

Grand Bend Pickleball Club (GBPC)

BYLAWS

A Bylaw relating generally to the conduct of the affairs of the Grand Bend Pickleball Club
(hereinafter called "GBPC")

Article 1: Definitions

1. In all Bylaws and resolutions of the GBPC, unless the context otherwise requires:
 - a. "Articles" means the original or restated articles of amendment of the GBPC.
 - b. "Bylaws" means any Bylaw of GBPC from time to time in force and in effect.
 - c. "Board" means the Board of Directors of GBPC.
 - d. "Member" means a Member of the GBPC.
 - e. "Membership" means the collective membership of the GBPC.
 - f. "Director" means a voting Member in good standing who is elected by the members to the GBPC Board.
 - g. "Voting Member" means a Member of GBPC in good standing who is entitled to attend and vote at a meeting of the Members.
 - h. "Officer" means a Chair, Vice Chair, Treasurer, Secretary, Communications Director, Facilities and Court Access Director and Directors at Large, elected or appointed pursuant to Article 7.3 of this Bylaw by the Directors.
 - i. "Policies" means the operating policies approved by the Board in accordance with Article 9 of this bylaw.
 - j. "Ordinary Resolution" means a resolution passed by a majority vote of the votes cast on that resolution.
 - k. "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast by the Members on that resolution.
 - l. "Administrator(s)" means a Member in good standing appointed by the Board to assist with operational responsibilities and tasks in financial, membership, programming, website management or any other area determined by the Board.

2. Ruling on Bylaws

Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, and values of the GBPC.

3. Language

These Bylaws have been drafted in English.

Article 2: Mandate

The mandate of the GBPC is to promote the sport of pickleball for players of all skill levels in the Grand Bend and surrounding area. We will encourage participation, learning and fair play in a fun and welcoming atmosphere.

The GBPC shall:

- (a) Provide a positive environment that supports fun and exercise for all participants.
- (b) Maintain its' status as an independent club.
- (c) Promote and maintain programs that enhance the quality of pickleball in the community.
- (d) Be a financially independent organization with a stable financial base.
- (e) Develop on-going leadership.
- (f) Increase the members' knowledge of all elements of the sport of pickleball.

Article 3: Membership

Individuals who have paid the current year membership fee are eligible to be members of GBPC.

Members shall be included without discrimination.

1. Application for Membership

Application for membership should be submitted to GBPC through Pickleball Ontario (PAO) & Pickleball Canada (PCO).

Article 4: Classes of Member

There shall be one class of membership in the Corporation

1. Voting Members

Individuals who have paid the current year membership. Such individuals are entitled to attend the Meeting of the Members and vote.

Article 5: Dues, Suspension and Expulsion

1. Dues

The Board shall establish the monetary amount for membership dues.

2. Suspension or Expulsion of Members

The Board shall have the power to suspend or expel any Member for cause according to GBPC policies and procedures relating to discipline. Any Member who fails to pay dues when they are due shall automatically be suspended from membership.

3. Good Standing

Definition – A Member of the GBPC will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from Membership, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the GBPC and PAO & PCO;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the GBPC and PAO & PCO;
- e) Is not subject to a disciplinary investigation or action by the GBPC and/or PAO & PCO, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required Membership dues or debts to the GBPC, if any, up and until the end of the grace period.

4. Cease to be in Good Standing

Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

Article 6: Annual General Meeting of Members

1. Annual General Meeting of Members

The Annual General Meeting of GBPC for the transaction of such business as shall come before the voting members shall be held between May 1 and October 31. A Meeting of the Members may be held at any time and place as determined by Ordinary Resolution of the Board.

Meeting 2. Notice of Annual General

Written notice of the time, place and the purpose of the Annual General Meeting of GBPC including by-law amendments shall be electronically mailed to all eligible Members not less than 30 or more than 60 days before the meeting. All notices shall be directed to the e-mail addresses appearing in the records of the GBPC.

3. Voting

Voting Members must be present in person or electronically at the Annual General Meeting or Meeting of the Members to register a vote. A majority vote of those present shall constitute the action of GBPC except for by-law amendments that require a 2/3 majority for adoption. The President or Chair of the Annual General Meeting, regular Board meetings, special meetings and electronic meetings shall only vote in the case of a tie.

4. Order of Business

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

- (a) Report certifying eligible voting
- (b) Approval of Agenda
- (c) Declaration of any conflict of interest
- (d) Minutes of previous Annual General Meeting
- (e) Report of Chair
- (f) Report of Secretary
- (g) Report of Treasurer
- (h) Report of Communications Director
- (i) Report of Facilities and Programming Director
- (j) Report of Committees
- (k) Miscellaneous or Special Business
- (l) Report of Nominating Committee
- (m) Election of New Directors
- (n) Adjournment

5. Rules of Order

Any questions of procedures that have not been provided for in this Bylaw, shall be determined by the chair of the meeting in accordance with the most current edition of Robert's Rules of Order.

Article 7: Board of Directors

1. Responsibilities

Subject to the Articles, GBPC shall be managed by its Board of Directors, who shall establish, regulate and direct the policies and objectives of the GBPC. The Directors shall direct, review and approve all matters concerning GBPC including the power to approve the budget of the GBPC. All Directors will be elected to the Board by a majority vote of the Members present at the Annual General Meeting and/or electronically prior to the AGM. All Directors are subject to the bylaws, procedures and policies of the GBPC.

2. Composition

The Board shall consist of a minimum number of six (6) Directors and a maximum of twelve (12) Directors. The precise number of Directors on the Board shall be determined from time to time by ordinary resolution of the Board. The Board should include members with diverse skills, ages, gender and backgrounds.

3. Election and Term

All members of the board shall be elected. The election of Directors to fill any vacancies shall take place at each Annual General Meeting and/or electronically prior to the AGM. Directors shall be appointed for up to a maximum of a 2-year term of office. All Directors may serve more than one (1) Term of Office subject to being re-elected as Director but shall not serve more than two consecutive terms. A former Director who has served two terms of office and who is qualified may let his/her name stand for re-election following the expiry of one full term of office.

4. Vacancy in Office

If a vacancy shall occur on the Board, the remaining Members of the Board may, by a majority vote, elect a successor from among the Members to remain in that position until the next AGM.

5. Quorum

At any meeting of the Board a simple majority of the total number of Directors present shall constitute a quorum and have the authority to conduct business. Electronic communication for meetings is acceptable.

6. Telephone Conference Meetings

Members of the Board may participate in a meeting by means of the internet of which all persons participating in the meeting can hear each other.

7. Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting. All the Members of the Board or committee must 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 vote of the Board of Directors.

8. Removal of Officer or Director

At any meeting of the Board, any Officer or member of the Board may, by majority vote of the Board, be removed from office, with or without cause, and a successor may be elected pursuant to the provisions of these Bylaws.

Article 8: Officers

1. Appointment

The Board shall select by consensus all Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the GBPC.

The Board shall select from its elected members a Chair, Vice Chair, Treasurer, Secretary, Communications Director, Facilities and Programming Director and Members at Large by consensus following the Annual General Meeting.

Duties and responsibilities of Officers shall be those outlined in the policies of the GBPC. The Officers of the GBPC shall be at minimum Chair, Vice Chair, Secretary, Treasurer, Communications Director and Programming Director, all of whom shall serve without compensation. All Officers shall take office immediately following the Annual General Meeting. Officers shall hold their position for a period of 2 years and may be elected to a subsequent term or, in those cases where 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 General Meeting. A mid-term vacancy in the office of the Chair shall be succeeded by the Vice Chair.

Article 9: Committees

1. Appointment of Committees

The Board may appoint such Committees as it deems necessary for managing the affairs of the GBPC. The Board may prescribe the duties of Committees and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws. E.g., Programming Committee, Social Committee, Liaison Committee, Financial Committee, Nominating/Election Committee.

2. Meetings of Committees

Meetings of any committee shall be held at such place and at such time as may be fixed by its chairperson. One half of the members of any committee shall have the power to convene a meeting.

3. Minutes of Meetings

All committees shall keep minutes of their proceedings, copies of which will be sent to the Secretary for filing. The results of any telephone, mail or email vote shall be recorded in the minutes of the next meeting of the committee.

4. Duties of Committee Chairperson

The chairperson of each committee shall preside at all committee meetings, be responsible for the functioning of the committee and reporting on activities to the Board. The chairperson, unless a secretary is appointed to the committee, shall be responsible for giving notice of all meetings and shall be responsible for keeping a record of its proceedings.

Article 10: Adoption and Amendment of Bylaws and Regulations

1. Bylaws

The Bylaws shall be subject to amendment, and new bylaws may be adopted by the affirmative vote of a 2/3 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 members of the GBPC have been given notice of the proposed amendment.

2. Process for Submitting Amendment of Bylaws

Any Member in good standing to the Board may submit a proposed bylaw or amendment 90 days in advance of the Annual General Meeting.

Article 11: Operating Policies

The Board may adopt, amend, or repeal by Ordinary Resolution such operating policies that are not inconsistent with the Bylaws of the GBPC relating to such matters as terms of reference of committees, duties of Officers, code of conduct, conflict of interest as well as procedural and other requirements, as may from time to time be deemed appropriate by the Board. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

Article 12: Fiscal Year Finance and Management

1. Fiscal Year

The fiscal year of the GBPC will end Dec 31st of each year.

2. Bank

The banking business of the GBPC will be conducted at such financial institution as the Board may designate.

3. Financial Committee

The Treasurer will regularly review the books, accounts and records of the GBPC with the Financial Committee.

4. Annual Financial Statements

The GBPC will send to the Members a copy of the annual financial statements. In lieu of sending the complete documents, GBPC may send a summary to each Member along with a notice informing the Members of the procedure for obtaining a copy of the documents themselves free of charge. The GBPC is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

5. Books and Records

The necessary books and records of the GBPC required by these Bylaws will be necessarily and properly kept. Minutes of meetings of the Board and records of the GBPC will not be available to the general Membership of the GBPC but will be available to the Board, each of whom will receive a copy of such minutes.

6. Signing Authority

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the GBPC will be executed by at least two of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any instrument or class of instruments may or will be signed.

7. Property

The GBPC may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8. Borrowing

The Board may borrow money upon the credit of the GBPC, after ascertaining consent from the Members by way of Special Resolution, as it deems necessary,

a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

b) To limit or increase the amount to be borrowed;

c) To issue or cause to be issued bonds, debentures or other securities of the GBPC and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;

d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the GBPC, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the GBPC, and the undertaking and rights of the GBPC

9. Remuneration

All Directors, Officers and Member of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or Member of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or Member of a Committee from serving the GBPC in any other capacity and receiving compensation therefor.

Article 13: Execution of Documents

1. Contracts, Documents and Instruments Contracts, documents or any instruments in writing requiring the signature of the GBPC, shall bear the signature of at least two of the Officers, and all such contracts, documents and instruments in writing so signed shall be binding upon the GBPC without any further authorization or formality.

2. Cheques, Drafts or Orders Cheques, drafts or orders for the payment of money, notes, acceptances and bills of exchange, may be drawn, accepted, endorsed and signed by such Officers and the Treasurer of the GBPC in such manner as the Board may from time to time designate by Ordinary Resolution. A GBPC bank account must be used to transact all GBPC finances.

Article 14: Books and Records

All books of account of the activities of GBPC shall be kept electronically by the Treasurer. The Secretary shall keep electronic copies of the minute book, which shall contain a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

Article 15 Protection of Directors and Volunteers

Every Director of GBPC, in exercising his/her powers and discharging his/her duties, shall act honestly and in good faith with a view to the best interests of GBPC 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 GBPC.

Subject to the foregoing, no GBPC administrative volunteer shall be liable for the acts, receipts, neglects or defaults, or, of any other volunteer or Director, when acting in good faith with a view to the best interests of the GBPC and within the scope of his/her duties for the GBPC.

Article 16: Amendment of Bylaws

1. Voting

These By-laws may only be amended, revised, repealed or added to by:

- a) An Ordinary Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Any amendments, revisions, addition or deletions will be effective immediately.
- b) The Board of Directors by way of Ordinary Resolution. Any amendments, revisions, addition or deletions will be effective until the next Members meeting at which the Members will by Special Resolution amend, revise or delete the Bylaws approved by the Board.

Article 17: Notice

1. Written Notice

In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

2. Date of Notice

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post- marked

3. Error in Notice

The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

Article 18: Dissolution

Upon the dissolution of the GBPC, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

Article 19: Indemnification

1. Will Indemnify

The GBPC will indemnify and hold harmless out of the funds of the GBPC each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer, to the extent provided by the Director and Officer indemnity provisions of the Pickleball Canada insurance or similar purchased by the GBPC.

2. Will Not Indemnify

The GBPC will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

3. Insurance

The GBPC will, at all times, maintain in force such Directors' and Officers' liability insurance as provided by Pickleball Canada or similar insurance coverage approved by the Board.

Date of Original Approval: