

## Description of, and reasons for, proposed bylaw changes

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The board proposes to bring our fiscal year and membership year in line with Pickleball Canada and Pickleball Alberta organisations to maintain our automated membership processes.

1.4 The membership year will commence on January 1st and continue for twelve months. The anniversary for the membership year may be changed by a majority vote of members at a General meeting.

2.19 The fiscal year of the society in each year shall be from January 1 to December 31.

The changes are needed to align our integrated website registration processes.

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### 2

The board proposes that setting of the membership fees and the approval of the annual budget be delegated to the board, with the option for the membership to provide direction on membership fees, for the next fiscal year, via a motion at the AGM.

The existing bylaws state:

1.1 Membership fees in the society shall be determined, from time to time, by the members at General meeting.

Proposed bylaws:

1.1 Membership fees in the society shall be determined from time to time by the Board, subject to Article 2.2 of these bylaws.

Article 2.2 :

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.

Reason: Setting membership fees or changing the budget at the AGM, after the membership year and the fiscal year have already started, causes administrative difficulties and hampers budget and event planning for the year.

In this way the board can plan the club activities before the start of the fiscal year with an approved budget. The membership has the option at the AGM or any society meeting to give direction to the board on future budget planning, as the membership has the final say in the affairs of the society.

The board proposes to change the minimum age requirement for membership to 12 years in the bylaws and clarify the conditions of membership by the following clauses.

- 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 12 years, subject to the provisions of club membership policies, membership application procedures and any outstanding issues relating to prior membership in this society have been resolved to the satisfaction of the Board.
- 1.9 A member of the society will be in good standing provided that the member:
- a. has not ceased to be a member;
  - b. as not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
  - c. has completed and remitted all documents as required by the society;
  - d. has complied with the bylaws, policies, procedures, rules and regulations of the society;
  - e. is not subject to a disciplinary investigation or action by the society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board and;
  - f. has paid all required membership dues or debts to the society, if any.

Currently the board needs to approve every youth membership below 18 years old individually, as stated in in the existing bylaws. These new bylaw clauses will enable the management of membership details via Policies and procedures and will reduce administrative work for the board.

The board proposes to add to the bylaws:

- 3.1.1 Parliamentary Authority: the current edition of Robert's Rules of Order Newly Revised shall govern those cases to which they are applicable and in which they are not inconsistent with either these bylaws or any special rules of order the society or Board may adopt for their respective meetings.

Our existing bylaws have parts of these rules of order included, but details on how to run meetings and resolve governance issues were missing or conflicting. This clause provides a broadly accepted way, and complete guide to, conducting business at our meetings.

Adopting this Parliamentary authority will simplify our bylaws, and remove some conflicts between established rules of order and our bylaws, and provide a simplified and clear way of running small meetings like the board meeting.

Various clauses in the proposed bylaws have been edited to conform to these Rules of Order, and details in the existing bylaws that are covered in these Rules of Order have been deleted in the proposed bylaws.

This new clause will also allow special rules of order to be adopted for General or Board meetings and thereby help in doing business efficiently.

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The Board proposes to add to the bylaws:

3.1.2 Any society, Board or committee meetings may be conducted through use of Internet meeting services that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings shall be subject to all rules adopted by the Board, or by the Society, to govern them, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

This statement is needed to properly authorize conducting our meetings via Zoom or other video conferencing apps.

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The Board proposes to add to the bylaws:

6.3 The Board will have the authority to interpret any provision of these bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the society and the Societies Act of Alberta.

This will provide a path forward, if a dispute arises. The membership still has the ultimate say, if not in agreement with the board decision, as per clause 2.2.

2.8 A Director may be suspended, pending the outcome of a discipline hearing in accordance with the society's policies related to discipline, by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of, and the opportunity to be heard at, such meeting.

This will avoid needing to call a Special Membership meeting when needing to suspend a Director pending the outcome of a discipline issue. As per the next clause, the membership will still be called on to remove a Director from Office.

2.9 Directors or Officers may be removed from office at the pleasure of the membership as provided in the parliamentary authority.

The board is working for the membership, so the membership has the final say.

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Here are some clarifying statements that have been added:

Articles 2.1 and 3.2.4: Directors having attained the age of majority

This is required to meet Canada Not for Profit Director requirements.

2.16 At the discretion of the Director or Officer, and approval by a resolution from the Board, any Director or Officer may delegate any duties of that office to appropriate volunteers or staff of the society.

This is needed to allow delegation of some of the duties of the treasurer, assigned by these bylaws.

1.8 membership, or any of its benefits are not transferable.

Each member has to go through the application process and there are no refunds for membership fees.

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Needing to make the above changes provided the opportunity to clarify the wording of some other clauses, and to group clauses into their appropriate sections for easier interpretation and application of our bylaws. (On occasion we have misread the bylaws, or needed to call an extra meeting to re-vote on a special resolution, because the rules were not spelled out.)

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The board had a policy to email vote without a meeting. Advice from a lawyer prompted adding the following statement to the bylaws under board meetings:

3.3.5 For purposes of taking action without a meeting, electronic voting is permitted as follows:  
The President may request an electronic vote on any matter deemed urgent. The President must request an electronic vote if requested to do so by a majority of Directors. The vote is initiated by the President's electronic request to all Directors that

includes the motion wording and all related materials for consideration. Each Director may either vote for or against the motion, but may not suggest changes to the wording of the motion. If the motion fails, then a majority of Directors may request in writing that the President initiate a new vote with new motion wording requested by a majority of Directors in writing. The deadline for receipt of electronic votes is two (2) business days from the electronic request. The motion is carried if a two-thirds (2/3) majority of Directors votes to approve the motion within the two business days. The motion will be entered in the board meeting minutes at the next meeting.

On behalf of the board,

Douwe Spriensma,  
Secretary SAPC