

**AMENDED & RESTATED BYLAWS
OF
BIG APPLE RECREATIONAL SPORTS, INC.**

As amended and restated on June 20, 2023

ARTICLE 1 OFFICES

1.1 Principal Office.

- (A) The principal office of Big Apple Recreational Sports, Inc. (the “**Corporation**”) will be as determined by the Board of Directors.
- (B) The principal office may be moved to any other such place as the Board of Directors designates.

1.2 Additional Offices. The Corporation may maintain additional offices at such other places as the Board of Directors designates.

ARTICLE 2 MEMBERS

2.1 Members. There shall be one (1) class of members of the Corporation for the purposes of the New York Not-for-Profit Corporation Law (the “**N-PCL**”), which shall be referred to as the “**Members**.” The Members shall consist exclusively of those persons then serving as Directors of the Corporation. A person shall cease to be a Member at such time as they cease to be a Director of the Corporation for any reason (including expiration of the Member’s term; the election or qualification of their successor; their resignation, disqualification, or removal; or their incapacitation or death).

2.2 Election and Removal of Directors. The Members shall have the power to elect and remove members of the Board of Directors (“**Directors**”).

2.3 Non-Transferable. Membership of the Corporation shall not be transferable or assignable outside of election procedures outlined in these Bylaws.

2.4 Memberships. Nothing in these Bylaws shall prohibit the Corporation from issuing one or more types of “memberships” that entitle their holders to such benefits, and on such terms and conditions, as the Corporation shall from time to time determine. Notwithstanding the foregoing, in no event shall the holder of any membership (other than a Member) be a member for purposes of the N-PCL.

ARTICLE 3 MEETINGS OF MEMBERS

3.1 Annual Meeting. The annual meetings of the Members of the Corporation, for the purpose of transacting business authorized to be transacted by the

Members, shall be held at such place (if any), date, and time as shall be specified by the Board of Directors. Members shall elect the members of the Board of Directors at their annual meeting.

- 3.2 Special Meetings.** Special meetings of the Members may be called by the Board of Directors and shall be held at such place (if any), date, and time as the Board of Directors shall fix.
- 3.3 Place of Meeting and Electronic Participation.** The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any annual or special meetings of the Members. The Board of Directors may determine that a meeting shall be held by means of remote communication as authorized by Section 603(a) of the N-PCL, as the same now exists or may hereafter be amended. Any or all of the Members may participate in a meeting by means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
- 3.4 Notice.** Notice of the place (if any), date, and time of all meetings of the Members shall be given to each Member by electronic communication not less than ten (10) but not more than fifty (50) days before the meeting.
- 3.5 Adjournment.** A majority of Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment shall be given to Members who were not present at the time of adjournment; such notice need not meet the strictures of Section 3.4 of these Bylaws.
- 3.6 Quorum.** A majority of the Members shall constitute a quorum any meeting of the Members.
- (A) Exception for Special Meeting to Elect Directors. In the case of a special meeting described in Section 3.2 of these Bylaws, the Members attending and entitled to vote shall constitute a quorum for the purpose of electing Directors.
- 3.7 Voting.**
- (A) Number of Votes. Each Member shall have one (1) vote.
- (B) Proxies. The use of proxies is not permitted.
- (C) Election of Directors. Directors shall be elected by a plurality of the votes cast at a meeting of Members by Members entitled to vote in the election.

- (D) Other Actions. Any corporate action, other than the election of Directors, shall be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon.

3.8 Written Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter of the consent. Such writing may be in electronic format. An electronic signature shall have the same effect as a physical signature. Written actions taken pursuant to this Section 3.8 shall have the same effect as if the same action had been taken at a meeting of the Members.

ARTICLE 4 BOARD OF DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, who shall pursue such policies and principles as shall be in accordance with the provision of the Certificate of Incorporation, these Bylaws, and the N-PCL.

4.2 Election. Directors shall be elected by the Members at the annual meeting provided in Section 3.1 and Section 3.7(C) of these Bylaws.

4.3 Number. There shall be nine (9) Directors. The Board of Directors may increase or decrease the number of Directors, but the number of Directors shall never be less than three (3).

4.4 Term.

(A) Each Director shall hold office for a term of one (1) year from the date of the annually held Board elections and until their successor has been duly elected and qualified or until their early death, incapacitation, resignation, or removal.

(B) Directors are limited to four (4) consecutive one-year terms within any one of the offices enumerated in Section 7.1 of these Bylaws. The Board of Directors may waive this Section 4.4(B) if failure to do so would result in a failure to elect a sufficient number of Directors to conduct the business of the Corporation.

4.5 Resignation. A Director may resign at any time by:

(A) giving written notice of their resignation to the Secretary of the Corporation; or

- (B) presenting their written resignation in person at a meeting of the Board of Directors.

4.6 Removal.

- (A) A Director may be removed, with or without cause, at a meeting of the Board of Directors by the affirmative vote of two-thirds of the Directors then in office.
- (B) Such action must be taken at a meeting of the Board of Directors for which written notice of the purpose is given in accordance with these Bylaws.

4.7 Vacancies.

- (A) Vacancies on the Board of Directors resulting from the death, incapacitation, resignation, or removal of a Director, an emergency, or an increase in the authorized number of Directors may be filled by an affirmative vote of a majority of the Directors then in office or by a vote of the Members pursuant to Section 3.7(C).
- (B) The Director elected to fill any such vacancy or newly created directorship holds office until the next election of Directors and until their successor has been elected and qualified.

4.8 Compensation.

- (A) Directors shall be entitled to waived league fees and priority registration for so long as they are an active Director, but shall not receive any additional monetary compensation for their services as Directors.
- (B) No provision of these Bylaws may be construed to preclude any Director from serving the Corporation in any other capacity, and from receiving reasonable compensation for such service.

4.9 Emergency Appointments.

- (A) In the event of an emergency, if a quorum of Directors cannot be readily assembled, then the number of Directors shall be reduced to as few as three (3), and if a quorum still cannot be readily assembled, then one of the Corporation's remaining officers or employees automatically becomes a Director until a majority of Directors then in office can appoint, or Members can elect new Directors in accordance with Section 3.7(C) to meet the requirements of Section 5.7.

- (B) An emergency exists for the purposes of this Section 4.9 if a quorum of the Directors cannot readily be assembled because of any catastrophe or other similar emergency condition.

ARTICLE 5 MEETINGS OF THE BOARD OF DIRECTORS

- 5.1 Annual Meeting.** The Board of Directors shall hold an annual meeting at a time fixed by the Directors at such place as may be selected by the Directors, for the purpose of appointing officers for the following term and for the transaction of such other business as properly comes before the meeting.
- 5.2 Regular Meetings.** Meetings of the Board of Directors may be held at any place within or without the State of New York as the Board of Directors may from time-to-time fix, or as shall be specified in the notice or waivers of notice thereof.
- 5.3 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the Commissioner or upon written demand of not less than one-third of the Directors.
- 5.4 Place of Meeting and Electronic Participation.** The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any annual, regular, or special meeting of the Board of Directors. The Board of Directors may determine that a meeting shall be held by means of remote communication. Any or all of the Directors may participate in a meeting by means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
- 5.5 Notice.** Notice of the time and place of any meeting of the Board of Directors shall be emailed to all Directors no less than forty-eight (48) hours before the time at which such meeting is to be held.
- 5.6 Adjournment.** A majority of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment shall be given to Directors who were not present at the time of adjournment; such notice need not meet the strictures of Section 5.5 of these Bylaws.
- 5.7 Quorum.** Unless a greater proportion is required by law, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or any specified item of business. The Board of Directors may not act without a quorum except to adjourn as provided in Section 5.6 of these Bylaws.
- 5.8 Voting.**
- (A) Number of Votes. Each Director shall have one (1) vote.

- (B) Proxies. The use of proxies is not permitted.
- (C) Action by Board. Unless otherwise provided by law or these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.

5.9 Written Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter of the consent. Such writing may be in electronic format. An electronic signature shall have the same effect as a physical signature. Written actions taken pursuant to this Section 5.9 shall have the same effect as if the same action had been taken at a meeting of the Board of Directors.

ARTICLE 6 COMMITTEES

6.1 Committees of the Corporation. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one (1) or more Committees to manage the affairs of the Corporation.

6.2 Composition of Committees. Committees may be made up of Members, Directors, officers, and others affiliated with the Corporation and familiar with its operations and affairs.

6.3 Powers of Committees.

- (A) The powers and election requirements for any Committee shall be set out in the resolution adopted by the Board of Directors which establishes the Committee.
- (B) In no event shall a Committee be empowered to:
 - i. amend the Corporation's Certificate of Incorporation;
 - ii. amend the Bylaws of the Corporation;
 - iii. adopt an agreement of merger or consolidation;
 - iv. approve the dissolution of the Corporation;
 - v. approve the sale or exchange of any assets of the Corporation; or
 - vi. elect, appoint, or remove any Director, any member of a Committee, or any officer of the Corporation.

- (C) All actions of Committees are subject to review and may be amended or reversed by the Board of Directors.
- (D) Committees may not act in any way that is inconsistent with the Corporation's Certificate of Incorporation or these Bylaws.

6.4 Vacancies. Vacancies in the membership of any Committee may be filled by elections made in the same manner as the original elections.

ARTICLE 7 OFFICERS

7.1 Officers. Upon their election at the annual meeting of the Members, the Board of Directors shall, by resolution adopted by a majority/a majority of the Directors present at the time of the vote, if a quorum is present at such time of the entire Board of Directors, appoint from among their number the following officers:

- (A) Commissioner/President
- (B) Vice-Commissioner
- (C) Treasurer
- (D) Secretary
- (E) Commissioner of Diversity, Equity, and Inclusion
- (F) Commissioner of Operations
- (G) Commissioner of Bowling
- (H) Commissioner of Dodgeball
- (I) Commissioner of Kickball

7.2 Powers. These officers have the authority to perform the duties prescribed by resolution of the Board of Directors.

7.3 Term. Officers shall serve in their roles for the same term in which they serve as Directors. If an individual ceases to be a Director, they shall cease to be an officer as well.

7.4 Compensation. Officers are not entitled to compensation.

7.5 Resignation. An officer may resign at any time by:

- (A) Giving written notice of their resignation to the Secretary of the Corporation; or

- (B) Presenting their resignation in person at a meeting of the Board of Directors.

7.6 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors for any reason, but such removal is without prejudice to the contract rights, if any, of the person so removed.

ARTICLE 8 INDEMNIFICATION AND INSURANCE.

8.1 Except as otherwise directed by the Board of Directors or required by applicable law, the Corporation shall, to the fullest extent now or hereafter permitted by Sections 721 through 726 of the N-PCL or any successor thereto, indemnify a person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, their testator, or their intestate was a Director or officer of the Corporation, against any judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

8.2 The Corporation shall obtain such insurances as the Board of Directors shall from time to time determine to protect the Corporation against losses caused by the fraudulent or dishonest acts of any Director, officer, or employee, to reimburse the Corporation for any obligation incurred pursuant to Section 8.1 of these Bylaws, and to indemnify Directors and Officers under circumstances permitted by law.

ARTICLE 9 MISCELLANEOUS PROVISIONS

9.1 Books and Records. The Corporation must keep:

- (A) correct and complete books and records of account; and
- (B) records of the proceedings of the Board of Directors.

9.2 Annual Report. The Board of Directors shall present at the annual meeting of the Members described in Section 3.1 of these Bylaws a report, verified by the Commissioner and the Treasurer, and then approved by the majority of the Directors.

(A) Contents of the Report. The report described in this Section 9.2 shall appropriately detail the following:

- i. The Corporation's assets and liabilities, including any trust funds, as of the end of a twelve (12) month fiscal period ending not more than six months before the annual meeting of the members.
- ii. The principal changes in assets and liabilities, including any trust funds, during the fiscal period at issue.

- iii. The Corporation's revenue and receipts, both unrestricted and restricted to particular purposes during the fiscal period at issue.
- iv. The Corporation's expenses and disbursement, for both general and restricted purposes during the fiscal period at issue.
- v. The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

(B) Filed with Records. The annual report described in this Section 9.2 shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

9.3 Checks, Notes, and Contracts. The Board of Directors will prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officers or agents who are authorized to make, sign, or endorse the same on behalf of the Corporation. In no event may a person receiving reimbursement from the Corporation be a sole signature on any check or other method used to issue such reimbursement.

9.4 Powers as to Other Documents.

- (A) The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of the Corporation, and that authority must be in writing and may be general or confined to specific instances.
- (B) When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute a contract or instrument, it may be executed on behalf of the Corporation by the Commissioner.

9.5 Fiscal year. The Board of Directors will determine the fiscal year of the Corporation by resolution.

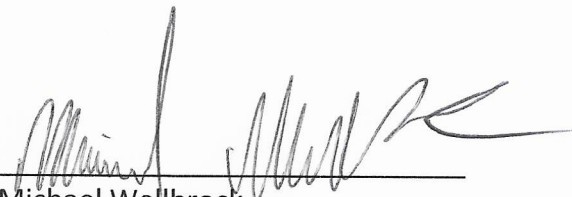
9.6 Interpretation. Unless required otherwise by law, any reference in these Bylaws to "writing" or "signatures" includes electronic versions thereof.

9.7 Waiver of Notice.

- (A) **Waiver in Writing.** Whenever any notice is required to be given under the provisions of the N-PCL, the Corporation's Certificate of Incorporation, or these Bylaws, a written waiver of notice, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, is equivalent to the giving of notice.
- (B) **Waiver by Attendance.** Attendance of any Director at a meeting constitutes waiver of notice of that meeting, except when the Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

9.8 Amendments. These Bylaws may be amended or replaced by the affirmative vote of two-thirds of the entire Board of Directors present at any meeting of the Board of Directors at which a quorum is present. Such action is only authorized at a duly called and held meeting of the Board of Directors for which notice has been given or waived as provided in these Bylaws.

The foregoing document is a true and accurate copy of the Amended and Restated Bylaws of Big Apple Recreational Sports, Inc., duly adopted by the Board of Directors on June 20, 2023.

By: 
Name: Michael Wellbrock
Title: Commissioner

By: 
Name: Zachary Krohn
Title: Secretary