to California Corporations Code Section 5212(a). The Executive Committee is empowered to act on the Board's behalf without having to obtain the ultimate approval of the full Board. The Executive Committee must be composed of three or more directors. The Board of Directors shall also be empowered to include non-voting corporate officers to sit on the Executive Committee.

Committees and their members appointed by the Board serve at the Board's pleasure. It is the purpose of the Board of Directors to subordinate much of the Board's responsibilities to be performed by the Executive Committee. Procedural rules governing meetings and members of the Board also govern meetings and minutes of committees of the Board.

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meeting and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board

shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws, or, in the absence of rules adopted by the Board, any such committee may adopt such rules.

SECTION X OFFICERS

X.1 Officers

The officers of the Corporation shall be a President, who shall act as the Chief Executive Officer and also be designated as a Chief Operating Officer, a Secretary, and a Chief Financial Officer. The Corporation may also have Vice Presidents and a Chairman of the Board. The Corporation may have one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be appointed in accordance with these Bylaws. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

X.2 Election of Officers

The officers of the Corporation, except those appointed, shall be chosen annually by the Board and shall serve at the preference of the Board, subject to the rights, if any, of any officer under any contract of employment.

X.3 Other Officers

The Board may appoint and may authorize the Chairman of the Board, the President, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

X.4 Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the board may confer the power of removal.

X.5 Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice was received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

X.6 Vacancies in Office

A vacancy in any office because of the death, resignation, removal, disqualification, of any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office; provided, however, vacancies need not be filled on an annual basis.

X.7 Chairman of the Board

The Chairman of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. The Chairman of the Board is also designated as the Chief Executive Officer and shall perform all duties that may be assigned to him. If there is no President, the Chairman of the Board shall in addition be the Chief Executive Officer of the Corporation and shall have the powers and duties of the President of the Corporation prescribed by these Bylaws.

X.8 President (Executive Director)

Subject to such supervisory powers as the Board may give to the Chairman of the Board, and subject to the control of the Board, the President shall be the executive director of the Corporation and shall supervise, direct and control the Corporation's activities, affairs and officers. The President shall preside in the absence of the Chairman of the Board, or if there is none, at all Board meetings. The President is also designated as the Chief Operating Officer and shall perform all duties that may be assigned to him. The President shall have such other powers and duties as the Board or the Bylaws may prescribe.

X.9 Vice-Presidents

If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, the Vice-President designated by the Board, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

X.10 Secretary

The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and, if special, how authorized, the notice given, and the names of those present at Board and Committee's meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

X.11 Notices, Seal and Other Duties

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or Bylaws may prescribe.

X.12 Chief Financial Officer

The Chief Financial Officer shall keep and maintain or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

X.13 Deposit and Disbursement of Money and Valuables

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

X.14 Bond

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with a surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers,

money and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement or removal from office.

SECTION XI
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

XI.1 Right of Indemnity

To the fullest extent permitted by law this Corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formally occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

XI.2 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officer, directors, employees and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

SECTION XII

RECORDS AND REPORTS

XII.1 Maintenance of Corporate Records

The Corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its Board and committees of the Board.

XII.2 Maintenance of Articles and Bylaws

The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.

XII.3 Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of any kind, physical properties and the records of each of its subsidiaries. The inspection shall be made in person or by director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

XII.4 Annual Report

The Board shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year;

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end
of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the Corporation for both general and restricted

purposes;

- (e) Any information required by these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

XII.5 Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term person includes both a legal entity and a natural person.

SECTION XIII AMENDMENTS

XIII.1 Amendment by Board

The Board may adopt, amend or repeal the Bylaws.

SECTION XIV

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of THE PICKLEBALL ASSOCIATION OF SAN DIEGO, A PUBLIC BENEFITS CORPORATION, that the above Bylaws are the current and proper Bylaws of this Corporation as adopted by the Board of Directors on September 13, 2022, and that they have not been modified since that date.

Executed on September ____, 2022, at San Diego, California.

MICHAEL SHINZAKI, Secretary