

BY-LAWS
OF
STONE-WIGGINS RECREATION ASSOCIATION, INC.



ARTICLE I

The principal office of the corporation shall be located at 304 North Vardaman Street, City of Wiggins, County of Stone, State of Mississippi. The corporation may have such other offices, either within or without the State of Mississippi, as the board of directors may determine from time to time.

ARTICLE II

MEMBERS

Section 1. Members. The members of the corporation shall include four representatives from each activity/sport that the SWRA oversees, preferably the officers of each sports' board or appointees as each board sees fit. In addition, the membership shall include the three members approved by the Mayor and Board of Alderpersons of the City of Wiggins and the five members approved, by the Stone County Supervisors.

Section 2. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Determination of which votes will be submitted to the membership shall be left to the Board of Directors with the exception of the election of the Board of Directors.

Section 3. Termination of Membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or

expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member.

Section 4. Resignation. Any member may resign by filing a written resignation with the secretary.

Section 5. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership on such terms as the board of directors may deem appropriate.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Section 7. Debts and Assets. Loss of membership shall be effective upon death of the member or upon termination as set forth above. Loss of membership shall terminate all interest of that member in the corporate assets and affairs. No member shall be individually liable for the debts of this corporation but the entire corporate property shall be liable for the claims of creditors.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such other place as the board of directors may direct on the third Monday in the month of July in each year, beginning with the year 1980, at the hour of 6:00 o'clock p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual

meeting is a legal holiday in the State of Mississippi, such meeting shall be held on the next succeeding business day. If the election of directors and officers is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than 30% of the members having voting rights, at a place in Stone County, Mississippi, designated in the call. All of the members shall meet at any time and place, either within or without the State of Mississippi, and consent to the holding of a meeting, such meeting shall be valid without call or notice.

Section 3. Notice of Meetings. Notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by telephone/text, email, or by mail to each member entitled to vote at such meeting, not less than five (5) nor more than forty-five (45) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a

meeting of members, may be taken without a meeting if a consent in writing/email, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members holding 50 percent plus one of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney in fact. No proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by EMail. SWRA business required between normal monthly meetings may be conducted by email in such manner as the board of directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors. Directors must be residents of the State of Mississippi and Stone County.

Section 2. Number, Tenure, and Qualifications. The number of directors (the governing board) shall be eight (8). Directors shall be elected at the annual meeting of members, and the term of office of each director shall be three years in

staggered terms. At the end of a three-year term, that member is eligible for re-election if the membership so chooses.

Three of the directors shall be residents of the City of Wiggins, Mississippi, and their election must be approved by the Mayor and Board of Aldermen of the City of Wiggins, thereof within 45 days after election or their office vacated. The remaining five directors shall each come from Stone County, Mississippi, and their election must be approved by the Board of Supervisors of Stone County, Mississippi, thereof within 45 days after election or their office vacated.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at any designation in the resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at such other place as the directors may determine.

Section 5. Notice. Notice of any special meeting of the board of directors shall be given at least 24 hour notice previously thereto by notice delivered personally or sent by email or by telephone/text to each director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by the bylaws.

Section 6. Quorum. Fifty percent of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than fifty percent of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Attendance. Meeting attendance is required for directors. Any director missing two consecutive meetings must request in advance to be excused for the second meeting for cause. If no such request is made, the remaining members may make a majority vote to vacate that member's seat and replace said member under procedures named in Section 9 below.

Section 8. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval of the members at the next regular or special meeting of the members.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude

any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 11. Additional Powers. The board of directors shall have the authority to take such action as it may deem necessary or appropriate to comply with the United States Internal Revenue Law in order to obtain and maintain exemption from Federal income tax and deductibility of contributions under such law.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may appoint such assistant officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary or treasurer.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the first board meeting after the annual membership meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New

offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Removal. Any officer elected, or appointed by the board of directors, may be removed by the board of directors whenever in its judgment to the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the office so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Powers and Duties. The officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The board of directors by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the

authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Sports Boards. Each sports' board shall, at the beginning of its season, inform the governing board of its representation including but not limited to name, residential physical address, telephone number, email address, etc. Each of the programs/sports shall have a governing board hereafter called sub-boards. Each sub-board shall consist of 6 to 10 volunteers. Each sub-board will also review and approve bylaws and a budget for their season. The SWRA will assist in the budget preparation upon request of the sub-board. Program sub-boards will have the responsibility and authority to conduct day to day business with regard to management of each respective program. Responsibilities can include but not limited to registration, team selection, coach selection, equipment and uniform

purchasing, scheduling, and fund raising. Each of these sub-boards will operate within the mandates, rules and regulations as set forth by the SWRA Board of Directors regarding these and other activities. The SWRA Board of Directors reserve the right to make modifications or institute procedural changes as required to bylaws, volunteer participation, and budgets. Failure to comply with SWRA mandates, rules or regulations, may result in program suspension and/or sub-board membership removal.

ARTICLE VII

CONTRACT, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or a vice-president of the corporation.

Section 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 depositaries as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any stated purpose of the corporation.

ARTICLE VIII

BOOKS AND RECORDS

The corporation shall keep correct and complete books of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of August in each year and end at midnight on the 31st day of July of the following year.

ARTICLE X

SEAL

The board of directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, state of incorporation, year of incorporation and the words "Corporate Seal".

ARTICLE XI

AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or replaced, and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or vote of the members at any regular or special meeting.

ARTICLE XII

DISSOLUTION

In the event that it is deemed appropriate to terminate this entity, any funds remaining will be distributed to the County or City for use in their respective recreation budgets.