

Killaloe and Area Pickleball Club By-Laws

Article 1: Name and Purpose

1.1 The organization shall be known as the **Killaloe and Area Pickleball Club** (hereinafter referred to as "the Club" or "KAPC").

1.2 The purpose of the Club is to promote and develop the sport of pickleball in the Killaloe and surrounding area through organized play, training, events, and community engagement.

1.3 The Club shall operate as a non-profit organization.

Article 2: Membership

2.1 Membership is open to any individual age 18 or over interested in playing and supporting pickleball.

2.2 Membership fees for indoor and outdoor play shall be determined annually by the Board of Directors (Board).

2.3 All Club members must be members in good standing with Pickleball Ontario/Pickleball Canada as well as with KAPC.

2.5 Membership may be revoked or suspended for misconduct, subject to a review by the Board.

Article 3: Directors

3.1 The Club shall be governed by a Board consisting of up to eight (8) Directors who are elected by the members at the Annual General Meeting (AGM). Directors must be members in good standing.

3.2 The term for Directors is a minimum of two years. The terms for Directors will be staggered, where possible, such that no more than 50% of Directors are replaced in any one year.

3.3 The Officers, including President, Vice-President, Secretary and Treasurer, will be elected by the Directors at the first meeting following the AGM.

3.4 Vacancies may be filled by appointment by the Board until the next AGM.

3.5 The Board shall meet at least quarterly.

3.6 Quorum for Board is greater than 50% of members.

3.7 The Board may from time to time appoint any Working Group including a Committee, Advisory Body or Members-at-Large, as it deems necessary. The Board shall determine the

scope/duties of the Working Group, appoint the Chairperson (where appropriate) and determine the number of members. The President or Vice-President may be an Ex-Officio member. The members of the Working Group may meet and adjourn as they think proper.

3.8 Any action required or permitted to be taken at a meeting of the Board or any Working Group may be taken without a meeting if all the members of the Board or Working Group are in agreement, including meetings via computer or telephone, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board.

Article 4: Duties of Officers

4.1 **President:** Presides over meetings, represents the Club publicly, and ensures the objectives of the Club are achieved.

4.2 **Vice-President:** Assists the President and assumes their duties in their absence.

4.3 **Secretary:** Keeps minutes of meetings, maintains records, and manages correspondence.

4.4 **Treasurer:** Manages Club finances, prepares budgets, and provides financial reports.

4.5 **Directors (including the Executive):** Assist with Club activities including hosting games and serve on sub-committees as needed.

Article 5: Meetings

5.1 The Club shall hold an AGM each year.

5.2 The AGM may be held in person or virtually (or both) to accommodate member preferences where feasible.

5.3 Board members are expected to attend all meetings and minimize the number of meetings missed as much as possible.

5.4 Vacancies on the Board will be conveyed to the membership ahead of the AGM. Nomination of candidates for vacant Director positions will be requested at the AGM. Vacant Director positions will be filled by a membership vote.

5.5 Special meetings may be called by the Board or by a written request from at least 20% of the membership.

5.6 A quorum for the AGM or Special meetings shall be 20% of the membership or 10 members, whichever is less.

5.6 Motions may be passed by majority vote at all meetings unless it is an amendment to the By-laws

5.7 Any member in good standing is eligible to vote at the AGM or Special meeting.

5.8 Notice of the date of the AGM shall be circulated no less than 28 days prior to the meeting. The final agenda will be circulated no less than 7 days in advance.

Article 6: Finances

6.1 All Club funds shall be deposited in a financial institution approved by the Board.

6.2 Financial records shall be reviewed by the Board at each meeting.

6.3 Expenditure exceeding \$250 will be approved by the Board.

6.3 Signing authority for financial transactions > \$50 shall require one signature from a designated Board member (No-one may approve payment to themselves).

6.4 Petty cash may be used for payments <\$50 at the discretion of the Treasurer with supporting documentation (i.e. receipts).

6.5 No Director or Officer shall be remunerated for being or acting as a Director or Officer.

6.6 A Director or Officer may be reimbursed for an approved expenditure or other expense necessarily and reasonably incurred by them while engaged in the affairs of the KAPC.

Article 7: Amendments

7.1 These By-Laws may be amended by a two-thirds majority vote of members present at the AGM or a special meeting.

7.2 Notice of proposed amendments must be given to members at least 14 days prior to the meeting.

Article 8: Dissolution

8.1 In the event of dissolution, all assets remaining after debts have been paid shall be donated to a local charity or community organization, as determined by the Executive Committee.

Article 9: Code of Conduct

9.1 All members must adhere to the principles of the Code of Conduct they signed when joining the Club.

9.2 The Board reserves the right to address any breaches of the Code of Conduct.

Article 10: Protection of Directors and Officers

10.1 Every Director and Officer of KAPC, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of KAPC and exercise the care, diligence that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director shall be liable for the acts, receipts, neglects or defaults of any other Director/Officer or for any damage or expense happening to the club.

10.2 The Executive shall maintain general liability insurance with a minimum of \$5 million limit of liability offered through a club membership in Pickleball Ontario and Pickleball Canada. The Board shall review this annually and approve any changes in the insurance coverage or provider.

10.3 The Executive shall maintain errors and omissions insurance including coverage for Directors and Officers Liability with a minimum \$2 million limit. The Board shall review this annually and approve any changes in the insurance coverage or provider.

Article 11: Adoption

11.1 These By-Laws shall come into effect immediately upon approval by the membership.

Date of Approval: _____

President: _____ **Secretary:** _____