

RATIFIED CONSTITUTION
AND BY-LAWS
of the
SUMMERLAND PICKLEBALL CLUB
January 2017

CONSTITUTION

The mission of the Summerland Pickleball Club (SPC) is to promote the development and growth of Pickleball within the District of Summerland. The SPC will do this by working with various levels of government and private entities to expand playing opportunities by establishing permanent dedicated indoor and outdoor courts; promote the game to individuals of all ages and abilities; encourage community spirit, sportsmanship and camaraderie.

BY-LAWS
PART I - INTERPRETATION

1.01 In these Bylaws, unless the context otherwise requires, the following definitions apply:

- a) "Directors" mean the directors of the Summerland Pickleball Club (SPC) for the time being.
- b) "General Meeting" means a meeting of the members of the "SPC"
- c) "Registered Address" of a member, means his or her address as recorded in the Register of Members.
- d) "SPC" means the Summerland Pickleball Club.
- e) "Non profit" means that club income shall not greatly exceed expenses (operating expenses and capital requirements) resulting in a net operating gain.
- f) "Member" means a general member of the SPC.
- g) "Member in good standing" mean all members who are current in their payment of dues and who have abided by the rules of the club relative to organization of events and conduct on the courts.

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

PART II - MEMBERSHIP

2.01 The general members of the Summerland Pickleball Club shall be:

- a) Persons 16 years of age or over who apply to the Directors for membership in the Society, on acceptance by the Directors.

2.02 Every general member shall uphold the Constitution and comply with these Bylaws.

2.03 General members are entitled:

- a) To receive information about schedules, clinics, tournaments, etc. by email;
- b) To attend all general meetings;
- c) To participate in "SPC" tournaments and clinics as space permits;
- d) To receive a copy of the Constitution and Bylaws by email;
- e) To serve on committees;
- f) To vote on all issues at General Meetings;
- g) To stand for election as Officers and Directors;

2.04 The directors must determine the first membership dues and after that the membership dues must be determined at the annual general meeting of the society.

2.05 Fees for non-members of the Summerland Pickleball Club (SPC) will be determined at the annual general meeting of the society.

2.06 There shall be two classes of membership.

a) A General membership is anyone who is a paid-up member of the SPC. General membership may be offered for one, three, or five years at the discretion of the Directors. This is a voting membership.

b) An Honorary Life membership may be awarded to a member that has contributed significantly to the development of pickleball in the SPC. This is a non-voting membership.

PART III - TERMINATION AND FORFEITURE OF MEMBERSHIP

3.01 A person shall cease to be a member of the Summerland Pickleball Club (SPC):

- a) By communicating his decision to cease being a member of the Summerland Pickleball Club (SPC) to the Membership Chair.
- b) On his or her death;
- c) On being expelled;
- d) On becoming a member not in good standing.

3.02 The Directors shall have the power, by a vote of three fourths of those present, to expel or suspend any member whose conduct shall have been determined by their Directors to be improper, unbecoming or likely to endanger the interests or reputation of the Summerland Pickleball Club (SPC). No member shall be expelled or suspended without notice of the charge or complaint against him or her and without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

3.03 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

PART IV – MEETINGS

4.01 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

4.02 Annual General Meetings of the Summerland Pickleball Club (SPC) shall be held at such time and place, as the Directors shall decide.

4.03 The Directors may, whenever the majority of the Directors think fit, convene an Extraordinary General Meeting.

4.04 Due notice of the time and place and the general nature of the business to be transacted at a General Meeting or at an Extraordinary General Meeting shall be given to each member at least fourteen (14) days before the meeting.

4.05 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.

4.06 The Directors of the Summerland Pickleball Club, on the requisition of 10% or more of the voting members of the Club must convene a meeting of the club without delay.

PART V - PROCEEDINGS AT GENERAL MEETING

5.01 Special business is:

- a) All business at an extraordinary meeting except the adoption of rules of order, and
- b) All business transacted at an annual general meeting, except; the adoption of rules of order;
- d) The consideration of the financial statements;
- e) The report of the Directors;
- f) The other business that, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

5.02 A quorum at a General Meeting of the Summerland Pickleball Club (SPC) is ten (10) members present or such greater numbers as the members may determine at a General Meeting.

5.03 Subject to Bylaw 5.04 the President of the Summerland Pickleball Club (SPC), the Vice President or in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.

5.04 If at a general meeting

a) There is no President, VicePresident or other Director present within fifteen minutes (15)after the time appointed for holding the meeting; or

b) The President and all other Directors present are unwilling to act as chair; the members present shall choose one of their members to be chair.

5.05 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 the quorum is not present.

5.06 If at any time during a 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.

5.07 If within fifteen (15) minutes from the time appointed for a meeting, a quorum is not present, the General Meeting, if convened on the requisition of members, shall be terminated but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

5.08 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.

5.09 All resolutions proposed at a 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.

5.10 A member in good standing at a General Meeting of the Summerland Pickleball Club (SPC) is entitled to vote and each of such members shall have one vote. Voting is by show of hands.

5.11 Voting by proxy or absentee ballot may be permitted on ordinary and extraordinary resolutions however, voting by proxy or absentee ballot shall not be allowed at an Annual General Meeting.

PART VI - DIRECTORS AND OFFICERS

6.01 The Directors may exercise all such powers and do all such acts and things as the Summerland Pickleball Club (SPC) may exercise and do which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Summerland Pickleball Club (SPC) in General Meeting, but subject nevertheless, to the provision of:

- a) All laws affecting Summerland Pickleball Club (SPC).
- b) These bylaws; and
- c) Rules not being inconsistent with these bylaws, which are made from time to time by The Summerland Pickleball Club (SPC) in General Meeting.

6.02 No rule made by the Summerland Pickleball Club (SPC) in a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

6.03 Nominations for Directors should be submitted to the Secretary a minimum of seven (7) days before the AGM. Nominations from the floor will be accepted at the AGM.

6.04 The President, Vice President, Secretary and Treasurer are the officers of the Summerland Pickleball Club (SPC). The Executive Committee shall consist of the Officers.

6.05 Summerland Pickleball Club (SPC) shall be no less than five (5) or greater than eight (8) Directors or such greater numbers as shall be determined from time to time in General Meeting.

6.06 Where the number of candidates is greater than the number of vacancies, each Voting Member has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.

****6.07** The Directors shall retire from office at each Annual General Meeting when their successors are elected. Directors are eligible for re-election and may hold office for a period of two (2) years. Separate elections shall be held for each office to be filled. An election may be by acclamation; otherwise it shall be by show of hands. If no successor is elected, the person previously elected or appointed continues to hold office for one (1) more year.

6.08 A Director ceases to be a director on:

- a) The end of the director's term of office, unless the director is re-elected;
- b) Resigning in writing;
- c) Ceasing to be a voting Member in good standing;
- d) Death;
- e) Becoming unable to perform the duties of a director due to physical or mental disability;

**** Amended by Special Resolution at the Annual General Meeting of September 3, 2019. The Motion was presented by Mark Siemens, seconded by Mike Morasse and unanimously carried. See Minutes of September 4, 2019.**

6.09 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Summerland Pickleball Club (SPC) but is eligible for re- election at that Annual General Meeting.

6.10 If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director. 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 the Summerland Pickleball Club (SPC) and such representatives, agents and employees shall have such authority and shall perform such duties from time to time as prescribed by the Board.

6.12 All cheques, bills of exchange, or other order of the payment of money, notices or other evidences of indebtedness issued in the name of the Summerland Pickleball Club (SPC), shall be signed by such officer or officers, agent or agents of the Summerland Pickleball Club (SPC) and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.13 The person or persons so appointed may arrange, settle, balance and certify all books and accounts between the Summerland Pickleball Club (SPC) and the Summerland Pickleball Club's banker and may receive all pay cheques and vouchers and may sign all the bank's forms for settlement of balance and release or verification slips.

6.14 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Summerland Pickleball Club (SPC).

PART VII - PROCEEDINGS OF DIRECTORS

7.01 The Directors may meet together at such places as they think fit to dispatch business, adjourn and otherwise regulate the meetings and proceedings as they see fit.

7.02 A Director may at any time, and the President, on the request of a Director shall convene a meeting of the Directors on no less than twenty-four (24) hours' notice. Notice may be given either personally or by fax or e-mail to the other Directors at such fax number or e-mail address as shown on the Register of Members.

7.03 The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is 50% of the directors then in office.

7.04 The President shall be chair of all meetings of the 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 a chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.

7.05 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes. In case of any equality of votes, the chairman of the meeting shall not have a second or casting vote and the question shall be defeated.

7.06 All resolutions proposed at a meeting of the Directors must be seconded and the chair may move or propose as resolution. In case of any equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated.

7.07 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 meeting of Directors.

7.08 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 so formed in the exercise of the powers so delegated 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.

7.09 Subject to directions of the Directors, The Committee shall determine its own procedure and may meet and adjourn as they think proper.

PART VIII - DUTIES OF OFFICERS

8.01 The President shall preside at all meetings of the Summerland Pickleball Club (SPC) and of the Directors. The President is the Chief Executive Officer of the Summerland Pickleball Club (SPC) and shall supervise the other officers in the execution of their duties. The President is the Chief Spokesperson for the Summerland Pickleball Club (SPC). The President is an ex-officio member of all committees.

8.02 The President shall appoint someone from amongst the Directors to carry out the duties of the President during his or her absence.

8.03 The Treasurer shall:

- a) Keep financial records
- b) Render financial statements to the Directors and members; and others when required.
- d) Prepare, with input from the Board, a yearly budget to be presented to members at the Annual General Meeting for their approval or amendment.

8.04 The Secretary or their designate shall:

- a) Conduct the correspondence of the Summerland Pickleball Club (SPC)
- b) Issue notices of meeting of the Summerland Pickleball Club (SPC)
- c) Keep minutes of all meetings of the Summerland Pickleball Club (SPC) and Directors
- d) Have custody of all records and documents of the Summerland Pickleball Club (SPC)
- e) Keep a copy of the register of members on file

8.05 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

8.06 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

PART IX - REMOVAL OF DIRECTORS OR OFFICERS BY MEMBERSHIP

9.01 The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his/her term in office and may elect, by majority vote, a successor to serve to the next annual general meeting.

9.02 The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.

9.03 The person who is the subject of the proposed 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 X – BORROWING

10.01 The Directors may not, on behalf of, or in the name of the Summerland Pickleball Club (SPC) borrow funds.

PART XI - NOTICE TO MEMBERS

11.01 A notice may be given to a member either personally or by mail, or email to him/her at his or her address or email address as shown on the Register of Members.

11.02 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle. A notice given by fax or e-mail shall be deemed to have been given on the day sent by the fax or e-mail on evidence that the notice was faxed or e-mailed to the recipient.

PART XII – BYLAWS

12.01 Upon admission to membership, each member is entitled to, and the Summerland Pickleball Club (SPC) shall give him or her at his or her request, without charge, an electronic copy of the Bylaws.

12.02 These Bylaws shall not be altered or added to except by Special Resolution.

PART XIII - FISCAL YEAR-END

13.01 The fiscal year of the Summerland Pickleball Club (SPC) shall commence on the 1st day of September each year, unless the fiscal year is changed by resolution of the Board of Directors.