



T.K. SPARKS

SUMMERLAND PICKLEBALL ASSOCIATION BYLAWS

PART I - DEFINITIONS

- 1.01 In these Bylaws, unless the context otherwise requires, the following definitions apply:
- (a) “Board” means the Directors of the SPA;
 - (b) “Executive” means a SPA Member who has been elected or appointed as President, Vice President, Secretary or Treasurer;
 - (c) “Bylaws” means these Bylaws as altered from time to time;
 - (d) “SPA” means the Summerland Pickleball Association;
 - (e) "General Meeting" means a meeting of the Members of the SPA;
 - (f) “AGM” means Annual General Meeting, which is a General Meeting, required to be held once a year to conduct the ordinary business of the SPA;
 - (g) “Special General Meeting” means every General Meeting other than an AGM;
 - (h) “Ordinary Resolution” means a resolution passed at a general meeting by a simple majority (>50%) of the votes cast by the voting members;
 - (i) “Special Resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members;
 - (j) All references to the singular shall include the plural where applicable and all references to gender shall include both genders and the neuter.

PART II - MEMBERSHIP

Application for Membership

2.01 A person who is 16 years of age or over may apply to the Board for membership in the association, and the person becomes a member on the Board’s acceptance of the application.

Membership Term

2.02 The annual term of membership for the SPA will commence on October 1st and end on September 30th of the following year.

Duties of Members

2.03 All members must uphold the Constitution of the SPA and must comply with these Bylaws.

Membership Dues, Member and Non-Member Fees

2.04 (a) The amount of the annual membership dues shall be determined by a majority of the votes cast by the members at the AGM.

(b) The amount of the member and non-member fees shall be determined by a majority of the votes cast by the Board of Directors.

Member Not in Good Standing

2.05 A member is not in good standing if they fail to pay the membership dues or any other debt due and owing to the SPA. The member is not in good standing for so long as the dues or debt remain unpaid.

Member Not In Good Standing May Not Vote

2.06 All members must have a membership in good standing for at least thirty (30) days prior to the date of a general meeting to be eligible to vote, including prior to consenting to a resolution of the voting members.

Termination of Membership if Member Not in Good Standing

2.07 By a majority vote of the Board, the Board shall have the power to expel or suspend any member whose conduct shall have been determined to be improper, unbecoming or likely to endanger the interests or reputation of the SPA.

A person's membership in the SPA is terminated if the person:

- (a) is not in good standing for three (3) consecutive months;
- (b) has an outstanding debt owing to the SPA for more than three (3) consecutive months;
- (c) serves notice of cancellation of membership to the Membership Chair of the SPA;
- (d) dies.

No member shall be expelled or suspended without receiving notice of the charge or complaint against them and without having first been given an opportunity to be heard by the Board at a meeting called for this purpose.

Member Entitlements

2.08 Members in good standing are entitled to:

- (a) receive information regarding schedules, clinics, tournaments and other information relating to the SPA
- (b) attend and vote at the AGM and all other general meetings;
- (c) participate in SPA tournaments and clinics, if space permits;
- (d) receive a copy of the Constitution and Bylaws;
- (e) serve on SPA committees;
- (f) stand for election as a Director of the SPA

(g) receive upon written request, a copy of the constitution, bylaws, policies and any other adopted rules of the club;

(h) have access to indoor and outdoor courts

PART III – GENERAL MEETING OF MEMBERS

General Meeting

3.01 (a) A general meeting must be held at the time and place as determined by the Board of the SPA.

(b) Annual general meetings of the SPA shall be held once within a calendar year and no later than 60 days after the fiscal year end.

Ordinary Business

3.02 At an annual general meeting the following business is ordinary business:

(a) consideration of any financial statements of the SPA presented at the meeting;

(b) consideration of any business or reports of the Board;

(c) election or appointment of Directors.

Special or General Meeting and Special Resolution

3.03 (a) The Board shall have the power to call a Special General Meeting of the members at any time provided fourteen (14) days' notice in writing is given to the members in good standing stating the date, time, location and purpose of the special meeting.

(b) At the request of at least ten percent (10%) of the membership, the Board shall convene a special general meeting pursuant to the provisions of clause 3.03(a).

(c) A notice of a Special or General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of General Meeting

3.04 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair, then

(i) the president;

(ii) the vice-president, if the president is unable to preside as the chair; or

(iii) one of the other Directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

(c) If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum

3.05 (a) The quorum for the transaction of business at an Annual General Meeting is twenty (20) eligible voting members.

(b) The quorum for the transaction of business at a Special General Meeting is ten (10) percent of the eligible voting membership.

Lack of Quorum at Commencement of Meeting

3.06 If, within (thirty) 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If Quorum Ceases to be Present

3.07 If at any time during a general meeting there ceases to be a quorum of voting members present, business in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournment by Chair

3.08 The chair of a general meeting may or, if so directed by the voting members at the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

3.09 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting, except that, when a general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of Business at General Meeting

- 3.10 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,
 - (i) receive the Directors' report on the financial statements of the SPA for the previous financial year,
 - (ii) receive any other reports of Directors, activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor, if any;
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - (h) terminate the meeting.

Nominations and Elections of Directors

- 3.11 Directors must be qualified. A person is qualified to be a director of the SPA if:
- (a) they are 19 years of age or over, and
 - (b) they have been a member in good standing for the previous 12 (twelve) consecutive months.
 - (c) Spouses are not eligible to seek nomination as a director or hold a position as a director at the same time.
 - (d) A director must be qualified under the Societies Act.
 - (e) Nominations may be made by any member in good standing by submitting a nomination to the Secretary seven (7) days prior to the scheduled Annual General Meeting or at the Annual General Meeting nominations may be accepted from the floor with the concurrence of the nominee, who must also be present. A vote shall be taken at the Annual General Meeting, in the format chosen, for which more than one person is nominated for the same vacancy.
 - (f) Prior to a vote being taken, the nominee will be invited to speak to their qualifications and motivation for serving on the Board.

(g) All candidates standing for election are required to be in attendance at the AGM unless extenuating circumstances prevent their attendance. (Ex: family related death, injury, or similar circumstance). The board must ensure that steps are taken to ensure that candidates are informed of this requirement.

(h) If elected, the nominee must, within ten (10) days of the Annual General Meeting, confirm that they agree to comply with all policies, the Constitution and Bylaws of the SPA. Non-compliance shall result in the disqualification of the nominee as a Director.

Methods of Voting

3.12 At a general meeting, voting must be by a show of hands, an oral vote or by means of electronic or other communication facilities that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair at the meeting, voting must be by a secret ballot.

Announcement of Result

3.13 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting

3.14 Voting by proxy, delegate or agent is not permitted.

Matters Decided at General Meeting by Ordinary Resolution

3.15 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART IV – DIRECTORS

4.01 The Board of the SPA must have no fewer than five (5) and no more than eight (8) Directors.

Election or Appointment of Directors

- 4.02 At each Annual General Meeting, the members entitled to vote for the election or appointment of Directors must elect or appoint the Board in the following manner:
- (a) the president by a secret ballot vote or acclamation of all voting members at the AGM
 - (b) the directors by a secret ballot vote or acclamation of all voting members at the AGM

Directors May Fill a Vacancy on Board

4.03 The Board may at any time appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

Term of Appointment of Director Filling Vacancy

4.04 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART V – DIRECTORS 'MEETINGS

Calling Directors 'Meeting

5.01 A Director's meeting may be called by the president or any two (2) other Directors.

Notice of Directors 'Meeting

5.02 At least two (2) days notice of a Director's meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings Valid Despite Omission to Give Notice

5.03 The accidental omission to give notice of a Directors meeting to a Director or the non-receipt of a notice by a Director does not invalidate proceedings at the meeting.

Conduct of Directors 'Meetings

5.04 The Directors may regulate their meetings and proceedings as they deem fit.

Quorum of Directors

5.05 The quorum for the transaction of business at a Directors' meeting is a majority of the Directors then in office.

Electronic Meetings

5.06 Special Board meetings may be conducted by means of electronic or other communication facilities and Directors may vote electronically on special resolutions as may be proposed by the Board. The results of votes submitted electronically will be recorded by the secretary and included in the minutes of the Special Board meeting.

PART VI – BOARD POSITIONS

Election or Appointment to Board Executive Positions

6.01 Following election, the newly appointed President shall decide which Director will assume each of the executive positions of:

- (a) Vice-president
- (b) Secretary
- (c) Treasurer

Director Term

6.02 (a) Directors are elected for a two (2) year term. No Director may serve more than two (2) consecutive elected terms.

(b) If a Director who serves the maximum two (2) consecutive elected terms wishes to run for a Director position in future, that Director may not run for election for two (2) years from the date of completion of their maximum term service.

(c) If a Director resigns from the Board before the end of the maximum two (2) consecutive elected terms and wishes to rejoin the Board, that Director may run for election after at least one (1) year from the date of their resignation and may be appointed or elected to the Board upon approval of the Board and, if elected, the Director's maximum term service shall be reset.

(d) To ensure continuity of old and new Directors is established, changes to executive positions will be limited to new appointees in any two positions at a time. A Director who steps down from an executive position is not required to resign from the Board unless otherwise decided.

Directors at Large

6.03 Directors who are not appointed to an executive position on the Board are elected or appointed as Directors at Large.

Role of Executive Directors

6.04 In addition to the roles, responsibilities and succession plan for Executive Directors, the following shall apply:

(a) **Role of President**

The president is the chair of the Board and is responsible for coordinating the other Directors in the execution of their duties.

(b) **Role of Vice President**

The vice president is the vice chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

(c) **Role of Secretary**

The secretary is responsible for doing or making the necessary arrangements for:

- (i) issuing notices of general meetings and Directors' meetings;
- (ii) Taking minutes of general meetings and Directors' meetings;
- (iii) Ensuring that the minutes of meetings, special resolutions and records of the SPA are kept in their possession during their term;
- (iv) conducting the correspondence of the Board;

(v) in the absence of the secretary from a meeting, the Board must appoint another Director to act as secretary of the meeting;

(vi) keeping a copy of the register of members.

(d) **Role of Treasurer**

The treasurer is responsible for making the necessary arrangements to:

(i) keep financial records of the SPA;

(ii) receive the financial statements of the SPA for reporting to the Board and the membership of the SPA, as required;

(iii) prepare, with input from the Board, a yearly budget to be presented to members at the Annual General Meeting for approval.

(iv) receive and deposit monies collected from members or other sources

PART VII – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

7.01 These Bylaws do not permit the SPA to pay Director Remuneration for being a Director, but the SPA may pay remuneration to a Director for services provided by the Director to the SPA in another capacity.

Signing Authority

7.02 A contract or other record to be signed by the SPA must be signed on behalf of the SPA as follows:

(a) by the president, together with one (1) other Director;

(b) if the president is unable to provide a signature, by the vice-president together with one (1) other Director;

(c) if the president and vice-president are both unable to provide signatures, by any two (2) other Directors;

(d) in any case, by one (1) or more individuals authorized by the Board to sign the record on behalf of the SPA.

PART VIII – REMOVAL OF DIRECTORS OR OFFICERS BY MEMBERSHIP

8.01 The Members may, at a General Meeting by special resolution and a majority vote, remove a Director or Officer before the expiration of their term in office and may elect, by majority vote, a successor to serve until the next AGM.

8.02 The notice of special resolution for removal shall be accompanied by a brief statement of

the reason(s) for the proposed removal.

8.03 The person who is the subject of the proposed special resolution for removal shall be given an opportunity to be heard in person or by agent at the General Meeting before the special resolution is put to a vote.

PART IX - BORROWING

9.01 The Directors may not on behalf of, or in the name of the SPA, borrow any funds.

PART X – COMMITTEES

10.01 The Board of Directors may appoint from among its board one or more committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

10.02 Committees shall have a specific purpose and the Board of Directors in establishing a committee shall define its parameters, including, but not limited to, meetings, reports, quorum requirements and any other relevant procedures.

10.03 Any committee member may be removed by resolution of the board of directors.

10.04 All board members should serve on one committee.

PART XI - FISCAL YEAR

11.01 The fiscal year of the SPA shall be from September 1st through August 31st, unless changed by special resolution of the Board of Directors.

PART XII - WINDING UP OR DISSOLUTION OF THE SPA

12.01 Upon winding up or dissolution of the SPA, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations registered under the provision of the *Income Tax Act (Canada)* as may be determined by the members of the Society at the time of the winding up or dissolution. This provision shall be unalterable.

PART XIII AMENDMENT OF BYLAWS

13.01 These bylaws shall not be altered or added to except by way of:

- a) general meeting
- b) special resolution with a majority vote.

PART XIV - PARLIAMENTARY RULES

14.01 In any matter of procedure not considered in these bylaws, Robert's Rules of Order shall apply.