

BY-LAWS

OF

OHIO POOL PLAYERS ASSOCIATION, INC.

A Nonprofit Ohio Corporation

BY-LAWS
OF
OHIO POOL PLAYERS ASSOCIATION, INC.
A Nonprofit Ohio Corporation
INDEX

Item and Section

- ARTICLE I** GENERAL
1. Preliminary Statement of Scope and Effect.
- ARTICLE II** MEMBERSHIP
1. Membership
 2. Rules & Regulations
 3. Identification
 4. Permissions
 5. Non-Solicitation
- ARTICLE III** BOARD OF DIRECTORS
1. Board of Directors.
 2. Voting Rights
 3. Proxies
 4. Meetings
 5. Number and Qualifications
 6. Vacancies on the Board
 7. Term of Office; Resignations
 8. Organization Meeting.
 9. Regular Meetings
 10. Removal of Directors
 11. Compensation
 12. Rules and Regulations
 13. Powers and Duties
 14. Committees
- ARTICLE IV** OFFICERS
1. Term of Office
 2. Compensation to Officers

ARTICLE V

DUTIES OF OFFICERS

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Assistant and Subordinate Officers
6. Fidelity Bonds

ARTICLE VI

INDEMNIFICATION

1. Indemnification of Board Members and Officers
2. Advance of Expenses

ARTICLE VII

FISCAL YEAR

ARTICLE VIII

GENERAL POWERS OF THE ASSOCIATION

1. Payments of Expenses
2. Delegation of Duties
3. Status of Funds Collected by Association
4. Books and Records of Association
5. Annual Statements
6. Review

ARTICLE IX

AMENDMENT

ARTICLE X

MISCELLANEOUS PROVISIONS

BY-LAWS
OF
OHIO POOL PLAYERS ASSOCIATION, INC.

A Nonprofit Ohio Corporation

ARTICLE I

GENERAL

Section 1. Preliminary Statement of Scope and Effect. The name of this Association shall be the "Ohio Pool Players Association, Inc.", here in referred to as (OPPA) a nonprofit Ohio Corporation and its sole purpose shall be to manage, govern and promote league operations for the benefit of the members of the association. All present or future members shall be subject to the covenants, provisions or regulations contained in the Rules and Regulations and the within By-Laws and shall be subject to any restriction, condition or regulation hereafter adopted by the Board of Directors of the Association (the "Board"). The mere acceptance of membership in the Ohio Pool Players Association, Inc. will constitute acceptance and ratification of the Rules and Regulations and the within By-Laws.

ARTICLE II

MEMBERSHIP

Section 1. Membership. Any individual requesting membership must complete a membership application and submit annual dues to the Association. Such membership shall be valid to the end of the fiscal year. Membership may be terminated if dues are not paid by the 30th day following the due date or for unsportsmanlike conduct as determined by the board. Additional membership requirements may apply as stated in "League Regulation".

Section 2. Rules & Regulations. By requesting membership in to OPPA members agrees to abide by all Bylaws, Rules and Regulation of the Association. The rules and regulations of OPPA may be changed by the board as the need for such change accrue.

Section 3. Member Identification. Each member will be assigned an identification number and identification card. Members are required to have their membership card and a photo ID available at all OPPA sponsored event. If requested the membership card and photo ID must be presented as proof of identification. If proof of identification is not available and identification can not be verified by a board member, the member will not be allowed to participate in the event.

Section 4. Permission To Use Name and Photo for Promotional Purposes. By accepting membership into OPPA the member grants OPPA permission to use his/her name and or photo for promotional purposes in print, electronic or visual media.

Section 5. Non-Solicitation Covenant. By accepting membership members accept and understand that all printed material relating to OPPA league format and league play are copyright protected. OPPA reserves the right to prosecute any and all copyright violations. For a period of two years after the termination of membership members agree not to directly or indirectly attempt to provide the same or similar services as are now provided to any member by OPPA.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Board of Directors. The Board shall constitute for all purposes the Board of Directors referred to and provided for under the Ohio Revised Code.

Section 2. Voting rights. Each board member will have one vote.

Section 3. Proxies. Board Members may vote or act in person or by proxy. The person appointed as proxy must be a member of the Association. Designation by a board member by proxy for a member to vote or to act on his or her behalf shall be made in writing to the Board, shall be filed with the Secretary, and shall be revocable at any time by actual notice to the Board by the board member making such designation. Notice to the Board in writing or in open meeting of the revocation of the designation of a proxy shall not affect any vote or act previously taken or authorized.

Section 4. Meetings.

- (a) Annual Meeting. The annual meeting will be held with in 60 days of the end of the fiscal year. A 30day notice of the meeting will be given to the Board. Written financial reports for the year just ended will be presented at the annual meeting.

- (b) **Special Meeting.** Special meeting of the Board of Directors may be held on any day when called by the President of the Association, or by a majority of the Board, delivered either in person, by telephone or by electronic mail to the President of the Association. President shall forthwith cause the a meeting to be held on a date not less than three (3), nor more than fifteen (15) days after the receipt of such request as the President may fix. Calls for such meetings shall specify the purpose for which such meeting is requested. No business other than that specified in the call and set forth in the notice shall be considered at any special meeting.
- (c) **Notice of Meetings.** Not less than three (3), nor more than fifteen (15) days before the day fixed for a meeting of the members of the Board, notice stating the time, place and purpose of such meeting shall be given by or at the direction of the Secretary of the Association. Such notice shall be given by personal delivery, telephone or by electronic mail to each member of the Board.
- (d) **Quorum:** Except as may be otherwise provided by law any meeting of the board, the numbers of the Board members entitled to exercise a majority of the voting power of the Board must be present in person or by proxy to constitute a quorum for such meeting. No action may be authorized or taken by a lesser percentage than required by law or by these By-Laws.
- (e) **Order of Business at Annual Election Meetings.** The order of business at all regular meetings of members of the Association shall be as follows:
1. Calling of meeting to order;
 2. Reading of minutes of preceding meeting;
 3. Reports of officers;
 4. Reports of Committees;
 5. Unfinished and/or old business;
 6. New Business;
 7. Adjournment.
- (f) **Order of Business at Special Meetings.** The business at each special meeting shall be that business specified in the notice thereof.
- (g) **Actions Without a Meeting/Mail-In Votes.** All actions, except election and/or removal of Board Members, which may be taken at a meeting of the Board, may be taken without a meeting with the

approval of Board members having the percentage of voting power required to take such action if it had been taken at a meeting. Such action shall be filed with the Secretary of the OPPA. A copy of such action when so approved shall be mailed promptly to all members of the Board. Election of and/or removal of a Board member shall require a meeting.

Section 5. Number and Qualifications. The board will consist of five (5) directors. The directors shall elect four (4) officers to be President, Vice President, Treasurer and Secretary. As the league grows the board may increase the size of the board by 2 additional directors if it chooses to do so by a unanimous vote of the five original seats.

Section 6. Vacancies on the Board. Nominations for Board of Director position(s) may be made by any board member. Nominations shall be in writing and submitted no less than two (2) weeks prior to a Meeting. The slate of nominees shall be made known to the Board no less than one (1) week prior to the Meeting. Only persons nominated as candidates shall be eligible for election. Each Board member may vote for as many candidates as there are vacancies in the Board however caused.

Section 7. Term of Office; Resignations. Except as herein provided each Board Member may hold office indefinitely, or until his earlier resignation, or until his successor is elected, removal from office or death. Any Board Member may resign at any time by oral statement to that effect made at a meeting of the Board or in writing to that effect delivered to the Secretary of the Association; such resignation shall take effect immediately or at such other time as the board member may specify.

Section 8. Organization Meeting. Immediately after each annual meeting, the Board Members shall hold an organization meeting for the purpose of electing officers, appointing committees, and transaction any other business. Notice of such meeting need not be given.

Section 9. Regular Meetings. Regular meeting of the Board may be held at such times and places as shall be determined from time to time by majority of the Board Members.

Section 10. Removal of Directors. Except as otherwise provided herein, the Board may remove any Board Member and thereby create a vacancy on the Board if by order of court he has been found to be of unsound mind, or fails to attend three (3) consecutive unexcused meetings of the Board.

Section 11. Compensation. The Board may receive compensation for their services as determined by the Board. Nothing herein contained shall be construed to preclude any Board Member from serving the Association in either executive or special committees and may be allowed such compensation as the Board may determine. Nothing herein contained shall preclude a Board Member from being reimbursed for expenses actually incurred as a result of Association operations.

Section 12. Rules and Regulations. The Board may adopt rules and regulations governing the operation of OPPA not in conflict with the Articles of Organization or these By-Laws, by a vote of a majority of the members of the Board. Such rules and regulations may be amended from time to time by a majority vote of the members of the Board of Directors.

Section 13. Powers and Duties. Except as otherwise provided by law or these By-Laws, all power and authority of the Association shall be exercised by the Board. In carrying out the purposes of the OPPA and subject to the limitations prescribed by law, the Articles of Organization or these By-Laws, the Board, for and on behalf of OPPA, may:

- (a) make contracts;
- (b) effect insurance;
- (c) borrow money if such borrowing is required the prior unanimous approval shall be first obtained at a meeting or special meeting duly held for such purpose;
- (d) employ a managing agent and/or others to perform such duties and services as the Board may authorize.

Section 14. Committees. The Board may by resolution provide for special committees as it deems desirable, and discontinue the same at its discretion. All action by any such committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board. A majority of the members of a committee shall constitute a quorum. Each such committee may act in writing or by telephone with written confirmation, without a meeting, but no such action shall be effective unless approved by all members of the committee. Vacancies in such committee shall be filled by the Board or as it may provide.

ARTICLE IV

OFFICERS

Section 1. Term of Office. The officers of OPPA shall hold office at the pleasure of the Board, and unless sooner removed by the Board, until the organizational meeting of the Board. The Board may remove any officer at any time, with cause. A vacancy in any office, however created, shall be filled by the Board.

Section 2. Compensation to Officers. Officers of the Association may receive compensation for his or her services as determined by the board.

ARTICLE V

DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Association, shall exercise supervision over the affairs of the Association and over its several officers, subject, however, to the control of the Board, shall preside at all meetings of members and of the Board. The President shall have authority to sign all contracts, notes and other instruments requiring his signature; and shall have all the powers and duties allowed by these By-Laws and such others as the Board may from time to time assign to him.

Section 2. Vice President. The Vice President shall perform such duties as are conferred upon him or as may from time to time be assigned to him by the Board or the President. At the request of the President (or in his absence or disability) the Vice President shall perform all the duties of the President, and when so acting, shall have all the power of the President. The authority of Vice President to sign in the name of the Association all contracts, notes and other instruments, shall be commensurate with like authority of the President.

Section 3. Secretary. The Secretary shall keep or cause to be kept minutes of all the proceedings of the members and Board and shall have authority to sign all contracts, notes, and other instruments executed by the Association requiring his signature; give notice of meeting of members and Board Members; keep such books as may be required by the Board; and perform such other and further duties as may from time to time be assigned to him by the Board.

Section 4. Treasurer. The Treasurer shall have general supervision of all finances; he shall receive and have in charge all money, bills, notes, documents and similar property belonging to the Association, and shall do with the same as may from time to time be required by the Board. He shall cause to be kept adequate and correct accounts of the business transactions of the Association, including accounts of its assets, liabilities, receipts, expenditures, profits and losses, together with such other accounts as may be required, and upon the expiration of his term of office shall turn over to his successor or to the Board all property, books, documents and money of the Association in his hands; and he shall perform such other duties as from time to time may be assigned to him by the Board.

Section 5. Assistant and Subordinate Officers. The Board may appoint such assistant and subordinate officers as it may deem desirable. Each such officer shall hold office during the pleasure of the Board, and perform such duties as the Board may prescribe.

Section 6. Fidelity Bonds. The Board may require officers and employees of OPPA handling funds to furnish adequate fidelity bonds. The premium on such bonds shall be paid by OPPA.

ARTICLE VI

INDEMNIFICATION

Section 1. Indemnification of Board Members and Officers. OPPA shall indemnify any members of its Board (past, present or future), from and against all liabilities, judgments, decrees, fines, penalties, expenses, fees, amounts paid in settlement or any other costs, losses, expenses (including, but not limited to, attorney's fees and court costs) arising or resulting from or in connection or association with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, investigatory or otherwise) and any appeals related thereto, under which said indemnified persons are parties or participants because of actions or omissions as members of the Board. Said indemnification shall be made as the expenses and other items described above are incurred. Notwithstanding the foregoing to the contrary, in the event a member of the Board or any officer is finally adjudicated (after all appeals have been exhausted or waived) as liable for any misfeasance or malfeasance, OPPA shall be under no obligation to further indemnify said individual and said individual shall promptly return to OPPA all amounts paid by OPPA for indemnification with respect to the matter in question.

Section 2. Advance of Expenses. Funds to cover expenses, including attorneys' fees, with respect to any pending or threatened action, suit or proceeding, may be advanced by OPPA prior to the final disposition.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Association shall end on the 30th day of July of each year.

ARTICLE VIII

GENERAL POWERS OF THE ASSOCIATION

Section 1. Payments of Expenses. The Board for the benefit of all the members shall pay for out of Association funds as expenses, the following:

- (a) Liability Insurance. Premiums upon a policy or policies insuring OPPA, the members of the Board, against any liability to the public or to the members, as provided in the these By-Laws, the limits of which policy or policies shall be reviewed annually.
- (b) Other Insurance. Premiums for such other insurance as may be necessary as determined by the Board.
- (c) Worker's Compensation. The costs of worker's compensation insurance to the extent necessary to comply with any applicable laws.
- (d) Wages and Fees for Services. The fees for services of any person or firm employed by the Board, including, without limitation, the services of any person or persons required for the legal and/or accounting services necessary or proper in the operation of OPPA and these By-Laws and for the organization, operation and enforcement of the rights of OPPA.
- (e) Additional Expenses. The cost of any other materials, supplies, furniture, labor, services, maintenance, repairs, structural alterations, insurance, which the Board is required or permitted to secure or pay these By-Laws.

Section 2. Delegation of Duties. Nothing herein contained shall be construed so as to preclude OPPA, through the Board or officers, from delegating to persons, firms, or corporations of its choice, such duties and responsibilities as the Board shall from time to time specify, and to provide for reasonable compensation for the performance of such duties and responsibilities.

Section 3. Status of Funds Collected by Association. All funds collected hereunder shall be held and expended solely for the purposes designated herein, shall be deemed to be held for the use, benefit and account of all of the members as provided in these By-Laws. All sums collected by OPPA from fees may be commingled in a single fund or divided into more than one fund, as determined by the Board.

Section 4. Books and Records of Association. OPPA shall keep full and correct books of account and the same shall be open for inspection by any Member, or by any agent of a member authorized in writing, at reasonable times and upon request by a member. Such member or his agent will be given one-half (1/2) hour for this inspection at the convenience of the Treasurer. Any additional time a member requires for this inspection will be at OPPA's' accountant's office and at the members expense.

Section 5. Annual Statements. At each annual meeting the Board shall furnish to each Board member a financial statement of income and disbursements.

Section 6. Review. Upon request of two (2) members of the Board, the Board shall cause a review of the books of the Association to be made by a Certified Public Accountant. Any such Certified Public Accountant review shall be at the expense of OPPA.

ARTICLE IX

AMENDMENT

Section 1. Nonmaterial Error or Omissions. Nonmaterial errors or omissions in the By-Laws amended process shall not invalidate an otherwise properly promulgated amendment.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1. Service of Notices on the Board. Notices required to be given to the Board may be delivered to any member of the Board or the President, Vice President or Secretary either personally or by mail, addressed to such Board Member or officer at his address of record.

Section 2. Non-Waiver of Covenants. No covenants, restrictions, conditions, obligations or provisions contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 3. Agreements Binding. All agreements and determinations lawfully made by the Board in accordance with procedure established in these By-Laws shall be deemed to be binding on all members, their successors, heirs or assigns.

Section 4. Severability. The invalidity of any covenant, restriction, condition, limitation, or any other provision of these By-Laws, or of any part of the same, shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws.

Section 5. Construction. Wherever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, wherever the context so requires.

Section 6. Captions. The captions used in these By-Laws are inserted solely as a matter of convenience and shall not be relied upon and/or used in construing the effect or meaning of any of the text hereof.