

By-Laws - Red Deer Pickleball Club(May 2023)

The name of the Society shall be Red Deer Pickleball Club.

Mission:

The mission of the Red Deer Pickleball Club is to facilitate the growth of pickleball in Central Alberta for the enjoyment, health, and social engagement of players of all ages by offering recreational and competitive play.

Article 1 – Membership

1.1 Membership fees in the Society shall be determined, from time to time, by the Board of Directors.

1.2 Membership in the Society is open to any person residing in Alberta being interested in the game of pickleball and upon completion of an application form and payment of the membership fee.

1.3 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.

1.4 The membership year will commence on Jan 1 and expire on Dec 31.

1.5 Annual membership fees are due at the beginning of the membership year. Any member who fails to renew their membership shall have their membership automatically lapse on Jan 1 and shall be entitled to no membership privileges or powers in the Society until their membership has been renewed. In order to vote at a General or Special meeting, a member must have paid all applicable membership fees for the current year.

1.6 Any member who is deemed not to support or adhere to the mission of the Society may have his membership revoked by majority vote of the Board of Directors.

Article 2 – Board of Directors

2.1 The Board of Directors of the Society (hereinafter referred to as “the Board”) shall consist of the following Director positions:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Up to 8 Directors at Large

2.2 The Board shall, subject to the bylaws or directions given it by majority vote at an Annual General Meeting properly called and constituted, have full control and

management of the Affairs of the Society. Meetings of the Board shall be held as often as may be required, but at least once every three months and shall be called by the President.

2.3 The Board may from time-to-time form committees and teams to look after specific areas of interest on behalf of the Society. Committees and teams will be comprised of members and are chaired by a Director or by another board-appointed member in a manager or coordinator position.

2.4 A person elected or appointed a Director becomes a Director if they were present at the meeting when being elected or appointed and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented to act as a Director before the election or appointment, or if they acted as a Director pursuant to the election or appointment.

2.5 Term of office for Directors is two years unless removed or by resignation or extended by re-election. To promote an orderly transition, each year at least two Director positions will be open for election by a vote of members of the Society at the Annual General meeting.

2.6 A Director will be considered to have resigned when the earliest of the following events occurs:

- a. Written resignation is received by the Secretary or the President.
- b. The Director ceases to be a member in good standing.
- c. The Director is absent without valid reason for three or more Board meetings in a fiscal year.

2.7 Any vacancy on the Board may be filled by appointment by the remaining Directors.

2.8 Any Director, upon a majority vote of the Board in good standing, may be removed from office for any cause which the Society may deem reasonable.

2.9 There will be no remuneration to Directors.

2.10 It shall be the duty of the **President** to:

- a. Chair all meetings of the Society and the Board. In his/her absence, the Vice-President shall chair any such meetings.
- b. Be an ex-officio member of all committees.
- c. Execute or designate a responsible person to execute, any contracts and other documents binding upon the Society.

2.11 It shall be the duty of the **Vice-President** to:

- a. Preside at meetings of the Society and the Board when the President is absent.
- b. Undertake actions for the Society reasonably required by the Board.

2.12 It shall be the duty of the **Secretary** to:

- a. Attend all meetings of the Society and keep accurate minutes of the same.
- b. Have charge of all correspondence of the Society and be under the direction of the President and the Board.

- c. File documents for the Society whenever required including submitting the annual report to the registrar.
- d. Send all notices of the various meetings as required.

2.13 It shall be the duty of the **Treasurer** to:

- a. Receive all monies paid to the Society and shall be responsible for the deposit of same in any financial institution the Board may order.
- b. Properly account for the funds of the Society keeping any such books and records as are required and directed.
- c. Present a full detailed account of receipts and disbursements to the Board whenever requested.
- d. Prepare with input from the Board, a yearly budget to be presented to the members at the Annual General meeting for their approval and/or amendment.
- e. Prepare for submission to members a statement duly reviewed as hereinafter set forth of the financial position of the Society at the Annual General meeting and, a copy of same to the Secretary for the records of the Society.

2.14 Without limiting the general responsibilities of the Board of Directors, the Board may delegate specific powers and duties to the Society's members, employees or contractors.

2.15 The books, accounts and records of the Secretary and Treasurer shall be reviewed at least once each year by a duly qualified accountant or by two members of the Society elected for the purpose at the Annual General meeting of the Society.

2.16 The fiscal year of the Society in each year shall be from Jan 1 to December 31.

2.17 The books and records of the Society may be inspected by any member of the Society at any time upon giving reasonable notices and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall, at all times have access to such books and records.

Article 3 – Meetings

3.1 Annual General Meeting (AGM)

3.1.1 This Society shall hold an Annual General meeting on or before June 30th in each year of which written notice to the last known email of each member and posted on the Society's webpage, shall be sent at least 14 days prior to the date of the meeting. Notices shall include the agenda.

3.1.2 At this meeting there shall be members elected to fill vacant Director positions and the President position if vacant.

3.1.3 The Directors and President so elected shall form the Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled by a majority resolution of the Board. Any member in good standing shall be eligible to any office in the Society.

3.1.4 A nominating committee, with input from the membership, will select nominees based on qualifications needed for the positions to be filled.

3.1.5 The regular business of the AGM shall include:

- a. the adoption of the minutes of the preceding AGM or General Meeting.
- b. a review of the work of the Board and the Society's committees and teams, which may be in the form of an annual report or a series of reports;
- c. the Society's financial statements for the preceding year, including an income and expenses statement and a statement of financial position, duly reviewed and approved by two designated members of the Society.
- d. the election of Directors and election of President (vacant positions)
- e. the proposed budget for the next membership year and
- f. any unfinished business tabled from a prior General Meeting.

3.1.6 Members may have additional matters added to the AGM agenda providing, for each issue they wish addressed, a description of the issue, a proposed motion, and the rationale for each motion. To qualify for inclusion on the agenda, this information must also be in electronic form, emailed at least 14 days prior to the AGM to the President and the Secretary of the Board.

3.1.7 Matters addressed at the AGM shall be limited to those in the published agenda, which shall include the regular AGM business, additional board-added matters, and qualifying member matters.

3.18. A quorum for all General and Special meetings shall be the lesser of 20 or 10% of all members in good standing, present in person, or by online attendance at the start of the meeting.

3.19 The annual general meeting may be held in person or by any video or electronic means that allows all members to participate in the meeting.

3.2 Other General Meetings and Special Meetings

3.2.1 General meetings may be called by the Secretary upon instruction by the President or Board. Notices to members of general meetings shall be in writing to the last known email of the members and be posted on the Society's web page. If the meeting is to change the objects of the Society, its bylaws, or to dissolve the Society, the notice shall be issued at least 21 days before the date of the meeting. The matters considered at the General meeting shall be limited to those on the agenda issued with the notice of meeting.

3.2.2 A Special meeting shall be called by the President or Secretary upon receipt of a written request by 5% of the membership in good standing, setting forth the reasons for calling such meeting. Such meeting shall be held within two weeks of receiving the request. Notices to members of special meetings shall be in writing to the last known email of members and posted on the Society's website, not less than 8 days before the meeting. The matters considered at the Special Meeting shall be limited to those relating to the reasons for calling the meeting.

3.2.3 General Meeting and Special Meetings may be held in person or by any video or electronic means that allows all members to participate in the meeting.

3.2.4. A quorum of 20 members is required for any General Meeting or Special Meeting

3.3 Board Meetings

3.3.1 Board meetings shall be called by the President or Vice President. Notices of Board meetings shall be by telephone or email, not less than 3 days before the Board meeting. Any member in good standing may attend a Board meeting except for any in-camera part of the meeting.

3.3.2 Emergency Board meetings may be requested by 3 or more elected Board members, such meetings to be held not more than one week after such request. Board meetings may be held in person or by any video or electronic means that allows all Board members to participate in the meeting. A quorum of four directors is required for a board meeting.

3.4 Voting

3.4.1 Any member who has not withdrawn from membership nor has been suspended or removed from membership and who has paid all required membership fees applicable to the current year shall have the right to vote at any General or Special meeting of the Society. Such votes must be made in person or online and not by proxy.

3.4.2 At any meeting of the Society a resolution put to vote is decided by a majority either by show of hands or by ballot. The Chairman shall not have a vote unless there is a tie vote in which case the Chairman will cast the deciding vote. Notwithstanding, a special resolution brought forward under article 6 or 7 must be decided by a 75% majority of those members present at the General or Special meeting.

Article 4 – Borrowing Powers

4.1 For the purpose of carrying out its objects, the Society may borrow, raise, or secure the payment of money in any manner without the sanction of a Special Resolution.

Article 5 – Employees

5.1 The Board may choose to hire employees of the Society to carry out assigned duties and responsibilities and to implement the policies, programs and objectives of the Board.

5.2 The employees are responsible to the Board and must abide by the policies and the bylaws of the Society.

Article 6 – By-Laws

6.1 The by-laws of the Society may be rescinded, altered or added to by a Special Resolution, any such changes will have no effect until approved and registered by the Registrar of Corporations of Alberta (Under the Societies Act).

6.2 In these by-laws, the singular shall include the plural and vice-versa; the masculine shall include the feminine and vice-versa.

Article 7- Dissolution

7.1 Upon the dissolution and windup of the affairs of the Society, any remaining assets will be transferred to a non-profit organization.

Article 8-Protection and Indemnity of Directors and Officers

6.1 Each Director or Officer holds office with protection from the Society. The Society defends, indemnifies and saves harmless each Director or Officer from and against all judgements, claims, causes of action, damages, costs, charges, and expenses that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

6.2 No Director or Officer is liable for the acts of any other Director or Officer. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of loss due to an oversight or error in judgement, or by an act in his role for the Society unless the act is fraud, dishonesty or bad faith.

6.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

THESE BYLAWS WE ADOPTED BY A SPECIAL RESOLUTION AT THE RED DEER PICKLE BALL CLUB ANNUAL GENERAL MEETING ON May ____, 2023