



BYLAW NUMBER 3 — BOARD OF DIRECTORS

1. ELIGIBILITY

All the members of the Kingston Pickleball Club (KPC/the Club) in good standing are eligible to become members of the Board of Directors of KPC. Normally, members will volunteer their names or will be nominated by other members of KPC at the Annual General Meeting (AGM) to run for a Director position that will be approved by a favorable vote of the Club members at the meeting.

2. TERM OF THE APPOINTMENT

The appointment of a Director is for one year; however, ideally Directors should commit for a two-year participation in the Board. There is no limitation on the number of terms a Director can serve, but a Director shall not hold office for more than five consecutive years. A Director can withdraw from the Board at any time by submitting a letter of resignation to the Board.

3. BOARD OF DIRECTORS

3.1. Composition of the Board of Directors

The Board of Directors shall be composed of no more than nine members duly nominated and elected at the AGM. At the first Board meeting, the elected members will appoint Directors by consensus agreement to the following positions on the Board:

3.1.1. President

3.1.2. Vice-President

3.1.3. Secretary

3.1.4. Treasurer

3.1.5. Up to five Directors-at-Large

3.1.6 Past-President

3.2. Responsibilities

The Club shall be managed by its Board of Directors, who shall establish, regulate and direct the policies and objectives of the Club. The Directors shall direct, review and approve decisions on all matters concerning the Club. The Directors' responsibilities are described below but are not limited to these guidelines.

3.2.1. **President.** The President shall be the Chief Executive Officer of the Club. The President shall call meetings when deemed appropriate. The President shall preside at all meetings of the membership and the meetings of the Board of Directors and ensure the meetings are carried out in accordance with accepted Board meetings procedures. The President shall appoint, with the approval of the Board, committee chairpersons and committee members where necessary. Such committee members are not limited to the Directors of the Club but will also potentially include members of the Club. The President or his designate shall act as the chief spokesperson and negotiator for Club activities. The President shall be authorized to sign cheques drawn on the KPC bank account.

3.2.2. **Vice President.** The Vice President shall assist the President in the performance of the President's duties and shall exercise all powers of the President in the case of the President's resignation, incapacity, removal, or death. The Vice President shall preside over all meetings of the Club or the Board at which the President is not present. The Vice President shall ensure that the KPC bylaws are reviewed as necessary and amended to be consistent with the purpose of the Club.

3.2.3. **Treasurer.** As Treasurer this officer shall be the Chief Financial Officer and shall be responsible for the financial management of the Club. The Treasurer shall managed the preparation of the KPC annual budget. The Treasurer shall receive and deposit all the money due to KPC. The Treasurer may also maintain a petty cash in an amount not to exceed \$50.00. The Treasurer shall pay all outstanding KPC bill in a timely manner. The Treasurer shall regularly reconcile the KPC bank statements. The Treasurer shall present a financial update periodically, at least quarterly, to the Board of Directors and a yearly budget to be approved by the Board and then presented to the Members of the Club at the Annual General Meeting. The Treasurer will report and submit any financial Regulatory Compliance as required by a Non-Profit organization. All financial records shall be kept in the custody of the Treasurer. The Treasurer shall be authorized to sign cheques drawn on the KPC's bank account.

3.2.4. **Secretary.** As Secretary this officer shall give the notice of meetings, determine if a quorum exist and prepare the agenda and the minutes of all meetings. The notice of the Annual General Meeting shall be sent out by the Secretary to the Board one month prior to the meeting and the notice of a Board meeting, one week prior to any meeting. The Secretary shall safeguard all the records of the Club. The Secretary shall coordinate KPC's correspondence and oversee the KPC's Internet sites. The Secretary shall ensure that Minutes of the meetings shall be made available upon request to the members following the Annual General Meeting. The Secretary shall maintain an up-to-date membership roster. Each year, following the AGM and election of Directors, the Secretary has the responsibility to register any corporate changes under the Certificate

of Incorporation, as required under the Corporations Act with the Ministry of Government Consumer Services.

3.2.5. Directors-at-Large. The Directors-at-Large will actively participate in Board meetings and take part in the work of the Board as equals to the members assigned particular responsibilities (Officers). They will represent the best interest of the Club and its members. They will lead committees and other groups working for the betterment of the Club, such as but not limited to equipment, scheduling of facilities, Club tournament.

3.2.6. Past-President. The Past-President shall be an ex-officio member of the Board but shall not be a voting member. The main duty of the Past-President shall be as an advisor to inform the discussions of the Board to maintain continuity in the operation of KPC.

3.3. Vacancies

If a vacancy shall occur on the Board, the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term, except that a vacancy in the office of the President shall be succeeded by the Vice President.

3.4. Conflict of Interest

Any Director, who is party to, has a material interest, or who is party to a material contract in relation to KPC shall disclose the nature and extent of his/her interest to the Board. The Director shall exclude himself/herself from discussions and vote when a conflict of interest is likely to result.

3.5. Removal of Director

At any meeting of the Board, any officer or member of the Board may, by a vote of not less than three/fifths (3/5) of the entire Board, be removed from office, with or without cause, and a successor may be elected pursuant to the provisions of these Bylaws.

3.6. Protection of Directors

Every Director of the Club, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Club, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director shall be liable for the acts, receipts, neglects or defaults of any other Director, or for any damage or expense happening to the corporation. KPC Directors are also protected by a Directors, Officers and General Liability Insurance plan as approved by the Board (whether that be our own or the Canada Pickleball Organization plan).

3.7. Confidentiality

The members of the Board of Directors shall exercise total confidentiality with regards to the proceedings at the meetings of the Boards. They shall refrain from revealing the position of any Board members on matters discussed at any meetings. The members of the Boards must be allowed to express their opinions at meetings, without fear of them being reported publicly. The President shall be the Board spokesperson who will render public the decisions of the Board.

3.8 COMMITTEES

The Board of Directors is authorized to form committees and working groups to address specific matters on behalf of the Board.

4. BOARD OF DIRECTORS MEETINGS

4.1. Meeting frequency and location

The Board of Directors should meet regularly and preferably once a month. Special meeting of the Board of Directors can be called at any time to address unusual situations. The location of the meeting is at the discretion of the Board and once determined the Directors will be informed, prior to the meeting.

4.2. Quorum

A quorum for conducting business of the Club at a Board of Directors meeting shall consist of a minimum of three Directors.

4.3. Club members and Board of Directors meetings

Members cannot attend Board of Directors' meetings. However, members can be invited to a Board of Directors meeting to present a concern or to provide information, but must leave the meeting before the deliberations of the Directors begin or resume.

4.4. Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting if all the members of the Board or committee are in agreement, including meetings via computer or telephone, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors and will be duly recorded by the Secretary.

4.5. Order of business

The suggested order of business for the meetings of the Board of Directors shall be as follows:

- 4.5.1. Call to order by the President of the Board
- 4.5.2 Approval of the agenda
- 4.5.3. Approval of the minutes of the previous meeting of the Board
- 4.5.4. Report of the President
- 4.5.5. Report of the Secretary
- 4.5.6. Report of the Treasurer
- 4.5.7. Report of Committees
- 4.5.8. New Business
- 4.5.9. Adjournment