

# **BYLAWS**

## **of the SPALDING COUNTY PICKLEBALL ASSOCIATION**

### **ARTICLE I – GENERAL**

**Section A – Name of Organization:** Spalding County Pickleball Association, Inc. (“SCPA”)

**Section B – Offices:** The principal offices shall be located in Spalding County, Georgia, at Wyomia Tyus Olympic Park Pickleball Complex 1301 Cowan Rd. Griffin, GA 30223. The SCPA mailing address will be as follows: Mike Gumbinger– President, P.O Box 39, Experiment GA 30212. These addresses are subject to change after each Annual Meeting and the Election of Officers and Board Members.

**Section C – Mission/Purpose of Organization:** The Spalding County Pickleball Association is committed to furthering the promotion of the game of pickleball among players for all ages and diversity. The SCPA will also strive to be a leader in the sport of pickleball in the State of Georgia and the Southeast Region of the U.S. The Association is committed to promoting the growth and development of pickleball among players of all ages and diversity. The Association will cultivate an atmosphere that will make all pickleball players at all skill levels feel welcome and comfortable to participate. The SCPA will strive to offer open play, recreational play, teaching and skill level development, league play, special activities/events, and tournament play. The Association will be the primary advocate for adequate resources to support pickleball programming and facilities in the County.

**Section D – Compliance With County Governance:** The SCPA Bylaws will comply with the Spalding County Parks & Recreation/Leisure Services Rules & Regulations and requirements of the County’s Association Agreement.

**Section E – Non-profit under Section 501(c)(3):** 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 shall promote the development of pickleball as a means of sportsmanship, physical fitness and healthful recreation; foster and promote national amateur sports competition in pickleball; establish and maintain official rules of pickleball play; encourage, sanction 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 nonprofit corporation.

### **ARTICLE II – ASSOCIATION GOVERNANCE**

#### **Section A – Membership**

Board Members are required to be members of the Association. The Association has been in existence since 2017 and the Pickleball Program in Spalding County has grown and developed over the past few years. Therefore, the Board will continue to take steps to expand the Association's general membership, and establish membership requirements, qualifications, and member authorities, as such matters relate to governance of the

Association. SCPA Members shall have the right to present nominees for any Board Member vacancies to the SCPA Board via written or electronic submissions.

**Membership Qualifications and Requirements:**

1. An Annual Membership fee shall apply to those seeking to join the SCPA. Memberships are to be purchased annually at the anniversary date of joining the SCPA. Membership fees shall be reviewed annually and voted on by the SCPA Board Members.
2. Members must be enthusiastic supporters of the sport of pickleball.
3. Members must be enthusiastic supporters of the Spalding County Pickleball Association, Inc. (SCPA).
4. Members will help the SCPA with community relations by understanding, explaining, and supporting the Association's purpose and mission to the General Public.
5. Members are encouraged to help by VOLUNTEERING at SCPA programs, activities, and events, to include (but not limited to) tournaments, leagues, special programs, clinics, and youth programs.
6. Members will help the SCPA with fundraising efforts (sponsorships and other donations) undertaken each year in support of pickleball programs and operations. Funds are needed for both short-term requirements (programs, equipment, supplies, etcetera) and long-range maintenance and operations costs, as well as contributions by the SCPA to capital costs.
7. For certain volunteer activities and events as deemed appropriate by the SCPA Board and/or Spalding County members shall submit to background checks and mandated training as required.
8. Membership Benefits will be available as determined by the Board, subject to available resources.

**Section B – Board Members and Officers:** The Board has a total of nine Board Members who are not compensated for serving on the board. Elections will be held annually in October or as soon as possible whenever there is a Board vacancy. Terms of office (Officers and Board Members) are outlined below.

**B.1 – Responsibilities:** The SCPA will be managed by its Board, which shall establish, regulate and direct the policies, objectives and business of the SCPA. The Board shall develop, review, approve and monitor budgets. The Board will determine scope and breadth of program development for the SCPA, which may include, but not be limited to, open play, recreational play, league play, special events/activities, and tournament play.

**B.2 – Nomination Procedures:** All new nominations for Board Member vacancies must be presented to the current SCPA Board on the SCPA Board Member Nomination form by October 1st for annual Board Member elections. Each nominee

shall be vetted by the Nominating Committee. Final candidates will be presented to the Board for review, and the SCPA membership votes for a finalist(s) in October with the election process being completed by October 31<sup>st</sup>. In the event of a tie, the Board shall cast the deciding votes. If there are vacancies with no nominations, the Board retains the right to vote and fill vacancies without holding a SCPA Membership vote.

### **B.3 – Election and Terms**

Board Member vacancies shall be elected by the Association Membership (see Article II- Section A - Membership). Each Officer and Board Member shall serve for two years, assuming office on November 1 and continuing to October 31 of the year following the Annual Meeting. Board positions (including Officers) will be staggered to provide for continuity in the organization. Elections will be held at the Annual Meeting in November of each year. New Board Members are elected by a majority vote of the Association Members via electronic-voting.

### **B.4 – Officers Board Duties:**

The four Association Officers are: President, Vice-president, Treasurer and Secretary. Officers shall serve without compensation. Officers serve for two-year terms, except as stated in B.1 above (i.e. staggering terms). The Officers shall be elected by the new Board Members. Officers' duties are as follows:

#### **President**

- Is the Chief Executive Officer of the Association.
- Presides over the SCPA Board meetings (call to order, conduct the order of business, moderate discussion, entertain motions, and close meetings using fair and reasonable judgement).
- Calls meetings as needed. The Board shall establish the frequency of regularly scheduled meetings (e.g., monthly, quarterly, etc.).
- Will cast the deciding vote only in the event of a tie.
- Appoints Committee members and chairpersons, subject to approval of the Board.
- Is an ex-officio member of any Committee and has the privilege of attending all meetings.
- Represents the SCPA to all outside persons and organizations, unless he/she delegates authority to another officer or Board Member.
- Shall, with the consent of the Board, appoint a General Counsel, who shall, when called upon by the President or Board, advise the SCPA on legal matters. The General Counsel shall be a licensed attorney in good standing and shall serve without compensation, except by special authorization of the Board.

#### **Vice-President**

- Assist the President in the performance of his/her duties.
- Shall act in the President's stead, should the President have a temporary absence, a prolonged absence, or an incapacity.

- Shall assume the duties and powers of the President in case of the President's resignation or removal, subject to final approval by the Board Members.
- Preside over meetings that the President cannot attend (except as outlined immediately above), and/or as arranged with the President.

#### **Treasurer**

- Will develop the annual budget in consultation with the other Officers.
- Will monitor all the fiscal affairs and budgetary processes of the Association.
- Will receive monies and deposit them into the designated Association account.
- Will keep a detailed account of all income and expenditures.
- Will manage the checking account.
- Will have the general authority to pay all expenses/bills, as long as they are consistent with the previously approved budget. The Board will decide if there are any discretionary transactions (e.g., large procurements, payments) and define the limits of those transactions.
- Will file all required financial reports to the Board (at least monthly), the County (as required in the Association Agreement), and as required, to federal and State agencies.
- Will arrange for annual independent "audits" of all the financial business and records of the Association.

#### **Secretary**

- Attend all meetings (unless properly delegated to another Board member) to take minutes and present a written record of the proceedings prior to the next scheduled meeting.
- Monitors Membership records as required.
- Note attendance at all meetings.
- Work with the President to give proper notice of all meetings.
- Keep a record of all significant correspondence to/from the Association.

**All Officers shall turn over all Association records to their successors in office.**

#### **B.5 – Quorum and Conduct of Business:**

A simple majority (50% plus 1) of the total number of Board Members is a quorum to conduct all the business of the SCPA. A quorum will be required to amend previously established policy, programs and/or budget during properly noticed meetings. Proxy voting is disallowed.

#### **B.6 – Vacancies:**

If a vacancy occurs on the Board (including Officers), the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term.

#### **B.7 – Removal of Officer or Board Member:**

At any meeting of the Board, any officer or member of the Board may, by a vote of not less than two-thirds of the whole Board, be removed from office, with or without cause, and a successor may be elected pursuant to the provisions of these Bylaws.

### **Section C – Committees:**

The President with the approval of the Board Members, may appoint Committees, as needed, to carry out the business of the Association. Committee areas to be considered (but not limited to) are: Finance; Fundraising; Program Development; Tournaments; Communications & Marketing (newsletter, website, news releases, etc.). A Committee's duties and responsibilities will be defined for the Board Members. Committees should keep a written summary of the business handled or transacted within the Committee.

#### **C.1 – Officer Committee:**

The Officer Committee shall be composed of the President, Vice President, Secretary, and Treasurer. The Officer Committee shall meet at the will of the President. Meetings, and recommendations are to be reported on and discussed with the rest of the Board. During all meetings of the Officer Committee, each member shall have one vote. The members of the Officer Committee shall be selected without regard to sex, race, color, religion, or national origin. The Officer Committee shall contain a majority of individuals who are actively engaged in the sport of pickleball or have substantial knowledge of the sport.

#### **C.2 – Officer Committee Authority:**

The Officer Committee shall have and exercise the authority of the Board in the management of the corporation, subject to such limitations as may be prescribed by the Board, and by applicable law, except the Officer Committee shall not have authority to:

- Amend, alter or repeal these Bylaws.
- Elect, appoint or remove any Board Member or Officer of the SCPA
- Authorize the sale, exchange or distribution of large assets of the SCPA not in the ordinary course of business.
- Authorize the dissolution of the SCPA.
- Amend, alter or repeal any Board resolution which, by its terms, provides that it shall not be amended, altered or repealed by the Committee.

#### **C.3 – Nominating Committee:**

Only candidates nominated, as provided in these Bylaws, shall be eligible for election. If no candidates are presented by the membership, the Board shall act on behalf of the membership and find eligible candidates. The Nominating Committee is responsible for the vetting of all nominees. The Nominating Committee shall follow the SCPA Leaders Interview Questionary when vetting nominees. At the completion of vetting process, the Nominating Committee shall present to the Board Members the candidate(s) they feel are the best choice(s) for the open Board or Officer position(s). Composition. The Nominating Committee shall be composed of Board Members or members chosen by the Board. The Chairperson of the Nominating Committee and each member of the committee shall vote on all matters that come before the Committee.

#### **C.4 – Finance Committee:**

The Finance Committee is responsible for developing and reviewing fiscal procedures, the fundraising plan, and the annual budget with the Officers and Board Members. The Treasurer is the Chairperson of the Finance Committee. The Board must approve the budget and all expenditures must be within the budget. Major changes in the budget must be

approved by the Officers and the Board. The fiscal year is the calendar year. Periodic and annual reports to the Board are required, showing income, expenditures, and any assets accumulated. The financial records of the organization are public information and shall be made available to any Officer, Board Member, government official (County, State or Federal), and the public (upon reasonable written request).

### **ARTICLE III – AMENDMENT OF BYLAWS**

1. Bylaws. These Bylaws shall be subject to amendment, and new bylaws not inconsistent with any provision of the Articles of Incorporation, may be adopted by the affirmative vote of a majority of the members of the Board. No proposed amendment of these Bylaws shall be adopted by the Board, unless the voting members shall have been given proper notice of at least 45 days prior to the proposed amendment being placed on the next Board Meeting Agenda.
2. Process for Submitting Amendment of Bylaws. A proposed bylaw or amendment must be submitted 30 days prior to the Annual Meeting, by any member in good standing to the Board, to include any/all Board members.
3. SCPA Regulations and Resolutions. SCPA Regulations and Resolutions not inconsistent with the Articles of Incorporation or these Bylaws setting forth rules, regulations, and policies of the SCPA may be adopted and amended from time to time by the Officer Committee or the Board. Amendments to the SCPA Regulations shall be adopted in accordance with the Bylaws.
4. Gender and Titles of Chairpersons. All references to the male gender in the Bylaws and SCPA Regulations shall refer to and mean equally the female gender, and the singular shall include the plural, each where the context so indicates. Any chairperson or vice chairperson may use any commonly recognized title such as “chairperson,” “chairman,” “chairwoman,” or “chair.”

### **ARTICLE IV – ASSOCIATION FINANCIAL ADMINISTRATION**

1. Fiscal Year. The fiscal year of the SCPA shall be January 1-December 31, but may be changed by resolution of the Board.
2. Checks, Etc. All checks, orders for the payment of money, obligations, and insurance certificates shall be signed or endorsed by such officer or agent of the SCPA, and in such manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been designated by the Board. Checks will require two Officer’s signatures.
3. Deposits and Accounts. All funds (revenues/income), not otherwise employed (and otherwise approved by the Board) shall be deposited, from time to time (but promptly) in general or special accounts, in such banks or other depositories as the Board, or any committee to which such authority has been delegated by the Board, may select. For the purpose of deposit and for the purpose of collection for any SCPA account, checks and other items may be endorsed, assigned and delivered on behalf of SCPA by the President, Vice President, Secretary or Treasurer.
4. Investments. The funds of SCPA may be retained in whole or in part in cash or be invested and reinvested in such stock, bonds or other securities as the Board in its sole discretion may deem desirable and which are permitted to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
5. GAAP and More. All financial statements and records will be prepared on the basis of generally accepted accounting principles. The Board will ensure that records are kept

maintaining the integrity of the 501(c)(3) tax exempt status. The Board will review, revise, and adopt a balanced budget prepared by the Finance Committee. Any expenditure over \$500, not previously outlined in the approved budget, must have the prior approval of a majority (at least three Officers) of the Officer Committee, and be reported to the entire Board Members at the next meeting.

6. Compliance with County Association Agreement. The SCPA will comply with the Spalding County Association Agreement. More specifically, the Association will: name a County employee on all Association financial accounts (for inquiry purposes only); provide liability insurance coverage; have the Association Treasurer and President bonded; and provide financial statements (Appendix 1 of the Agreement) to the County at mid-year and year-end.

#### **ARTICLE V – DISSOLUTION**

The Spalding County Pickleball Association can only be dissolved by a two-thirds vote of the entire Board Members, upon giving written notice of the meeting intending to dissolve the Association, at least 60 days prior to a Special Meeting called to determine and decide the matter. Upon dissolution, if approved by a 2/3 majority vote of the Board, assets must be distributed to one more exempt purposes according to Section 501(c)(3) of the Internal Revenue Code, and consistent with County, State and Federal Laws, Rules and Regulations.

Bylaws Approved by the Board Members on Adopted July 20, 2016; Amended 12/6/19; Amended 12/17/20; Amended 12/2/21; Amended 8/22/22; Amended 3/11/2024

Signed: \_\_\_\_\_ Print Name: \_\_\_\_\_ Title: \_\_\_\_\_

President

Signed: \_\_\_\_\_ Print Name: \_\_\_\_\_ Title: \_\_\_\_\_

Vice-president

Signed: \_\_\_\_\_ Print Name: \_\_\_\_\_ Title: \_\_\_\_\_

Secretary