

## ST. THOMAS PICKLEBALL CLUB CONSTITUTION ~~revised 17 June 2025~~ revised January 2026

Note: A Regular Playing Member (RPM) is defined as any member with a paid annual membership and does not include Non-Playing Affiliate Member (NAM), Playing Affiliate Member (PAM) or Honorary Member (HM).

### Goals:

Promote Pickleball as a sport for all ages in St. Thomas, the surrounding communities in Elgin County and the province of Ontario.

Provide opportunities for club members to play outside of programs offered by the city.

Provide opportunities for club members to interact socially.

To work with the Parks and Recreation Department to improve and expand playing facilities in St. Thomas. Where applicable, to assist and advise the Parks and Recreation Department with municipally organized Pickleball programs.

### Article 1: Meetings

**Annual General Meeting.** An Annual General Meeting (AGM) shall be held once a year. Date to be determined by the Directors.

**Notice of Meeting.** Notice of the AGM must be given to all members at least one month in advance of the meeting.

**Voting Rights.** Anyone who holds an up-to-date RPM for the current year, or an HM shall have one vote at the AGM or other general meetings called by the Directors.

**Quorum, voting, amendments.** At all club meetings the members who are present shall constitute a quorum. Only members in attendance may vote at meetings. Motions may be passed by majority vote at all meetings except for an amendment to the Constitution which will require a 2/3 majority vote. Any RPM or HM in good standing may submit to the Board a proposed amendment to the Constitution at least two weeks prior to the AGM.

**Order of Business.** The suggested order of business at the AGM of the club shall be as follows:

- Call to order
- Approval of minutes of previous AGM
- Report of Treasurer
- Report of President
- Amendments to the Constitution
- Miscellaneous or Special Business
- Election of Directors
- Adjournment

Additional meetings may be called by the Directors as required.

### Article 2: Membership – Dues, Voting, Just Cause Clause

a) **Eligibility.** All residents of St. Thomas and the surrounding communities in Elgin County are eligible for membership in the club. Directors may use whatever criteria they deem appropriate to decide who is accepted into the club.

b) **Fees.** The Directors shall have the power to change membership fees as required.

c) **Membership year.** The membership year shall run from January 1 to December 31.

d) **Voters.** The voting members of the club shall be all the RPM's holding an up-to-date membership and any person who is an HM. All Affiliate members may attend meetings but have no voting or speaking rights unless granted by the Directors.

e) **~~Directors~~ Membership Renewal.** Directors shall have the power to refuse a membership renewal to "non-active" members. A non-active member is defined as a member who plays less than 40% of the time during the indoor season. Exceptions will be made for medical reasons, injuries, vacations, and any other

reason deemed acceptable by the Directors that result in a minimum of four consecutive playing sessions missed by the member.

**f) Affiliate Members.** i) The Directors may offer a NAM to individuals who want to support the goals of the club financially or volunteer their time to assist with club activities. NAM's are permitted to participate in all social activities, attend the AGM etc. The fee would be at the discretion of the Directors. ii) The Directors may offer a temporary PAM to individuals to provide them with occasional playing rights.

The fee would be at the discretion of the Directors. iii) The Directors may offer an HM to individuals who have provided exceptional service to the club. No fee will be charged for an HM.

**g) Just Cause.** The Board of Directors shall have the power to suspend or expel any member for just cause. Examples of just cause include failure to pay membership fees when they are due, unsportsmanlike conduct, failure to follow proper protocol in disputes or other actions, any action which damages the reputation of the club or the ability of the Directors to fulfill their duties.

### **Article 3: Board of Directors – Composition, Term of Office, Quorum**

**a) Number of Directors.** Directors will be elected from the RPM at the AGM. At least five (5) directors will be elected with a maximum of eight (8). Once elected, there shall be a resolution detailing the number of directors for the ensuing year. These Directors shall take office immediately following the AGM.

**b) Election of Officers.** At the first meeting of the Directors after the AGM the Directors will elect a President, Vice President, Secretary, Treasurer and Directors At large. Duties of each officer are described in Article 4. Additional duties can be assigned with the agreement of the Directors.

**c) Term of Office.** Board positions are for a one-year term or until the next AGM. There is no restriction on the number of terms a person can serve.

**d) Quorum.** A quorum for conducting business at a Directors' meeting shall consist of a minimum of 2/3 of the current Directors.

### **Article 4: Board of Directors – Duties, Committees Vacancies, Meetings, Removal of Director, Conflict of Interest.**

**Responsibilities.** The club shall be managed by its Board of Directors, who shall establish, regulate, and direct the policies and objectives of the club. The Directors shall direct, review and approve all matters concerning the club.

**President.** The President shall be the chief executive officer. The President shall preside at all meetings of the membership and board of directors' meetings. ~~The President shall appoint with the approval of the Board, ad hoc committees, chairpersons, and members where necessary.~~ The President or designate shall act as the chief spokesperson and negotiator for club activities.

**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 preside over all meetings of the club or the Board at which the President is not present.

**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.

**Secretary.** The Secretary shall give the notice of meetings and keep the minutes of all meetings. The notices of these meetings shall be sent out by the Secretary to the members one month prior to the AGM and to the Board one week prior to any Board meeting. Minutes of the AGM meetings shall be sent out to the members following the AGM. Minutes of Board Meetings will be sent to Board members following all Board Meetings. The Secretary shall perform such other duties as may be assigned by the President.

**Committees.** The President shall appoint with the approval of the Board, ad hoc committees, chairpersons, and such members where necessary.

- a) **Vacancies.** If a vacancy shall occur on the Board, the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term. Except that a vacancy in the office of the President shall be succeeded by the Vice President.
- b) **Action without a Meeting.** Any action required or permitted to be taken at a meeting of the Board shall be considered done whether the members meet in person, via computer or via telephone communication or any combination thereof. The result of any action shall have the same force and effect as if the Board had met in person.
- c) **Removal of Director.** At any meeting of the Board, any officer or member of the Board may, by a vote of not less than three/fifths of the entire Board, be removed from office, with or without cause, and a successor may be elected pursuant to the provisions of the Constitution.
- d) **Conflict of Interest.** Any Director who is party to, has a material interest in, or is party to a material contract, shall disclose the nature and extent of their interest. The Director shall be excluded from discussions when a conflict of interest is likely to result. Any individual who is a current director of another sporting organization is disqualified from being on the St.Thomas Pickleball Club Board of Directors.
- e) **Membership cap.** To control membership size, the Board shall have the power to impose a cap on the number of RPM. Further to this the Board may raise or lower the cap as deemed necessary.

#### **Article 5: Protection of Directors**

Every Director of the club, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the club, and exercise care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances. Subject to the foregoing, no director shall be liable for the acts, receipts, neglects, or defaults of any other director, or for any damage or expense happening to the club.

#### **Article 6: Finances**

The St.Thomas Pickleball Club is a not-for-profit association.

A bank account will be established at a local bank and must be used to transact all club financial business. Any two of the President, Treasurer or one other designated Board member must sign all cheques.

Adopted by the Board of Directors on \_\_\_\_\_

Signed:

\_\_\_\_\_ President \_\_\_\_\_ Secretary