

**AMENDED AND RESTATED BYLAWS
OF
SOUTHEASTERN SQUASH RACQUETS ASSOCIATION, INC.**

December 3, 2018

ARTICLE I
MEMBERS

- 1.1 Membership. Persons eligible for membership (“Membership”) in Southeastern Squash Racquets Association, Inc., a Georgia not-for-profit corporation (the “Corporation”), are only those individual natural persons with a residence in States of Alabama, Georgia, North Carolina and South Carolina (collectively, the “District”) and who, by virtue of membership in the United States Squash Racquets Association (“USSRA”), are likewise subscribing members in good standing of the Southeastern Squash Racquets Association and not members of any other district of US Squash. Anyone meeting these requirements is to be designated a member of the Corporation (each such person so designated, a “Member” and all such persons so designated by the Board of Directors of the Corporation, collectively, the “Members”); any person not meeting these requirements may not be designated a Member of the Corporation in any respect. Any Member who subsequently moves out of the District and affiliates with another district, ceases membership in USSRA or is otherwise declared inactive as a Member by the Board of Directors (acting in good faith), shall be automatically removed from the Membership without further action or the need for such Member’s formal resignation. It is acknowledged that the District’s member states are determined by US Squash. The specific states may be modified from time to time based on US Squash designation.

ARTICLE II
MEETINGS OF MEMBERS

- 2.1.1 Annual Meeting. The Membership shall hold an annual meeting of Members (the “Annual Meeting”) in or about the summer or fall months of each calendar year, or on any such other date as shall be designated in a writing (which may be via e-mail or other electronic medium) signed by the President of the Corporation and delivered to the Board of Directors, for, among other matters, the election of new directors of the Corporation (each individually a Director and collectively, the “Board of Directors”). At the Annual Meeting, only such business (including nominations of Directors) shall be conducted as approved in advance by the Board of Directors. The presiding officer of the Annual Meeting shall, if the facts warrant, determine that the business was not properly brought before the meeting in accordance with this Article II, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the Annual Meeting shall not be transacted.

- 2.1.2 Notice to Members of Annual Meeting. The Board of Directors shall use reasonable best efforts to cause notice of the time and place of the Annual Meeting to be delivered to the Members by posting written notice thereof at the Windy Hill Athletic Club, the Concourse Athletic Club, the Lifetime Athletic Club and the Piedmont Driving Club in Atlanta, as well as Charleston, Charlotte and other squash clubs in the District as per involvement in the District by their Members and squash professionals (collectively, the “Clubs”) and/or via direct e-mail or other electronic notification as based on membership lists available at that time from US Squash, at least seven (7) days before the Annual Meeting. The notice shall specify, among other things that may be included at the President’s discretion, the date, time and location of the Annual Meeting, and, in general terms, state the nature of the material matters to be addressed by the Membership at such Annual Meeting.
- 2.2 Special Meetings of Members. A special meeting of the Members for any purpose or purposes may only be called: (1) by the unanimous written consent of the Board of Directors; (2) by the President of the Corporation; or (3) by the Secretary of the Corporation, following his or her receipt of one or more written demands, each signed by no less than twenty (20) Members, to call a special meeting of the Members in accordance with, and subject to this Section 2.2. Notice of a special meeting specifying the business to be transacted therein shall be given by written notice to the Directors and by posting a written notice thereof at the Clubs at least seven (7) days prior to such special meeting.
- 2.3 Quorum; Voting Rights. At least ten (10) Members present at any meeting for which notice has been duly given shall constitute a quorum for the transaction of all business. Each Member present at a meeting of Members shall be entitled to one vote per Member upon any business duly called at such meeting. The affirmative vote on any matter of a majority of the Members present at a meeting at which a quorum has been declared shall duly and validly constitute the act of the Members.
- 2.4 Notice. Notice of a meeting need not be given to any Member who submits a signed waiver of notice either before or after the meeting. The attendance of any Member at a meeting without protesting during or prior to the commencement of the meeting the lack of notice of such meeting shall constitute a waiver of notice by such Member.
- 2.5 Voting Method. Voting for the position of Director shall be conducted by any method reasonably deemed reliable by the President acting in good faith. If the reliability of the method of voting is challenged by any Member present at the meeting, then the voting shall be conducted by written ballot and tabulated by the Secretary of the Corporation. Directors shall be elected by a simple majority of the votes cast at the annual meeting of the Members. Written absentee ballots may be submitted to the President of the Corporation in advance of the meeting. Proxy ballots are not valid and shall be of no force or effect with respect to any matter before the Members at any meeting.

ARTICLE III
DIRECTORS AND ADVISORS

- 3.1 General. The Corporation's powers shall be exercised and the Corporation's business shall be directed, conducted, and controlled by the Directors. The Board of Directors may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these bylaws or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation. The number of Directors shall be any number designated by resolution duly adopted by the Membership, but shall be at least five (5), while using reasonable efforts to ensure a balanced representation of all Clubs. Each Director shall be a Member of the Corporation. If a Director ceases to be a Member of the Corporation, then he/she shall automatically cease to be a Director. Each Director shall hold office for a term of two years, which shall automatically renew annually unless removed by action of the Board or Membership. New Directors may be proposed at any regular Board Meeting and approved by a majority of the Board Members present. Any Director may be elected for more than one term. Directors are required to attend at least fifty percent (50%) of Board Meetings in a rolling twelve (12) month period; failure by any Director to do so will cause an automatic presentation to the Board to affirmatively vote to (a) maintain said Director on the Board, (b) move said Director to the Advisory Board or (c) remove said Director from the Board.
- 3.2 Authority. The Directors shall have the power to conduct, manage, direct, and control the affairs of the Corporation; to call special meetings of the Board of Directors; to negotiate and enter into contracts and do all acts and things necessary or expedient in carrying out the purposes of the Corporation. No indebtedness or other contingent liability, however, shall be incurred without the consent of a majority of the Members. Notwithstanding the foregoing, the Directors are specifically authorized, but not required, to maintain director's and officer's liability insurance in such amounts as they deem appropriate.
- 3.3 Vacancies. Any newly created directorships resulting from an increase in the authorized number of directors or any vacancies occurring in the Board of Directors, may be filled by the affirmative votes of a majority of the remaining Directors, although less than a quorum, or by a sole remaining director. Any Director so elected shall be elected to hold office until the earlier of (i) the expiration of the term of office of the Director whom he or she has replaced, (ii) a successor is duly elected in accordance with these Bylaws and qualified or (iii) the earlier of such Director's death, resignation or removal.
- 3.4 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. It is expected that each member of the Board of Directors will contribute time to the organization by either (a) holding a corporate office e.g. President, Treasurer, Secretary, etc, or (b) joining and actively participating in a standing committee.

The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it to the extent so authorized by the Board of Directors. Unless the Board of Directors provides otherwise, at all meetings of such committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep regular minutes of its meetings. Unless the Board of Directors provides otherwise, each committee designated by the Board of Directors may make, alter and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to this Article III.

- 3.5 Nominating Committee. There shall be a Nominating Committee of the Board of Directors (the “Nominating Committee”), providing an opportunity for reasonable representation from each Club, which shall seek to identify qualified Members on an ongoing basis throughout the year, with the goal of bringing diverse talent to the Board, either in the capacity of Directors or Advisors (as defined below). The Nominating Committee shall place into nomination before Members the candidates for election to the Board of Directors. The Nominating Committee shall also put forward candidates for membership to the Board of Directors in the event of a vacancy and shall be permitted to recommend candidates for election to officer positions to the Board of Directors.
- 3.6.1 Advisory Members. Recognizing that there are persons who seek to support the purpose of the Corporation through financial contribution, gifts in kind, advice or other means, but who cannot otherwise commit to the responsibilities of regular meetings, subcommittees etc., the Corporation shall maintain a specified category of Members (“Advisors”) who shall periodically advise the Corporation, in accordance herewith and upon the Corporation’s reasonable request.
- 3.6.2 Election of Advisors. Candidates for election to the role of Advisor may be proposed to the Board and elected by simple majority vote of the Board of Directors during regularly scheduled meetings of the Board of Directors whenever a quorum thereof is present. Advisors, in distinction to Members, are not considered representatives of any particular Club, are not subject to a quota and

do not replace or substitute for club representative Board Members as detailed herein.

- 3.6.3 No Voting Rights. Advisors are permitted to attend meetings of the Board of Directors but are not required to do so. Advisors shall be included in discussions and distribution of minutes of meetings of the Board of Directors but shall not have any voting authority and shall not be included in calculation of a majority for purposes of voting or modification of Bylaws as set forth herein.
- 3.6.4 Termination. Advisors may be terminated through a voluntary petition to the Board requesting termination, lack of involvement with the Corporation for a period of one year as determined in the sole discretion of the Board Members, moving out of the District, or by a two-thirds majority vote of the Board of Directors. Notification of termination of any Advisor shall be delivered to such terminated Advisor by e-mail from the Secretary of the Corporation.
- 3.6.5 Appointment of Directors by Written Consent. Current Directors who desire to resign from the Board of Directors and instead become Advisors upon such resignation may be elected as Advisors upon written request to the Board of Directors and an action by written consent signed by a simple majority the Board of Directors approving the same.

ARTICLE IV MEETINGS OF DIRECTORS

- 4.1 Annual Board Meeting; Election of Officers. Immediately following the Annual Meeting, the Directors shall hold an annual meeting of the Board of Directors (the “Annual Board Meeting”), for the purposes of, among other things, electing officers of the Corporation. Notice of the Annual Board Meeting shall not be required.
- 4.2 Other Meetings. In addition to the Annual Board Meeting, the Directors may meet at such other times as is deemed necessary for the transaction of business. Notice of such other meetings shall be given to the Directors, either in person, or by telephone, fax or e-mail, by the President of the Corporation or any person duly acting on the President’s behalf.
- 4.3 Majority Voting. A majority of the Directors present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a simple majority of the Directors present at the time of a vote shall be the act of the Directors. Any Director may participate in a meeting of the Directors by means of a conference telephone or similar equipment that allows those participating in the meeting to hear one another at the same time. Participation by such means constitutes presence in person at such meeting.
- 4.4 Action by Written Consent. Any action required or permitted to be taken by the Directors may be taken without a meeting, if all Directors sign a consent in

writing setting forth the action so taken and file the same with the Secretary of the Corporation.

ARTICLE V OFFICERS

- 5.1 Positions and Election; Duration of Term. The officers of the Corporation shall be elected by the Board of Directors and shall initially include a President, a Secretary, and a Treasurer. The Board of Directors, in its discretion, may also elect a Chairman (who must be a Director), one or more Vice Chairmen (who must be Directors) and one or more Vice Presidents, Assistant Treasurers, Assistant Secretaries and other officers, who, for the avoidance of doubt, are not required to be Directors. Any two or more offices may be held by the same person. The officers of the Corporation shall hold office until the next annual meeting of the Directors, or until his or her resignation or termination by action of the Board of Directors. If an officer ceases to be a Director, then he/she shall automatically cease to be an officer, concurrently with such cessation as Director, unless otherwise specified by the Board of Directors.
- 5.2 Signing Authority. The President and the Treasurer are authorized to execute all official instruments and agreement for the Corporation by affixing the name of the Corporation and signing their names as President and Treasurer, respectively.
- 5.3 President. The President shall have general supervision over the business of the Corporation and other duties incident to the office of President, and any other duties as may be from time to time assigned to the President by the Board of Directors and subject to the control of the Board of Directors in each case. The President shall preside over all meetings of the Members of the Corporation. In his absence, or in the event of the termination of the President via resignation, incapacitation, action of the Board of Directors or similar occurrence, the Treasurer shall preside over meetings of the Board of Directors or of Members of the Corporation. If none of the other officers of Corporation is available or able to preside at a meeting of the Board of Directors or of Members of the Corporation, then the Directors present at any such meeting shall select, by simple majority vote, a Chairman of such meeting who shall preside.
- 5.4 Treasurer. In addition to the duties set forth in Article VI of these Bylaws, the Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board of Directors, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall also perform such other duties and prepare reports regarding

the financial condition of the Corporation as may be prescribed from time to time (without requirement of a writing) by the Board of Directors or the President.

- 5.5 Secretary. The Secretary shall keep a written record of all the proceedings of the meetings of the Members and of the Directors and shall preserve all valuable papers of the Corporation. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the Members and meetings of the Board of Directors, and shall perform such other duties as may be prescribed from time to time (without requirement of a writing) by the Board of Directors or the President.

ARTICLE VI FINANCIAL

- 6.1 Financial Reports. The Treasurer shall be responsible for all financial records and reports. An annual report of the Corporation, including a statement of profits and losses, a balance sheet, and sources and uses of funds shall be prepared by the Treasurer and made available to all Members at or before each Annual Meeting.
- 6.2 Other Reports. The Treasurer will provide to the Board of Directors, prior to each regularly scheduled meeting of the Board of Directors, a current status report of active membership in the Southeastern district of U.S. Squash, as well as such information as may reasonably be obtained from U.S. Squash, including recently lapsed members thereof, etc., so as to promote and encourage active membership.
- 6.3 Dues. Dues collected by the Corporation shall be shall be unrestricted in their use consistent with guidelines established by the Board of Directors. It is envisioned that supported activities may include junior development, club tournaments, District or city events or other activities as may be proposed by Members, Directors or squash professionals to promote squash in the District. Nothing in this requirement shall conflict with the Corporation's nonprofit status or overall mission of supporting squash in the District.

ARTICLE VII MISCELLANEOUS

- 7.1 Modification. These regulations may be altered or amended at any regular meeting or at any meeting called for that purpose, by the affirmative vote of a two-thirds majority of the Board of Directors.
- 7.2 Mandatory Indemnification of Directors and Officers; Advancement. The Corporation shall indemnify to the fullest extent permitted by the Georgia Business Corporation Code, and to the extent that applicable law from time to time in effect shall permit indemnification that is broader than provided in these

Bylaws, then to the maximum extent authorized by law, any individual made a party to a proceeding (as defined in the Georgia Business Corporation Code) because he or she is or was a director or officer against liability (as defined in the Georgia Business Corporation Code), incurred in the proceeding, if he or she acted in good faith and, while acting in an official capacity as a director or officer, acted in a manner he or she reasonably believed to be in the best interest of the Corporation, and in all other cases, acted in a manner he or she reasonably believed was not opposed to the best interest of the Corporation, and with respect to any criminal proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

- 7.3 Permissive Indemnification of Other Persons. The Corporation shall have the power to indemnify to the fullest extent permitted by the Georgia Business Corporation Code, any individual made a party to a proceeding (as defined in the Georgia Business Corporation Code) because he or she is or was an employee or agent of the Company against liability (as defined in the Georgia Business Corporation Code), incurred in the proceeding, if he or she acted in good faith and, while acting in an official capacity as a director or officer, acted in a manner he or she reasonably believed to be in the best interest of the Corporation, and in all other cases, acted in a manner he or she reasonably believed was not opposed to the best interest of the Corporation, and with respect to any criminal proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.
- 7.4 Advancement of Expenses. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding, and shall have the authority to pay for or reimburse the reasonable expenses of an employee or agent of the Company who is a party to a proceeding, in each case in advance of the final disposition of a proceeding if: (i) such person furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 7.2 or Section 7.3 above, as applicable, or that the proceeding involves conduct for which liability has been eliminated under a provision of the Certificate of Incorporation of the Corporation as authorized by Section 14-2-202(b)(4) of the Georgia Business Corporation Code; and (ii) such person furnishes the Corporation a written undertaking, executed personally on his behalf to repay any advances if it is ultimately determined that he or she is not entitled to indemnification. The written undertaking required in subsection (ii) of the immediately preceding sentence must be an unlimited general obligation of such person but need not be secured and may be accepted without reference to financial ability to make repayment.
- 7.5 The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, provision of these Bylaws, agreement, vote of Members or Directors or otherwise. Any repeal or modification of the foregoing provisions of Section 7.2, Section 7.3, or

Section 7.4 of these Bylaws shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

- 7.6 Except as required by applicable law, no Director will be obligated personally for any debt, obligation or liability of any kind or character of the Corporation (including any indemnity provided for hereunder), whether arising in contract, tort or otherwise, solely by reason of being a Director.

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