



CONSTITUTION AND BY-LAWS
of
PENTICTON PICKLEBALL CLUB

October 2022

PENTICTON PICKLEBALL CLUB CONSTITUTION

1. The name of the club is Penticton Pickleball Club.
2. The purpose of Penticton Pickleball Club is to facilitate the growth of pickleball in the Penticton area for the enjoyment, health and social engagement of club Members by:
 - a) offering organized and competitive play,
 - b) insuring opportunities for the continued development of all Members in a collegial and sportsmanlike environment,
 - c) working to expand and maintain facilities as needed.
3. In the event of the dissolution or winding-up of Penticton Pickleball Club, assets of Penticton Pickleball Club remaining after all debts have been paid shall be transferred to another British Columbia non-profit organization with similar purpose. The assets shall not be distributed among the Members or Directors. This provision is unalterable.
4. Notwithstanding Part 2 of the By-Laws, all purposes shall be organized and operated exclusively on a non-profit basis. Non-profit means that Penticton Pickleball Club income shall not greatly exceed expenses (operating expenses and capital requirements) resulting in a net operating gain. This provision is unalterable.
5. No part of the income of Penticton Pickleball Club shall be payable or otherwise available for the personal benefit of any proprietor, Member, Director or Officer. This provision is unalterable.

PENTICTON PICKLEBALL CLUB BY-LAWS

PART 1 - INTERPRETATION

1.1 In these By-Laws, unless the context otherwise requires, the following definitions apply:

- a) "PPC" means Penticton Pickleball Club.
- b) "Member" means a person who has paid their annual PPC dues for the current year and those dues have been accepted by PPC.
- c) "Member in Good Standing" means a Member who is both current in their payment of annual PPC dues, or any other fees payable to PPC, and who has abided by the rules of PPC relative to organization of events and conduct on the courts.
- d) "Register of Members" means a list of current Members of PPC containing each Member's contact information, including Member name, phone number, email address and mailing address.
- e) "Board of Directors" means the governing body of PPC providing strategy, oversight and accountability.
- f) "Director" means a PPC Member elected or appointed to the current PPC Board of Directors.
- g) "Officer" means a PPC Member who has been elected or appointed as President, Vice President, Secretary or Treasurer of PPC and is responsible for day-to-day management and operations of PPC. An Officer is an ex officio voting Director.
- h) "Executive Committee" means the Officers of PPC.
- i) "General Meeting" means a meeting of the Members of PPC.
- j) "AGM" means Annual General Meeting, which is a General Meeting required to be held once in the fiscal year where, among other business, an annual report on the state of PPC is presented to the Members and the Members elect a Board of Directors and Officers for the upcoming fiscal year.
- k) "Extraordinary General Meeting" means every General Meeting other than an AGM.

1.2 Words importing the singular include the plural and vice-versa and words importing a male person include a female person and a corporation and vice versa.

PART 2 - MEMBERSHIP

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- 2.1** Members of PPC shall be persons 16 years of age or over.
- 2.2** Every Member shall uphold the Constitution and comply with these By-Laws.
- 2.3** Members are entitled:
- a) To receive information about PPC activities and events;
 - b) To attend all General Meetings;
 - c) To participate in PPC tournaments and clinics as space permits;
 - d) To receive a copy of the Constitution and By-Laws;
 - e) To serve on committees;
 - f) To vote on all issues at General Meetings;
 - g) To stand for election as Officers or Directors.
- 2.4** The Directors must determine the first membership dues and after that the membership dues must be determined at the AGM.
- 2.5** Fees for non-members of PPC will be determined at the AGM.
- 2.6** An Honorary Life membership may be awarded to a person who has contributed significantly to the development of pickleball in Penticton. This is a non-voting membership.

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PART 3 - TERMINATION AND FORFEITURE OF MEMBERSHIP

3.1 A person shall cease to be a Member:

- a) By communicating their decision in writing to cease being a Member to an Officer;
- b) On their death;
- c) On being expelled;
- d) On no longer being a Member in Good Standing.

3.2 The Directors shall have the power, at a meeting of the Board of Directors with a majority present, by a vote of three fourths (3/4) of those present, to expel or suspend any Member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interests or reputation of PPC. The PPC Court Etiquette Guide (see Appendix 1) shall be used as a reference to determine appropriate Member conduct. No Member shall be expelled or suspended without notice of the charge or complaint against them and without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

3.3 A request for a refund of membership fee due to extenuating circumstances must be made in writing to the Board of Directors. Approval of the refund will be at the Board of Directors' discretion.

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PART 4 - MEETINGS

- 4.1** AGMs shall be held at such time and place as the Directors shall decide.
- 4.2** The Directors may, whenever a majority of the Directors think fit, convene an Extraordinary General Meeting.
- 4.3** Due notice of the time and place and the general nature of the business to be transacted at a General Meeting shall be given to each Member at least fourteen (14) days before the meeting.
- 4.4** The accidental omission to give notice of a General Meeting or the non-receipt of a notice by any Member entitled to receive notice does not invalidate proceedings at that meeting.
- 4.5** The Directors, on the written requisition of ten (10) per cent or more of the Members, must convene an Extraordinary General Meeting without delay.

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PART 5 - PROCEEDINGS AT A GENERAL MEETING

5.1 Business at a General Meeting may include:

- a) All business at an Extraordinary General Meeting except the adoption of rules of order; and
- b) All business transacted at an AGM except the adoption of rules of order;
- c) Consideration of the financial statements;
- d) Reports of the Directors;
- e) Other business that, under these By-Laws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

5.2 A quorum at a General Meeting is ten (10) per cent of then current Members or such greater numbers as the Members may determine at an AGM.

5.3 The President, the Vice President or in the absence of both, one (1) of the other Directors present, shall preside as chair of a General Meeting. The Members present shall choose one (1) of their Members to be chair if:

- a) There is no President, Vice President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
- b) The President and all other Directors present are unwilling to act as chair.

5.4 No business other than the election of a chair and the adjournment or termination of the meeting shall be conducted at a General Meeting at a time when a quorum is not present.

5.5 If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.

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5.6 If, at a General Meeting, a quorum is not present within fifteen (15) minutes after the appointed meeting start time:

- a) The meeting, if not convened on the written requisition of Members, shall stand adjourned to the same day in the next week, at the same time and place. If, at the adjourned meeting, a quorum is not present within thirty (30) minutes after the appointed meeting start time, the Members present shall constitute a quorum;
- b) The meeting, if convened on the written requisition of Members, shall be terminated.

5.7 A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.8 All resolutions proposed at a General Meeting must be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes, the chair shall not have a second or casting vote, and the resolution shall be defeated.

5.9 Only Members in attendance at a General Meeting can vote and there will be no voting by proxy or absentee ballot.

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PART 6 - DIRECTORS AND OFFICERS

6.1 The Directors may, at any time, exercise their powers as directors of PPC:

- a) Except with respect to those acts and things that must be decided by a membership vote at a General Meeting; and
- b) Provided that the exercise of such powers is in accordance with:
 - Any and all laws affecting PPC;
 - Any provisions in these By-Laws; and
 - Any rule that is made in a General Meeting.

6.2 No rule made by PPC in a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

6.3 Nominations for Directors and Officers:

- a) The President shall appoint a Nominating Committee at least thirty (30) days prior to the AGM. The Nominating Committee shall consist of at least three (3) Members;
- b) The Nominating Committee's overall role is to seek, identify and recruit Members capable of, and committed to, providing effective governance leadership to PPC as an Officer or Director;
- c) Members should submit nominations to the Nominating Committee a minimum of seven (7) days before the AGM;
- d) The Nominating Committee will present a list of those nominated to the Board of Directors seven (7) days prior to the AGM. The list shall be made available to the Members;
- e) Nominations from the floor will be accepted at the AGM;
- f) If any Officer or Director positions are contested, the Nominating Committee will conduct the election by secret ballot;
- g) If any Nominating Committee member is interested in being nominated as an Officer or Director, they shall resign from the Nominating Committee.

6.4 PPC shall have no less than five (5) or greater than seven (7) voting Directors, inclusive of Officers as ex officio voting Directors, or such greater numbers as shall be determined from time to time at an AGM.

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- 6.5** Where the number of candidates is greater than the number of vacancies, each Member has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.
- 6.6** The terms of the Officers and Directors shall be staggered to allow continuity on the Board of Directors:
- a) The President, Treasurer and one (1) Director (Director 1) shall retire at the AGM in the first odd year after their election; and the Vice President, Secretary and, in the event there is more than one Director, the remaining Directors (Director 2 and Director 3), shall retire at the AGM in the first even year after their election;
 - b) At the AGM that initiates staggered terms for the Officers and Directors, the President will designate which Director will retire in the first odd year after their election;
 - c) Directors and Officers are eligible for re-election;
 - d) Separate elections shall be held for each position to be filled. An election may be by acclamation; otherwise the election shall be conducted by the Nominating Committee by secret ballot;
 - e) If no successor is elected, the person previously elected or appointed may continue to hold the position.
- 6.7** A Director ceases to be a Director, and an Officer ceases to be an Officer, on:
- a) The end of the Director's or Officer's term of office, unless the Director or Officer is re-elected;
 - b) Resigning in writing;
 - c) Ceasing to be a Member in Good Standing;
 - d) Death;
 - e) Becoming unable to perform the duties of a Director or Officer due to physical or mental disability.

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- 6.8** The Directors may, by majority vote, appoint the immediate Past President as an ex officio non-voting Director for a period of up to one (1) year in order to provide continuity and guidance to the Board of Directors.
- 6.9** The Directors may, by majority vote at any time and from time to time, appoint a Member as a Director to fill a vacancy on the Board of Directors. A Director so appointed holds office only until the conclusion of the next following AGM but is eligible for re-election at that AGM.
- 6.10** No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.11** The Board of Directors may from time to time appoint such representatives and agents and authorize the employment of such persons as they deem necessary to carry out the objectives of PPC. Such representatives, agents and employees shall have such authority and shall perform such duties from time to time as prescribed by, and subject to the supervision and guidance of, the Board of Directors.
- 6.12** The Board of Directors by resolution may authorize the execution of contracts, documents or instruments, excluding cheques, requiring the signature of PPC, by any one (1) of the President, Vice President, Secretary, Treasurer, or any other person authorized to do so by the Board of Directors. All cheques must be signed by any two (2) of the President, Vice President, Secretary, Treasurer, or any other person, who have been specifically authorized by a Board of Directors' resolution to do so, and who have signed the necessary documents required by PPC's bank or other financial institution.
- 6.13** No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of PPC.

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PART 7 - PROCEEDINGS OF DIRECTORS

- 7.1** The Directors may meet together at such places as they think fit.
- 7.2** At any time, a Director may, and the President on the request of a Director shall, convene a Board of Directors meeting on no less than twenty-four (24) hours' notice. Notice may be given to the other Directors at their address as shown on the Register of Members.
- 7.3** The Board of Directors may from time to time set the quorum for a Board of Directors meeting, and unless so set, the quorum is a majority of the Directors then in office.
- 7.4** The President shall be chair of all meetings of the Board of Directors but if at any meeting the President is not present within fifteen (15) minutes of the time appointed for holding the meeting, the Vice President shall act as chair, but if neither is present the Directors present may choose one (1) of their number to be chair at that meeting.
- 7.5** Questions arising at any Board of Directors meeting shall be decided by a majority of votes. In case of any equality of votes, the chair of the meeting shall not have a second or casting vote and the question shall be defeated.
- 7.6** All resolutions proposed at a Board of Directors meeting must be seconded and the chair may move or propose a resolution. The resolution shall be decided by a majority of votes. In case of any equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated.
- 7.7** A resolution in writing signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a Board of Directors meeting.
- 7.8** The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee. A committee shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors. Subject to directions of the Directors, a committee shall determine its own procedure and may meet and adjourn as they think proper.

PART 8 - DUTIES OF OFFICERS

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- 8.1** The President shall preside at all General Meetings and Board of Directors meetings. The President is the Chief Executive Officer of PPC and shall supervise the other Officers in the execution of their duties. The President is the Chief Spokesperson for PPC. The President is an ex officio member of all committees.
- 8.2** The President shall appoint someone from amongst the Directors to carry out the duties of the President during their absence.
- 8.3** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a) Keeping the financial records;
 - b) Rendering financial statements to the Directors and Members and others when required;
 - c) Preparing, with input from the Board of Directors, a yearly budget to be presented to Members at the AGM for their approval or amendment;
 - d) Receiving and banking monies collected from Members or other sources; and
 - e) Making PPC's filings respecting taxes, if any.
- 8.4** The Secretary shall:
- a) Conduct the correspondence of PPC;
 - b) Issue notices of General Meetings and Board of Directors meetings;
 - c) Keep minutes of all General Meetings and Board of Directors meetings;
 - d) Have custody of all records and documents of PPC;
 - e) Keep a copy of the Register of Members on file.
- 8.5** In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

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PART 9 - REMOVAL OF DIRECTORS OR OFFICERS BY MEMBERSHIP

- 9.1** 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.
- 9.2** The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
- 9.3** 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 10 - BORROWING

- 10.1** The Directors may not, on behalf of, or in the name of PPC borrow funds.

PART 11 - NOTICE TO MEMBERS

- 11.1** A notice may be given to a Member at their address or email address as shown on the Register of Members.
- 11.2** Notice that is sent by mail shall be deemed to have been given on the second day after it has been properly addressed and placed in a Canada Post Office receptacle. Notice that is sent by email shall be deemed to have been given on the day that it was sent to the recipient.

PART 12 - BY-LAWS

- 12.1** Each Member is entitled to an electronic copy of the By-Laws.
- 12.2** These By-Laws shall not be altered, added to, or replaced except by special resolution at a General Meeting with a majority vote.

PART 13 - FISCAL YEAR-END

- 13.1** The fiscal year of PPC shall end on the 31st day of December of each year, unless the fiscal year is changed by a resolution of the Board of Directors.

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APPENDIX 1

COURT ETIQUETTE GUIDE

This Court Etiquette Guide shall be used as a reference to determine appropriate Member conduct.

CODE OF CONDUCT

Each Member agrees to conduct themselves in a courteous and respectful manner, both on the courts and when observing others playing. All Members are reminded the goal is to provide an environment where Members can play the game to the best of their ability and, most importantly, "have fun" while doing so.

Clothing:

- Shoes must have soles that do not damage the court's playing surface.
- Shirts are to be worn at all times.
- Protective eyewear is highly recommended.

It is not permissible to consume alcohol or cannabis on or at the courts during Club time.

RULES

All play shall abide by the current official rules of pickleball as adopted by Pickleball Canada.