

# By-laws for Pine City Area Pickleball

## Article I General

**Section A.** Name of the Corporation shall be: Pine City Area Pickleball. (PCAP).

**Section B.** Purpose of the Corporation: This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this Corporation is: to promote physical wellness in people of all ages by encouraging and teaching the sport of Pickleball; to promote recreation and healthy living efforts in the community; and to support and enhance social and recreation opportunities for seniors.

**Section C.** The Corporation shall be operated as a Non-Profit Organization and shall be so recognized under present Internal Revenue laws. The Corporation will not discriminate on the basis of age, gender, religious preference or in any other way. All actions of the Corporation will conform to Minnesota laws. No member of the Board may derive any personal benefits directly or

indirectly, from the Corporation funds, reimbursement for personal expenses excepted. Any net gain in funds shall be used by the Corporation to foster the growth of the sport. [L] [SEP]

## **Article II Membership**

Section A. Membership: Membership in the Corporation shall be open to all persons over the age of eighteen. Membership is voluntary and not required to participate in pickleball play.

Section B. Membership Obligations: Payment of an annual membership fee, to be established by the Board of Directors is required to maintain membership in good standing in the Corporation.

Section C. Membership Rights: Members in good standing may serve on the Board of Directors, serve on Board appointed committees, attend the annual membership meeting and nominate and vote in the Board of Directors election at the annual membership meeting.

Section D. Termination: The Board of Directors may terminate the membership of a Corporation member for non-payment of the annual membership fee or for conduct deemed to not be in the best interests of PCAP. Such action requires a majority vote of Board members present at a meeting.

## **Article III Board of Directors**

Section A. Board of Directors: There shall be a President, Vice president, Secretary, Treasurer and three at large members, for a total of 7 members. The Board shall be charged with responsibility for the overall operation of the Corporation. The Board shall have the ability to approve all committees appointed by the President to carry out the essential functions of the Corporation. All Board meetings shall be open to the public.

Section B. Election: All Directors shall be elected by a majority vote of the membership. They shall serve without compensation. The first election of the PCAP will take place during the annual membership meeting in 2026.

Section C. Term of Office: All directors are elected for a 2-year term in office. Four Board Members shall be elected in even numbered years, and three shall be elected in odd numbered years. The term of office shall begin upon adjournment of the annual membership meeting.

Section D. Duties and responsibilities:

At the first Board of Directors meeting following the annual membership meeting, the Board will, as its first item of business, vote to establish which Board members shall serve as President, Vice-President, Secretary and

Treasurer for the new Board year. Terms will begin immediately.

President: Shall preside at all called meetings and be accountable for the administration of Corporation business. The President shall carry out the direction and policies established by the Board. The President shall have authority to appoint all committees with Board approval. In the event of a vacancy on the Board the President shall appoint, with Board approval, an interim replacement until official elections can be held.

Vice President(s): Shall perform all the duties of the President in the event of the President's absence or inability to perform and shall also perform such duties and responsibilities as may be assigned by the President with Board approval.

Secretary: Shall keep the Corporation's records, keep the minutes of all properly called meetings, and conduct all correspondence relating to the Corporation's business. The Secretary shall forward a copy of the minutes to Board members for clarity.

Treasurer: Shall receive and deposit all monies due the Corporation. Shall pay all obligations of the Corporation. Shall keep up to date records of all financial transactions. Shall report to the Board all information relative to the finances as may be required.

## Section E. Nominations and Elections

After consultation with the Board, the President will appoint a Nominating Committee. The Committee will present a slate of nominees for each open office at the annual membership meeting. Additional nominations will be accepted from the floor at that time. All candidates nominated, either by the Committee or from the floor, must give their consent to be nominated. Election will be by secret ballot if there are two or more candidates for any one office. If the open positions only have one nominee, election will be by show of hands and/or voice vote.

## **Article IV Meetings**

Section A. Meeting of the board of directors and the membership: An annual general meeting shall be held once per year at a time and place to be determined by the Board. The membership shall be provided notice of the annual general meeting 10 days prior to the scheduled meeting. The notice shall include date, time, location of the meeting and an agenda of items to be included in the meeting. Notice may be provided by electronic means such as e-mail, social media or PCAP web page. The President shall preside at such meetings. All pertinent business of the Corporation may be discussed.

1) Quorum. In order to conduct business at the annual general meeting, a quorum of 10% of PCAP members (at the time of meeting notification) must be present or alternatively must have provided a signed proxy to the

Board Secretary to establish their participation in the meeting.

2) Participation by Written Proxy. Any Member of PCAP may provide a signed proxy statement to the PCAP Board Secretary in advance of the meeting which may be used to establish the presence of a quorum for conducting business. The member may optionally appoint the Secretary or any member in good standing who will be physically present at the meeting to cast votes on their behalf for any items requiring membership voting. The Member may attend in person, which will void their signed proxy.

Section B. Meetings of the Board: The President may call meetings of the Board at any time giving notice orally, in writing, or email. The time and place may be determined by the President. The presence of five members of the Board will allow it to conduct any business brought before the Board at such meetings. The membership shall be provided notice of Board meetings 7 days prior to the scheduled meeting. The notice shall include date, time, location of the meeting and an agenda of items to be included in the meeting. Notice may be provided by electronic means such as e-mail, social media or PCAP web page.

Section C. Remote participation by board and committee members. Board members and committee members who are unable to attend Board or committee

meetings in person may participate in board or committee meetings via electronic means. Participation via electronic means includes satisfaction of quorum requirements, voting and participation in board or committee discussions.

Section D. Committees: The President, with the concurrence of the Board, may appoint committees as needed to effectively conduct the business of the Corporation. Committees are a vital part of the process to run an efficient Corporation and they may have any and all meetings as they deem necessary to conduct their business. They shall serve without compensation.

Section E. Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

## **Article V Financial**

Section A. Financial records must be kept for the current year and the prior year by the Treasurer.

Section B. Any expenditures exceeding \$300.00 must be approved by the Executive Committee. Checks in excess of \$300.00 must be signed by two members of the Executive Committee.

Section C. The financial records of the Corporation may be audited by the Board or a committee appointed by the Board.

Section D. The Treasurer with the assistance of the Board shall prepare a budget to present to the board of director and public at the annual meeting. All monies shall be kept in a bank account, checking account, savings account, or invested elsewhere as approved by the Board.

Section E. The Treasurer shall compile and report any required filings or statements with the Internal Revenue Service and/or State of Minnesota annually prior to filing deadlines.

## **Article VI Amendments**

Section A. Any board member in good standing may propose an amendment to these bylaws. The proposed amendment shall be presented to the Board, in writing, a minimum of two weeks prior to a scheduled Board meeting. The notice of the meeting shall contain the nature of the proposed amendment. A two-thirds vote of the board present at the meeting shall be required to adopt any amendment to the Bylaws.

## **Article VII Dissolution of the Corporation**

Section A. In the event the Corporation is dissolved, all monies in the treasury will be distributed to the Pine City Park and Recreation Committee.