

Bylaws of Pickleball BC Association (the “Society”)

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Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time

“**Board**” means the Directors of the Society, collectively

“**Bylaws**” means these Bylaws as altered from time to times

“**Society**” means Pickleball BC Association

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, will prevail.

Part 2 – Members

Categories of Members

2.1 There shall be one category of membership.

Any individuals who agree to abide by and adhere to the society’s Bylaws, policies, procedures, and rules, or if the individual is under the age of 18, who has had a parent or guardian agree to abide by the Society’s Bylaws, policies, procedures, and rules on behalf of the individual may apply for membership.

Application for membership

2.2 Any individual, per 2.1, may apply to the Board for membership in the Society and they will become a member of the Society upon the Board’s acceptance of the application.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Membership dues

2.4 The amount of the annual membership dues, if any, will be determined by the Board. The term, start and end date of these annual membership dues will be determined by the Board.

Member not in good standing

- 2.5** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing as long as those dues remain unpaid.

Member not in good standing may not vote

- 2.6** A member who is not in good standing
- (a) May not vote at a general meeting, and
 - (b) Is deemed not to be a member for the purpose of consenting to a resolution of the members.

Termination of membership if member not in good standing

- 2.7** A person's membership in the Society is terminated if the person is not in good standing.

Rights of members in good standing

- 2.8** Only members in good standing are entitled to:
- (a) Receive information about schedules, clinics, tournaments and other matters as the Board may direct by email
 - (b) Attend all general meetings
 - (c) Receive a copy of the Constitution and Bylaws by email
 - (d) Serve on Committees
 - (e) Vote on all issues at general meetings
 - (f) Stand for election as a Director
 - (g) Examine books and records of the Society upon at least 7 days written notice

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) Adoption of rules of order
- (b) Consideration of any financial statements of the Society presented to the meeting
- (c) Consideration of the reports, if any, of the Directors or auditor
- (d) Election or appointment of Directors
- (e) Appointment of an auditor, if any
- (f) Business arising out of a report of the Directors not requiring the passing of a special resolution

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) The individual, if any, appointed by the Board to preside as the chair
- (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair
 - (i) the president
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other Directors present at the meeting, if both the president and vice-president are unable to preside as the chair

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 8 members.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of members is not present,
- (a) In the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or if so directed by the members at the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) Elect an individual to chair the meeting, if necessary
- (b) Determine that there is a quorum
- (c) Approve the agenda
- (d) Approve the minutes from the last general meeting
- (e) Deal with unfinished business from the last general meeting
- (f) If the meeting is an annual general meeting
 - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting
 - (iii) elect or appoint Directors
 - (iv) appoint an auditor, if any
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting
- (h) Terminate the meeting

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, 2 or more members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy and/or absentee ballot is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors**Number of Directors on Board**

- 4.1** The Society must have no fewer than 3 and no more than 11 Directors.

Directors Term

An elected Director's term in office shall be for a 2 year period

- (a) Six Director positions shall start in odd calendar years
- (b) Five Director positions shall start in even calendar years
- (c) Actual term dates will coincide with the Society's annual general meeting
- (d) A transition period will occur in 2021/22 to effect this change to 2 year staggered terms

Election or appointment of Directors

- 4.2** At each annual general meeting elections will be conducted to enable eligible members to vote to fill all scheduled Board vacancies.

Directors may fill casual vacancy on Board

- 4.3** The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.
- 4.4** A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of Director

- 4.5** Any Director may be expelled by a two-thirds majority vote of Directors for proven dishonesty or for gross misconduct or for unreasonably failing or refusing to carry out his or her duties as a Director as provided in these Bylaws.

Part 5 – Directors’ Meetings

Calling Directors’ meeting

5.1 A Directors’ meeting may be called by the president or by any 2 other Directors.

Notice of Directors’ meeting

5.2 At least 2 days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors’ meetings

5.4 The Directors may regulate their meetings and proceedings as they think fit.

Quorum of Directors

5.5 The quorum for the transaction of business at a Directors’ meeting is a majority of the Directors.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the president, may hold more than one position:

- (a) President
- (b) Vice-president
- (c) Secretary
- (d) Treasurer
- (e) Registrar

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) Issuing notices of general meetings and Directors' meetings
- (b) Taking minutes of general meetings and Directors' meetings
- (c) Keeping the records of the Society in accordance with the Act
- (d) Conducting the correspondence of the Board
- (e) Filing the annual report of the Society and making any other filings with the registrar under the Act

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) Receiving and banking monies collected from the members or other sources
- (b) Keeping accounting records in respect of the Society's financial transactions
- (c) Preparing the Society's financial statements
- (d) Making the Society's filings respecting taxes

Role of registrar

6.8 The registrar is responsible for coordinating and administering all registration duties including, but not limited to:

- (a) Registering all new and returning members to the Society
- (b) All responsibilities set forth in the Society Policies and Procedures Manual (if applicable)

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of Directors

- 7.1** These Bylaws do not permit the Society to pay a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) By the president, together with one other Director
 - (b) If the president is unable to provide a signature, by the vice-president together with one other Director
 - (c) If the president and vice-president are both unable to provide signatures, by any 2 other Directors, or
 - (d) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society

Part 8 – Borrowing

- 8.1** The Directors may not, on behalf of the Society, borrow funds in excess of \$5,000 unless authorized by a 2/3 majority vote of the members present at a general meeting.

Part 9 – Additional Expenses

- 9.1.** Any cost associated with activities or tournaments organized by the Society will be assessed on a cost basis and paid by the participating members.
- 9.2.** The members may agree at a general meeting to further assessments such as rental fees, insurance premiums and equipment.

Part 10 – Fiscal Year

- 10.1.** The fiscal year of the Society shall commence on the 1st day of January and end the 31th day of December.
- 10.2.** There shall be a review of the Society finances each year. The Directors shall decide the nature and extent of the review.

Part 11 – Amendments

- 11.1.** The By-laws shall be amended by a 2/3 majority vote of the members in attendance at a general meeting.

Part 12 – Notice to Members

- 12.1.** Notice may be given to a member by email as per the email address on the register of members.
- 12.2.** Notice by email shall be deemed to have been sent on the date shown on the email.
- 12.3.** Notice of a general meeting shall be given to every member in good standing.

Part 13 – Dissolution of the Society

- 13.1.** In the event of the dissolution or winding-up of the Society, the assets of the Society remaining after all the debts of the Society have been paid, shall be transferred to another B.C. non-profit organization with similar purpose. The assets shall not be distributed among the members or Directors.