

## **NANAIMO PICKLEBALL CLUB CONSTITUTION and BYLAWS**

**adopted as revised June 1, 2019**

### **CONSTITUTION**

#### Preamble and purpose

Recognizing the desirability of encouraging pickleball as a fun, healthy recreational and competitive activity for people of all ages in the Nanaimo BC area, an association is hereby confirmed under the name **The Nanaimo Pickleball Club** ("Club").

The aim of the Club is to promote the sport of pickleball through various means including instructional time for beginners, skills and drills for established players, tournaments (sanctioned by PCO, or unsanctioned), club play, intake and inclusion of new members, recreational and competitive play both indoor and out, assisting and coordinating play and events with other similar clubs.

### **BYLAWS**

#### Article I – Membership

- 1.) All members who are paid up at the time a resolution is made at a duly authorized meeting shall have one vote; all votes are to be cast in person unless the executive accepts a proxy based on unavoidable absence.
- 2.) All members must abide the constitution, bylaws, rules and guidelines published by the Club; failure to comply may result in termination of membership on authority of the board of directors ("board").
- 3.) Membership dues shall be set by the Executive and approved by the members each year at the annual general meeting ("AGM") for the ensuing year. Dues not paid by May 1st will result in a lapsed membership. If the membership lapses that person will no longer be a member of the club due to insurance purposes and the member will not be given the renewing membership discount and will have to pay the full membership fee as a new member.
- 4.) If a new member joins the club and pays the appropriate dues after January 1<sup>st</sup> and before AGM of that year, then their dues for that period will be reduced to 50% of the normal annual dues. A renewing member will still pay the normal dues regardless of when they renew.
- 5.) Special assessments may be made to cover unusual or unanticipated expense on recommendation of the board.

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#### Article II – Meetings and Special Resolutions

- 1.) There shall be an AGM every year held in the month of May, with 30 days notice to the members. The purpose of the meeting is to elect officers, directors, to review the financial statement produced for the year that has elapsed, and deal with other agenda items as disclosed in the notice, or as accepted at the meeting. A new proposed budget for the upcoming year shall be established based on perceived needs and sources of revenue and will be open for discussion at the meeting.
- 2.) The constitution and bylaws may be amended by special resolution being at least 75% of the members in attendance at the AGM or a special meeting either of which shall be based on 30 days notice with disclosure of the proposed resolution.
- 3.) A quorum at the AGM or special resolution or regular meeting shall be a minimum of 5% of the members. Agenda items that do not require a special resolution such as the fixing of annual dues shall be by general resolution composed of a simple majority of the members in attendance at a properly constituted meeting.
- 4.) There shall be nominated and duly elected at each AGM a minimum of five to a maximum of ten directors and of them there shall be the following officers: President, Vice-President, Secretary, Treasurer

and Past President. Taken together the officers and directors are deemed to be the executive (“executive”) of the club. The Past President shall hold office for a period of one year after their term of President ends. If during the following years, the position of President isn’t changed, then there will be no Past President on the Executive. This is so that a Past President isn’t required to remain on the Executive indefinitely.

5.) Should an executive member or director vacate their position during the year; the Executive may, at their discretion, appoint for the balance of that year another member in good standing to replace that person. The newly appointed person shall have the same rights and responsibilities of the person who has vacated their position.

#### Article III – Officers and Directors Duties and Powers

1.) Officers and directors shall meet at their discretion during the year to make decisions and carry out tasks in furtherance of club aims and purpose. Officers and directors shall report to the members upon request and in a timely way such as publication of the minutes of directors’ meeting.

2.) The executive shall be composed of the officers and directors; they shall have a quorum of at least four at executive meetings.

3.) The executive may, in their discretion, appoint committees of members to address various club interest and needs such as the liaison with the City of Nanaimo/Parks and Recreation department, the set up and running of tournaments, education of the public to the sport of pickleball.

4.) Committee chairs shall report to the executive and, on request of the executive, to members at large.

5.) The executive shall act only in the best interest of the club and must disclose any conflict of interest that may arise. No member of the executive may vote on a matter where there is a conflict of interest.

6.) All shall serve without remuneration, but a member of the Executive Board shall be reimbursed for all expenses necessary and reasonably incurred by him or her while engaged in the affairs of the Club. No Director shall be relieved of any obligation to pay annual fees normally payable by the membership. Members of the Executive Board shall be responsible for enforcement of all Club rules, policies and By-Laws.

7.) The composition of the Executive Board may be revised by Special Resolution of the members.

8.) If, for any reason the office of President should become vacant during his or her elected term, the Vice-President shall automatically succeed for the balance of that term.

#### Article IV – Proceedings of Directors

1.) A Director may at any time, and the President, on the request of a Director shall convene a meeting of the Directors on no less than twenty-four (24) hours’ notice. Notice may be given either personally or e-mail to the other Directors at such e-mail address as shown on the Register of Members.

2.) The President shall be chair of all meetings of the Directors but if at any meeting the President is not present within thirty (30) minutes of the time appointed for holding the meeting, the vice president shall act as chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.

3.) The Directors may delegate any but not all of their powers to committees consisting of such Director or Directors and members as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act and thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

4.) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes. In case of any equality of votes, the chair of the meeting shall not have a second or casting vote and the question shall be defeated.

5.) All resolutions proposed at a meeting of the Directors must be seconded and the chair may move or propose a resolution. In case of any equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated.

6.) A resolution in writing signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

#### Article V – Duties of Officers

1.) President. The President shall be the Chief Officer of the Club and shall preside at all regularly convened meetings of the Club and Executive Board. He/She shall serve as the official representative of the Club, with powers to delegate such duty. He/She is an ex-officio member of all committees.

2.) The Immediate past President. He/She shall be available for consultation by the President.

3.) Vice-President. He/She shall carry out the duties of the President in his/her absence.

4.) The Secretary. Shall conduct the correspondence of the Club; keep minutes of all General, Special and Executive meetings.

5.) The Treasurer. a) Shall receive all donations, fees, assessments and monies due to the Club, and shall report regularly to the Executive Board on the state of Club finances. b) Shall keep full and accurate records of all receipts and disbursements made in the name of the Club and shall pay all accounts and bills of the Club by cheque, debit card, or credit card if issued in the club's name in accordance with the provision of By-Laws . c) Shall maintain an up-to-date account of all invoices paid and deposit all monies received in the name of and credit of the Club, in a bona fide financial institution in the City of Nanaimo. d) Shall submit to the AGM a detailed statement of the receipts and disbursements of the Club for the financial year under review as well as a budget for the forthcoming year. e) As approved by the Executive Board, invest such surplus funds as may accrue from time to time, allowing for their availability at reasonable notice in the event of a Club emergency. f) Will keep safe all financial records of the Club.

6.) Director at Large – will be available to assist or chair committees as directed by the President

#### Article VI – Indemnification of Executive Board members.

- Every Officer and his heirs, executors, administrators and other personal legal representatives shall, from time to time and at all times be indemnified and saved harmless by the Club from and against: any liability and all costs, charges and expenses that such board member(s) sustain or incur in respect of any action, suit, or proceedings that is proposed or commenced against him, in respect of anything done or permitted by him to be done, while acting in good faith in the execution of the duties of his office or position.

#### Article VII – Suspension or Termination

- The Directors shall have the power, by a vote of three fourths of those present, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interests or reputation of the Club. No member shall be expelled or suspended without notice of the charge or complaint against him or her and without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

#### Article VIII – Signing Authority

- Signing authorities for the Club shall be: a). Written contracts, obligations or instruments of the Club, which have been approved by the Executive Board, shall be signed by the President or his

alternative and one other officer. b). The funds of the Club shall be subject to withdrawal for the purpose of the Club, by cheque only, over the signature of any two authorized signing authorities as pre-arranged with the Club's Financial Institution.

Article IX – Borrowing

- The Directors may not, on behalf of, or in the name of the Club borrow funds.

Article X – Bylaws

1.) On being admitted to membership, each member will be informed where a copy of the Constitution and Bylaws can be found on-line on the Club's website.

2.) These Bylaws shall not be altered or added to except by Special Resolution.

Article XI – Financial and Dissolution

1.) The fiscal year shall be from May 1<sup>st</sup> to April 30<sup>th</sup> of the following year. A financial statement for the past year must be produced by the Treasurer at the AGM and filed for review, approval of the members, and discussion purposes.

2.) On dissolution of the club all equipment and assets that have been lent shall be returned, and items donated shall be allocated to other island clubs at the discretion of the executive.

3.) Any funds remaining with the club on dissolution shall be distributed rateably to members in good standing.

Adopted by the Nanaimo Pickleball Club

Date: June 1, 2019

Record of previous amendments:

April 26, 2012

May 11, 2012

May 18, 2012

May 3, 2014

May 14, 2016

May 20, 2017

June 1, 2019