



PBNB CONSTITUTION & BYLAWS

Article 1 : Name

The name of the organization is Pickleball New Brunswick (PBNB or Pickleball NB).

Article 2 : Description

PBNB is :

1. The highest body in NB to represent the sport of pickleball.
2. A non-profit organization run by a Board of Directors.
3. Not a government agency.

Article 3 : Purpose

The purpose of PBNB is to :

1. promote pickleball to provide fun and exercise for all NB pickleball players.
2. promote programs to enhance the quality of pickleball in NB.
3. develop and provide member and club services.
4. provide pickleball information to its current and potential members.

Article 4 : Mission

The mission of PBNB is to promote and assist in the growth of pickleball in NB so everyone from youths to seniors have the opportunity to play organized pickleball recreationally and competitively

Article 5 : Membership

5.1 Individual member : In order for a person from NB to become an Individual Member of PBNB, you shall submit an application and pay required fees on-line to Pickleball Canada (PCO). Because this application indicates that you are from NB and a portion of that fee goes to PBNB, you automatically are registered as an Individual Member of PBNB.

5.2 Club membership : . In order for a NB pickleball club to obtain a Club Membership in PBNB, the pickleball club shall signed the the affiliation agreement , follow the requirement as per described in the

Club Affiliation's policy, submit a Club Membership application form and pay required fees to PBNB, if applicable.

5.3 Fees : The fees for Individual Members and Club Memberships shall be established by the Executive Committee annually if applicable

5.4 Joining a pickleball club : A PBNB member may become a member of one or more NB pickleball clubs with a single PBNB membership.

5.5. Pickleball Rules : PBNB members shall follow the current official rules of Pickleball Canada.

5.6 Membership suspension : The Executive Committee has the power to suspend or expel any member for just cause. Any member or club who fails to pay annual membership fees 30 days after they are due shall lose their membership status without notice.

Article 6 : Meeting of Members :

6.1 : Annual General Meeting (AGM) : The AGM shall be held once a year, preferably in May or at the Provincial Championship at a time and place set by the President. All resolutions passed at the AGM will take effect at the close of the AGM. A remote option shall be available for members not able to attend the meeting in person.

6.2 Special General Meeting (SGM) : An SGM shall be called at any time to handle urgent issues. SGM discussions are limited to the agenda items in the Notice of Meeting. Agenda items cannot be added during the SGM. A remote option shall be available for members not able to attend the meeting in person.

6.3 Notice of meeting : Notice of the date, time, place (if applicable) and agenda shall be sent to all members not less than 7 days prior to an AGM or SGM.

6.4 Quorum and Voting : At an AGM or SGM, the presence, either in person or by any communication device, of the President and Secretary and members from at least 45 of the 68 Sport NB Regions constitute a quorum. A 2/3 majority of those voting shall determine the action of PBNB

6.5 Robert's Rules : Meetings shall utilize Robert's Rules of Order regardless of if the meeting is held in person, by video or audio conference.

Article 7 : Board of directors

The Board of Directors (Board) shall be composed of the :

- Executive Committee (Board of Officers)
 - President
 - Vice-President
 - Secretary
 - Treasurer
- Past President
- Director of Marketing and communications
- Director of tournaments
- Director of Coaching
- Director of Referees
- Regional directors
 - North-West & Capital (Region 1 & 6)
 - North East-Kent (Region 2 & 3)
 - South (Region 4 & 5)

7.1 Board of Directors : The Board of Directors (Board) shall manage the affairs of the PBNB. The Board shall meet at least twice a year as set by the President.

7.2 Executive Committee : The Executive Committee shall determine the direction of PBNB and is responsible for the day-to-day operation of PBNB. The Executive Committee shall meet at least quarterly as set by the President. The Executive Committee members are the **Officers** of the Board and shall be the President, the Vice-President, the Treasurer and the Secretary. The Executive Committee shall be elected at the AGM.

7.3 Officers and Terms : The Executive Committee (Board Officers) terms of office are set at 2 years and no more than 2 consecutive terms of office. Any further terms of office may only be permitted after 1-year absence from the Executive Committee.

7.4 President : The President is the main spokesperson for PBNB. The President shall preside at Board meetings, Executive Committee meetings, AGM and SGM. The President shall appoint, with the approval of the Executive Committee, Directors and committee chairpersons.

7.5 Vice-President : The Vice President shall assist the President in the performance of the President's duties and shall exercise all powers of the President in the case of the President's resignation, incapacity, removal or death. The Vice President shall perform other such duties as assigned by the President.

7.6 Treasurer : The Treasurer shall be the chief financial officer and shall be responsible for the financial management of the organization. The treasurer shall perform such other duties as may be assigned by the president.

7.7. Secretary : The Secretary shall send out notices for, and shall keep the minutes of, all Board meetings, Executive Committee meetings, AGM and SGM. These minutes shall be posted on the PBNB website. The Secretary shall perform other such duties as assigned by the President.

7.8 Vacancies : A vacancy of the President shall be filled by the Vice President until the next AGM. A vacancy of the Vice President, Secretary or Treasurer shall, by a majority vote of remaining Executive Committee, elect a successor from the Board for the unexpired term of the vacating member.

7.9 Quorum : A quorum at Board meetings is 3 Officers and 1 other Board member. A quorum at Executive Committee meetings is 3 Officers.

7.10 Removal of an Officer : An SGM is required to remove an Officer of PBNB.

Article 8 : Protection of the Directors

Directors of PBNB, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of PBNB and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and by so doing, Directors shall not be held liable for any of their actions.

Article 9 Sport NB regions

The 6 Sport NB Regions, and the primary cities in that Region are :

Region 1 – Republic & Restigouche --- Edmundston/Campbellton

Region 2 – Chaleur / Peninsula --- Bathurst & Acadian Peninsula

Region 3 – Miramichi/Kent --- Miramichi & Kent (Beausoleil)

Region 4 – South East---Moncton & Sussex

Region 5 – Saint John--- Saint-John & Grand Manan

Region 6- Capital- Fredericton & Woodstock

Article 10 : Committees and Committee Meetings

10.1. Committee Members : All committee members must be a member in good standing of PBNB

10.2 Terms of Reference : All committees shall have a Terms of Reference (ToR) that describes structure, purpose, intent and a plan for that committee. The plan shall include specific short term (0-2 years) goals and general long term (3-10 year) goals. The ToR shall include the requirement for the committee's Annual Report to be provided to the President a month prior to the AGM.

10.3. Standing Committee : There shall be the following committees :

1. Tournament
2. Coaching
3. Referee
4. Marketing
5. Regional Committee (1 per director)
 - a. North-West & Capital (Region 1 & 6)
 - b. North-East-Kent (Region 2 & 3)
 - c. South (Region 4 & 5)

10.4 Additionnal Committees : PBNB may establish specific committees as deemed necessary to ensure the efficient operation of PBNB.

10.5 Duties of Committees Chairpersons : The President, with the approval of the Executive Committee, shall appoint the chairperson of each committee. In the standing committees, the chairperson is the corresponding Director. The chairperson shall preside at its respective committee meetings.

10.6 Meetings : Meetings of any committee shall be held at the time and place set by its Chairperson. One half of the members of any committee shall have the power to convene a meeting.

10.7 Minutes of meetings : All committees shall keep minutes of their proceedings, copies of which will be sent to the Secretary. The results of any vote shall be recorded in the minutes of the next meeting of the committee. The President must then submit a summary to the Board at the meetings.

10.8 Conflict of Interest : Any committee member, who may in any way, be involved in anything that might reflect on their duties with the PBNB will divulge same to the Executive Committee and remove themselves from any vote on such matters that may benefit him or her directly

10.9 Remuneration : All committee members shall serve as such without remuneration and no committee member shall directly or indirectly receive any profit from his position. Reasonable expenses incurred

by any committee member in the performance of duties will be paid by the Treasurer upon receipt of supporting documents and receipts.

Article 11 : Books and Reccord

All books of account shall be kept at the offices of the Treasurer. The Secretary shall keep a copy of the minutes of all the Board meetings, Executive Committee meetings, AGM and SGM.

Article 12 : Financial Administration

12.1 Fiscal year : The fiscal year of PBNB is from January 1 to December 31.

12.2 Bank Account : A separate PBNB bank account shall be used to transact all PBNB finances. Signing officers shall have equal access to all accounts and statements.

12.3 Spend limit : The Executive Committee shall have a spend limit of \$4,000 on a single item and the Board shall a spend limit of \$6,000 on a single item. Single item expenditures more than \$6,000 must receive a majority vote from members at either and AGM or SGM.

12.4 Cheques : Cheques issued by PBNB shall be signed by 1 authorized officers of the Executive Committee. Normally, the cheques are signed by the President or the Treasurer.

12.5 Online Banking Transaction : Online banking transactions for PBNB shall be manage by 1 authorized officer of the Executive Committee either the President or the Treasurer.

12.6 Financial verification : A monthly review of the financial transaction made for PBNB shall be made by 2 authorized officers of the Executive Committee. The Vice-President and Secretary shall be responsible to verify the transaction.

12.7 Cease to operate : Upon dissolution of the company and after payment of all debts due and liabilities, its remaining property shall be distributed or disposed of to registered charities recognized by the Revenue Canada Agency having objects the same as or similar to the objects of the company which carry on their work solely in Canada; and no part of any property of the company shall be available to its members upon dissolution

Article 13 : Execution of Documents :

Documents, including contracts, of PBNB signed by any two officers shall be binding upon the PBNB without any further authorization or formality.

Article 14 : Auditors

Members may choose to appoint an external accountant to audit or review the accounts of the PBNB for a report to the members at the next AGM. The remuneration of the accountant shall be fixed by the Executive Committee

Article 15 : Language

At meetings of members, AGM or SGM, members shall have the right to ask questions in either English or French and they shall receive their answer in the same language as it was asked.

The following instruments shall be produced in English and French:

1. Constitution and Bylaws
2. Terms of Reference
3. Policies
4. Minutes of meetings
5. PBNB website and all its content
6. Emails to the whole PBNB membership

Article 16 : Adoption of new or amendment of existing Constitution

To add, delete or modify the Constitution and Bylaws of PBNB, membership approval is required at an AGM. The Board can approve interim changes until ratification at the next AGM.

Article 17 : Approval

This document shall be signed and dated to be official.

President:

Secretary:

Date: