

## CONSTITUTION

The name of the Club is the “Desert Pickleball Club.” Hereafter, the Desert Pickleball Club shall be referred to as “the Club”.

The Desert Pickleball Club is registered as a Society, under the BC Societies Act.

The purpose of the Club is:

- to facilitate the game of pickleball in Osoyoos for the enjoyment, health and social engagement of all players by offering organized, recreational and competitive play.
- to generate opportunities for newcomers to learn the game
- to generate sufficient opportunity for recreational and competitive play amongst Members
- to offer opportunities for the continued development of all Members in an appropriate educational manner
- to promote fair play and respect amongst Members and non-Members
- to offer opportunities to play and/or with other clubs
- to maintain or expand Membership to a comfortable maximum, and as required, restrict new membership, based upon availability of court time
- to offer facilities as required
- to affiliate with Provincial and National Associations for the overall betterment of the sport, our Club and our Members

In the event of the dissolution or winding-up of the Club, the assets of the Club remaining after all the debts of the Club have been paid, shall be transferred to another B.C. non-profit organization with similar purpose. The assets shall not be distributed among the Members or Directors. **This provision is unalterable.**

All purposes shall be organized and operated exclusively on a non-profit basis. **This provision is unalterable.**

No part of the income of the Club shall be payable or otherwise available for the personal benefit of any proprietor, Member or Director. **This provision is unalterable.**

## MISSION STATEMENT

To grow the game of Pickleball for Club Members of all levels and abilities by creating and cultivating an environment that promotes good health, social interaction, sportsmanship, and fun; and offer continuing skill improvement and mentoring programs to enhance organized recreational and competitive play.

## **BY-LAWS**

### **PART I – INTERPRETATION**

Definitions and regulations in the “Societies Act of BC” apply to and supersede these Bylaws.

Conflict with Act or Regulations – if there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

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

- a) “Act” means the Societies Act of British Columbia, as amended from time to time.
- b) “Directors” mean the elected Directors of the Club, which constitutes the Board of Directors.
- c) “Registered e-mail Address” of a Member, means his or her e-mail address as recorded in the Register of Members.
- d) “Club” refers to the Desert 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 Member in good standing who is current in payment of dues, whose Membership is supported by the Board of Directors, and who abides by the rules of the club relative to conduct and behaviour on and off the courts.

### **PART 2 – MEMBERSHIP**

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

**2.01** The general Members of the Club shall be:

- a) Persons 16 years of age or over who apply to the Directors for Membership in the Society, whose conduct and behaviour on and off the courts are acceptable by the Directors, and whose dues are current and paid in full.

**2.02** Every general Member shall uphold the Constitution and comply with the Code of Conduct and these Bylaws.

**2.03** Members are entitled:

- a) To receive information about rates, news, courts, schedules, clinics, tournaments, etc. by email;
- b) To attend general meetings;

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- c) To participate in Club 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 Special Meetings
- g) To stand for election as Directors

**2.04** The Directors will determine the first Membership dues and may change them annually.

**2.05** Fees for non-Members will be determined by the Board of Directors, and may be adjusted from time to time.

**2.06** There are two classes of Membership

- a) A General Membership is anyone who is a paid-up Member of the Club. This is a voting Membership.
- b) An Honorary Life Membership may be gifted to a Member that has contributed significantly to the development of pickleball in the Club

### **PART THREE - TERMINATION AND FORFEITURE OF MEMBERSHIP**

**3.01** A person shall cease to be a Member of the Club:

- a) By communicating his decision to cease being a Member of the Club to the Membership Chair.
- b) On his or her death;
- c) on being expelled;
- d) On becoming a Member or Director not in good standing.

**3.02** Directors have the power, by a majority vote, to expel or suspend any Member whose conduct shall have been determined by the Directors to be improper, unbecoming, conflictive or likely to endanger the interests or reputation of the Club. 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. A suspended Member is not in good standing, until such status is cleared in writing by the Board of Directors.

**3.04** 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's discretion.

## **PART FOUR - MEETINGS**

**4.01** Meeting types include Special Meetings and General Meetings.

- a) Special Meetings are formal and structured with specific guidelines and voting which solidify the general direction of the Club.  
Special Meetings include the Annual General Meeting and a Special General Meeting.
- b) General meetings are more casual, typically instructional or informational in nature, and do not require votes or quorums that will impact the major business of the Club.

**4.02** Annual General Meeting of the Club shall be held at such time and place as the Directors decide, within two months of the fiscal year-end, and within a period of no less than 14 months apart.

- a) At least three weeks prior to an Annual General Meeting, notice must be sent to Members of the forthcoming election of Directors. Interested Members must be able to claim that they have not been convicted of fraud or a corporate offence within the past five (5) years. Written notice of intent must be submitted to the Board at least 14 days prior to the meeting.
- b) At the time of announcement of the Annual General Meeting, certain notices must be included:
  - 1) Proposed Agenda
  - 2) Minutes of the Previous Annual General Meeting
  - 3) Year-end financial statements
  - 4) Proposed Budget
  - 5) Proposed Bylaw amendments and/or additions
  - 6) list of qualified candidates who are standing for election to the Board of Directors
  - 7) Proxy forms
- c) Instructions on where and when to attend the meeting, or how and when to remotely access an online meeting

**4.03** The Directors may, whenever the majority of the Directors deem appropriate, convene a Special General Meeting.

**4.04** Due notice of the time, place, the general nature of the business to be transacted and participation instructions for Special Meetings shall be communicated to each Member at least fourteen (14) days before the meeting.

**4.05** The non-receipt of a notice by any Member entitled to receive notice does not invalidate proceedings at that meeting

**4.06** Directors, upon the written request of 10% or more of the voting Members, must convene a General meeting without delay. Upon discussion, contentious issues that arise

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from such meeting may constitute the need to hold a Special General Meeting for the Membership at large for the purpose of registering major changes that impact all Members.

## **PART 5 - PROCEEDINGS AT SPECIAL MEETINGS**

**5.01** Special meetings include the Annual General Meeting and Special General Meetings. Roberts Rules of Order applies to the proceedings in all Special Meetings.

- a) All business transacted at an Annual General Meeting, including the adoption of rules of order, at a minimum, must include:
  - 1) the review and approval of the financial statements;
  - 2) the report of the Directors;
  - 3) the resignation of the current Directors, based upon the end of their two-year term, and the election of new Directors.
  - 4) Directors may stand for and be re-elected for another term
  - 5) discussion and approval of additions or changes to Bylaws, if such issues are appropriate
  - 6) other business of the day as deemed appropriate by the Directors
- b) All business at a Special General Meeting, including the adoption of rules of order, includes business which is brought under consideration by the report of the Directors or other urgent items of business as is deemed appropriate by the Directors and/or the Members.
- c) Such Special meetings may be conducted in person and/or remotely with full access of all Members.

**5.02** A quorum at an Annual General Meeting and a Special General Meeting is a minimum of ten (10) percent of Members present, including four (4) current Directors. Such attendees may participate remotely and be considered as attendees for the purpose of quorum.

**5.03** Subject to Bylaw 5.04 the President of the Club, the Vice President or in the absence of both, one of the other Directors present, shall preside as Chair of a Special meeting.

**5.04** If at a Special Meeting

- 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; the Members present shall choose one of their Members to be Chair.

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**5.05** No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a Special Meeting if a quorum is not present.

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

**5.07** If within fifteen (15) minutes from the time appointed for a Special Meeting, a quorum is not present, the Special Meeting shall be terminated, and it shall stand adjourned to the same day in the next week, at the same time and place. If, at the subsequent meeting 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 Special 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 Special Meeting must be seconded and the Chair of the meeting may move to a vote. The Chair does not vote. In case of an equality of votes, the Chair shall have a casting vote, and the result of the vote will stand.

**5.10** A Member in good standing at a Special Meeting is entitled to vote and each of such Members in attendance shall have one vote. Voting method will be determined in writing, in advance of the meeting.

**5.11** In Special Meetings, with physical in-person attendance, when voting is involved, three (3) Scrutineers will be appointed and identified at the beginning of the meeting. The Scrutineers are responsible for tabulating the votes independently and confirming the number amongst themselves. Discrepancies amongst the Scrutineers will require a recount until all three Scrutineers agree on the result of the vote. In meetings with virtual attendance, the polling results provided by the virtual attendance software will stand. Proxy votes will be added manually to this count to generate the final count. The result is passed in writing to the Chair for notification at the Meeting.

**5.12** Special Resolution Votes are required to add and/or amend Bylaws and approve the Budget, and require a 75 percent vote of all members in attendance including Proxy votes. Items that do not require a Special Resolution Vote require a minimum of 51% of votes of members in attendance including Proxy votes.

**5.13** Proxy votes will be allowed in Special Meetings where voting is required. Proxy forms will be included in the meeting instructions and must be completed in full and privately submitted to a Board Member prior to the meeting. Such Board Member must be in attendance at the entire meeting. The Board Member must ensure that the Proxy votes, for in-person meetings, are submitted to the Scrutineers prior to the general vote. Proxy votes for virtual attendance meetings, may be emailed to the Chair prior to the

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meeting. The Member who submits a Proxy vote is not counted as an attendee for the purpose of a Quorum count.

**5.14** In all meetings where a vote is called by the Chair, the Chair does not vote except in the case of an equality, in which case the Chair's vote is counted to break the tie.

## **PART 6 – THE BOARD OF DIRECTORS**

**6.01** The Directors may exercise such powers and take such actions as required, to ensure proper conduct and behaviour in keeping with the Club's Mission Statement, Code of Conduct and Bylaws, as well as to ensure rules which may be separate from the Bylaws, but which have been approved by the Club in a Special Meeting.

**6.02** No rule made by the Club 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 Board a minimum of fourteen (14) days before the AGM in order to garner Proxy votes. Nominations from the floor may be accepted at the AGM but will not garner the benefit of proxy votes. Registered candidate names will be distributed with the pre-meeting information.

**6.04** The President, Vice President, Secretary and Treasurer form the Executive of the Club. They are chosen by the Directors for the current term of office. Remaining elected Directors will act as Directors-at-Large and may assume Board and Committee duties as required. All elected Directors form the Board of Directors.

**6.05** The Board shall be no less than five (5) or greater than seven (7) Directors. The term of the Board is two years, to be elected at each Annual General Meeting, with the exception of the first year, as follows: the initial board will resign after the first year, with the exception of the President and the Treasurer, who will stay on for two years, in order to provide continuity into the next Board. Thereafter, each Director will hold office for a two-year term. Directors are eligible for re-election.

**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 greatest number of votes are elected.

**6.07** In the event that there are insufficient nominations to fill the minimum number of Directors, an election may be by acclamation. If no successors are elected, the Directors previously elected or appointed continue to hold office.

**6.08** The past President, may remain on the Board as an additional member, in an unelected capacity, with no vote, if the new Board so chooses, to act as a mentor and to provide historical information and advice.

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**6.09** A Director ceases to be a Director on:

- a) The end of the Director's terms of office, unless the Director is re-elected
- b) Resignation in writing
- c) Ceasing to be a Member in good standing
- d) Expulsion
- e) Death
- f) Becoming unable to perform the duties of a Director due to physical or mental disability

**6.10** Directors have the choice, between elections, to appoint a Member as an interim Director should a vacancy occur on the Board. A Director, so chosen by a majority vote of current Directors, holds office only until the conclusion of the term, and is eligible for re-election at the next Annual General Meeting. No previous act or proceeding of the Directors is invalid by reason of there being less than the prescribed number of Directors in office.

## **PART 7 - PROCEEDINGS OF DIRECTORS**

**7.01** Directors may meet regularly, remotely or in person. No outside party, unless invited and agreed by all, shall be in attendance. The Board of Directors will conduct the business of the Club in a timely and business-like manner. Upon completion of the business, the date of the subsequent meeting should be mutually chosen and recorded. Minutes are to be taken at each meeting, distributed amongst the Directors in a timely manner for approval, and hence distributed electronically thereafter to the Membership.

**7.02** A Director may at any time, request an ad hoc Board meeting to conduct urgent business on no less than twenty-four (24) hours' notice. Notice may be given electronically or in person.

**7.03** Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority 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** Decisions made at Board Meetings shall be decided by majority vote. In case of any equality of votes, the Chair shall have a casting vote and the decision will carry.

**7.06** When deemed necessary, Directors may strike ad hoc Committees consisting of Members and non-Members and may name the Committee. A Committee so formed may research suggestions, proposals and Club business, shall conform to Board rules, and



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shall report their determinations to the Directors in the time required. There is no requirement for the Directors to take action on the reports of a Committee.

**7.07** Subject to directions of the Directors, a Committee shall determine its own procedure and may meet and adjourn as they deem proper.

## **PART 8 - DUTIES OF DIRECTORS**

**8.01** The President shall preside at all meetings of the Club and of the Directors. The President is the Chief Executive Officer of the Club and shall oversee the other Executive in the execution of their duties. The President is the chief Spokesperson for the Club. The President is an ex-officio Member of all committees.

**8.02** The President shall appoint a Director, usually the Vice-President, to carry out the duties of the President during his or her absence.

**8.03** The Vice-President shall assist the President in ongoing business as required, and conduct the business of the President during his absence

**8.04** The Treasurer shall:

- a) Maintain financial records
- b) Render Financial Statements to the Directors and Members, and others as required.
- c) Prepare, with approval from the Board, a yearly budget to be presented to Members at the Annual General Meeting for their review and approval.
- d) Ensure that the Club's financials adhere to the requirements of a non-profit Society
- e) Process new Member applications and renewal files
- f) Register and deposit Membership dues
- g) Maintain and update membership records, as required

**8.05** The Secretary shall:

- a) Conduct the correspondence of the Club
- b) Issue notices of meeting of the Club
- c) Record minutes of all meetings of the Club and Directors. Such minutes are to be distributed to the Board members for approval, and upon such approval, distribute them promptly to the Membership in an electronic format
- d) Maintain a copy of all Club business, including Minutes of all meetings
- e) Maintain all records and documents of the Club

**8.06** In the absence of the Secretary from a meeting, the Chair shall appoint another person to act as Secretary at the meeting.

## **Part 9 REMOVAL OF DIRECTORS FROM THE BOARD**

**9.01** Members may, by majority vote, remove a Director or Directors from the Board, with cause, before the expiry of the term and may elect, by majority vote, a successor or successors to serve until the next Annual General Meeting. A Special General Meeting must be called for this purpose, and the Director/Directors in question must have the opportunity at the same meeting for defense, prior to the vote being taken.

## **PART 10 – FINANCES**

**10.1** All cheques and other forms of payment of Club funds, credits, notices or other evidences of indebtedness issued in the name of the Club, shall be authorized and signed by two (2) of three (3) designated Board members, as shall from time to time be determined by the Board, and whose names shall be recorded in the Minutes of the meeting at which the names are approved. Such names and signatures must be advised and recorded at the Club's bank of record.

**10.2** The person or persons so appointed may arrange, settle, balance and certify all statements and accounts between the Club and the Club's banker; may receive and deposit all cheques and funds; and may authorize all payments as required.

**10.3** 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 Club.

## **PART 11 - BORROWING**

**11.01** The Directors may not, on behalf of, or in the name of the Club borrow funds.

## **PART 12 - NOTICE TO MEMBERS**

**12.01** All notices to Members are to be sent via email to the email address on record in the Register of Members. It is the responsibility of each Member to ensure that email address updates are properly notified to the Secretary.

## **PART 13 - BYLAWS**

**13.01** Upon Admission to Membership, each Member is entitled to, and the Club shall offer, an electronic copy of the Bylaws.

**13.02** These Bylaws may only be altered or added to by Special Resolution.

**PART 14 - FISCAL YEAR**

**14.01** The fiscal year of the Club shall commence on the first day of January each year, unless the fiscal year is changed by majority vote of the Board of Directors.