

By-Laws of the Sunrise Table Tennis Club, Inc.

SUNRISE TABLE TENNIS CLUB, INC., was incorporated as a not-for-profit corporation under the laws of the State of Florida on the 29th day of September, 2015.

ARTICLE I DEFINITIONS

For the purposes of these By-Laws, unless the context clearly indicates otherwise, the following terms shall have the following meanings:

Section 1.1 “**Board of Directors**” is defined in Article IV of these By-Laws.

Section 1.2 “**Directors**” are individuals serving on the Board of Directors selected in accordance with Article IV of these By-Laws.

Section 1.3 “**Member**” Means an individual or entity that meets the membership requirements set forth in Section 7.1 of these By-Laws.

Section 1.4 “**Membership**” means the rights of a Member in the Club.

Section 1.5 “**Officer**” means an officer of the Club pursuant to Article V of these By-Laws.

Section 1.6 “**Corporation**” or “**Club**” means Sunrise Table Tennis Club, Inc.

ARTICLE II NAME

Section 2.1 **Name.** The name of the Club shall be “Sunrise Table Tennis Club, Inc.”, sometimes referred to as “STTC” or “STTCI”.

ARTICLE III NATURE OF CLUB; FUNDS; MISSION

Section 3.1 **Nature of the Club.** The Club and its activities are subject to these By-Laws and to the Articles of Incorporation of the Corporation.

Section 3.2 **Funds.** All management and distribution of funds shall be subject to policies approved by the Board of Directors. In January each year, the Board of Directors shall approve a yearly budget. All employment, work for hire or monetary compensation by or for Officers, Managers, Committee members, or other employees or volunteers of the Club shall be presented to the Board of Directors for its approval prior to expenditure.

Section 3.3 **Mission.** The mission for which the Club is established shall be to facilitate education in the sport of table tennis by providing the members of the Club and the community of Pinellas County the resources, scheduled play and programs for training, regular practice and competition in the sport of table tennis.

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ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Initial Directors. The initial Directors and Officers of the Corporation were those persons specified in the Articles of Incorporation. The Officers of the Club, as described in Article V, shall be the Directors of the Corporation. The Directors of the Corporation shall be the members of the Board of Directors.

Section 4.2 General Powers. The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the Corporation, and all powers of the Corporation are hereby granted to and vested in the Board of Directors, in accordance with the laws of the State of Florida and the United States of America. Without in any way limiting the foregoing, the Board of Directors shall have the following powers and duties: (a) To meet regularly; (b) To set the policies, programs and activities of the Club; (c) To approve and supervise bookkeeping and financial procedures; and (d) To provide an acceptable bond for the Treasurer and all who handle finances. The Board of Directors shall be representative of the Club and shall be responsible for self-funding of the Club, operation of the programs and activities of the Club, and community awareness of the Club, its Mission, and its activities.

Section 4.3 Number and Qualifications. The authorized number of Directors of this Corporation shall be not less than three (3). The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) individuals who are Members and Officers of the Club.

Section 4.4 Vote. Except as otherwise provided in these By-Laws, all Board of Directors actions shall require the vote of a majority of the Directors present and voting at a meeting at which a quorum is present. Each Director, at every meeting of the Board of Directors, shall be entitled to one vote on each subject. Directors may participate in a regular or special meeting by telephone or other electronic means of communication by which all Directors participating may simultaneously hear each other during the meeting, and Directors participating in this manner will be deemed present at the meeting. All Directors are expected to attend, either in person or through electronic means, all meetings of the Board of Directors, unless the member gives notice to the President or Secretary that they shall not be in attendance. A tie vote shall be decided by simple majority vote of the first three of these standing Officers in order that are in attendance at the vote: President, Vice President, Treasurer, Secretary, Programs Director. If three such Officers are not in attendance at the vote, then the tie vote shall be decided by simple majority vote of the Directors in attendance, with the first of the above-named Officers in attendance at the vote holding the final vote in the case of a tie.

Section 4.5 Voting By Proxy. A Director who is not in attendance at a meeting of the Board of Directors may vote on actions of the Board of Directors taken at the meeting by providing his or her vote in writing to the President or Secretary before the meeting.

Section 4.6 Power to Elect Officers. The Board of Directors shall elect Officers of the Club pursuant to Article V.

Section 4.7 Annual Meeting. The annual meeting of the Board of Directors shall be held each year in January. Members are invited to attend the annual meeting but do not have voting

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rights on the actions or decisions of the Board of Directors. Each Officer shall present to the Board of Directors at the annual meeting a report of their office for the prior and current years, to be filed with the minutes of the annual meeting. The President shall present a report of the goals and budget of the Club for the current year, to be accepted by the Board of Directors.

Section 4.8 Regular Meetings. In addition to the annual meeting, the Board of Directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the Board of Directors.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or of any two or more Directors. Notice of special meetings may be given by those calling the meeting or the Secretary.

Section 4.10 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. In the absence of a quorum: (a) a majority of the Directors present may adjourn the meeting to a later date without the requirement of further notice; or (b) the Directors may transact business in the usual manner, however, the meeting and business transacted shall take effect only upon written approval of the minutes of the meeting by a majority of all of the Directors, in which case a Director shall signify their approval of the minutes of the meeting by placing his or her signature at the end of the minutes preceded by the words "Approved by", or by signing a consent or ratification of the minutes attesting to their approval of the minutes.

Section 4.11 Notice. Written notice shall be given to the Directors and the Members at least five (5) days prior to the date of the annual meeting of the Board of Directors. Notice of a regular meeting of the Board of Directors need not be given. Written notice shall be given to the Directors prior to any special meeting of the Board of Directors. Every notice shall state the time and place of the meeting.

Section 4.12 Waiver of Notice. Whenever notice of a meeting is required, any Director may waive notice of the meeting by signing a written waiver either before or after the meeting, which waiver shall be equivalent to the giving of such notice. Such waiver shall be placed with the minutes of the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not properly called or convened.

Section 4.13 Action Without a Meeting. Except where these By-Laws specifically prohibit action to be taken without a meeting of the Board of Directors, any action required or permitted to be taken by the Board of Directors at any meeting, including any annual meeting, may be taken without a meeting if authorized in writing and signed by a majority of the Directors, or the minimum number of Directors required if such action requires a vote by more than a majority. Such written authorizations of actions to be taken shall be filed with the records of the Club.

Section 4.14 Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the

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adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE V OFFICERS

Section 5.1 Number, Tenure and Qualifications. The Board of Directors shall elect Officers. The Officers shall be natural persons of full age. Only Members may serve as Officers. An Officer may hold one or more other offices concurrently on an interim basis until such time as another Member is elected to fill the other offices. The initial Officer positions shall be President, Vice President, Secretary, Treasurer and Programs Director. The Board of Directors may also elect such other Officers as it deems necessary for the transaction of the business of the Club but there may be no more than nine (9) persons holding office at any given time. Any Officer may withdraw by written notice given or mailed to the Board of Directors, or may be removed pursuant to Section 5.7. The term of office of an Officer shall be perpetual, until removal or resignation.

Section 5.2 President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board of Directors. The President shall serve as Chair of the Board of Directors and shall preside at all meetings of the Board of Directors and General Membership Meetings. The President shall report to the Board of Directors from time to time on all matters coming within his or her notice relating to the interests of the Club that should be brought to the attention of the Board of Directors. The President shall have primary responsibility for setting and implementing the yearly goals and budget of the Club and ensuring that all offices, committees, programs and activities of the Club are in proper operation. The President shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other Officer, employee, or agent of the Corporation. The President shall propose the yearly goals and budget of the Club at the annual meeting of the Board of Directors; ensure that the Officers are properly carrying out their responsibilities; be an ex-officio member of all Committees and ensure they are carrying out their programs and activities; recruit volunteers to fill any vacant Officer positions; and in general, shall do and perform such other duties usually pertaining to the office or as may be assigned by the Board of Directors.

Section 5.3 Vice President The Vice President shall act as an assistant to the President, to aid in fulfilling the responsibilities and duties of the office of the President. The Vice President shall have primary responsibility for community awareness and involvement in the Club through outreach such as community events, Corporate Sponsorships, and organizational alliances. The Vice President, in general, shall perform such duties usually pertaining to the office of Vice President or as may be assigned by the President or by the Board of Directors from time to time. The Vice President in the absence or the inability to act of the President shall assume the duties of the office of the President.

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Section 5.4 Secretary The Secretary shall have primary responsibility for keeping and reporting of records of the Club including all meetings of the Board of Directors and the record-keeping requirements of Memberships in the Club; and for maintaining and utilizing all channels of communication within and without the Club. The Secretary shall send appropriate notices and prepare agendas for all annual and regular meetings of the Board of Directors; keep the minutes of all meetings of the Board of Directors and General Membership Meetings; attend to the official correspondence and communications of the Club; give notice of all General Membership Meetings; see that notices are given and records and reports properly kept and filed by the Corporation as required by law; be the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; and in general, shall perform such duties usually pertaining to the office of Secretary or as may be assigned by the President or by the Board of Directors from time to time.

Section 5.5 Treasurer The Treasurer shall have primary responsibility for the financial health and financial record-keeping of the Club. The Treasurer shall collect, hold and pay out the funds of the Club as directed by the Board of Directors; provide for the custody of the funds or other property of the Club; prepare for the President an annual budget in advance of the annual meeting of the Board of Directors; see to the proper implementation of the budget; provide financial reports as required; provide budgets, reports, accounting and other necessary financial functions as requested by the Board of Directors; develop and oversee all fund-raising projects; and in general, shall perform such duties usually pertaining to the office of Treasurer or as may be assigned by the President or by the Board of Directors from time to time.

Section 5.6 Programs Director The Programs Director shall have primary responsibility for the creation, appointment and activities of the Program Managers, Committees and Facility Managers as described in Article VI, to carry out the programs and special activities of the Club. The Programs Director shall ensure that the Program Managers and Facility Managers organize and carry out their assigned programs and activities; recruit volunteers for the Committees; provide reports to the Board of Directors on the activities and accomplishments of the Managers and Committees; and in general, shall perform such duties as may be assigned by the President or by the Board of Directors from time to time.

Section 5.7 Removal or Replacement. Any Officer may be removed or replaced, with or without cause, upon a two-thirds vote of all of the Directors, or upon a two-thirds vote of the Members in good standing of the Club present and voting at a General Membership Meeting as described in Section 14.1.

Section 5.8 Vacancies. Whenever any vacancy shall have occurred in any Officer position by reason of withdrawal, removal from office, or otherwise, it shall be filled by the Board of Directors by election.

Section 5.9 Officers' Bonds. Any Officer shall give a bond for the faithful discharge of the duties of the office held by such Officer in such sum, if any, and with such surety or sureties as the Board of Directors shall require.

ARTICLE VI

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MANAGERS; COMMITTEES AND VOLUNTEERS

Section 6.1 Program and Facility Managers The Board of Directors may appoint Program Managers and Facility Managers for the Club, who may be volunteers, or who may be paid employees subject to the approval of the Board of Directors. The Managers shall manage the day-to-day functions of the Club's programs as assigned by the Board of Directors and shall have such other duties as the Board of Directors may determine. The Board of Directors shall appoint Facility Managers to oversee each recreational facility.

Section 6.2 Committees and Volunteers The Board of Directors may form Committees to be operated by the Officers or Program Managers. Officers and Program Managers may recruit volunteers from the Members to serve on the Committees or to assist in carrying out the duties of their offices. The Committees of the Club may include, but are not limited to:

(a) **Tournaments** This committee shall plan, organize, promote and run table tennis tournaments at Club venues for members and non-members. The committee shall prepare a budget in advance of each tournament for approval by the Treasurer; prepare and distribute promotional materials for the tournament to members, and if applicable to non-members, including by email and on the Club web site; arrange for the set-up and take-down of all equipment; coordinate when necessary with the USATT; coordinate or provide food and drink service for tournament participants including sales as fund-raising for the Club as appropriate; and run the tournaments in a professional manner. The committee shall be responsible to see that tournaments turn a profit for the Club.

(b) **Juniors** This committee shall plan, organize, promote and run programs for training and participation of youth in the sport of table tennis. The programs shall include the After-School Junior Program and the Summer Camp Program, and any other programs for youth.

(c) **Seniors** This committee shall plan, organize, promote and run programs for training and participation of seniors in the sport of table tennis. The programs shall include the Subsidized Senior Training Program and any other programs for seniors.

(d) **Membership** This committee shall collect all annual membership contributions; notify Members of annual membership delinquency; ensure that all Facility Managers know the procedures and have the forms necessary to sign up and collect membership contributions from their players; solicit higher level membership donations from Members and Corporate Sponsors; ensure the email and mailing lists of Members are kept up-to-date; and keep a book of membership, recording the names and information of each Member, together with the dates of membership.

(e) **Coaching** This committee shall plan and coordinate the activities of the Club-sanctioned coaches. The activities shall include coordination and promotion of coaching clinics and coaching sessions, and any other programs for coaching.

(f) **Publicity** This committee shall attend to all necessary publicity including articles for the press, the Club web site and other media; maintenance of the Club web site; photography at Club

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events; and any other publicity activities. Published publicity items shall be clipped and filed for reference.

(g) **Facilities** This committee shall have primary responsibility for the continued operation of regularly scheduled play at each recreational facility of the Club. The Facility Manager for each facility shall coordinate scheduling with their recreational facility; coordinate with other Facility Managers for play at alternate locations when a facility is unavailable for scheduled play; ensure the proper maintenance, repair, storage and use of equipment; maintain an inventory of all equipment and request new equipment purchases as needed through the Treasurer; collect membership dues from all their players and submit them to an Officer for deposit in the Club account; and coordinate use of their facility with Program Managers or Officers for special events and program activities.

ARTICLE VII MEMBERS

Section 7.1 Members. Individuals and entities, whether incorporated or unincorporated, may be admitted as Members of the Club upon an annual membership contribution by such person or entity in accordance with the threshold contribution amounts set forth by the Board of Directors. The Board of Directors may confer Member status on an individual or entity who has not made an annual membership contribution, or remove the Member status conferred on such an individual or entity.

Section 7.2 Transfer of Membership. Memberships are not transferrable. Members shall not transfer or attempt to transfer a Membership. Any attempt to transfer a Membership shall be void and not effective. Upon the death of an individual Member, or the dissolution of an entity that is a Member, the Membership shall terminate.

Section 7.3 Membership Benefits. All Members shall receive evidence of Membership determined by the Board of Directors such as a lapel pin, wallet card, vehicle identification sticker, or other evidence of membership that the Board of Directors deems appropriate. The Board of Directors may determine additional benefits for Members.

Section 7.4 Voting Rights. Members who are not also Directors have no voting rights except for the ratification, alteration, amendment or replacement of these By-Laws or of the Club's Articles of Incorporation, pursuant to Article XIV; the removal or replacement of an Officer, pursuant to Article V; and any voting rights granted to the Members by law.

Section 7.5 Refusal or Revocation of Membership. The Board of Directors may bar, exclude, revoke, or expel any person from Membership in the Corporation with good cause. Such a person may make a written appeal of such action to the Board of Directors and the Board of Directors must make a decision and response to the appeal within thirty (30) days.

ARTICLE VIII ACTIVITIES; ADVISORY BOARDS

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Section 8.1 Activities. The Board of Directors may establish activities of the Corporation, provided that such activities are consistent with the Mission of the Club.

Section 8.2 Advisory Boards. The Board of Directors may establish Advisory Boards and elect or remove its members. The members of an Advisory Board may be invited by the Board of Directors to attend and participate in meetings of the Board of Directors but do not have voting rights at the meetings.

ARTICLE IX NON-DISCRIMINATION

Section 9.1 Non-Discrimination. The Club and the Directors, Officers, employees and agents of the Club acting on behalf of the Club shall not discriminate against any person in any manner on the basis of sex, gender identity, race, age, religion, disability, citizenship status, or ethnic origin.

ARTICLE X OFFICES; FISCAL YEAR

Section 10.1 Offices. The Corporation may have offices at such places within or without its geographical area as the Board of Directors may from time to time appoint as the business of the Corporation requires.

Section 10.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year.

ARTICLE XI INDEMNIFICATION; INSURANCE

Section 11.1 Indemnification. The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

(a) Third Party Actions. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in the capacity of Director, Officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred as a result of such action, suit, or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in

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the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) Derivative Actions. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director, Officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless, and only to extent that, the Court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(c) Mandatory Indemnification. To the extent that a Director, Officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph (a) or (b), or in any defense of claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection therewith.

(d) Procedure for Indemnification. If a determination is made that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because such person has met the applicable standard conduct set forth in paragraph (a) or (b), or if indemnification is ordered by the tribunal before which such action, suit, or proceeding is held, the Corporation shall pay such sums for indemnification as shall be determined by the Board or by the tribunal. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceedings. If all Directors were parties to such action, suit, or proceeding, then by a majority vote of a quorum of Directors.

Section 11.2 Expenses. The Corporation shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph (d) of Section 11.1 upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 11.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or any individual volunteering services to the Corporation or any other corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 11.1.

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Section 11.4 Scope of Article. The Corporation shall indemnify any person, if the requirements of Section 11.1 and Section 11.2 are met, without affecting any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of Members or disinterested Directors, or otherwise, both as to action in such person's office capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article.

ARTICLE XII INVESTMENTS

Section 12.1 Terms of Receipt of Trust Property by the Corporation. All property received by this Corporation in a fiduciary capacity shall be received either pursuant to a distribution from the estate of a decedent or pursuant to a trust agreement duly executed by the settlor and by this Corporation acting by its proper Officers and shall be received only when the Corporation has either a beneficial, contingent or remainder interest in such property or when the beneficial interest of such property is owned by any organization that qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code..

Section 12.2 Administration. Unless otherwise specifically directed in the instrument by which any property, real or personal, is given, granted, conveyed, transferred, bequeathed, devised, assigned to or otherwise vested in the Corporation, including but not limited to its capacity as fiduciary or otherwise, the appropriate Committee or agent is authorized to invest and reinvest the property thus received or the proceeds of any property thus received and to retain property thus received and investments heretofore or hereafter made if done in the exercise of that degree of judgment and care, under the circumstances then prevailing, which men of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income to be derived there from as well as the probable safety of their capital. The appropriate Committee or agent may employ such investment advisors and consultants as it desires to assist in its making investments, reinvestments and retention of investments.

Section 12.3 Loans. No loans may be made to any Director or Member of the Corporation.

Section 12.4 Certain Unrestricted Funds. With respect to investment of property and funds free of any standard of investment or over which the Directors have power of appropriation, the appropriate Committee or agent may invest and reinvest such property and funds in such manner as the Directors or any body formed by the Directors thereto authorized may suggest or require, without reference to the standard provided by Section 12.2.

Section 12.5 Restricted Funds. Where the terms of the gift or the instrument by which property or funds are received by the corporation specify or limit the type of investments to be made with such property or funds, the investment or reinvestment of such property or funds shall

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be made in the discretion of the appropriate Committee or agent in accordance with the terms provided or limited in the instrument by which such property or funds are received.

Section 12.6 Custodians and Nominee Registration. All investments and securities owned by the Corporation shall be held in the custody of a bank, or a trust company or other depositories as the Board of Directors or the appropriate Committee may approve or designate. Investments and securities owned by the Corporation may be held in the name of a nominee which may be the nominee of a bank, or a trust company or other depository in the name of whose nominee investments and securities of the Corporation are held first gives a bond or letter to the Corporation whereby it assumes full responsibility for the safe custody of the investments and securities and agrees to indemnify the Corporation and its Directors, Officers, and employees against any loss or claims by reason of such nominee registration or default or infidelity of such nominee, and if all such investments and securities shall be so designated upon the records of the bank, or trust company or other custodian that the ownership of the same in the Corporation shall clearly appear at all times.

ARTICLE XIII MISCELLANEOUS

Section 13.1 Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Directors may from time to time designate.

Section 13.2 Contracts. Except as otherwise provided in these By-Laws, the Board of Directors may authorize any one or more Officers, employees, or agents to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 13.3 Deposits. All funds of the Corporation 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 approve or designate, and all such funds shall be withdrawn only upon check signed by, or bearing the authorized facsimile signature of such one or more Officers, employees, or agents as the Board of Directors shall from time to time determine, or by use of a payment card or money transfer by any Officer, employee, or agent as authorized by the Board of Directors.

ARTICLE XIV AMENDMENT

Section 14.1 General Membership Meeting A meeting of the Members of the Club may be called at any time for the ratification, alteration, amendment, or replacement of these By-Laws or the Articles of Incorporation of the Club, pursuant to Section 14.2; or to remove or replace an Officer, pursuant to Article V. The meeting shall be called by either majority vote of all of the Directors; or majority vote of all Members in good standing of the Club by signed petition to the Board of Directors. The meeting shall be presided over by the President. The meeting shall be announced at least seven (7) days in advance by mail or email to the Members of the Club and posted notice on the Club website; and by posted announcement at the first opportunity at each of the current active Club facilities

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Section 14.2 Amendment These By-Laws or Articles of Incorporation of the Club may be ratified, altered, amended, or replaced by two-thirds vote of all of the Directors subject to ratification no later than twenty-one (21) days following by majority vote of the Members in good standing of the Club present and voting at a General Membership Meeting as described in Section 14.1; or by majority vote of the Members in good standing of the Club present and voting at a General Membership Meeting as described in Section 14.1, subject to ratification by majority vote of all of the Directors either at the General Membership Meeting or no later than twenty-one (21) days following at a meeting of the Board of Directors.