BY-LAWS
OF
WASILLA HIGH SCHOOL TENNIS CLUB. INC.
(A Not-For-Profit Corporation)

ARTICLE I - OFFICES

The principal office of the Corporation shall be located in the City of Wasilla, and State of Alaska. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II - MEMBERSHIP

The Corporation is a non-profit corporation which has no members.

ARTICLE III - BOARD OF DIRECTORS

1. **Number**. The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age and a resident of the Mat-Su Borough, Alaska. The initial Board of Directors shall consist of five (5) persons. Thereafter, the number of directors constituting the entire Board shall be no less than five (5) directors. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by action of the Board of Directors. The number of Directors may be increased or decreased by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. **Election**. Directors shall be elected by the then existing Board of Directors. The persons receiving the highest number of votes cast will be elected as directors notwithstanding that the number of votes received is less than a majority of the votes cast.

3. **Term of Office**. Each director shall be elected for a term of two (2) years and shall serve until his successor is elected and qualified. The director elected shall assume a specific seat on the Board of Directors. The seats shall be staggered to provide for continuity in the management and operation of the Corporation.

   In order to provide for a staggered election of directors the following seats on the Board of Directors are established. Seat A shall run for a period of one (1) year. Seat B shall run for a period of two (2) years. The time frames for each seat shall run from the 1st day of April, 2022, and subsequent elections shall be for a specific seat as each designated term ends. Following the initial election each subsequent reelection shall be for a term of one (1) year as specified above.

4. **Meetings.**
    a. A regular Annual Meeting of the Board of Directors shall be held during the month of April. All other meetings shall be held at such time and place as fixed by the Board of Directors from time to time.
    b. No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Boar, the president, or by a majority of the directors then in office.
    c. Written. oral or other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.
5. **Quorum**. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then. in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, 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.

6. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no chairman, or in his absence, the president shall preside and, if there be no president, or in his absence, any other director chosen by the Board shall preside.

7. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

8. Removal and Resignation of Directors.
    a. Any of the members of the Board of Directors may be removed with or without cause by a vote of two-thirds of the members of the Board of Directors.
    b. A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.
9. **Vacancies**. Vacancies in the Board of Directors, or newly created directorships, may be filled by a vote of the majority of the Board of Directors then in office although less than a quorum. A director elected to fill a vacancy caused by resignation, death or removal, shall be elected to hold office for the unexpired term of his predecessor. In the case of a newly created directorship, the Board of Directors shall determine the term for the newly created seat and the director elected to fill the newly created directorship shall hold office for that term.

ARTICLE IV - OFFICERS

1. The Board of Directors may elect or appoint a chairman of the Board of Directors, a president, one or more vice-presidents, a secretary, one or more assistant secretaries, a treasurer, one or more assistant treasurers, and such other officers as they may determine. The president may, but need not, be a director. Any two or more offices may be held by the same person except the office of president and secretary.
2. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.
3.
    a. The president shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.
    b. During the absence or disability of the president of the Corporation, the vice-president, or, if there be more than one, the executive vice-president shall have all the powers and functions of the president. The vice-president shall perform such duties as may be prescribed by the Board of Directors from time to time.
    c. The treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The treasurer, or any other person, shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation countersigned by the president; they may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors.
    d. The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. The secretary shall have custody of the seal of the Corporation,

and shall affix and attest the same to documents duly authorized bv the Board of Directors. The secretary shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE V - MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members. the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.
2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.
3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.
4.
    a. All By-laws of the Corporation shall be subject to alteration or repeal, and new By-laws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose.
    b. The Board of Directors shall have the power to make, alter or repeal, from time to time, By-Laws of the Corporation, except that the Board may not amend or repeal any Bi-Law in which control thereof is vested exclusively in the members. If any By-Law regulating an impending election of directs is adopted, amended or repealed by the Board, there should be set forth in the notice of the next meeting of members for the election of directors, the By-Law so made, amended or repealed, together with a concise statement of changes made.

WAIVER OF NOTICE OF ORGANIZATION MEETING
OF
BOARD OF DIRECTORS
OF WASILLA HIGH SCHOOL TENNIS CLUB, INC

We, the undersigned. being all of the Directors of the Corporation, hereby agree and consent that the organization meeting of the Board of Directors of the Corporation be held on the date and time, and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting, or at any adjournment or adjournments thereof, as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof, shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: Zoom
Date of Meeting: 12/13/2021
Time of Meeting: 7:00 PM

Director: ______________________________ Date: __12/13/2021___________

Director: ______________________________ Date: __12/13/2021___________

Director: ______________________________ Date: ___12/13/2021__________

Director: ______________________________ Date: ______________

Director: ______________________________ Date: ______________