

By-Laws - Brandon Pickleball Club

General

Mission:

The mission of Brandon Pickleball Club is to promote and develop the sport of pickleball. To facilitate the growth of pickleball for the enjoyment, health and social engagement of all players, offering organized recreational and competitive play, by ensuring opportunities for the continued development of all players in an inclusive environment.

Definition:

- Club, the Club, BPC: Brandon Pickleball Club.
- Membership year: Jan 1 – Dec 31.
- Special Resolution of the Members: a resolution passed by a majority of not less than 75% of the members.
- Ordinary Resolution of the Members: a resolution passed by more than 50% of members.
- Special Resolution of the Board: a resolution passed by a majority of not less than 75% of the Board directors.
- Ordinary Resolution of the Board: a resolution passed by more than 50% of the Board directors.

Article 1 – Membership

Membership Fees, Dues, Qualification

1.1 Membership fees of the club shall be determined from time to time by the Board, subject to the provision of these bylaws.

1.2 Membership in the club is open to any person being interested in the game of pickleball and being of the full age of 12 years, subject to the provisions of club membership policies, membership application procedures and any outstanding issues relating to prior membership in this club have been resolved to the satisfaction of the Board.

NOTE: For individuals under the full age of 12 years by December 31st of the year they wish to participate in an event, they may seek for permission to play from Pickleball Manitoba and/or Pickleball Canada with the help of BPC.

1.3 The membership year will commence on January 1st of each year, and shall continue for twelve months, ending on December 31st of that year. The anniversary for the membership year may be changed by a majority vote of members at a General meeting.

1.4 Annual membership fees are due at the beginning of the membership year. The club shall allow membership fees to be paid as per Pickleball Canada requirement. Any member in arrears for membership fees for any year shall have their membership automatically lapse at the beginning of such year and shall not be entitled to membership privileges or powers in the club until fees have been paid and membership has been reinstated. In order to vote at a General or Special meeting, a member must have paid all applicable membership fees in the current year, and in good standing.

1.5 No member of the club shall be also a paid employee of the club.

1.6 Membership, or any of its benefits are not transferable.

Good Standing

1.7 A member of the club 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 club;
- d) has complied with all bylaws;
- e) is not subject to a disciplinary investigation or action by the club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- f) has paid all required membership dues or debts to Pickleball Canada/Pickleball Manitoba/BPC, if any.

1.8 Any member wishing to withdraw from membership may do so upon providing notice in writing to the Board via its Secretary.

1.9 Any member who is deemed not to support or adhere to the mission of the club may have their membership revoked by Special Resolution of the Board.

Article 2 – Board of Directors

Board Composition

2.1 The Board of Directors of the club (hereinafter referred to as “the Board”) shall consist of persons having attained the age of majority, filling the following Director positions:

- Four (4) Directors will be executive committee of the club, and will occupy the positions of: President, Vice President, Secretary and Treasurer.
- UP to 5 Directors at Large positions.

Board members shall be elected or appointed to be a Director on BPC Board as per 2.4, 2.17, 3.3.2. The executive committee is selected by BPC Board. All board members must reside in Manitoba.

2.2 The Board shall, subject to the bylaws or directions given it by an Ordinary Resolution of the Members present at an Annual General Meeting properly called and constituted, have full control and management of the affairs of the club.

2.3 The Board shall always form an executive committee, and may from time to time form other committees and teams to look after specific areas of interest on behalf of the club.

NOTE: except for the executive committee, any individual may be appointed to any committee through an Ordinary Resolution of the Board, and once appointed will be a voting member of the committee, except when expressly prohibited by the Board.

2.4 A person elected or appointed a Director becomes a Director if they were present at the meeting when being elected or appointed, and did not refuse the appointment. A person may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the election or appointment, or within ten days after the appointment or election, or if they acted as a Director pursuant to the election or appointment.

2.5 Directors shall serve for two years, or until their successors have been elected. If over 75% of the Board positions are subject to election at one time, the Board may propose, prior to the election, that the term for some Director positions be one year or three years.

Board Responsibilities

2.6 It shall be the duty of the President to:

- a) Be an ex-officio member of all committees formed by the Board, except the Nominating Committee and disciplinary committees;
- b) execute contracts and other documents binding upon the club, upon direction from the Board; and
- c) keep a record of all members of the club and their addresses and collect and receive the annual membership fees levied by the club; and
- d) issue general public and member communications, as approved/directed by the Board; and
- e) perform such other duties as may from time to time be established by the Board.

2.7 It shall be the duty of the Vice-President to:

- a) fulfill the duties of the President, when the President is absent; and
- b) undertake actions for the club reasonably required by the Board; and
- c) perform such other duties as may from time to time be established by the Board.

2.8 It shall be the duty of the Secretary to:

- a) attend all meetings of the club and Board and keep accurate minutes of the same; and
- b) have charge of all correspondence of the club and be under the direction of the President and the Board; and
- c) file documents for the club; and
- d) send all notices of the various meetings as required; and
- e) perform such other duties as may from time to time be established by the Board.

2.9 It shall be the duty of the Treasurer to:

- a) receive all monies paid to the club and to be responsible for the deposit of same in any financial institution the Board may order; and
- b) properly account for the funds of the club by keeping any such books and records as are required and directed; and
- c) present a full detailed account of receipts and disbursements to the Board whenever requested; and
- d) prepare a yearly budget for Board, and approved by the Board prior to the AGM of each year; and

- e) prepare for submission to members a statement of the financial position of the club at the Annual General Meeting and provide a copy of same to the Secretary for the records of the club; and
 - f) perform such other duties as may from time to time be established by the Board.
- 2.10 Without limiting the general responsibilities of the Board of Directors, the Board may delegate specific powers and duties to the club's members, employees or contractors. Additionally, at the discretion of the Director, and approval by an Ordinary Resolution of the Board, any Director may delegate any duties of the Board to appropriate volunteers or staff of the club.
- 2.11 There will be no remuneration to Directors, members of committees, except for reimbursement of expenses approved by the Board.
- 2.12 The fiscal year of the Club will be from January 1 to December 31 or such other period as the Board may from time to time determine.
- 2.13 The books and records of the club may be inspected by any member of the club at any time upon giving reasonable notice and arranging a time satisfactory to the Board or Board members having charge of same. Each member of the Board shall at all times have access to such books and records.

Resignation and Removal of Directors

- 2.14 A Director may resign from their position prior to the end of their term. A Director will be considered to have resigned when the earliest of the following events occurs:
- a) written resignation is received by the Secretary or the President; or
 - b) the Director ceases to be a member in good standing as defined herein; or
 - c) the Director is absent without valid reason for three or more Board meetings.
- 2.15 A Director may be suspended, pending the outcome of a disciplinary 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.
- 2.16 Directors may be removed from the Board by Special Resolution of the Board, provided the Director has been given notice of, and the opportunity to be heard at, a meeting of the Board.

Filling a Vacancy on the Board

- 2.17 Any interim vacancy on the Board shall be filled by appointment, of a member in good standing, through an Ordinary Resolution of the remaining Board Directors. Any such appointment to a Board position is not effective beyond the next election.

Article 3 – Meetings

- 3.1 Types of meetings:
- a) Meetings of the members:
 - a. Annual General Meeting
 - b. Special General Meeting
 - b) Meetings of the Board

3.2 The Conduct of Meetings

Parliamentary authority: the current edition of Robert's Rules of Order Newly Revised shall govern those cases in which they are applicable and to the extent that they are not inconsistent with either these bylaws or any special rules of order the club or Board may adopt for their respective meetings.

Meetings of the Members

- 3.3 Meetings of the members
- a) The quorum for all General and Special meetings of the members shall be 3% of total members in good standing, present in person/online at the start of the meeting. If a meeting fails to reach or maintain a quorum, the meeting is rescheduled for seven to twenty-one days later. If a quorum is not reached at this second meeting, the membership present at this meeting has the authority to conduct the club's business and make decisions and resolutions on behalf of the club and its members.

- 3.3.1 This club shall hold an Annual General Meeting (AGM) every year, ordinarily within three months of the end of the fiscal year, of which written notice to the last known email address of each member shall be sent at least 14 days prior to the date of the meeting. Notices shall include the agenda.
- 3.3.2 At this meeting there shall be elected members to vacant Board directors. The term of the newly elected Board directors will start at the close of the meeting in which they are elected.
- a) Elections will be decided by voting of the members in accordance with the following:
- One valid candidate – winner is declared by acclamation; and
 - Two or more valid candidates – winner is the candidate receiving the greatest number of votes. In the event of a tie, the candidate receiving the fewest votes will be deleted from the candidate list and a second vote will be conducted. If only two candidates remain and there continues to be a tie, the winner will be decided through the Special Resolution of the Board.
- 3.3.3 The Directors so elected, or appointed as per these bylaws, shall form the Board. Any member in good standing and having attained the age of majority shall be eligible to any position in the club.
- 3.3.4 The regular business of the AGM shall include:
- the adoption of the minutes of the preceding AGM or General Meeting; and
 - a review of the work of the Board and the club's committees and teams, which may be in the form of an annual report or a series of reports; and
 - receiving the club's financial statements for the preceding year, including an income and expenses statement and a statement of financial position; and
 - the election of Directors; and
 - a review of the Board-approved budget for the current membership year; and
 - any unfinished business tabled from a prior General Meeting.
- 3.3.5 Members may have additional matters added to the AGM agenda by providing, for each issue they wish addressed, a description of the issue, a proposed motion, and the rationale for each motion. To qualify for inclusion on the agenda, this information must also be in electronic form and emailed by the 15th of the month following the membership year-end to the President and the Secretary of the Board.
- 3.3.6 Matters addressed at the AGM shall be limited to those in the published agenda, which shall include the regular AGM business, additional Board-added matters, and qualifying member matters.
- 3.3.7 General meetings of the members may be called by the Secretary upon instruction by the President or Board. Notices to members of general meetings shall be in writing to the last known email address of each member sent not less than 14 days before the meeting. The matters considered at the General meeting shall be limited to those on the agenda issued with the notice of meeting.
- 3.3.8 A Special meeting of members shall be called by the President or Secretary upon receipt of a written request by 3% of the membership in good standing, setting forth the reasons for calling such meeting. Such meeting shall be held within two weeks of receiving the request. Notices to members of special meetings shall be in writing to the last known email address sent not less than 8 days before the meeting. The matters considered at the Special Meeting shall be limited to those relating to the reasons for calling the meeting.
- 3.3.9 Any member in good standing shall have the right to vote at any General or Special meeting of members.
- 3.3.10 Except as otherwise provided in these by-laws, an Ordinary Resolution of members present who vote will decide each issue. In the case of a tie, the issue is defeated.

Meetings of the Board

3.4 Meetings of the Board

- 3.4.1 Board meetings shall be called by the President or Vice President. Notices of Board meetings shall be by email or text, and not less than 3 days before the Board meeting, unless waived by unanimous consent of the Board members.
- 3.4.2 Meetings of the Board shall be held as often as may be required, but at least once every three months.
- 3.4.3 Any member in good standing may request to attend a Board meeting except for any executive session part of the meeting.
- 3.4.4 Emergency Board meetings may be requested by 3 or more Board members, and such meetings are to be held not more than one week after such request.
- 3.4.5 The quorum for all Board meetings shall be a simple majority of the Directors elected and appointed.

3.4.6 Except as otherwise provided in these by-laws, and Ordinary Resolution of Board present who vote will decide each issue. In the case of a tie, the issue is defeated.

Article 4 – By-Laws

- 4.1 The objectives or the by-laws of the club may be rescinded, altered or added to by a Special Resolution of the Board present at a meeting duly called.
- 4.2 In these by-laws, the singular shall include the plural and vice-versa; “they”/”Their”/”Them” shall include the feminine and the masculine.
- 4.3 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, vision and values of the club.

Article 5 – Dissolution

- 5.1 Upon the dissolution and windup of the affairs of the club, any remaining assets will be transferred to a non-profit organization.

Article 6 – Director Indemnification

- 6.1 Each Director holds their office with protection from the club. The club indemnifies each Director against all costs or charges that result from any act done in their role for the club, to the extent provided by the Director and Officer indemnity provisions of the Pickleball Canada insurance or similar purchased by the club. The club does not protect any Director for acts of fraud, dishonesty or bad faith.
- 6.2 No Director is liable for the acts of any other Director, Officer or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the club. No Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the club, unless the act is fraud, dishonesty or bad faith.
- 6.3 Directors can rely on the accuracy of any statement or report prepared by Board member(s) responsible for such reports. Directors are not held liable for any loss or damage as a result of acting on that statement or report.
- 6.4 The club will carry Director indemnification insurance as provided by Pickleball Canada or similar insurance coverage.

Article 7 – Conflict of Interest

- 7.1 A Director or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the club, will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction.

A director or member of a committee must minimize any conflict of interest as instructed by these by-laws and Pickleball Canada Policy – Conflict of Interest.

Article 8 – Appealing Process

8.1 Purpose

The appeal process exists to ensure that all disciplinary actions taken against club members are equitable. The council to whom a disciplinary decision is appealed will review the previous decision and rule on its appropriateness given the infraction(s) committed. With the concept of equity in mind, be forewarned that appeal of a disciplinary decision that seems extreme to the club member(s) could result in an even stiffer penalty being levied by the council who hears the appeal.

8.2 Appealing Process

- a) Written notification from club member(s) who wish to appeal to the Board indicating the reason for the appeal, and any circumstances related to the situation that caused the infraction must be submitted within 72 hours after receiving the infraction notification.
- b) Upon receiving appeal request, copies of the member(s)' appeal statement will be distributed to the Board members. Within 5 business days after receiving the appeal notification, an appealing council should be formed by:
 - a. The Board appoints one person to be on the council.

- b. The member(s) wish to appeal appoints one person to be on the council.
- c. A chairperson appointed by the 2 persons as indicated in 15c. i. and 15c. ii.
- c) A hearing will be scheduled with the appealing council. Copies of the member(s)' appeal statement will be distributed to the council members. The previously issued disciplinary decision may be upheld, rejected or modified, pending outcome of the hearing, by Special Resolution of the appealing council, provided the member(s) have been given notice of, and the opportunity to be heard at, such hearing.
- d) The decision by appealing council is final, and will be documented in written and be filed with the Secretary.

Article 9 – Finance and Management

9.1 Fiscal Year

The fiscal year of the Club will be from January 1 to December 31 or such other period as the Board may from time to time determine.

9.2 Deposits and Withdrawals

All monies and cheques made to the Club will be received by E-Transfer to: brandonpickleballclub@gmail.com, which will be auto-deposited to the financial institution as the Board may designate.

9.3 Signing Authority

All written agreements and financial transactions entered into the name of the Club will be signed by two executive members. People under the same household should not sign financial documents at the same time.

9.4 Expenditure Over One Thousand

Expenditures of one thousand dollars (\$CDN 1,000.00) or greater will be decided by the Board of Directors by Special Resolution of the Board present at a Board meeting.

9.5 Annual Budget

The President and Treasurer will produce a formal fiscal year budget proposal for discussion and approval by Ordinary Resolution of the Board present at a board meeting prior to the AGM of the year.

Article 10 – Adoption of these by-laws

10.1 These by-laws are adopted by the Board of directors of the club at a meeting of the Board duly called and held on February 10, 2024.

10.2 These by-laws are ratified by a Special Resolution of the Board present and entitled to vote at a meeting of the Board duly called and held on February 10, 2024.