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Whistler Pickleball Association Bylaws

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Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the directors of the Association;

“Bylaws” means these Bylaws as altered from time to time.

“Association” means the Whistler Pickleball Association

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Categories of Members

2.1 . There shall be two (2) categories of members:

- a. Individual Member - Individuals who have agreed to abide by and adhere to the Association's Bylaws, policies, procedures, and rules, or if the individual is under the age of nineteen (19), who then have had a parent or guardian agree to abide by the Association's Bylaws, policies, procedures, and rules on behalf of that individual. Such members will have the right to vote, subject to these Bylaws.
- b. Associate Member - Associate Members shall be those persons and entities who join the Association as coaches, officials, administrators and also include honorary lifetime recognition, donors, patrons, sponsors, service providers and suppliers. Such members shall not have the right to vote.

Application for membership

2.2 All applicants for membership may apply to the Board for membership in the Association and they will become members upon the Board's acceptance of the application and payment in full.

Duties of members

2.3 Every member must uphold the constitution of the Association and must comply with these Bylaws.

Membership dues

2.4 The amount of the annual membership dues will be determined by the Board.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.7 A person's membership in the Association is terminated if the person is not in good standing for 6 consecutive months.

Rights of members in good standing

2.8 Members in good standing are entitled to:

(a) Receive information about schedules, clinics, tournaments and other matters as the Board may direct by e-mail;

(b) Attend all general meetings;

(c) Receive a copy of the Constitution and Bylaws by e-mail;

(d) Serve on committees;

(e) Vote on all issues at general and special meetings being of the full age of nineteen (19), if not an Associate Member. Only members personally in attendance may vote at a special or general meeting; and

(f) Stand for election as Directors being of the full age of nineteen (19).

Obligations of Members

2.9 (a) Obligations of Members:

i. All members must at all times comply with the Bylaws and policies of the Association.

ii. Each member must pay an annual membership fee at such time and in such amount as is determined from time to time by the directors.

2.9 (b) Withdrawal and Expulsion of Members:

i. Any member may withdraw from membership in the Association by notice in writing to the Secretary.

ii. Any member whose conduct is considered detrimental to the Association may be expelled by a resolution passed by a majority of the Board of the Association.

iii. Any members who have not paid their annual membership fee by the 31st day of December each year shall, without any further notice, have their membership automatically suspended. Suspended members may be reinstated at any time upon payment of the annual membership fee.

Part 3 - Meetings of Members

Time and place of general meetings

Special meetings

3.01 Any ten (10) members may call a special meeting by presenting a signed request to the President, who must call a meeting within sixty (60) days after receipt of such request. Notice of any special meeting must be given at least twenty-one (21) days prior to the date set for the meeting by e-mail notice to the membership, such notice to set forth the time, place and business to be transacted at such

meeting.

3.02 A general meeting must be held at the time and place the Board determines and within 180 days after the fiscal year end.

Ordinary business at general meeting

3.03 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order (Robert's Rules);
- (b) consideration of any financial statements of the Association presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.04 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.05 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair by the following hierarchy:
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of a general meeting

3.06 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.07 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.08 The quorum for the transaction of business at a general meeting is seven (7) voting members.

Lack of quorum at commencement of meeting

3.09 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of an adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at a general meeting

3.13 The order of business at general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the

members in the notice of the general meeting;

(h) terminate the meeting.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, four (4) or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy and/or absentee ballot is not permitted.

Matters decided at a general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Number of Directors on Board

4.1 The Association must have no fewer than three (3) and no more than twelve (12) directors.

Election of Directors

4.2 At each annual general meeting, the voting members are entitled to vote for the election or appointment of four (4) directors to the Board to serve three (3) year terms as directors. Prior to the first annual general meeting, the directors will collectively predetermine their remaining respective term durations as one of the following three options:

- (a) will stand for re-election at the first annual general meeting,
- (b) will stand for re-election at the second annual general meeting, or
- (c) will stand for re-election at the third annual general meeting.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation or death of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Directors insurance

4.5 Directors may secure liability insurance at the cost of the Association.

Removal of Director

4.6 Any director may be expelled by a two-thirds (2/3rds) majority vote of directors for proven dishonesty, or for gross misconduct, or for unreasonably failing or refusing to

carry out his or her duties as a director as provided in these Bylaws.

PART 5 – Directors’ Meetings

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any two (2) other directors.

Notice of directors’ meeting

5.2 At least two (2) days notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Conduct of directors’ meetings

5.4 Directors’ meetings shall be held “in-confidence” by all in attendance, and shall be conducted pursuant to Robert’s Rules of Order.

Quorum of directors

5.5 The quorum for the transaction of business at a directors’ meeting is three (3) directors.

Methods of voting

5.6 At a directors’ meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the directors, except that, if before or after such a vote, two (2) or more directors request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Proxy voting not permitted

5.7 Voting by proxy and/or absentee ballot is not permitted. Only directors personally in attendance may vote at a directors’ meeting.

Part 6 – Board Positions

Election or Appointment to Board Positions

6.1 At the first directors' meeting after a general meeting where elections for directors were held, the directors must elect or appoint Officers to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) President;
- (b) Vice-president;
- (c) Secretary;
- (d) Treasurer.

Such officers hold office until the conclusion of the first directors' meeting after each annual general meeting. The President is limited to three consecutive terms, but may serve in any other elected position in the year immediately thereafter.

Directors at large

6.2 Directors who are elected to positions on the Board in addition to the positions described in these Bylaws are elected as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;

- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Association in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Association and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Association's financial transactions;
- (c) preparing the Association's financial statements;
- (d) making the Association's filings respecting taxes.

Part 7 – Remuneration, Signing Authority and Reimbursement

Remuneration of directors

7.1 These Bylaws do not permit the Association to pay a director remuneration for being a director, but the Association may, subject to the Act, pay remuneration to a director for services provided by the director to the Association in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Association must be signed on behalf of the Association

- (a) by the president, together with one (1) other director,

(b) if the president is unable to provide a signature, by the vice-president together with one (1) other director,

(c) if the president and vice-president are both unable to provide signatures, by any two (2) other directors, or

(d) in any case, by one (1) or more individuals authorized by the Board to sign the record on behalf of the Association.

Reimbursement

7.3 The association shall reimburse any director for expenses incurred, either receipted or by federal Treasury Board Guidelines.

Part 8 – Borrowing

8.1 The directors may not, on behalf of the Association, borrow funds in excess of five thousand dollars (\$5,000) or fifty percent (50%) of the previous fiscal year's gross income, whichever is greater, unless authorized by a two-thirds (2/3rds) majority vote of the voting members present at a general meeting.

Part 9 – Additional Expenses

9.1. Any cost associated with activities or tournaments organized by the Association will be assessed on a cost basis and paid by the participating members.

9.2. The members may agree at a general meeting to further assessments such as, but not limited to; membership and rental fees, permits, advertising, insurance premiums and equipment.

Part 10 – Fiscal Year

10.1. The fiscal year of the Association shall commence on the 1st day of January and end the 31th day of December. Annual fees, when paid in full, will be valid for this period.

10.2. There shall be a review of the Association's finances each year. The directors shall decide the nature and extent of the review.

Part 11 – Amendments

11.1. The By-laws shall only be amended by a two-thirds (2/3rds) majority vote of the voting members in attendance at a general meeting.

Part 12 – Notice to Members

12.1. Notice may be given to a member by e-mail according to the e-mail address on the register of members.

12.2. Notice by e-mail shall be deemed to have been sent on the date shown on the email.

12.3. Notice of a general meeting shall be given to every member in good standing.

Part 13 – Dissolution of Association

13.1. In the event of the dissolution or winding-up of the Association, the assets remaining after all the debts of the Association have been paid, shall be transferred to another B.C. non-profit organization with similar purposes. The assets shall not be distributed among the members or directors.