

# BYLAWS OF THE BOW VALLEY PICKLEBALL ASSOCIATION (BVPA)

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## **1. PREAMBLE**

### **1.1. Association Name**

1.1.1. The name of this Association is the Bow Valley Pickleball Association (also known as BVPA).

### **1.2. Service area**

1.2.1. The core service area is the Town of Canmore and surrounding areas in the Bow Valley.

### **1.3. Definitions**

In these Bylaws, key terms have been defined as follows:

1.3.1. Association refers to the Bow Valley Pickleball Association (BVPA).

1.3.2. BVPA refers to the Bow Valley Pickleball Association.

1.3.3. Director refers to any person elected or appointed to the Board of Directors.

1.3.4. Annual General Meeting (AGM) refers to the annual meeting of the Association as outlined in sections 4.2 and 5.1 and shall be the only scheduled general meeting of the membership.

1.3.5. Member refers to Members of the Association as outlined in section 2.

1.3.6. Special Resolution of the Members refers to a resolution of the Association passed by not fewer than seventy-five percent (75%) of those Members in good standing present who are eligible to vote.

1.3.7. Special Resolution of the Board refers to a resolution of the board passed by not fewer than 75% of the board members present at the board meeting.

## **2. MEMBERSHIP**

### **2.1. Classification of Membership**

There are three (3) classes of membership.

2.1.1. Regular Members, Super Senior Members (80+ years) and Youth Members (-18 years).

To become a Member of any class of the Association an individual must:

- a) Have paid the annual membership fees (see section 2.2); and
- b) Support the mission of the organization.
- c) Commit to abiding by the Member Code of Conduct Policy.

## **2.2. Terms of Membership and Fee**

- 2.2.1. The term of membership is the calendar year.
- 2.2.2. Membership is not transferable.
- 2.2.3. Membership fees are set by the Board and confirmed by a vote of the Members at the next Annual General Meeting or a Special General Meeting of the Association (see section 6.1).

## **2.3. Rights and Privileges of Members**

- 2.3.1. A Member in good standing is one who has:
  - a) Paid the required membership fee; and
  - b) Has not had membership suspended or terminated or been expelled, as outlined in Sections 2.4 and 2.5;
  - c) As outlined in Sections 2.4, 2.5 and 2.5.2.
- 2.3.2. Any Regular or Super Senior Member in good standing is entitled to:
  - a) Participate in regular and special Association activities and events, such as league play, tournaments and social activities, in accordance with the terms and conditions governing such participation;
  - b) Be notified of Annual General Meetings and Special General Meeting of the Association;
  - c) Attend any meeting of the Association;
  - d) Speak at any General Meeting of the Association;
  - e) Hold one vote at General Meetings of the Association; and
  - f) Exercise rights and privileges given to Members as defined by these Bylaws.

## **2.4. Disciplinary Measures and Suspension of Membership**

- 2.4.1. At its sole discretion, the Board may warn or sanction any Member for any violation of Association bylaws or policies, and apply appropriate measures in accordance with Association policies and this Bylaw;
- 2.4.2. The Board may, by Special Resolution, suspend the membership of a Member for a specified time period for any of the following reasons:
  - a) The Member has failed to abide with the Bylaws;
  - b) The Member has, in the opinion of the Directors, disrupted meetings or functions of the Association; or
  - c) The Member has willfully done anything deemed by the Board to be harmful to the Association.

- d) The Member has, in the opinion of the Board, failed to adhere to Association Policies, including but not limited to the Member Code of Conduct Policy;
  - e) The Member has willfully undertaken any actions or caused anything to occur that is deemed by the Board to be harmful to the Association or its members.
- 2.4.3. Membership fees are not refunded to Members who are suspended.
- 2.4.4. At least 2 weeks prior to the meeting at which the matter is scheduled to be discussed, the Member shall be sent a notice of the intention of the Board to consider suspension of the membership, including the reasons for doing so. Depending on the circumstances, such as the seriousness of the alleged misconduct, this notice period may be abridged or eliminated at the sole discretion of the Board.
- 2.4.5. The Member shall be given the opportunity to appear before the Board at such meeting. The Board may limit the time given the Member to address the Board.
- 2.4.6. The Member shall be allowed to have one other person present if prior notice has been given to the Board.
- 2.4.7. The Board may exclude the Member from its discussion of the matter, including the vote on the issue of suspension.
- 2.4.8. The duration of the suspension, if any, shall be determined by the Board, in their absolute discretion.
- 2.4.9. The decision by the Board is final and there shall be no right of appeal, nor application for judicial review.

## **2.5. Termination of Membership**

2.5.1. Termination of membership can occur as follows:

- a) A Member may resign from membership by signed written notice. An email from the Member containing his or her name shall be considered a signature. The effective date of the resignation shall be as stated in the written notice. If no such date is included in the written notice, the effective date shall be the date of the next meeting of the Board. No membership fees will be refunded upon resignation and any unpaid fees and indebtedness to the Association shall be paid by the Member; or
- b) Expulsion (see section 2.5.2).

2.5.2. Expulsion

At its sole discretion, the Board may pursue expulsion rather than suspension of a Member. This will depend on the seriousness of the alleged misconduct (e.g. criminal acts, repeated conduct violations or other inappropriate behaviour).

- a) Any Member may be expelled from the Membership for any cause the Board deems harmful to the interests of the Association;
- b) The decision must be approved by Special Resolution of the Board;
- c) A special meeting may be called to deal with the matter (see section 3.7.3);
- d) The decision of the Board to expel is final;
- e) No membership fees are returned or transferred to another member;
- f) Any outstanding fees or indebtedness owing to the Association must be paid by the Member;
- g) The Member may not be reinstated without board approval.

## **2.6. Liability of Member**

- 2.6.1. Each member is liable for personal debts owed to the Association. For a Member whose membership has been suspended or terminated these amounts are due on the effective date of the suspension or termination of the membership.
- 2.6.2. No Member in their individual capacity is liable for any debt or liability of the Association.

## **3. BOARD OF DIRECTORS**

### **3.1. Composition of the Board**

- 3.1.1. The BVPA Board of Directors shall control the business affairs of BVPA. The Board is controlled by the Bylaws, any Board-generated policies and procedures and any rules for committees. The Board is fiscally accountable to the membership.
- 3.1.2. The membership elects Members to serve on the Board at Annual General Meetings or at Special General Meetings.
- 3.1.3. The Board shall consist of no less than five (5) Directors and no more than twelve (12) Directors. The Board may, at their discretion, appoint a Member or Members in good standing to the Board, up to but not exceeding the maximum permissible number, on an interim basis.
- 3.1.4. All Directors must be Regular or Super Senior Members in good standing (see section 2.3) with the Association.
- 3.1.5. All Members elected as Directors shall assume their duties immediately following the Annual General Meeting or Special General Meeting at which they are elected.
- 3.1.6. Members of the Board shall not be directly related to each other without board approval.

## **3.2. Officers**

- 3.2.1. The Board shall have four Officers from its Directors: President, Vice-President, Secretary, and Treasurer.
- 3.2.2. Officers of the Board shall be appointed by the Board from among its Members at the first Board meeting following the Annual General Meeting.
- 3.2.3. The President shall be an ex-officio member of all Committees, without voting rights. They shall, when present, preside at all meetings of the Association and of the Board. In their absence, the Vice-President shall, when present, preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 3.2.4. It shall be the duty of the Secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, their duties shall be discharged by any other Board member as may be appointed by the Board.

The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board. The Secretary shall also keep a record of all the Members of the Association and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Association. Such monies shall be promptly turned over to the Treasurer for deposit in an approved account in a financial institution.

- 3.2.5. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. They shall properly account for the funds for the Association and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. The Office of the Secretary and Treasurer may be filled by one person if any Board meeting for the election of Officers shall so decide.
- 3.2.6. Some or all the duties found in 3.2.4 and 3.2.5 may be delegated as approved by the Board.

## **3.3. Terms of Office**

- 3.3.1. The term of service for Directors of the Board shall be one (1) year. The Board may either propose a slate of all Directors for election by the members at the annual General Meeting or may recommend Directors be elected individually at such meeting.

- 3.3.2. Notwithstanding article 3.3.1, in order to ensure continuity of knowledge and experience on the Board, it is the objective of the Association to retain at least fifty (50%) percent of Board members from year to year.

### **3.4. Length of Service**

- 3.4.1. Subject to article 3.4.2 below, service as a Director on the board is limited to a maximum of six (6) years.
- 3.4.2. A Director, after serving for six (6) years, shall not be eligible for re-election unless at the end of such period, the Board makes a request of the membership to re-elect such Director to complete specific Board work.

### **3.5. Vacancies**

- 3.5.1. A Director's position shall be considered vacant when:
- a) A written resignation is received;
  - b) The Director has been absent from three (3) consecutive Board meetings without notifying the Board;
  - c) Incapacitating illness or death of the Director occurs; or
  - d) The term of service has expired.
- 3.5.2. The Board may fill any vacancy on the Board by appointing a Member in good standing of the Association. To continue in office beyond the term of the Director role being filled, the appointed Director must be elected at the next Annual General Meeting or at a Special General Meeting.

### **3.6. Powers and Duties**

- 3.6.1. The Board shall, subject to the Bylaws, have control and management of the affairs of the Association
- 3.6.2. The Board shall define policy.
- 3.6.3. The Board shall implement decisions and actions with support from staff (as applicable) and committees.
- 3.6.4. The Board shall appoint an accountant or two members of the Association to examine the financial records of the Association on an annual basis (see article 6.4).
- 3.6.5. No individual Director has the authority to make a decision on behalf of the Board, a Committee, membership, staff or volunteers.

### **3.7. Board Meetings**

- 3.7.1. The Board shall hold meetings as often as necessary but at least once every three (3) months. Meetings may be attended in person, via teleconference or other



electronic means as long as all parties attending can hear each other.

- 3.7.2. Notice of meetings shall be sent by the Secretary at least ten (10) days in advance, including time and location.
- 3.7.3. A special meeting of the Board may be called by any two (2) Directors provided they request the President in writing to call such a meeting and state the business to be brought before the Board. At least ten (10) days' notice must be given for special meetings.
- 3.7.4. Meetings may be held without notice if a quorum of the Board is present; however, any business transacted at such a meeting shall be ratified at the next regularly scheduled meeting of the Board.
- 3.7.5. Meetings of the Board are open to Members of the Association. Members may request of the President, in writing at least one week in advance of the meeting, to speak to the Board on a specific issue. Only Directors may vote on the issue.
- 3.7.6. Quorum for a Board Meeting is the majority of filled Director roles.

### **3.8. Committees**

- 3.8.1. Committees may be struck by the Board to undertake the work of the Association. The Board will outline the committees' duties, delegate powers, and other aspects of the Committees' work.
- 3.8.2. The Board may dissolve the Committee with appropriate reasoning.
- 3.8.3. Committees will be chaired by a Director of the Board. Committee members may include Regular and Super Senior Members of the Association as well as individuals outside the Association with special knowledge or skill that will enhance and support the work of the Committee.

### **3.9. Withdrawal and Expulsion**

- 3.9.1. A Director may withdraw from the Board upon submission of a written resignation.
- 3.9.2. Any Director who is unwilling or unable to fulfill their duties and who does not submit an acceptable written explanation upon request of the Board may be expelled from the Board by a two-thirds (2/3) majority vote of the Directors at a Board meeting.
- 3.9.3. A Director may be removed if he/she has:
  - a) Failed to abide by the rules and regulations of the Association;
  - b) Disrupted meetings or functions of the Association;
  - c) Verbally, physically, or emotionally abused another Member of the Association, a volunteer, or a staff person or

- d) Willfully done anything deemed by the Board to be harmful to the Association.

### **3.10. Books and Records**

The Secretary and Treasurer are responsible for ensuring appropriate corporate record keeping.

### **3.11. Limitation of Liability of Directors**

A Director is not liable for the acts of any other Director, Member, employee or volunteer. Directors are not responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, group or corporation dealing with the Association. A Director is not liable for any loss or damage due to an oversight or error in judgement or by an act in their role for the Association, unless the act is fraudulent, dishonest or in bad faith.

The Association shall maintain such liability, directors and officers and other insurance coverage as is determined by the Board from time to time.

## **4. MEETINGS**

### **4.1. Types of Meetings**

There are two types of meetings of the Association:

- a) Annual General Meetings; and
- b) Special General Meetings.

### **4.2. Annual General Meeting**

- 4.2.1. The Annual General Meeting (AGM) shall be called by the President and shall occur no later than three months after the fiscal year end of BVPA.
- 4.2.2. At least twenty-one (21) days' notice shall be given to the membership regarding the date, time and location of the meeting as well as the resolutions requiring review, direction and/or decisions by the membership through regular outlets such as email lists.
- 4.2.3. The Board shall report on the past year's activities and deal with any business specified in the meeting notice.
- 4.2.4. An annual reviewed financial statement for the past year shall be submitted to the membership for approval.
- 4.2.5. The annual projected budget for the next fiscal year shall be submitted to the membership for approval.
- 4.2.6. Election of the Board Directors shall take place as required.
- 4.2.7. Quorum shall be a minimum of ten (10) Regular or Super Senior Members in good standing in attendance at the meeting. Decisions shall be made by majority vote

of Members at the meeting, unless otherwise provided in this Bylaw.

- 4.2.8. The President can cancel the AGM if a quorum is not present within one half (1/2) hour after the notified start time of the meeting. If cancelled, the meeting will be rescheduled for one month later at the same time and place. Membership will be notified of the rescheduled meeting. If quorum is not present within one half (1/2) hour after the notified start time of the subsequent meeting, the meeting will proceed with Members in attendance.
- 4.2.9. To comply with any government restrictions or regulations, the AGM may be postponed or held virtually at the discretion of the Board.

### **4.3. Special General Meeting**

- 4.3.1. The Board may call a Special General Meeting for the purpose of providing reports, seeking advice and direction from the membership, or discussing matters that concern the membership.
- 4.3.2. The Board shall call a Special General Meeting upon receipt of a petition signed by a least one quarter (1/4) of the Regular and Super Senior Members in good standing that states the reason for requesting the meeting and proposed motion(s) intended to be submitted at the meeting.
- 4.3.3. Fourteen (14) days' notice of any special meeting shall be given to Members of the Association through regular communication channels such as an email list or by regular mail. The notice shall state the reason for calling the meeting and include a draft of any proposed resolutions.
- 4.3.4. Quorum shall be a minimum of ten (10) Regular or Super Senior Members in good standing in attendance at the meeting. Decisions shall be made by majority vote of Members at the meeting, unless otherwise provided in this Bylaw.
- 4.3.5. To comply with any government restrictions or regulations, a Special General Meeting may be postponed or held virtually at the discretion of the Board.

## **5. VOTING**

### **5.1. Procedures at Annual General Meetings**

- 5.1.1. Only Regular and Super Senior Members in good standing are allowed to vote; each voting Member has only one (1) vote.
- 5.1.2. Voting for all Board Directors and for general business shall be done by a show of hands unless a majority of Members request a secret ballot. Voting by proxy is not allowed.
- 5.1.3. A simple majority of voting Members present at the meeting will be required to pass any motion.
- 5.1.4. If there are more nominees for the Board of Directors than positions available, voting shall be done by secret ballot; otherwise, voting shall be done by show of

hands.

## **5.2. Procedures at Special General Meetings and Board Meetings**

- 5.2.1. Voting shall be done by a show of hands unless a majority of Members present request a secret ballot (or a technically appropriate method if the meeting is virtual).
- 5.2.2. Voting by proxy is not allowed.
- 5.2.3. A simple majority of voting Members present at the meeting will be required to pass any motion.

## **6. FINANCIAL MANAGEMENT**

### **6.1. Membership Fees**

- 6.1.1. The annual membership fee is paid to cover the fiscal year and will not be prorated unless otherwise decided by the Board.
- 6.1.2. Any change to the annual membership fee shall be confirmed by a vote at an Annual General Meeting or a Special General Meeting.

### **6.2. Fiscal Year**

The fiscal year shall end on December 31 each year.

### **6.3. Financial Controls**

- 6.3.1. The Treasurer shall submit a yearly projected budget to be approved by the Board and the Members of the Association at the Annual General Meeting.
- 6.3.2. The Association shall always have a minimum of four approved signatories with the financial institution. The signatories on the Association's bank account shall be Members of the Board, but shall not be immediate family members.
- 6.3.3. All cheques and electronic payments of the Association must be signed by two (2) of the designated signatories.
- 6.3.4. All unscheduled expenditures over an amount specified by the Board are to be approved by the Board.
- 6.3.5. All contracts and legal documents of the Association must be signed by two (2) of the directors or other person(s) authorized to do so by resolution of the Board.

### **6.4. Auditing**

- 6.4.1. The fiscal year of the Association shall end on December 31 of each year.
- 6.4.2. The books, accounts, and records of the Treasurer shall be audited at least once each year by the duly qualified accountant or by two Members of the Association appointed by the Board. Such duly appointed Members shall conduct an audit in accordance with auditing standards deemed appropriate in

the circumstances. They shall do sufficient work to obtain reasonable assurance about whether the financial statements are free from material misstatement. Their audit shall involve performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected will depend on their judgement.

- 6.4.3. The audited annual financial statements for the previous fiscal year should be presented to the membership at the Annual General Meeting.

### **6.5. Borrowing Powers**

- 6.5.1. Borrowing shall be exercised only under the authority of the Association. In no case shall debentures be raised without the approval, by Special Resolution, of the Association.
- 6.5.2. The Association may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise funds.

### **6.6. Remuneration.**

- 6.6.1. Unless authorized at any meeting and after notice of same has been given, no Director or Member of the Association shall receive remuneration for their services.
- 6.6.2. Reasonable expenses incurred while carrying out the duties of the Association and supported by receipts and/or appropriate explanation may be reimbursed upon Board approval.

### **6.7. Review of Financial Records by Members.**

- 6.7.1. The financial records of the Association shall be made available for review by Members in good standing upon receipt of a written request to the Board.
- 6.7.2. If queries arise, the Board will arrange a specific time and place for review.

## **7. AMENDMENT TO BYLAWS**

- 7.1. Under the leadership of the Vice-President of the Association, proposed changes to Bylaws, having been approved by the Board, shall be presented to the membership at a Special General Meeting or an Annual General Meeting for final approval before submission to the Province.
- 7.2. The Membership may approve proposed Bylaw revisions by means of a Special Resolution.
- 7.3. The Board must give notice of the meeting at which proposed Bylaw changes will be presented at least twenty-one (21) days in advance of the meeting. Notice will be given through regular communication channels (email or regular mail). The notice must include the proposed bylaws changes.
- 7.4. The proposed resolution will include a list of every section of the Bylaws to which revisions are being proposed.

7.5. The Special Resolution will pass with a vote in favour by seventy-five percent (75%) or more of the voting Members in good standing who are present at the meeting.

**8. SEAL OF THE ASSOCIATION**

The Association shall not have a seal.

**9. DISSOLUTION**

The affairs of the Association may be terminated and the chattels and assets or funds shall thereupon be dispersed to non-profit groups in the Bow Valley, as determined by the Board.

The original of this document is signed by not fewer than two of the officers of the Association.

Position	Printed Name	Signature	Date
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____