



Note: The Kingston Pickleball Club is hereinafter referred to as “the Club”.

**Goals:**

1. Promote Pickleball as a sport for all ages in Kingston and surrounding areas.
2. Identify and assist in providing locations and times for Pickleball play year round.
3. Continue to introduce new players to our great sport and fuel its growth.
4. Provide opportunities to advance skills at all levels.

**Article 1: Meetings**

- a) **Annual General Meeting:** An Annual General Meeting (AGM) shall be held once a year. Date to be determined by the Directors.
- b) **Notice of Meeting:** Notice of the AGM must be given to all members at least one month in advance of the meeting.
- c) **Voting Rights:** Anyone who holds a membership for the current year shall have one vote at all meetings.
- d) **Quorum, Voting, Amendments:** At all club meetings the members who are present shall constitute a quorum. Only members in attendance may vote at meetings. Motions may be passed by majority vote at all meetings unless it is an amendment to the Constitution which will require a 2/3 majority vote. Any member in good standing to the Board may submit a proposed amendment to the Constitution.
- e) **Order of Business:** The suggested order of business at the Annual General Meeting of the club shall be as follows:
  - Call to order
  - Approval of minutes of previous AGM
  - Report of Secretary/Treasurer
  - Report of the President;
  - Report of Committees;
  - Amendments to the Constitution;
  - Miscellaneous or Special Business;
  - Election of Directors
  - Adjournment
- f) Additional meetings may be called by the President as required.

**Article 2: Membership - Dues, Voting, Just Cause Clause**

- a) **Eligibility:** All residents of Kingston and the surrounding communities are eligible for membership in the Club.
- b) **Fees:** Membership dues will be established by the Board of Directors and approved by the members. The Directors shall have the power to change membership fees as required.
- c) **Membership Year:** The membership year shall run from January 1 to December 31.
- d) **Voters:** The voting members of the Club shall be individuals whose dues are paid up for the current year.



e) **Affiliate Memberships:**

- i. The Directors may offer a Non-Playing Affiliate Membership (NAM) to individuals who want to support the goals of the Club financially or volunteer their time to assist with Club activities. NAM's would still be able to participate in all social activities, attend the AGM etc. The regular membership fee would apply.
- ii. The Directors may offer a temporary Playing Affiliate Membership (PAM) to individuals to provide them with occasional playing rights at the discretion of the Directors. The fee would be at the discretion of the Directors.
- iii. All Affiliate members may attend meetings but have no voting or speaking rights unless granted by the Directors.

- f) **Just Cause:** The Board shall have the power to refuse membership and to suspend, expel, or refuse to renew any member for just cause. Examples of just cause include: failure to pay membership fees when they are due, unsportsmanlike conduct, failure to follow proper protocol in disputes or other actions, any action which damages the integrity of the Club or the ability of the Directors to fulfill their duties.

**Article 3: Board of Directors - Composition, Term of Office, Quorum**

- a) **Number of Directors:** Nine (9) Directors will be elected at the AGM.
- b) **Election of Officers:** At the first meeting of the Directors after the AGM the Directors will elect a President, Vice-President, Secretary, Treasurer and five Directors-At-Large. Duties of each officer are described in Article 4. Additional duties can be assigned with the agreement of the Directors.
- c) **Term of Office:** Director positions are for a one (1) year term. There is no restriction on the number of terms a person can serve.
- d) **Quorum.** A quorum for conducting business at a Director's meeting shall consist of a minimum of three (3) Directors.

**Article 4: Board of Directors - Duties, Vacancies, Meetings, Removal of Director, Conflict of Interest**

- a) **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 all matters concerning the Club.
- b) **President:** The President shall be the chief executive officer. The President shall preside at all meetings of the membership and Board of Directors meetings. 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 at large. The President or his designate shall act as the chief spokesperson and negotiator for Club activities.
- c) **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.

- d) **Treasurer:** As Treasurer this officer shall be the Chief Financial Officer and shall be responsible for the financial management of the organization. The Treasurer shall perform such other duties as may be assigned by the President.
- e) **Secretary:** As Secretary this officer shall give the notice of meetings, and keep the minutes of all meetings. The notices of these meetings shall be sent out by the Secretary to the Board one month prior to the Annual General Meeting and one week prior to any Board meeting. The Secretary shall perform such other duties as may be assigned by the President. Minutes of the meetings shall be sent out to the members following the Annual General Meeting and following all Board meetings.
- f) **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.
- g) **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.
- h) **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.
- i) **Conflict of Interest:** Any Director, who is party to, has a material interest, or who is party to a material contract shall disclose the nature and extent of his/her interest. The Director shall exclude himself/herself from discussions when a conflict of interest is likely to result.

#### **Article 5: 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.

#### **Article 6: Finances**

- a) The Kingston Pickleball Club is a not-for-profit association.
- b) A bank account will be established at a local bank and must be used to transact all Club financial business.
- c) Any two of the President, Vice-President, and Treasurer must sign all cheques.

Adopted by the Board of Directors on December 7, 2016. Revisions adopted **October 28, 2018**.