

Markham Pickleball Club (MPC)

BYLAWS

As Amended at the Annual General
Meeting, May 17, 2023

**A Bylaw Relating to the Conducting of the Affairs of
Markham Pickleball Club (MPC)**

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A Bylaw Relating to the Conduct of the Affairs of

Markham Pickleball Club

WHEREAS the Corporation was granted Letters Patent by the Government of the Province of Ontario under the *Corporations Act of Ontario* on the twenty-third day of January 2020.

NOW THEREFORE BE IT ENACTED as a Bylaw of the Corporation to take effect in accordance with Section 10 as follows:

1. INTERPRETATION

1.1. Definitions:

In all Bylaws and resolutions of MPC, unless the context otherwise requires:

- a. “Act” means the Corporations Act of Ontario including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- b. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of MPC.
- c. “Board” means the board of directors of MPC.
- d. “Bylaws” means this bylaw and all other bylaws of MPC as amended and which are, from time to time, in force and effect.
- e. “Director” means a member of the Board.
- f. “Chairperson” means the person elected to the position at the first meeting of the board after an Annual General Meeting. This person will also be the President.
- g. “Executive Committee” means a committee comprised of the President, Vice-President, Secretary and Treasurer
- h. “Executive Director” – means a person hired by the board to manage the operations of MPC. This person would be report to the board and would be an ex-official member of the board.
- i. “Member” means a member of MPC and “Members” or “Membership” means the collective membership of MPC.

- j. "Officer" means an officer of MPC (President, Vice-President, Secretary or Treasurer).
- k. "Past President" - means the immediate past president unless terminated by a vote of the board. This person will be an ex-official member of the board
- l. "Proxy" means the authority to represent someone else, especially in voting

1.2. Interpretations:

In the interpretation of this Bylaw, unless the context otherwise requires, the following rules shall apply:

- a. Except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- b. Words importing the singular number only will include the plural and vice versa;
- c. Words importing gender shall be interpreted as any gender;
- d. The word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- e. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

2.MISSION STATEMENT

- The mission of MPC is to provide a safe and welcoming environment for pickleball at Cornell Park while promoting the development and growth of the sport throughout Markham.

3.NAME

The name of the corporation is "Markham Pickleball Club" which is abbreviated to MPC.

4.PURPOSE OF MPC

The purpose of this Corporation shall be:

- a. To facilitate a variety of Pickleball programming to encourage members to stay involved with Pickleball on a regular basis.
- b. To enhance Pickleball awareness by introducing the public to the great sport of Pickleball.
- c. To introduce and attract others, particularly our youth and others seeking developmental recreational activities, to Pickleball by providing demonstrations, clinics and other Pickleball events within the local community.
- d. To provide organizational expertise while hosting and/or running Pickleball tournaments and developmental opportunities for players, referees, coaches of all skills and abilities.

5.MEMBERSHIP

5.1. Eligibility:

All individuals in Markham are eligible to be members of MPC. Most members will be Pickleball players at the various centres in Markham but that is not a requirement. Members shall be selected without discrimination and may reside outside of Markham.

5.2. Membership Dues:

The Board will establish the amount of the membership dues. Memberships are for a one-year duration starting at January. All members must belong to Pickleball Ontario and Pickleball Canada.

5.3. Voters:

The voting members of MPC shall be members in good standing.

5.4. Application for Membership:

Application for membership should be submitted to MPC.

5.5. Suspension or Expulsion of Members:

The Board shall have the power to suspend or expel any member for cause. Any member who fails to pay dues when they are due shall automatically be suspended from membership.

6.MEETINGS OF MEMBERS

6.1. Annual Meeting of Voting Members:

The Annual General Meeting of MPC for the transaction of such business as shall come before the voting members shall be held between March 15th and

June 30th each year

6.2. Notice of Meetings:

Written notice of the time, place and the purpose of any meeting of MPC shall be delivered by post or electronically to all eligible members not less than 30 or more than 45 days before any meeting. All notices shall be directed to the addresses or e-mail addresses appearing in the records of MPC.

6.3. Quorum and Voting:

At all meetings of MPC the presence, either in person or by proxy, of a minimum of 10% of the voting membership present and proxies at the meeting shall constitute a quorum. A majority vote of those votes present shall constitute the action of MPC.

6.4. Order of Business:

The suggested order of business at the Annual General Meeting of MPC shall be as follows:

- a. Report certifying voting power and the determination of a quorum;
- b. Approval of minutes;
- c. Report of Treasurer;
- d. Report of the President;
- e. Report of Elections;
- f. Report of Committees;
- g. Miscellaneous or Special Business;
- h. Adjournment

All meetings of MPC shall utilize Robert's Rules of Order.

7. BOARD OF DIRECTORS

7.1. Responsibilities:

MPC shall be managed by its Board of Directors, who shall establish, regulate and direct the policies and objectives of MPC. The Directors shall direct, review and approve all matters concerning MPC.

7.2. Composition:

The Board shall be consists of up to eleven (11) elected directors. A minimum of six (6) directors must be Markham residents. The executive director and the immediate past president maybe additional ex-official (non-voting) members of the board.

7.3. Ceasing to Hold Office:

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with sub-section 7.7 or no longer fulfils all of the qualifications to be a Director set out in sub-section 7.4 as determined in the sole discretion of the Board.

7.4. Qualifications:

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of MPC.

7.5. Election and Term:

The directors will be elected for a two (2) year term on a rotation basis. In the first year after the approval of this by-law, the five (5) directors with the most votes will hold an initial two (2) year term, the remaining four (4) directors will hold an one (1) year term. The two (2) new additional directors position (see note 1 below) will be elected for a two (2) year term. Subsequent elections will be for two (2) year terms. The election of directors to fill any vacancies shall take place at the Annual General Meeting of Members. All Directors whose terms have been completed shall retire, unless the Director so desires, may stand for election for a further term.

7.6. Resignation:

A resignation of a Director becomes effective at the time the written resignation is sent to MPC or at the time specified in the resignation, whichever is later.

7.7. Removal:

The Members may at a meeting of Members remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resultant vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

7.8. Filling of Vacancies:

A quorum of the Board may fill a vacancy in the Board. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

7.9. Quorum:

A majority of the number of Directors determined in accordance with sub-section 7.2 constitutes a quorum for any meetings of the Board.

7.10. Committees:

The Board may from time to time appoint any committee or advisory body as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Unless otherwise determined by the Board, a committee shall

have the power to fix its own quorum, to elect its chair and to otherwise regulate its procedures.

7.11. Confidentiality:

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential, matters that come to their attention as part of their employment or volunteer activities. All Parties shall sign a confidentiality agreement prior to the commencement of their role and annually after an AGM.

7.12. Indemnification:

MPC shall indemnify present or former directors or officers, or other individuals who act or acted at MPC's request as a director or an officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.

7.13. Meetings:

Meetings of the Board may be called by the Chair, President, Vice President or any two Directors. A Board member may participate by means of a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.14. Action Without a Meeting:

Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws) or any committee may be taken without a meeting if all the members of the board or committee consent in writing, including electronic mailing (email), 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 of Directors.

8.OFFICERS

8.1. Appointment:

The Board may designate the officers of the Corporation, appoint Officers, specify their duties and subject to the Act of Incorporation delegate to such Officers the power to manage the affairs of MPC. A Director may be appointed to any office of MPC. An Officer may but need not be a Director unless this Bylaw otherwise provides.

8.2. Officers and Terms:

The executive committee, comprised of the officers of MPC shall be President, Vice President, Secretary and Treasurer, all of whom shall serve without compensation. All officers shall take office immediately following the Annual General Meeting of Members. The Board shall appoint the President, Vice President, Treasurer and Secretary by majority vote at the first meeting following the Annual General Meeting.

Officers will hold their position for a period of one year, or in those cases when an officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual members meeting.

8.3. Description of Office:

Unless otherwise specified by the Board, the offices of the MPC shall have the following duties and powers, as well as such other duties and powers as the Board may specify from time to time:

The President– The President shall be a Director. The President shall be the Chief Executive Officer. The President shall, when present, preside at all meetings of the Board and of the Members.

Vice-President - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the Members.

Secretary – The Secretary shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in MPC's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to MPC.

Treasurer – The Treasurer shall be a Director. The Treasurer shall be the Chief Financial Officer. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of MPC; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of MPC.

The duties of all other Officers of MPC shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to

time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

9.COMMITTEES

9.1. Committees:

MPC may have the following committees:

1. Nominating Committee,
2. Tournament Committee,
3. Membership Committee,
4. Special Events Committee,
5. Communications Committee,
6. Rules and Grievance Committee, and
7. Skills Development Committee.

MPC may have other Committees as established by the Board. All Committee members shall serve without compensation and shall be individual members of MPC.

9.1.1.Nominating Committee:

The Nominating Committee shall be composed of one (1) Board Member and members chosen by the Board who may not be members of the Board. Committee members shall serve a one-year term. The number of Nominating Committee members can be up to five (5) persons. The Nominating Committee shall make recommendations to the Board.

9.1.2.Tournament Committee:

This committee will plan, organize and manage all tournaments.

9.1.3.Membership Committee:

The Membership Committee shall solicit new MPC members, renew memberships, and be the repository of information about and statistics regarding existing members of MPC. The Treasurer will be in charge of the collecting and the accounting of annual membership dues.

9.1.4.Special Events Committee:

Create and/or participate in special activities and events in which pickleball is either the full or partial focus (e.g., Mayor's City Hall events, special play days with groups from outside Markham, demonstrations and open houses to assist others in forming pickleball clubs, etc.)

9.1.5. Communications Committee:

The communications committee with direction from the Board, create and provide timely and relevant information to all MPC members and the public, and to work jointly with the representatives of other clubs to distribute information that promotes the sport.

9.1.6. Rules and Grievance Committee:

The Rules and Grievance Committee meet to provide input and advice to the Board on specific cases and in general.

9.1.7. Skills Development Committee:

This committee creates and offers opportunities for players at all skill levels and with a range of experience, to continually develop their skills.

10. ADOPTION and AMENDMENT OF BYLAWS AND REGULATIONS

10.1. Bylaws:

The Bylaws shall be subject to amendment, and new bylaws not inconsistent with any provision of the Articles of Incorporation may be adopted by the affirmative vote of a majority of the members at a regular annual or special general meeting. No proposed amendment of these Bylaws shall be adopted by the Board unless the voting members shall have been given notice, as prescribed in bylaw 6.2, of the proposed amendment, prior to voting.

10.2. Process for Submitting Amendment of Bylaws:

Any member in good standing may submit a proposed bylaw or amendment to the Board. Such proposals must be submitted in writing, sufficiently in advance of any meeting to discuss the change, to allow notice to the members as prescribed by bylaw 6.2

11. FINANCIAL ADMINISTRATION

11.1. Fiscal Year:

The fiscal year of MPC shall be January 1st to December 31st, but this may be amended by resolution of the Board.

11.2. Cheques:

Three (3) MPC Board members, consisting of the duly elected President, Secretary and Treasurer, shall be authorized to sign all MPC cheques. Two (2) of the three (3) authorized Board members shall sign all cheques.

11.3. Bank Account:

A separate MPC bank account shall be used to transact all MPC finances.

11.4. Review of Financial Records:

The members at the Annual General meeting shall appoint a qualified public accounting firm to prepare either a compilation engagement report, review engagement report or an auditor report on the financial information of the Club for the ensuing year. The members may waive this requirement if annual gross revenue is below \$100,000.

11.5. Annual Financial Statements:

The Annual Financial Statements shall be made available to the members no less than 21 days prior and not more than 45 days prior to the Annual General Meeting. At the discretion of the Board, the Annual Financial Statements may be delivered by post or electronically or may be published on MPC's website.

12. PROTECTION OF DIRECTORS

Every Director of MPC, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of MPC and exercise the care, diligence and skill 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, or for any damage or expense happening to the corporation.

13. BOOKS AND RECORDS

All books of account of the activities of MPC and other financial records shall be kept in the custody of the Secretary. The Secretary shall also keep copies of the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

14. SIGNATURES AND DATES

ENACTED by the Directors of MPC this 10 day of March 2021

Peter Milovanvic (signed)

President

Deanna Gottschalk (signed)

Secretary

APPROVED by the Members of MPC this 10th day of March 2021

Deanna Gottschalk (signed)

Secretary

AMENDED by the Members of MPC this 17th day of May 2023

Deanna Gottschalk (signed)

Secretary

Note 1 – the net result will be 5 directors position to be elected for a 2 year term in 2024 and 6 directors position to be elected for a 2 year term in 2025.