

# By-Laws - St. Albert Pickleball Club

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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 Board, subject to article 2.2 of these bylaws.
- 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.
- 1.3 Any member wishing to withdraw from membership may do so upon notice in writing to the Board via its Secretary.
- 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.
- 1.5 Annual membership fees are due at the beginning of the membership year. 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 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 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.
- 1.8 Membership, or any of its benefits are not transferable.
- 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.

## Article 2 – Board of Directors

- 2.1 The Board of Directors of the society (hereinafter referred to as “the Board”) shall consist of persons having attained the age of majority, filling the following Director positions:
  - a. President;
  - b. Vice President;
  - c. Secretary;
  - d. Treasurer;

- e. Communications;
- f. Membership and Volunteer; and
- g. Up to two (2) Directors at Large.

- 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.
- 2.3 The Board may from time to time form an executive committee, or other committees and teams to look after specific areas of interest on behalf of the society.
- 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 Directors and Officers shall serve for two years, or until their successors have been elected. If over 75% of the Board positions are subject to election at one time, the Board may propose, prior to the election, that the term for some Director positions be one year or three years.
- 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; or
  - c. the Director is absent without valid reason for three or more Board meetings.
- 2.7 Any interim vacancy on the Board shall be filled by appointment, of a member in good standing, by at least 4 remaining Directors. Any such appointment to a Board position is not effective beyond the next election.
- 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.
- 2.9 Directors or Officers may be removed from office at the pleasure of the membership as provided in the parliamentary authority.
- 2.10 There will be no remuneration to Directors.
- 2.11 It shall be the duty of the President to:
- a. be ex-officio a member of all committees, except the Nominating Committee and disciplinary committees;
  - b. execute contracts and other documents binding upon the society, upon direction from the board; and
  - c. perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the society.
- 2.12 It shall be the duty of the Vice-President to:
- a. fulfill the duties of the President, when the President is absent;
  - b. undertake actions for the society reasonably required by the Board; and
  - c. perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the society.

- 2.13 It shall be the duty of the Secretary to:
- a. attend all meetings of the society and board and keep accurate minutes of the same;
  - b. have charge of all correspondence of the society and be under the direction of the President and the Board;
  - c. file documents for the society whenever required including submitting the annual report to the registrar;
  - d. send all notices of the various meetings as required; and
  - e. perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the society.
- 2.14 It shall be the duty of the Treasurer to:
- a. receive all monies paid to the society and to be responsible for the deposit of same in any financial institution the Board may order;
  - b. properly account for the funds of the society keeping any such books and records as are required and directed;
  - c. present a full detailed account of receipts and disbursements to the Board whenever requested;
  - d. prepare a yearly budget for Board approval;
  - e. prepare for submission to members a duly audited statement of the financial position of the society at the Annual General Meeting and provide a copy of same to the Secretary for the records of the society; and
  - f. perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the society.
- 2.15 It shall be the duty of the Communications Director to:
- a. issue general public and member communications; and
  - b. perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the society.
- 2.16 It shall be the duty of the Membership and Volunteer Director to:
- a. 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; and
  - b. perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.
- 2.17 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. Additionally, 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.
- 2.16 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. Members elected as Auditors are Officers of the Society.
- 2.19 The fiscal year of the society in each year shall be from January 1 to December 31.
- 2.20 The books and records of the society may be inspected by any member of the society at any time upon giving reasonable notice 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 The Conduct of Meetings

- 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.
- 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.

### 3.2 Society Meetings

- 3.2.1 The quorum for all General and Special society meetings shall be 5% of total members in good standing, present in person at the start of the meeting. If a meeting fails to reach or maintain 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.
- 3.2.2 This society shall hold an Annual General Meeting (AGM) every year, ordinarily within three months of the end of the fiscal 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. Notices shall include the agenda.
- 3.2.3 At this meeting there shall be elected members to vacant Officer and Director positions to fill the Board positions in order of: President, Vice-President, Secretary, Treasurer, Communications, Membership and Volunteer, up to two Directors, and one or two Officer positions of Auditor. The term of the newly elected Officers and Directors will start at the close of the meeting in which they are elected.
- 3.2.4 The Directors so elected, or appointed as per 2.7 of these bylaws, shall form the Board. Any member in good standing and having attained the age of majority shall be eligible to any office in the society.
- 3.2.5 A nominating committee, with input from the membership, will select nominees based on qualifications needed for the positions to be filled.
- 3.2.6 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. receiving the society’s financial statements for the preceding year, including an income and expenses statement and a statement of financial position;
  - d. receiving the auditor’s report;
  - e. the election of Directors and appointment or election of Officers;
  - f. a review of the Board-approved budget for the current membership year; and
  - g. any unfinished business tabled from a prior General Meeting.

- 3.2.7 Members may have additional matters added to the AGM agenda by 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 and emailed by the 15th of the month following the membership year-end to the President and the Secretary of the Board.
- 3.2.8 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.
- 3.2.9 General Society 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 sent not less than 14 days before the meeting. 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.
- 3.2.10 A Special Society meeting shall be called by the President or Secretary upon receipt of a written request by 5% of the membership in good standing, setting forth the reasons for calling such meeting. Such meeting 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. The matters considered at the Special Meeting shall be limited to those relating to the reasons for calling the meeting.
- 3.2.11 A Special Resolution, as defined in the Societies Act of Alberta, brought forward under article 4, 6 or 7 must be decided by a 75% majority of those members present at a duly called General or Special meeting of the society with the required 21 day notice.
- 3.2.12 Any member in good standing shall have the right to vote at any General or Special meeting of the society
- 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 and not less than 3 days before the Board meeting, unless waived by unanimous consent of the board members.
- 3.3.2 Meetings of the Board shall be held as often as may be required, but at least once every three months.
- 3.3.3 Any member in good standing may request to attend a Board meeting except for any executive session part of the meeting.
- 3.3.4 Emergency Board meetings may be requested by 3 or more Board members, such meetings are to be held not more than one week after such request.
- 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.

3.3.6 The quorum for all Board meetings shall be a simple majority of the Directors elected and appointed.

#### **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 and filed with the Registrar of Corporations of Alberta.

#### **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 Employees may attend meetings of the Board of Directors except for any in-camera part of the meeting.

5.3 Employees do not vote on motions presented at board meetings.

#### **Article 6 – By-Laws**

6.1 The objects or the by-laws of the society may be rescinded, altered or added to by a Special Resolution, as defined in the Societies Act of Alberta. 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.

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.

#### **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.

#### **Article 8 – Director and Officer Indemnification**

8.1 Each Director or Officer holds their office with protection from the society. The society indemnifies 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

Revision (3) Approval: AGM of June 24, 2019 (Approved by Office of Registrar Jan 30 2020)

Revision (4) Approval: \_\_\_\_