

# By-Laws - St. Albert Pickleball Club

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*This document is presented as current bylaws; in order to display the recommended changes appropriately, there may be changes to numbering.*

*Recommend changes are set in blocks after each clause.*

The name of the society shall be **St. Albert Pickleball Club**.

## Article 1 – Membership

- 1.1 Membership fees in the society shall be determined, from time to time, by the members at General meeting.
- 1.2 Membership in the society is open to any person residing in Alberta being interested in the game of pickleball and being of the full age of age 18 years upon completion of an application form and payment of the membership fee. Anyone younger than 18 may apply to the Board for membership and the membership may be permitted by the Board and fee or a portion may be waived.
- 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 May 1st and continue for twelve months. The anniversary for membership year may be changed by a majority vote of members at a General meeting.
- 1.5 Annual membership fees are due at the beginning of the membership year. Any member in arrears for membership fees for any year shall be automatically suspended at the expiration of 60 days from the beginning of such year and shall be entitled to no membership privileges or powers in the society until reinstated. In order to vote at a General or Special meeting, a member must have paid all applicable membership fees for the current year.

**RECOMMENDATION:**

*Annual membership fees are due at the beginning of the membership year. Add: The society shall allow membership fees to be paid at least 29 days in advance of the year to which they apply. Any member in arrears for membership fees for any year shall Change: have their membership automatically lapse at the beginning of such year and shall be entitled to no membership privileges or powers in the society until reinstated. 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 the mission of the society may have his membership revoked by majority vote of the Board of Directors.

**RECOMMENDATION:**

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

- 1.7 No member of the society shall be also a paid employee of the society.

## 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 three Directors appointed by the Board of Directors

**RECOMMENDATION:**

*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*

Add:

e. Communications

f. Membership and Volunteer

g. Up to Change: two (2) Directors Add: at Large, Delete: appointed by the Board of Directors

- 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 to look after specific areas of interest on behalf of the society. Committees will be comprised of members and are chaired by a Director.

**RECOMMENDATION:**

*The Board may from time to time form committees Add: and teams to look after specific areas of interest on behalf of the society. Committees Add: and teams will be comprised of members and are chaired by a Director Add: 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 in writing to act as a Director before the election or appointment, or within ten days after the appointment or election, 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 with the exception that in the initial year of the society, two Directors will be elected for a one year term of office. 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.
- 2.7 Any vacancy on the Board shall be filled by appointment by the remaining Directors.

**RECOMMENDATION:**

*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.*  
Any Delete: interim vacancy on the Board shall be filled by appointment by the remaining Directors.

- 2.8 Any Director, upon a majority vote of all members 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:
- Chair all meetings of the society and the Board. In his/her absence, the Vice-President shall chair any such meetings.
  - Be ex-officio a member of all committees.
  - Execute any contracts and other documents binding upon the society.
- 2.11 It shall be the duty of the Vice-President to:
- Preside at meetings of the society and the Board when the President is absent.
  - Undertake actions for society reasonably required by the Board.
- 2.12 It shall be the duty of the Secretary to:
- Attend all meetings of the society and keep accurate minutes of the same.
  - Have charge of all correspondence of the society and be under the direction of the President and the Board.
  - File documents for the society whenever required.
  - Keep a record of all members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual membership fees levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit.

**RECOMMENDATION:**

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

- Attend all meetings of the society and keep accurate minutes of the same.*
- Have charge of all correspondence of the society and be under the direction of the President and the Board.*
- File documents for the society whenever required, Add: including submitting the annual report to the registrar.*
- Delete d. Keep a record of all members of the society and their addresses), Send all notices of the various meetings as required. Delete: and collect and receive the Annual membership fees levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit.*

- 2.13 It shall be the duty of the Treasurer to:
- Receive all monies paid to the society and shall be responsible for the deposit of same in any financial institution the Board may order.
  - Properly account for the funds of the society keeping any such books and records as are required and directed.
  - Present a full detailed account of receipts and disbursements to the Board whenever requested.
  - 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.
  - Prepare for submission to members a statement duly audited 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.

**RECOMMENDATION:**

2.14 Add: It shall be the duty of the Communications Director to issue public and member communications.

RECOMMENDATION:

2.15 Add: It shall be the duty of the Membership and Volunteer Director to keep a record of all members of the society and their addresses and collect and receive the annual membership fees levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit.

RECOMMENDATION:

2.16 Add: 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.

- 2.17 The books, accounts and records of the Secretary and Treasurer shall be audited 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.

RECOMMENDATION:

Add: Members elected as Auditors are Officers of the Society.

- 2.18 The fiscal year of the society in each year shall be from May 1 to April 30.
- 2.19 The books and records of the society may be inspected by any member of the society at the Annual General meeting or at anytime 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.

RECOMMENDATION:

*The books and records of the society may be inspected by any member of the society ~~Delete: at the Annual General meeting or~~ anytime 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 or postal mail address of each member shall be sent at least 14 days prior to the date of the meeting. At this meeting there shall be elected members to vacant Director positions and Directors to fill the Board positions of President, Vice-President, Secretary, Treasurer and Communications. The Directors 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.

RECOMMENDATION:

*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 or postal mail address of each member shall be sent at least 14 days prior to the date of the meeting. Add: Notices shall include the agenda.*

*3.1.2 At this meeting there shall be elected members to vacant Add: Officer and Director positions ~~Delete: and~~ Directors to fill the Board positions, Add: in order, of President, Vice-President, Secretary, Treasurer, Communications, Add: Membership and Volunteer, and up to two Directors, and one or two Officer positions of Auditor.*

*3.1.3 The Directors 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 Add: A nominating committee, with input from the membership, will select nominees based on qualifications needed for the positions to be filled.

3.1.5 Add: 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;

d. the auditor's report;

e. the election of Directors and appointment or election of Officers;

f. the proposed budget for the next membership year; and

g. any unfinished business tabled from a prior General Meeting.

3.1.6 Add: 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 by May 15 to the President and the Secretary of the Board.

3.1.7 Add: 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.

### 3.2 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 or postal mail address of each member and shall be sent not less than 14 days before the date of the meeting.

#### **RECOMMENDATION:**

*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 or postal mail address of each member. Change to: If the meeting is to change the objects of the society, its bylaws, its borrowing powers 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 by him of a written request by six members in good standing, setting forth the reasons for calling such meeting. Such meeting to be held within two weeks of receiving the request. Notices to members of special meetings shall be in writing to the last known email or postal mail address sent not less than 8 days before the meeting or may also be by telephone not less than 4 days before the meeting.

#### **RECOMMENDATION:**

*A Special meeting shall be called by the President or Secretary upon receipt ~~Delete: by him~~ of a written request by Change: 5% of the membership in good standing, setting forth the reasons for calling such meeting. Such meeting Change to: 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 or postal mail address sent not less than 8 days before the meeting. Add: The matters considered at the Special Meeting shall be limited to those relating to the reasons for calling the 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.

**RECOMMENDATION:**

*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. Add: 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.

**3.4 Quorum and Meeting Rescheduling**

- 3.4.1 The quorum for all General and Special meetings shall be the lesser of, 10 or 51% of total members in good standing, present in person at the start of the meeting.

**RECOMMENDATION:**

*The quorum for all General and Special meetings shall be Delete: the lesser of, 10 or Change to: 5% of total members in good standing, present in person at the start of the meeting. Add: If a meeting fails to reach a quorum, the meeting is rescheduled for seven to twenty-one days later. If a quorum is not reached at this second meeting, the membership present at this meeting has the authority to conduct the society's business and make decisions and resolutions.*

- 3.4.2 The quorum for all Board meetings shall be not be less than 3 Directors present in person at the start of the Board meeting.

**RECOMMENDATION:**

*The quorum for all Board meetings shall be not be less than Change to: 51% of the Directors present at the start of the Board meeting.*

**3.5 Voting**

- 3.5.1 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 and not by proxy or otherwise

- 3.5.2 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 5 or 6 must be decided by a 75% majority of those members present at the General or Special meeting.

**RECOMMENDATION:**

*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 Change to: 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 not borrow, raise, or secure the payment of money in any manner without the sanction of a Special Resolution, of the society which is approved at a General or Special meeting of the society.

RECOMMENDATION:

Add Article 5 – Employees

5.1 The Board may choose to hire, as employees of the society, personnel such as an Executive Director 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 abide by the bylaws and policies of the society.

5.3 The employees may attend meetings of the Board of Directors except for any in-camera part of the meeting.

5.4 The employees do not vote on motions presented at board meetings.

**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.

RECOMMENDATION:

Add Article 8 – Director and Officer Indemnification

8.1 Each Director or Officer holds their office with protection from the society. The society indemnified each Director or Officer against all costs or charges that result from any act done in his role for the society, to the extent provided by the Director and Officer indemnity provisions of the Pickleball Canada insurance or similar purchased by the society. The society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

8.3 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.

8.4 The club will carry Director and Officer indemnification insurance as provided by Pickleball Canada or similar insurance coverage.

Original Approval: October 3, 2014

Revision (1) Approval: August 12, 2017

Revision (2) Approval: February 28, 2019