

## **Bylaws of the Golden Pickleball Club (the "Society")**

### **Article I - Definitions**

Words importing the singular include the plural meaning and vice versa and words importing the male person include the female person; except where context indicate otherwise.

1. "Act" means the Societies Act of British Columbia, as amended from time to time.
2. The "Club" shall mean this Society.
3. "Board", "Directors" or "Officers" shall mean the directors of the Club.
4. "Bylaws" means the Bylaws as amended from time to time.
5. "Mail" or "correspondence" shall refer to delivered and electronic mail and correspondence.
6. "Annual General Meeting" means a gathering open to all members of the Society and held once a year at which time elections to the Board of Directors are held and annual reports to the general membership are presented.
7. "Ordinary Resolution" means a resolution passed in a general meeting by a simple majority.
8. "Special Resolution" means a resolution passed in a general meeting by a majority of not less than 2/3rds of the votes cast.

### **Article II - Registered Office**

The Registered Office of Pickleball Golden Club will be located in the province of British Columbia at such address as the Board may determine.

### **Article III – Membership**

Membership in the Club is open to anyone who wishes to play, and whose application for membership has been approved and accepted by the Board.

#### **Member Status**

1. Membership in the Club is open to any person being of the full age of nineteen years upon completion of an application form and payment of the membership fee.
2. Any member in arrears for membership fees shall be automatically suspended and shall be entitled to no membership privileges or powers in the Club until reinstated.
3. In order to vote at a General or Special meeting, a member must have paid all applicable membership fees for the current year and be a member in good standing.
4. A member is not in good standing if the member fails to pay the member's annual membership fees, if any, and the member is not in good standing for so long as those dues remain unpaid.
5. Every member of the Club must uphold the constitution of the Club and comply with these Bylaws, and any Code of Conduct Rules and Regulations established by the Club.
6. No member of the Club shall be a paid employee of the Club.
7. Any member may resign from membership by giving notice in writing to the Board, but such resignation shall not relieve such member from any liability for fees or obligations incurred.
8. A person shall cease to be a member of the Club on his death.
9. A person shall cease to be a member of the Club in being expelled by the board.
10. A person's membership in the Club is terminated if the person is not in good standing for six (6) consecutive months.

### **Voting Privileges**

1. Members are entitled to attend and vote at meetings of the Club, and occupy positions of office.
2. Members elect all un-appointed Directors.
3. A member only has one vote.

### **Membership Fees**

Membership fees of the Club shall be fixed and may be altered by the Board on any basis and payable at such times as the Board may decide.

### **Discipline and Appeals**

Any decision relating to revocation of membership or hardship affecting a member may be appealed to the Review Committee set up by the President consisting of three members of the Board. The Review Committee shall pass on their findings and recommendations to the Board for consideration. The Board shall be the final arbitrator of the appeal.

### **Complaints**

Any member wishing to lodge a complaint with respect to the operation of the Club or a ruling of the Board may, in concert with a total of at least 10% of paid members, request a Special Meeting of the Club.

## **Article IV – Meetings**

### **Annual General Meeting and Special Meetings**

1. The Annual General meeting of the Club shall be held every year.
2. Every General Meeting, other than the Annual General Meetings, is a Special General Meeting.
3. The Secretary upon instruction by the President or Board may call general meetings. Notices to members of general meetings shall be in writing to the last known email or postal mail address of each member and shall be sent not less than seven (7) days before the date of the meeting.
4. The agenda for the Annual General Meeting may include:
  - a) Call to order
  - b) Determination of a quorum
  - c) Approval of the agenda
  - d) Approval of minutes from the previous Annual General Meeting
  - e) Board, Committee and Financial reports
  - f) Business as specified in the meeting notice
  - g) Election of new Directors
  - h) Adjournment
5. The President or Secretary shall call a Special General meeting upon receipt by him or her of a written request by ten percent (10%) of the Members in good standing, setting forth the reasons for calling such meeting. Such meeting to be held within two weeks of receiving the request.
6. The quorum for all General and Special meetings is three (3) or 10% of the voting members, whichever is greater.
7. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,
  - (a) in the case of a meeting convened on the request 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, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.
8. Any member who has not withdrawn from membership nor has been suspended or removed from membership and who has paid all required membership fees applicable to the current year shall have the right to vote at any General or Special meeting of the Club.
  9. A meeting of members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the club makes available such a communication facility.
  10. Any member entitled to vote at a meeting of members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the club makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
  11. Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit members to make informed decisions, and will be given to each member entitled to vote at the meeting, and the Board, by the following means:
    - a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, with a minimum of seven (7) days before the day on which the meeting is to be held; or
    - b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, with a minimum of seven (7) days before the day on which the meeting is to be held.
  12. The Constitution and Bylaws may be amended by Special Resolution, requiring the votes of at least 65% of the members in attendance at the Annual General Meeting or a Special General Meeting.
  13. Notice of proposed amendments to these Bylaws will be provided to Members at least seven (7) days prior to the date of the meeting of the Members at which it is to be considered.
  14. Votes will be determined by a show of hands, orally or electronic ballot with one (1) vote per Member.
  15. Except as otherwise provided in these Bylaws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

### **Board Meetings**

1. The President or Vice-President shall call board meetings. Notices of board meetings shall be by telephone or email, not less than three (3) days before the board meeting.
2. The quorum for all Board meetings shall be not less than two (2) Directors present in person at the start of the Board meeting.

## **Article V – Management**

### **The Board of Directors**

1. The Board of Directors shall govern the affairs of the Club. The signatories to the Society's application under the Society Act shall serve as the initial Board of Directors and serve until the Society's first Annual General Meeting.
2. The Board of Directors will be composed of five directors elected from Members.
3. The following rules shall apply to all Directors:
  - a) Only persons who are a Member may be an elected Director.
  - b) Only persons who are a Member in good standing may be an elected Director.
  - c) All Directors must provide a Police Information Check including the vulnerable persons check.
  - d) Each year, Directors shall be elected to replace those whose terms expire, and a Director whose term expires is eligible for re-election
  - e) Except as to the first election of Directors held after this rule takes effect or where an election is held to fill the unexpired portion of a term, Directors shall be elected to hold office for 2 years.
  - f) Any casual vacancy of an elected Director occurring in the Board may be filled by the Board with a person who qualifies to be a Director.
  - g) If a Director is unable to attend a Board meeting, he is authorized to appoint an alternate, provided that the alternate represents a Member qualified to fill that position as Director and has the prior written approval of the President of the Club.
  - h) A Director may participate in a meeting of the Board by conference telephone by means of which all Directors in the meeting can hear each other. A Director participating in a meeting in accordance with this provision shall be deemed to be present at that meeting, shall be counted in the quorum, thereof, and shall be entitled to speak and vote.
  - i) Directors missing two consecutive meetings of the Board will automatically cease to be Directors.
  - j) If a Director ceases to be a representative of a member, he must inform the Board of that fact immediately and resign from the Board unless he becomes the representative of another member qualified to fill that position as Director.
4. The Board shall meet at least twice annually on days to be specified by the President.
5. The Officers may call special meetings of the Board, when, in their opinion, it is necessary to hold such a meeting.
6. The requisite notice for a meeting of the Board shall be at least three (3) clear days and may be given by electronic post and notice shall be deemed to have been effected on the date of transmission and non-receipt of notice to any member shall in no way invalidate any such meeting so called, or any business transacted at such meeting.
7. Two Directors shall constitute a quorum for the Board of Directors meetings.
8. The accidental omission to give notice of a meeting to, or the receipt of a notice by, and of the Directors entitled to receive notice does not invalidate proceedings at that meeting.
9. The Board shall have complete control and charge of the management of the Club and the administration of its affairs and the prosecution of its purposes. The Board shall have the power to delegate to the Officers all its powers and duties excepting such as by law or by these bylaws and are specifically required to be performed by the Board.
10. The Directors shall have power at any time and from time to time to borrow, raise or secure the payment of money, and to invest or spend the moneys of the Club in such

manner as they may think fit for the purpose of carrying out the objectives of the Club, provided, however, that debentures may not be issued without the authority of a special resolution of the Members.

11. The quorum for the transaction of business at a directors' meeting is a majority of the directors.
12. No Director or Officer appointed by the Board shall be entitled to any remuneration, other than such expenses as may be approved by the Board.
13. The Members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
14. A Director will be considered to have resigned when the earliest of the following events occurs:
  - a) The Secretary or the President receives written resignation.
  - b) The Director ceases to be a member in good standing.
  - c) The Director is absent without valid reason for three or more Board meetings.
15. A Director or Officer may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director or Officer has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his/her/their position as an Officer.
16. A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Club's policies related to discipline, by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.
17. The office of any Director will be vacated automatically if the Director:
  - a) Is found by a court to be of unsound mind;
  - b) Becomes bankrupt or is declared insolvent;
  - c) Is charged and/or convicted of any criminal offence related to the position;
  - d) Changes his or her permanent residence outside of Canada; or
  - e) Dies.
18. The Board is empowered to:
  - a) Make policies and procedures or manage the affairs of the Club in accordance with these Bylaws;
  - b) Make policies and procedures relating to the discipline of Members and Officers and have the authority to discipline Members and Officers in accordance with such policies and procedures.
  - c) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
  - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;
  - e) Determine registration procedures;
  - f) Perform any other duties from time to time as may be in the best interests of the Club.

## **Article VI – Board Positions (Officers)**

1. Directors must be elected or appointed 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.
2. Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.
3. Each Board, immediately following the Annual General Meeting at which it is elected, shall convene inter alia for the purpose of electing the Officers of the Club for the ensuing year.
4. The duties of Officers shall be as determined by the Board from time to time.
5. The Officers shall be charged with the conduct of all business during the intervals between meetings of the Board, including any duties delegated by the Board.
6. Meetings of the Officers shall be called at such time and place and in such manner, as the President shall direct.
7. A resolution in writing signed by all the Officers shall be equally binding as if passed at an Officers Meeting regularly called and attended. A majority of the Officers shall constitute a quorum of the Officers.
8. The Officers shall have no power to borrow money on behalf of the Club. This prerogative rests with the Board of Directors and by permission of the Members.
9. The Board shall fill any casual vacancy in the Officers of the Club.
10. The President of the Board of Directors, or in his or her absence, the most senior Officer in attendance, shall chair all meetings.
11. Meetings of the Board shall be held as often as may be required and shall be called by the President.
12. The Board may from time to time form committees to look after specific areas of interest on behalf of the Club. Committees will be comprised of members and are chaired by a Chairperson appointed by the Board, to act as liaison between the committee and the Board.
13. A quorum for any Committee will be a majority of its voting members. The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.
14. When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
15. The President will be an ex-officio (non-voting) member of all Committees of the Club. The Board may remove any member of any Committee.
16. It shall be the duty of the **President** to:
  - a) Chair all meetings of the Club and the Board. In his/her/their absence, the Vice-President shall chair any such meetings.
  - b) Be an ex-officio member of all Committees.
  - c) Be responsible for supervising the other directors in the execution of their duties.
  - d) Liaise with the Town of Golden and CSRD Area 'A' representative and be the spokesperson for the Club.

17. It shall be the duty of the **Vice-President** to:
- a) Preside at meetings of the Club and the Board when the President is absent.
  - b) Be responsible for carrying out the duties of the president if the president is unable to act.
  - c) Undertake actions for the Club reasonably required by the Board.
18. It shall be the duty of the **Secretary** to:
- a) issuing notices of general meetings and board meetings;
  - b) taking minutes of general meetings and board meetings;
  - c) keeping the records of the Club in accordance with the Act;
  - d) conducting the correspondence of the Board;
  - e) filing the annual report of the Society and making any other filings with the registrar under the Act.
  - f) Keep a record of all members of the Club and their addresses and send all notices of the various meetings as required.

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

19. It shall be the duty of the **Treasurer** to:
- a) receiving and banking monies collected from the members or other sources;
  - b) keeping accounting records in respect of the Club's financial transactions;
  - c) preparing the Club's financial statements;
  - d) making the Club's filings respecting taxes.
- a) Preparing with input from the Board, a yearly budget and a written financial report to be presented to the members at the Annual General meeting for their approval and or amendment.

The books and records of the Club may be inspected by any member of the Club at the Annual General meeting or at anytime upon giving reasonable notices and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

### **Signing authority**

A contract or other record to be signed by the Club must be signed on behalf of the Club by the president, together with one other director,

- a) if the president is unable to provide a signature, by the vice-president together with one other director,
- b) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- c) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Club.

## **Article VII - Nominations and Elections of Directors**

1. An Annual General Meeting will be held once every calendar year and not more than sixteen months after the adjournment of the previous Annual General Meeting.
2. At such time prior to the Annual General Meeting as the Board shall decide, excerpts from these bylaws as may be calculated by the Board to acquaint the Members with the nominating procedure herein set out, together with a list of Officers and Directors whose office is expiring, shall be mailed to the registered electronic address of the active members in good standing.
3. At such time prior to the Annual General Meeting as the Board shall decide the Board shall seek nominations for election of Directors.
4. At least 24 hours prior to the Annual General Meeting the Board shall send by electronic notification to each Member a list of the names of all persons nominated.
5. At the Annual General Meeting elections shall be by secret ballot.
6. In the event the number of candidates is equal to the number of available positions, there shall be no balloting and the nominees will be declared elected by acclamation.
7. The Chair shall appoint tellers to distribute, collect and count the ballots, naming one person so appointed as chief teller.
8. When balloting is complete, the Chair shall declare the poll closed and direct the tellers to collect and record the ballots.
9. The Chair shall declare those candidates elected who have received the largest number of votes. In the event two (2) candidates poll an equal number of votes for a vacancy, the vacancy shall be filled by a second ballot between the candidates polling an equal number of votes. If after a second ballot a tie exists, the successful candidate will be determined by lot.

## **Article VIII - Finance and Management**

1. The fiscal year of the Club will be January 1<sup>st</sup> to December 31<sup>st</sup>, or such other period as the Board may from time to time determine. A financial report for the past year shall be presented by the Treasurer at the Annual General Meeting and filed for review and approval of the members.
2. The banking business of the Club will be conducted at such financial institution as the Board may designate.
3. The necessary books and records of the Club required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Club may be available to the general membership of the Club but will be available to the Directors, each of whom will receive a copy of such minutes.
4. Any one time expenditure over one thousand dollars (\$1000) must be approved by a majority of the members eligible to vote on such an expenditure. A vote by the members may be made by electronic means such as email upon the request of the Board.
5. For the purpose of carrying out its objects, the Club may not borrow money in any manner without the sanction of a Special Resolution of the Club which is approved at a General or Special meeting of the Club.
6. Upon the dissolution and windup of the affairs of the Club, the assets of the club remaining after all the debts of the club have been paid, shall be transferred to another B.C. non-profit organization with similar purpose.
7. No part of the income of the club shall be payable or otherwise available for the personal benefit of any proprietor, member or director.