



AMENDED BYLAWS OF THE Ventura County Pickleball Club A California Nonprofit Public Benefit Corporation

ARTICLE 1 - NAME AND PURPOSE

1.1 Name and Principal Office

The name of the corporation shall be the Ventura County Pickleball Club, hereinafter referred to as the “VCPC,” or “Club,” or “Corporation.”

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board.

1.2 Purpose

The Corporation is a Nonprofit Public Benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public and charitable purposes.

The purpose of the corporation is for charitable and educational purposes, more specifically, to enhance the health and welfare of the general public by encouraging, organizing and promoting its participation in the sport of pickleball. The Club will strive to facilitate a sense of community, provide guidance to those who are new to the sport, assist in organized play options for all, advocate for creation of more places to play.

1.3 Organization Activities

The Corporation will conduct fundraising activities including, without limitation, a) the organizing, sponsoring, and conducting of pickleball tournaments, b) offering of pickleball exhibitions, training, and lessons to the public on either a free or compensated basis, and c) receiving cash donations or assistance from the public and from private organizations and associations.

1.4 Section 501 (c)(3) Compliance

This corporation is organized exclusively for fostering and promoting amateur athletics within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. To this end, the corporation will promote the development of pickleball in the County of Ventura , State of California, as a means of sportsmanship, physical fitness and healthful recreation; foster and promote amateur sports competition in pickleball; encourage and conduct pickleball tournaments and exhibitions; promote, sponsor and advertise pickleball to the general public to accomplish these objectives; and carry on other similar activities permitted by such a Sec. 501(c)(3) corporation.

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1.5 Restriction on Activities

The corporation's activities will be subject to the following limitations:

- a. No part of the net earnings or assets of the corporation will inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
- b. No substantial part of the activities of the corporation will constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation will not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 2 - MEMBERSHIP

2.1 Eligible Members

Membership in the Club is open to anyone or family who has made an application to the Club and paid dues within a given year. Membership is nondiscriminatory and open to any persons interested in the sport of pickleball. Membership becomes effective upon receipt of a completed membership application and payment of Club dues.

2.2 Conditions of Membership

All members shall abide by the Club rules, regulations and Bylaws as well as the Code of Conduct of USA Pickleball. Violations of the Code of Conduct and/or Club Bylaws or rules may subject a member to disciplinary action and possible termination of membership in the Club. Members are encouraged to actively support club functions. Club members shall not be required to be affiliated with another organization or group to qualify as a member of the VCPC.

2.3 Dues

Annual dues, in an amount set by the Board of Directors, shall be due and payable as of January 1 of each year. Assessments, as approved by the Board of Directors shall be considered part of the annual dues. Failure to pay the annual dues shall result in the termination of membership. A returning member's dues will be considered to be in arrears, and their membership suspended, if payment is not received by February 28 of each membership the year. Members who have paid their dues shall have full voting privileges in all elections. Members who have not paid the current year's dues are not eligible to vote until such time as the dues are paid.

2.4 Termination of Membership

Membership will be terminated by voluntary withdrawal, nonpayment of dues or assessments, or violation of these bylaws, rules, regulations or Code of Conduct.

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2.5 Membership Disciplinary Action

All complaints against a member must be in writing and sent to the Board of Directors for further investigation.

First Offense: Verbal Warning.

Second Offense: Formal Letter from the Board of Directors stating specific complaints.

Third Offense: Termination of membership and expulsion from the VCPC for conduct unbecoming a member or acts in conflict with the purpose of the Club. Any such termination of membership must be affirmed by two thirds vote of the Board of Directors.

2.6 Privacy of Members

Lists of members with information about the members (e.g. addresses, e-mail addresses, phone numbers, etc., if provided by the member) is the property of the VCPC. Emails to members shall be sent using the BCC (blind carbon copy) feature. Only members designated by the board of directors shall have the authority to send e-mails to the general membership. Membership addresses and/or e-mail addresses will be used to relay Club related events and will not be used by any person for commercial or political purposes, or to promote any personal causes not related to the business of the Club. On occasion, the Club may request the distribution of an e-mail pertaining to overall Club business and the board of directors may exercise their discretion to forward the e-mail

ARTICLE 3 - OFFICERS, QUALIFICATIONS, TERMS OF OFFICE AND ELECTIONS

3.1 Officers:

The officers of the VCPC shall be known as the Board of Directors. The Board of Directors is responsible for management of the Club. This shall include implementing policy and determination of appropriate rules for the benefit of the Club and its members. The Board shall consist of a minimum of five (5) and a maximum of twelve (12) officers. Essential Club Officers shall include President, First Vice President, Second Vice President, Treasurer, and Secretary.

No Officer shall receive compensation for any services they may render to the Corporation. However, any member of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties.

3.2 Qualifications

Any active member of the VCPC, who is at least 18 years old, is eligible to serve on the Board of Directors. An Officer must be a current Club member in good standing. Officers need to be a resident of the County of Ventura, state of California. A director shall not: (a) engage in any activity that is directly contrary to the interests of the corporation; (b) engage in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis; or (c) be disruptive or unprofessional during board meetings or exhibit behavior that is deemed to be detrimental to the function of the board meeting.

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3.3 Terms of Office For Club Officers

All Club Officers shall serve a one (1) year term commencing on January 1st of the year following election.

Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors. The resignation of any Board member shall be immediately communicated to all remaining Board members.

Vacancies in any office may be filled by the President, but then must be ratified by a majority of the Board Members at the next scheduled meeting.

A director may be removed from office with or without cause after an affirmative vote of two thirds of the remaining Board members.

The Past President may continue in an advisory capacity for one year following their term at the request of the current Board.

3.4 Election of Board of Directors

The election of the next members of Board of Directors shall be conducted during the Annual Club Meeting in November. All elected positions shall be filled by a majority vote of the membership attending the Annual Meeting and those submitting proxy ballots. The election process shall proceed in the following manner:

- a. In September, the Board of Directors shall set the date for the annual meeting and the Club President shall notify the membership of the upcoming election.
- b. A Nominating Committee, of at least 3 Club members, shall be appointed by the President and present nominations for each office to be filled.
- c. The Board of Directors will send a listing of all nominees, and the positions they are interested in, to the Club Membership by October 31st.
- d. Paper ballots shall be used during the election with results announced during the meeting. The elected members of the Club's board of directors shall assume their duties on the following January 1.

3.5 Exchange of Documents, Notes, Records and Change of Banking Documents

On or before December 31 of the year in which an election takes place, a Board of Directors meeting shall take place to facilitate the orderly exchange between new officers and outgoing officers of all materials and documents necessary for the newly elected officers to begin and maintain a successful term. After a Board of Directors election, the Treasurer shall communicate with the Club's chosen bank to place the names of newly elected Board Members on all necessary documents. Club banking documents typically include the name of the President, Secretary, and Treasurer.

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ARTICLE 4 - DUTIES OF BOARD OF DIRECTORS

4.1 President

The President shall assume the VCPC leadership as the chief executive officer of the Club. The President shall preside at all meetings, appoint chairs of committees, call special meetings as needed, and generally be a spokesperson for the Club. The President shall be responsible for coordination with the VCPC Board of Directors and Club Members as needed. The President shall also be responsible for issuing guidelines and rules for Club's activities when there are safety concerns or other requirements not covered in these bylaws.

4.2 First Vice President and Second Vice President

The office of the Vice President shall consist two (2) officers. The co-vice presidents shall have equal powers, but shall have different primary duties. The Vice Presidents shall assist the club in all functions as necessary.

First Vice President shall assume the duties of the President in his/her absence. If the President is unable to fulfill their term in office for any reason, the First Vice President shall assume the office of the President until a successor to the past president is elected and takes office.

Second Vice President shall assist the President or First Vice President in all functions as necessary, or as may be prescribed by the board of directors.

4.3 Secretary

The Secretary shall be responsible for recording the activities of the VCPC and maintaining appropriate files, mailing lists and necessary records. The Secretary is the custodian of the records of the Club. The Secretary shall certify and keep (at such place as the board of directors may determine) the original, or a copy, of these bylaws as amended or otherwise altered to date.

The Secretary shall keep a book of minutes of all meetings of the board of directors and, if applicable, meetings of committees of directors and of members. Minutes of meetings shall include the time and place of the meeting, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

The Secretary shall record the minutes, and make them available to Club members, upon request, in a timely manner not to exceed thirty (30) days after the date of the meeting.

The Secretary shall conduct all correspondence not otherwise specifically delegated to someone else. The Secretary shall be responsible for carrying out all orders, votes, and resolutions adopted by the Board of Directors.

The Secretary shall enforce Robert's Rules of Order during meetings.

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4.4 Treasurer:

The treasurer will maintain possession of all corporation funds, reporting thereon at each Board meeting, and make financial information available to Board members and the public as required. The treasurer will ensure that financial transactions are recorded timely and proper and that tax forms are properly maintained and submitted as required by law.

If so directed by the board, the Treasurer shall create a budget for the upcoming year and present it to the Board of Directors for approval.

At the Annual Meeting of Members and Board of Directors, the Treasurer will provide a year-end profit/loss statement with an itemized/expense statement.

At time of election, the Treasurer shall communicate with the chosen financial institution to place new Board Members elect on all necessary documents.

ARTICLE 5 - COMMITTEES

The Board of Directors may appoint special committees for specific, well defined, purposes as needed. Committees are considered a resource for the Board. The Board will oversee all committee activities. Each committee shall appoint a Committee Chairperson to represent the committee at Board meetings. Such committees may be formed to address any issue of concern to the Board of Directors. Committees may include, but are not limited to, Public Relations, Social Activities, Venues (Places to play), Player Ratings, Education, Competition, Officiating, Fundraising, and Membership. Committees shall meet and confer on committee business, vote on issues the committee is called to address, and thereafter present their findings, recommendations, or decisions to the Board of Directors for final approval.

ARTICLE 6 - MEETINGS

Meetings shall be held at such places as may be designated from time to time by resolution of the board of directors. The approved method of providing notice of a Club meeting and other information to Club members, or to the board of directors, shall be by e-mail to their last known e-mail address. All such notices shall be posted on the Club website. It is the members responsibility to notify the Club of any changes to their contact information.

6.1 General Club Meetings

There will be a minimum of two (2) General Meetings of the VCPC members per year, with dates and times determined by the Board of Directors to address current needs. Notice of scheduled meetings shall be given to the membership no less than 7 days in advance of the meeting. Robert's Rules of Order will be the final authority as to parliamentary procedures at all meetings of the members insofar as they do not conflict with any provisions of the Bylaws.

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6.2 Board of Directors Meetings

There will be a minimum of four (4) meetings of the VCPC Board of Directors per year. Any Board Member who is unable to attend a scheduled meeting is to notify the President or Secretary that they cannot attend. Any active member is allowed to attend such meetings. Notice of Board meetings shall be given no less than 7 days in advance of the meeting.

6.3 Special Meetings

Special meetings may be called by the President or upon request of at least five Members. Notice of these meetings shall be given to Members regarding time, place and agenda no less than 3 days in advance of the meeting.

6.4 Annual Meeting

An Annual Club Meeting shall be held during the month of November. Elections will be held at the Annual Club Meeting.

An Annual Planning Meeting shall be held in the month of January each year for the purpose of installing newly elected officers, making a needs assessment, and undertaking general planning for the coming year's activities.

6.5 Committee Meetings

Committee meetings may be held any time the Committee Chairperson deems it necessary.

6.6 Quorum

A quorum of fifty (50%) percent of the members of the Board of Directors is required at any time a vote is to be taken. In the event there is no quorum, the meeting may go forward, but members cannot conduct any business that requires a vote. A quorum shall be five (5%) percent of the total membership in good standing at any duly called general or special membership meeting. Membership votes shall be passed or defeated by a simple majority of those voting, except as otherwise provided in the Bylaws.

ARTICLE 7 - FINANCIAL AND ACCOUNTING

7.1 Board of Directors Makes Financial Decisions

The Board of Directors shall decide all matters pertaining to the finances of the Club and it shall place all income, including escrow funds, in a common treasury directing the expenditures of same.

7.2 Solicitation

The Board of Directors shall not permit the solicitation of funds in the name of the VCPC unless all funds so raised are placed in the Club treasury.

7.3 Disbursement of Club Funds

The Board of Directors shall not permit the disbursement of Club funds for anything other than to conduct the business of the VCPC.

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7.4 Salary, Compensation, Emoluments

No Officer or Member of the VCPC shall receive directly or indirectly any salary, compensation or emolument from the Club for services rendered as Directors or Member unless those services fall outside of the regular duties prescribed earlier in the Bylaws. The Board of Directors must approve any services rendered to the VCPC by a regular member for compensation and must also approve the type and amount of compensation. Such service and compensation shall be kept as public record and available for audit by any member of the VCPC.

7.5 Fiscal Year

The fiscal year of the Club shall be January 1 through December 31.

ARTICLE 8 – INDEMNIFICATION

8.1 Non-Liability of BOD/Officers

The Corporation's Board of Directors/Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

8.2 Indemnification of Officers and Other Agents

To the extent that a person, who is, or was, an officer, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein such person shall be indemnified against expenses actually and reasonably incurred in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law

ARTICLE 9 - AMENDMENTS TO BYLAWS

The VCPC Bylaws may be amended by a simple majority vote of the Club Members in attendance at the meeting or submitting a proxy. Such changes shall be voted upon only after an explanation and discussion of the proposed changes has been held.

ARTICLE 10 - CONFLICT OF DOCUMENTS:

In the case of any conflict between any part of these bylaws and any future Articles of Incorporation, that part of these bylaws shall be inoperative.

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ARTICLE 11 - DISSOLUTION

The Corporation may be dissolved by a two-thirds majority vote of the voting corporation members when the corporation has been inactive for over one year, or when such action is determined to be in the best interests of Club. The Corporation President will be responsible for closing the corporation and ensuring that all corporation debts and obligations are paid.

Upon the dissolution of the Corporation, its assets, if any, shall be donated to the surrounding area Pickleball Clubs (providing that they have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code) with any funds remaining in the treasury to be distributed to the Conejo Recreation and Parks District or to the federal government, or to a state or local government for a public purpose. Any equipment loaned to the Club shall be returned to the lender.

ARTICLE 12 - THE USA PICKLEBALL ASSOCIATION (Formerly USAPA)

The Club recognizes the USA Pickleball Association (USA Pickleball) as the national governing body for the sport of pickleball in the US which provides players with official rules, tournaments and, rankings. The Club shall address issues or concerns relating to guidelines set forth by USA Pickleball by communicating those issues or concerns to the appropriate local USA Pickleball Ambassador (who is a volunteer representative and unofficial spokesperson for USA Pickleball in the geographical area he/she represents). Any USA Pickleball Ambassador (acting in their role as Ambassador), may attend Club Board Meetings but is not a voting member of the Board of Directors as such.

I certify that I am the duly elected and acting Secretary of Ventura County Pickleball Club, a California nonprofit public benefit corporation; that these Bylaws, consisting of 9 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

Valerie Radocay
Secretary