

BY-LAWS
of
York Paddle Tennis Club, Inc.

ARTICLE I – OFFICES

The office of the corporation shall be located in the Town of York, Maine.

ARTICLE II – MEETING OF SHAREHOLDERS

Section 1 – Annual Meetings

The annual meeting of the shareholders of the Corporation shall be held on the first Sunday of October each year or at such other time as the directors may choose within the calendar year.

Section 2 – Special Meetings

Special meetings of the shareholders may be called at any time by a majority of the Board of Directors, or by the President, and shall be called by the President or the Clerk at the written request of the holders of twenty percent (20%) of the shares then outstanding and entitled to vote thereat, or as otherwise required under the provisions of the Maine Business Corporation Act, as amended.

Section 3 – Place of Meetings

All meetings of shareholders shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notices or waivers of notice of such meetings.

Section 4 – Notice of Meetings

- (a) Written notice of each meeting of shareholders, whether annual or special, stating the place, day and hour where it is to be held, shall be served either personally, by e-mail or by mail, not less than ten (10) days or more than sixty (60) days before the meeting, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law.

- (b) Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If at any meeting action is proposed to be taken that would, if taken, entitle shareholders to receive payment for their share pursuant to the Business Corporation Act, the notice of such meeting shall

- include a statement of that purpose and to that effect. If mailed, such notice shall be directed to each such shareholder at his address, as it appears on the records of the Corporation, unless he shall have previously filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case, it shall be mailed to the address designated in such request.
- (c) Notice of any meeting need not be given to any person who may become a shareholder of record after the mailing of such notice prior to the meeting, or to any shareholder who attends such meeting, in person or by proxy, or to any shareholder who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any meeting adjourned for less than thirty (30) days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken, unless a new record date is fixed for the adjourned meeting.

Section 5 – Quorum

- (a) Except as otherwise provided herein or by statute, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the “Articles of Incorporation”), at all meetings of shareholders of the Corporation, the presence at the commencement of such meeting in person or by proxy of a majority of those persons entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any shareholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.
- (b) Despite the absence of a quorum at any annual or special meeting of shareholders, the voting members by a majority of the votes cast, may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called if a quorum had been present.

Section 6 – Voting

- (a) Except as otherwise provided by these By-Laws, by statute or by the Articles of Incorporation, any corporate action shall be authorized by a majority of authorized votes cast.
- (b) Except as otherwise provided by these By-Laws, by statute or by the Articles of Incorporation, at each meeting of shareholders, each holder of record of shares of the Corporation entitled to vote thereat, shall be entitled to one vote for each

share registered in his name on the books of the Corporation. If held in more than one name, only one person is entitled to vote.

- (c) Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so by proxy; PROVIDED, HOWEVER, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder himself, or by his attorney-in-fact, thereunto duly authorized in writing. Proxies shall name the date of the meeting for which they are given and shall be valid for that meeting only. Such instrument shall be exhibited by the Secretary at the meeting and shall be filed with the records of the Corporation.
- (d) Any resolution in writing, signed by all of the shareholders entitled to vote thereon, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of shareholders and such resolution so signed shall be inserted in the Minute Book of the Corporation under its proper date.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Number, Election and Term of Office

- (a) The number of the Directors of the Corporation shall be no fewer than five (5), nor more than ten (10).
- (b) Except as otherwise may be provided herein or in the Articles of Incorporation, each member of the Board of Directors of the Corporation must be a shareholder and shall be elected by a majority of the votes cast at a meeting of shareholders.
- (c) The term of each Director shall be three (3) years and any Director may be reelected for up to one additional 3-year period; provided, however, that the terms of the initial Directors elected at the first annual meeting shall be staggered such that one Director is elected for an initial term of one (1) year, two (2) Directors for two (2) years, and two (2) Directors for three (3) years. Each Director shall hold office until his term has expired (at the relevant annual meeting of the shareholders) or until his successor is elected and qualified, or until his prior death, resignation or removal. A nominating committee consisting of one former President, the existing President and three shareholders chosen at random shall propose a slate of candidates for all directorship positions.

Section 2 – Duties and Powers

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the

Corporation, except as set forth in the Articles of Incorporation or by statute, expressly conferred upon or reserved to the shareholders. The Directors, by a 2/3rds vote only, are expressly charged with the duty of reviewing and, if necessary, expelling from membership any member who does not abide by the rules of Club. Said members shall be first notified in writing of the violation and upon the second violation of the same or any other rule may be so expelled. Any legal action brought by a member against the Club shall be grounds for expulsion. All other decisions and actions by the Board of Directors will be based on a simple majority vote. The Directors will be responsible for setting operational procedures and the rules governing classes of membership, including procedures for becoming a member and the cost of that membership.

Section 3 – Annual and Regular Meetings; Notice

- (a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of shareholders at the place of such meeting of the shareholders.
- (b) The President, from time to time, may establish other regular meetings of the Board of Directors, and may fix the time and place thereof.
- (c) Notice of any regular meeting of the Board of Directors shall not be required to be given to the shareholders and, if given, need not specify the purpose of the meeting; PROVIDED, HOWEVER, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each Director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in Paragraph (b) of Section 4 of this ARTICLE III, with respect to special meetings, unless such notice shall be waived in the manner set forth in Paragraph (c) of such Section 4.

Section 4 – Special Meetings; Notice

- (a) Special meetings of the Board of Directors shall be held whenever called by the President (or if he is absent or unable to act, by any Vice President), the Clerk, or by one of the Directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

Section 5 – Quorum and Adjournment

- (a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

- (b) A majority of the Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 6 – Manner of Acting

- (a) At all meetings of the Board of Directors, each Director present shall have one vote.
- (b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the Minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 7 – Vacancies

Any vacancy in the Board of Directors occurring by reason of an increase in the number of Directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a Director by the shareholders shall be filled by the shareholders at the meeting at which the removal was effected) or inability to act of any Director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 8 – Resignation

Any Director may resign any time by giving written notice to the Board of Directors, the President or the Clerk of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such Officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 9 – Removal

Any Director may be removed with or without cause at any time by a majority vote of the outstanding shares entitled to vote for the Director(s) at a special meeting of the shareholders called for that purpose, and may be removed by action of the Board as set forth in M.R.S.A. 13-A Sec. 707. 6.

ARTICLE IV – OFFICERS

Section 1 – Number, Qualifications, Election and Term of Office

- (a) The Officers of the Corporation shall consist of a President, a Clerk, who shall serve as Secretary of the Board of Directors, a Treasurer, and such other Officers, and the two Vice-Presidents, a First and a Second Vice-President, as the Board of Directors may from time to time deem advisable. All officers must be Directors of the Corporation. Any two or more offices may be held by the same person, except the offices of President, Treasurer and Clerk.
- (b) The Officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.
- (c) Each Officer shall hold office for three years and be eligible for an additional three year term and until the annual meeting of the Board of Directors next succeeding his third or six year election anniversary, and until his successor shall have been elected and qualified or until his death, resignation or removal.

Section 2 – Resignation

Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or to the Clerk of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such Officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 – Removal

Any Officer may be removed by a majority vote of the Board of Directors either with or without cause.

Section 4 – Vacancies

A vacancy in any office by reason of death, resignation, inability to act, disqualification, removal or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors. The Board shall elect such new Director, who must be a shareholder.

Section 5 – Duties of Officers

Subject to these By-Laws, each officer of the Corporation shall have, in addition to the duties and powers specifically set forth below or elsewhere in these By-Laws, such duties and powers as are customarily incident to his office, and such duties and powers as may

be designated from the time to time by the Board of Directors. Specifically, the Officers will provide to the membership, in writing, the operating procedures of the Club to include: hours of operations; court reservation procedures; dues payment schedules; requirements for non shareholders to become shareholders and penalties for infractions of operating rules.

- (a) The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Any Vice-President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.
- (b) The Vice-President. At the discretion of the Board there may be a First and a Second Vice President who shall have all the powers and duties of the President in his absence, in the order of their rank.
- (c) The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities and valuable documents of the Corporation, except as the Board of Directors may otherwise provide. Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.
- (d) The Clerk shall keep in a book for such purpose, a record of the meetings of shareholders and of the meetings the Board of Directors including records of all votes and minutes of such meetings; he may certify all votes, resolutions and actions of the shareholders, the Board of Directors and of its committees; he shall act as voting inspector at all shareholder meetings, or head voting inspector if the person presiding over the meeting appoints an assistant voting inspector. Any Assistant Clerk may certify all votes, resolutions and actions of the shareholders, the Board of Directors and of its committees, and shall have such other powers and perform such other duties of the Clerk as the Clerk may from time to time designate. In the absence of the Clerk from any meeting of shareholders or Board of Directors, an Assistant Clerk, if one be elected, otherwise a Temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

ARTICLE V – INDEMNIFICATION

- (a) Except as limited by law or as provided in Sections 2 and 3 hereof, each Officer of this Corporation (and his heirs and personal representatives) shall be indemnified by this Corporation against all expense incurred by him in connection with each proceeding in which he is involved as a result of his serving or having served as an Officer of this Corporation or, at the request of this Corporation, as a Director, Officer, employee or other agent of any other organization in which it

- has an interest. Indemnification shall be authorized by the Board of Directors, or a committee thereof selected for this purpose, exclusive of Directors who are parties to the proceeding unless there less than two of such Directors, in which case Directors who are parties to the proceeding may participate in the determination or act on advice of independent legal counsel, or indemnification may be authorized by the shareholders of this Corporation.
- (b) No indemnification shall be provided to an Officer with respect to a matter as to which it shall have been adjudicated in such proceeding that he did not act in good faith in the reasonable belief that his action or failure to act was in the best interests of this Corporation.
- (c) In the event that a proceeding is compromised or settled so as to impose any liability or obligation upon an Officer or upon this Corporation, no indemnification shall be provided to said Officer with respect to a matter if this Corporation has obtained an opinion of counsel that with respect to said matter said Officer did not act in good faith in the reasonable belief that his action was in the best interests of this Corporation.
- (d) To the extent authorized by the Board of Directors or the shareholders, this Corporation may pay indemnification in advance of final disposition of a proceeding, upon receipt of an undertaking by the person indemnified to repay such indemnification if it shall be established that his is not entitled to indemnification by an adjudication under Section 2 or by an opinion of counsel under Section 3 hereof.
- (e) For the purposes of this Article
- (i) “Officer” means any person who serves or has served as a Director or in any other office filled by election or appointment by the shareholders or the Board of Directors.
 - (ii) “Proceeding” means any action, suit or proceeding, civil or criminal, brought or threatened in or before any court, tribunal, administrative or legislative body or agency.
 - (iii) “Expense” means any liability fixed by a judgment, order, decree, or award in a proceeding, any amount reasonably paid in settlement of a proceeding and any professional fees and other disbursements reasonably incurred in a proceeding.
- (f) Nothing in this Article shall limit any lawful rights to indemnification incurred in proceeding.

ARTICLE VI – SHARES OF STOCK

Section 1 – Certificate of Stock

- (a) The certificates representing shares of the Corporation shall be in such form as shall be adopted by the Board of Directors, and shall be numbered and registered in the order issued. They shall bear the holder's name and the number of shares, and shall be signed by (1) the Chairman of the Board or the President or a Vice-President, and (2) the Clerk or any Assistant Clerk, and may bear the corporate seal.
- (b) No certificate representing shares shall be issued until the full amount of consideration therefore has been paid, except as otherwise permitted by law.
- (c) All stock certificates shall bear a legend that it is restricted and cannot be sold, transferred or conveyed to anyone without the approval of the Board of Directors, who shall also set the price and have right of first refusal at the price originally paid by the shareholder. In any event, all sales of stock shall be subject to review and approval by the Board of Directors.
- (d) The Board of Directors is empowered to increase or decrease the number of shares in the corporation at any time and the price of those shares.

Section 2 – Transfers of Shares

- (a) Transfers of shares of the Corporation shall be made on the share records of the Corporation only by the holder of record thereof, in person or by his duly authorized attorney, upon surrender for cancellation of the Certificate or Certificates representing such shares, with an assignment or power of transfer endorsed thereon or delivered therewith duly executed, with such proof of the authenticity of the signature and of the authority to transfer and of payment of transfer taxes as the Corporation or its agents may require.
- (b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

ARTICLE VII - AMENDMENTS

Section 1 – By Shareholders

The By-Laws of the Corporation shall be subject to alteration or repeal by a majority vote of the shareholders at any properly called meeting of the corporation.

Section 2 – By Directors

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, By-Laws of the Corporation; PROVIDED, HOWEVER, that the shareholders entitled to vote with respect thereto as in Section 1 of this ARTICLE VII may alter, amend or repeal the By-Laws made by the Board of Directors, except that the Board of Directors shall have not power to change the quorum for meetings of shareholders or of the Board of Directors or to change any provisions of the By-Laws with respect to the removal of Directors or the filling of vacancies in the Board resulting from the removal by the Shareholders. If any By-Laws are adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Shareholders for the election of Directors, the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE VIII – MISCELLANEOUS PROVISIONS

Section 1 – Fiscal Year:

The fiscal year of the Corporation shall be August 1 to July 31 of each year.

Section 2 – Execution of Instruments:

All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the Corporation in the ordinary course of its business without Director action, may be executed on behalf of the Corporation by the President or the Treasurer.

Section 3 – Hold Harmless

All shareholders and members (including guests – for whom members and shareholders are responsible) agree to hold YPTC, its Directors and Officers and other shareholders harmless of and from any and all liability and/or damages should any injury to body and/or property occur while they are on YPTC grounds.