

PICKLEBALL REGINA INC. BYLAWS
Approved October 18, 2019
Revised October 17, 2020

ARTICLE 1: Authority

- 1.1 Pickleball Regina Inc., hereafter called the “Club”, was incorporated on February 1, 2017, and operates pursuant to *The Non-profit Corporations Act, 1995* (Saskatchewan), hereafter called the “Act”.
- 1.2 The rights and obligations given or imposed on the Club or the Members under these Bylaws are in addition to any rights or obligations given or imposed on the Club or the Members under the Act. If there is any conflict between these Bylaws and the Act, the Act prevails.
- 1.3 The Club was set up to be the governing body for the sport of pickleball in the City of Regina. To be effective in this role, the Club Members will be a member of the following organizations:
 - a. The national sport governing body, Pickleball Canada Organization; and
 - b. The provincial sport governing body, Pickleball Saskatchewan Inc.
- 1.4 The Board has final authority on the interpretation of the Club bylaws, hereafter called the “Bylaws”.

ARTICLE 2: Definitions

- 2.1 The Club serves the City of Regina, Saskatchewan, hereafter called the “City”.
- 2.2 The Club is managed by a Board of Directors, hereafter called the “Board”.
- 2.3 The Club holds for its members one scheduled Annual General Meeting, hereafter called the “AGM”.
- 2.4 “Member” refers to a member outlined in Article 7.
- 2.5 “Fiscal year” is the 12-month period from September 1st to August 31st of the following year.

ARTICLE 3: Office Location

3.1 The office is located in the City.

ARTICLE 4: Goals

4.1 The goals of the Club are as follows:

- a. Develop the sport of Pickleball in the City;
- b. Promote the growth of pickleball as a sport for all ages in the City;
- c. Train pickleball players, coaches and officials;
- d. Offer organized recreational and competitive play;
- e. Ensure opportunities for the continued development of players in an inclusive and sportsmanlike environment;
- f. Support the development of pickleball facilities;
- g. Hold pickleball tournaments;
- h. Seek grant opportunities and support from sponsors.

ARTICLE 5: Principles

5.1 The principles of the Club are as follows:

- a. To support all levels of play;
- b. To support indoor and outdoor play;
- c. To be an umbrella organization for pickleball activities in the City;
- d. To partner with organizations at all levels to build capacity;
- e. To comply with the Act, Pickleball Canada Organization, Pickleball Saskatchewan Inc., and Sask Sport Inc.;
- f. To value volunteers;
- g. To include all people in the City interested in playing pickleball.

ARTICLE 6: Policies

6.1 The Board may make policies as needed.

ARTICLE 7: Membership

7.1 There shall be one membership class. All Members are entitled to vote at all general meetings and all Members are eligible to become Directors of the Club.

7.2 Only those who have paid their current annual fees to the Club are considered Members.

- 7.3 Members do not include those whose memberships have been suspended or terminated in accordance with Article 14.
- 7.4 Any Member shall be entitled to:
- a. Be notified of the AGM and Special General Meetings of the Club;
 - b. Attend meetings of the Club by invitation of the Board or Executive Committee, a Committee Chair, or by request outlined in Article 11.1g.;
 - c. Speak at the AGM and Special General Meetings of the Club;
 - d. Cast one vote at the AGM and Special General Meetings of the Club.
- 7.5 Membership in the Club includes membership in Pickleball Canada Organization and Pickleball Saskatchewan Inc.

Article 8: Membership Fees

- 8.1 New Members may join the Club at any point in the year by registering with the Club and paying the annual membership fee. The membership expires twelve (12) months from the payment date.
- 8.2 Membership fees for renewing Members are to be paid in full on or before the membership expiry date.
- 8.3 At each AGM, the Board presents to its Members, for approval, a fee schedule for the upcoming year, culminating at the next AGM. The fee schedule approved at the AGM is effective at midnight the day of the AGM.

Article 9: Governance

- 9.1 The Board consists of eleven (11) elected Directors:
- a. President;
 - b. Vice-President;
 - c. Secretary;
 - d. Treasurer;
 - e. Seven (7) Directors at Large.
- 9.2 The Past President will be invited by the Board to sit at Board meetings as a non-voting Member.

- 9.3 The Board shall have four Directors that form the Executive Committee: President, Vice-President, Secretary and Treasurer.
- 9.4 The size of the Board can be set by a vote at the AGM and can be no fewer than five (5) Directors (Executive Committee plus one Director at Large) and no more than 19 Directors (Executive Committee plus fifteen (15) Directors at Large).
- 9.5 The Board shall, subject to the bylaws or directions given to it by a majority vote at an AGM or Special General Meeting, properly called and constituted, have full control and management of the affairs of the Club. Meetings of the Board shall be held as often as required but at least once every three (3) months and shall be called by the President.
- 9.6 The Board may form committees to look after specific areas of interest. Committees will be comprised of Members and shall be chaired by a Director.
- 9.7 A Member elected or appointed a Director, becomes a Director if they were present at the meeting when elected or appointed, and did not refuse the election or appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the election or appointment, or in writing within ten (10) days of the election or appointment, or if they acted as a Director pursuant to the election or appointment.
- 9.8 Directors shall be elected at each AGM to fill vacant positions and positions that have expired:
- a. In an election, the nominees who receive the greatest number of votes are elected.
 - b. Members elected shall assume their duties immediately following the meeting at which they were elected.
 - c. Members of the Board shall not be directly related to each other (i.e. spouses, siblings, and children).
- 9.9 The term of office for elected Directors shall be two (2) years. To promote an orderly transition, each year at the AGM, at least five (5) Director positions will be open for election by a vote of the Members.
- 9.10 The Executive Committee can appoint a Member to be an interim Director to fill a vacancy for the remaining term of the vacant Director.
- 9.11 Director positions will be determined by the Board at the first meeting following the AGM.

- 9.12 A Director will be considered to have resigned when the earliest of the following events occurs:
- a. Written resignation from the Director is received by the President or Secretary;
 - b. The Director ceases to be a Member;
 - c. The Director is absent without valid reason or permission by the Board, for three (3) or more consecutive Board meetings.
- 9.13 Any Director, upon a majority vote of Members present at a Special General Meeting called for this purpose, may be removed from office for any cause the Members may deem reasonable.
- 9.14 The Directors must support all decisions of the Board.
- 9.15 There will be no remuneration paid to Directors for their services as a Member of the Board.
- 9.16 It shall be the duty of the President to:
- a. Chair all meetings of the Club and the Board, other than committee meetings. In the President's absence, the Vice-President shall chair any such meeting;
 - b. Be an ex-officio Member of all Committees;
 - c. Execute contracts or other documents binding upon the Club.
- 9.17 It shall be the duty of the Vice-President to:
- a. Preside on behalf of the Club and Board when the President is absent;
 - b. Undertake actions for the Club reasonably required by the Board.
- 9.18 It shall be the duty of the Secretary to:
- a. Attend all meetings of the Club, other than committee meetings, and keep accurate minutes of the same;
 - b. Prepare all correspondence of the Club and be under the direction of the President and the Board;
 - c. File all documents for the Club as required;
 - d. Send notices of meetings as required.
- 9.19 It shall be the duty of the Treasurer to:
- a. Receive all monies paid to the Club and shall be responsible for the deposit of the same in any financial institution the Board may order;
 - b. Properly account for the funds of the Club, keeping any such books and records as are required and directed;

- c. Present a full detailed account of all receipts and disbursement to the Board whenever requested;
- d. Prepare, with input from the Board, an annual budget to be presented to the Members at the AGM;
- e. Prepare for submission to the Members at the AGM, a report of the financial position of the Club.
- f. Prepare and submit annually all statutory documents, e.g. the Corporations Branch of Saskatchewan, Canada Revenue Agency, etc.

9.20 The books, accounts and records of the Secretary and Treasurer shall be audited, reviewed or scrutinized once each fiscal year by a duly qualified accountant or by two Members elected for the purpose at the AGM of the previous fiscal year. All minutes and financial records will be made available for this purpose. The results of the audit, review or scrutiny will be presented each year at the AGM.

9.21 A call for nominations to stand for election to the Board will be sent to Members at least forty-five (45) days prior to the AGM. Members shall submit their nominations to the Nominations Committee at least thirty (30) days prior to the AGM. The Nominations Committee, consisting of two (2) Directors and one (1) member-at-large appointed by the Board, shall prepare a slate of nominees to stand for election and submit it to the Board for approval at least twenty-one (21) days prior to the AGM. The list of nominees and a statement of their experience shall be sent to Members at least fourteen (14) days prior to the AGM, along with the AGM details outlined in Article 11.3.c. Board nominations will not be accepted from the floor at an AGM.

ARTICLE 10: Employees

10.1 The Club may hire an Executive Director and other employees to help manage the Club.

10.2 The Executive Director has the authority to manage the daily activities of the Club, subject to the direction of the Board. The Board has the authority to appoint and remove employees of the Club and to decide the terms of their employment and pay. The Executive Director reports to the President

ARTICLE 11: Meetings

11.1 Board Meetings

- a. The President or a quorum of the Board may call a meeting.
- b. Fifty percent (50%) of the Directors plus one (1) Director makes a quorum.

11.1.b (1) – Virtual Board of Directors Meetings

Notwithstanding anything to the contrary in these bylaws, meetings of the Board of Directors may, if all the Directors consent, be held by means of a teleconference communication system or a videoconference communication system, or any other similar electronic communication facility that permits all Directors participating in such meeting to hear each other during the meeting. Participation in a meeting by such communication system shall constitute presence for the purposes of Article 11.1.b.

- c. A minimum of seven (7) days written notice must be given before the meeting. The notice shall state the agenda, date, time and place of the meeting.
- d. The President shall chair the meeting. If the President is not present, the Vice-President shall assume the chair.
- e. Each Director shall have one (1) vote. A motion at a meeting is passed by a majority of votes in favour. The Chair shall not vote except to break a tie.
- f. Minutes of the previous Board Meeting shall be distributed to Directors within ten (10) days following the meeting. Minutes of the previous Board Meeting shall be approved at each Board Meeting and signed by the President and Secretary. Approved Minutes will be provided to Members upon request.
- g. An individual or organization may request to attend a meeting to give a presentation, provided fourteen days written notice is given to the Executive Committee. The Executive Committee shall approve or deny the request.

11.2 Executive Committee Meetings

- a. The Executive Committee shall have all the powers of the Board between meetings of the Board. Such powers should only be used when, in the opinion of the President, it is necessary or expedient to make an immediate decision.
- b. The President or any two members of the Executive Committee may call a meeting.
- c. Fifty percent (50%) of the Executive Committee plus one (1) Executive Committee Member makes a quorum.
- d. Each member of the Executive Committee shall have one (1) vote. A motion at a meeting is passed by a majority of votes in favour. If there is a tie, the motion is defeated.

- e. Decisions of the Executive Committee shall be reported to the Board and the dissenting view of any Board member may be recorded.
- f. Meetings of the Executive Committee are closed to Members and the public except by invitation of the Executive Committee.

11.3 Annual General Meeting

- a. An AGM of members of the Club shall be held each year within ninety (90) days of the end of the fiscal year.
- b. Notice of the AGM date, time, location, and the call for nominations, shall be provided to Members at least forty-five (45) days prior to the AGM.

11.3.b (1) – Virtual Meetings

Notwithstanding anything to the contrary in these bylaws, an annual general meeting of the members may, in the discretion of the Board of Directors, be held by means of a teleconference communication system or a video conference communication system, or any other similar electronic communication facility, that permits all members participating in such meeting to hear each other during the meeting. An individual member, who, through such communication system attends a meeting, shall be deemed to be personally present at that meeting for the purposes of Article 11.3. d.

- c. At least fourteen (14) days prior to the AGM, Members shall be provided the AGM agenda, the financial statements and the results of the audit (or review or scrutiny) for the fiscal year, slate of Board nominations, Member motions as per 11.3.e., and a proposed budget for the upcoming fiscal year.
- d. Thirty (30) Members shall constitute a quorum at the AGM. If a quorum exists at the start of the meeting, it is deemed to exist until the meeting is adjourned.
- e. Motions from Members to be considered at an AGM must be submitted in writing to the Secretary at least twenty-one (21) days prior to the date of the meeting for review and distribution to the membership fourteen (14) days prior to the AGM. Motions from the floor will not be accepted at an AGM.
- f. Each Member shall have one (1) vote.
- g. A motion at a meeting shall be passed by a majority of votes of Members present in favour, except when amending the Bylaws when a two-thirds majority of those Members present shall be required. Voting shall be by a show of hands or a poll.

- h. The election of Directors shall be by secret ballot, unless by acclamation. Nominees who receive the greatest number of votes shall be elected.
- i. The order of business at the AGM shall be approved at the start of the meeting and shall include the following:
 - Approval of the Agenda;
 - Approval of minutes of the previous AGM;
 - President's report;
 - Financial statements for the fiscal year ended;
 - Auditor's, reviewer's or scrutineer's report on the financial statements for the fiscal year ended;
 - Appointment of the auditor, reviewers or scrutineers for the upcoming fiscal year;
 - Motions from Members;
 - Election of Directors;
 - Fee schedule for Members for the upcoming year;
 - Presentation and approval of the budget for the upcoming fiscal year and;
 - Other business.

11.4 Special General Meeting

- a. A Special General Meeting will be called by the President if:
 - Requested by the President;
 - Requested by any four Directors; or
 - Requested in writing by at least ten (10) Members.
- b. The meeting shall be held within sixty (60) days of the request.
- c. Thirty (30) Members shall constitute a quorum at a Special General Meeting. If a quorum exists at the start of the meeting, it is deemed to exist until the meeting is adjourned.
- d. At least fourteen (14) days' notice shall be given before the meeting. The notice shall state the agenda, date, time and place of the meeting.
- e. The voting process shall be the same as for an AGM.

11.5 Meeting notices shall be provided to Members electronically by email, posting on the Club website, social media, or other method approved by the Board.

11.6 "Robert's Rules of Order" shall be used for all Club meetings.

ARTICLE 12: Finances

- 12.1 A committee of the Board shall prepare an annual budget and work plan for the Board to consider for the upcoming fiscal year.
- 12.2 The Club shall have an account at a financial institution.
- 12.3 All expenses shall be supported by receipts.
- 12.4 All expenses of more than five hundred dollars (\$500) not specified in the budget must obtain prior approval from the Board. Expenses of more than ten thousand dollars (\$10,000) not specified in the budget must obtain prior approval of the Members.
- 12.5 The Board shall have four (4) signing Directors, two of whom shall authorize each transaction to execute payments on behalf of the Club. The members of the Executive Committee shall be the signing Directors.

ARTICLE 13: Amendments to the Bylaws

- 13.1 Amendments to the Bylaws may only be made at an AGM.
- 13.2 Proposed amendments to the Bylaws shall be presented electronically to the Members at least thirty (30) days before an AGM.
- 13.3 If applicable, a notice to amend the Bylaws shall be included in the agenda for the AGM at least fourteen (14) days prior to the AGM.
- 13.4 A two-thirds (2/3) majority of Members present at the AGM is needed to amend the Bylaws.
- 13.5 Amended Bylaws adopted at an AGM come into force at the end of that AGM.

ARTICLE 14: Member Discipline

- 14.1 Where a formal complaint about a Member has been received by the Board, the parties will be made aware of the policy providing for alternate dispute resolution. This provision may be enacted prior to any additional disciplinary action being taken by the Board.
- 14.2 Suspension of a Member:

By two-thirds (2/3) majority vote of the Board, the Board may suspend any Member, for a specified time, for any of the following reasons:

- a. The Member has failed to abide by the Bylaws;
- b. The Member has, in the opinion of the Directors, disrupted meetings or functions of the Club;
- c. The Member has, in the opinion of the Directors, done anything to willfully harm the Club;
- d. The Member has acted in an unsportsmanlike manner.

Process for suspension of a Member:

- a. The Member shall be sent a notice of the intention of the Board to suspend membership, stating the reasons for the proposed suspension, at least two (2) weeks prior to the meeting that the matter is scheduled to be dealt with. Circumstances, such as the seriousness of the conduct, can override this notification;
- b. The Member shall be given the opportunity to appear before the Board. The Board may limit the time given to the Member to address the Board;
- c. The Member shall be allowed to have one other Member present if prior notice has been given to the Board;
- d. The Board may exclude the Member from its discussion of the matter, including the vote on the issue of suspension;
- e. The length of any suspension shall be set by the Board;
- f. The decision of the Board shall be final;
- g. No membership fees will be refunded.

14.3 Termination of a Member

By two-thirds (2/3) majority vote of the Board, the Board may terminate any Member who has behaved in a manner deemed harmful to the interests of the Club or its members.

Process for termination of a member:

- a. The Member shall be sent a notice of the intention of the Board to terminate membership, stating the reasons for the proposed termination, at least two (2) weeks prior to the meeting that the matter is scheduled to be dealt with. Circumstances, such as the seriousness of the conduct, can override this notification;
- b. The Member shall be given the opportunity to appear before the Board. The Board may limit the time given to the Member to address the Board;
- c. The Member shall be allowed to have one other Member present if prior notice has been given to the Board;
- d. The Board may exclude the Member from its discussion of the matter, including the vote on the issue of termination;
- e. The decision of the Board is final.
- f. No membership fees will be refunded. Any amounts owed by the Member to the Club must be paid.

ARTICLE 15: Dissolution

- 15.1 Upon dissolution of Pickleball Regina, Inc., after paying all claims, the liquidator shall transfer any remaining property to Pickleball Saskatchewan, Inc. Should Pickleball Saskatchewan, Inc. no longer exist, any remaining property shall be transferred to Pickleball Canada, Inc. Should Pickleball Canada, Inc. no longer exist, any remaining property shall be transferred to the Hospitals of Regina Foundation.