

Bylaws of Delta Pickleball Association (the “Society”)

Part 1 - Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 - Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.1.1 Prior to acceptance by the Board the prospective member, in writing, has to agree to the terms and conditions of the society and the terms and conditions of the provincial and national governing organizations.

Duties of members

2.2 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

Amount of Membership dues

2.3 The amount of the annual membership dues will be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual DPA, Pickleball BC, and Pickleball Canada membership dues and the member is not in good standing for so long as those dues remain unpaid. Membership dues are for the current calendar year and expire December 31st of each year.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a) May not vote at a general meeting, and

- (b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if the member is not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 2 consecutive months.

Part 3 - General Meetings of Members

Time and place of the general meeting

3.1 A general meeting must be held at the time and place the Board determines.

3.1.1 General meetings may be held electronically.

Notification for the general meeting

3.2 Notifications for general meetings shall be in writing by mail, email or other electronic means.

3.2.1 14 days notice of a general meeting shall be distributed, to all members in good standing, by the means in the bylaws and the notification must be posted for 14 days on the website of the Society.

Ordinary Business at general meeting

3.3 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the society presented to the meeting;
- (c) consideration of the reports. If any, of the directors;
- (d) election or appointment of the directors;
- (e) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to allow for a reasoned judgment concerning that business.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

- (a) The individual, if any, appointed by the Board to preside as the chair;
- (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair'
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of the general meeting

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for the general meeting

3.8 The quorum for the transaction of business at a general meeting is the lesser of 20 voting members or 10% of the voting members.

Lack of quorum at commencement of the meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) In the case of a meeting convened on the requisition 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 place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statement of the Society for the previous financial year.
 - (ii) receive any other report of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors.

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of the meeting;
- (h) terminate the meeting.

Methods of Voting

3.14 At a general meeting, voting must be by a show of hands, or an oral vote or another method that adequately discloses the intention of the voting members, electronic voting is an acceptable method of voting, except that if, before or after such a vote 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 - Directors

Numbers of directors on Board

4.1 The Society must have no fewer than 3 and no more than 10 directors.

Eligibility to be a director

4.2 A maximum of two directors of the Society may be non-Delta residents.

4.2.1 Persons from the same household shall not be allowed to be directors at the same time

Election or appointment of directors

4.3 All members will be offered the opportunity to vote by secret ballot for the election or appointment of directors. The voting can commence prior to the annual general meeting but must be finished prior to the annual general meeting being terminated. All members of the society in good standing will receive a notification of the candidates and the number of directors to be elected seven days before the scheduled annual general meeting. Voting will open at noon 2 days before the scheduled annual general meeting and will close 30 minutes after the scheduled start time of the annual general meeting. The results of the election will be announced prior to the termination of the annual general meeting. The maximum of ten directors receiving the most votes or being appointed without an election will be the Board.

Directors may fill a casual vacancy on Board

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the beginning of the next annual general meeting.

Term of elected directors

4.6 For the 2022 year, 5 directors will be elected for 2-year terms and 5 directors will be elected for one-year terms. From 2023 onward 5 directors will be elected for a two-year term at each annual general meeting.

Part 5 - Directors' Meetings

Calling a directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors

Notice of directors' meeting

5.2 At least 2 day's notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notices of a directors' meeting to a director, or non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors at that time.

Part 6 - Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and director, other than the president, may hold more than one position:

- (a) president;
- (b) Vice-president;
- (c) secretary;
- (d) Treasurer.

6.1.1 The elected or appointed Board will elect from within their numbers the positions of president, vice-president, secretary, and treasurer.

Directors at large

6.2 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.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) Issuing notices of general meetings and directors' meetings;
- (b) Taking minutes of general meetings and directors' meetings;
- (c) Keeping the records of the Society 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

Absence of secretary from meeting

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

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) Receiving and banking monies collected from the members or other sources;
- (b) Keeping accounting records in respect of the Society's financial transactions;
- (c) Preparing the Society's financial statements;
- (d) Making the Society's filings respecting taxes.

Part 7 - Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the society must be signed on behalf of the Society

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