

# **BY-LAWS of Sussex Pickleball Club Inc.**

(the "Corporation")



\* By-Laws reviewed and approved by greater membership at the AGM held on February 11th, 2025.

## **Article I: Membership**

### **1. Eligibility**

Membership in the Sussex Pickleball Club is open to any individual who supports the club's mission and objectives, as defined by the Board.

### **2. Membership Dues**

Membership dues shall be set annually by the Board and must be paid to maintain active membership status. Failure to pay dues by December 31 will result in suspension or termination of membership privileges.

SPC Membership is paid through Pickleball Canada's website.

### **3. Code of Conduct**

All members are required to conduct themselves in a respectful manner that aligns with the values of the Sussex Pickleball Club and follows the guidelines established by Pickleball Canada and Pickleball New Brunswick. Violations of the Code of Conduct may result in disciplinary action, including suspension or termination of membership, at the discretion of the Board.

## **Article II: Meetings of the Board**

### **4. Annual General Meeting (AGM)**

The AGM shall be held the second Monday in February and begin at 6pm for the purpose of electing Directors, presenting the annual report, reviewing financials, and discussing other matters of club interest.

### **5. Notice of Meetings**

Notice of the AGM shall be given to all members at least 21 days in advance. Notices may be sent via email, posted on the club's website, or communicated through other electronic means deemed appropriate by the Board.

### **6. Remote Participation**

Any member may participate in a meeting of the Board or a committee via teleconference or other electronic means, provided that all participants can hear each other and interact simultaneously. Participation by such means shall constitute presence in person at the meeting.

**7. Special Meetings**

Special meetings may be called by the President, a majority of the Board, or by written request of at least 10 percent of the voting members. The Board shall issue notice within 21 days of a valid request, and such meetings must be held within 30 days of the notice.

**8. Voting Rights and Proxies**

Each Board member has one vote on any matter presented. Voting may occur in person, by proxy, or through a pre-approved electronic voting system. All proxies must be submitted in writing and are valid only for the meeting specified.

## **Article III: Board of Directors**

**9. Powers and Responsibilities**

The Board shall have control over and be responsible for the management and conduct of the affairs, property, and business of the Corporation, in alignment with its mission, vision, and strategic goals.

**10. Number and Composition**

The Board shall consist of ten Directors, including the executive team: President, Vice-President, Treasurer, and Secretary. Directors may establish standing or ad-hoc committees to address specific operational needs (e.g., Events Committee, Membership Committee).

**11. Term of Office and Elections**

Directors shall serve a term of one year, with the option for re-election. Board members shall be elected by a simple majority of members present and eligible to vote at the AGM. To ensure continuity, terms shall be staggered where possible, with half of the Directors elected each year.

**12. Resignation, Removal, and Vacancies**

- A Director may resign at any time by delivering written notice to the Secretary or President.
- A Director may be removed for cause by a two-thirds vote of the Board. Cause for removal includes gross misconduct, failure to attend four consecutive meetings without valid reason, or actions contrary to the mission and values of the Corporation.
- Any vacancy shall be filled by the Board for the remainder of the unexpired term.

**13. Quorum**

A quorum for conducting business at a Board meeting shall consist of at least 50 percent of the voting members, two of which are executives. Decisions are made by a simple majority of those present unless otherwise specified.

## Article IV: Officers

### 14. Roles and Responsibilities

- **President:** The President shall preside over all meetings, serve as the primary spokesperson, and provide general supervision of the Corporation's activities.
- **Vice-President:** The Vice-President shall assist the President and assume their duties in the President's absence.
- **Secretary:** The Secretary shall maintain records of all meetings, handle correspondence, and manage membership records.
- **Treasurer:** The Treasurer shall oversee financial matters, including preparation of an annual budget and financial report, and ensure compliance with legal and tax obligations.

### 15. Election and Term of Officers

Officers are elected annually at the first meeting following the AGM. Officers serve for two years and may be re-elected. *Board members shall not exceed 10 members, including the executive.*

### 16. Duties of the Executive Committee

The executive team may act on behalf of the Board between meetings on urgent matters, provided all actions are reported to the full Board at the next scheduled meeting.

## Article V: Committees

### 17. Standing Committees

The Board may establish standing committees as needed, including but not limited to:

- **Events Committee:** Responsible for organizing club events, tournaments, and social activities.
- **Membership Committee:** Manages membership applications, renewals, and outreach.

### 18. Special Committees

The Board may establish special or ad-hoc committees for specific, time-limited purposes.

### 19. Committee Authority and Reporting

Committees shall have authority as delegated by the Board. Each committee shall report its activities to the Board and provide a summary at the AGM.

## Article VI: Financial Matters

### 20. Fiscal Year

The fiscal year of the Corporation shall end on December 31st each year.

**21. Financial Oversight**

The Board shall approve an annual budget. The Treasurer shall provide a financial report and bank statement at each regular Board meeting and ensure an annual review of financials is conducted.

**22. Signatories**

Financial transactions require the signature of the Treasurer and one other Officer. The Board may designate additional authorized signatories.

**23. Audit and Transparency**

An independent audit or review may be conducted annually if the Board deems it necessary.

## **Article VII: Amendments**

**24. Amendment Process**

These By-laws may be amended, altered, or repealed, and new By-laws adopted by a two-thirds vote of the Board at any regular or special meeting, provided that notice of the proposed amendment has been given to all members at least 30 days in advance.