

## BYLAWS OF PORT TOWNSEND PICKLEBALL CLUB

### ARTICLE I: NAME, PURPOSE, and MISSION

**Section A: Name.** The name of the organization shall be the Port Townsend Pickleball Club, hereafter "Club." It shall be a non-profit organization incorporated under the laws of the State of Washington.

**Section B: Purpose and Mission.** The purpose of the Club is to promote the sport of pickleball within the City of Port Townsend and East Jefferson County. The mission of the Club is to facilitate growth of pickleball in East Jefferson County. The Club promotes health and wellness by fostering recreational play and skills development. The Club builds community across all ages and encourages friendly and sportsmanlike conduct.

**Section C: Affiliations.** The Port Townsend Pickleball Club shall be a USAPA-affiliated club, and affiliated activities shall be performed within the guidelines of the USAPA.

**Section D: Non-Profit Status.** The Club shall be operated as a Non-Profit Organization in accordance with the laws of the State of Washington and other applicable statutes. Club income shall not greatly exceed expenses (operating expenses and capital requirements) resulting in a net operating gain. Where revenues do exceed expenses, club revenues may be adjusted downward or the net gain should be used to foster continued club growth and activity as directed by the Board of Directors.

### ARTICLE II: MEMBERSHIP

**Section A:** Membership shall be open to all dues-paying players, 18 years of age and older. Members in good standing shall have the following privileges: advanced signup for organized play and other events; participation in Club provided training sessions; the opportunity to vote for Club Officers and Board members and other Club-related issues as brought to vote by the Club Board of Directors; access to locks on storage boxes at Club pickleball locations; access to Member-Only content on the Club website.

**Section B:** There shall be no precondition for membership, nor will members be required to join any national, state, or regionally-affiliated organizations.

**Section C:** Members in good standing shall be defined as follows: those members who are current in their payment of dues, have abided by the rules of the club, and have exhibited good conduct on the courts. Members in good standing may vote on Club matters.

**Section D:** All notices to the Club that are required to be in writing may be sent by email. Each Club member shall furnish the Membership Chair with his/her respective contact information.

### **ARTICLE III: OFFICERS and BOARD of DIRECTORS**

**Section A: Officers.** Club Officers shall be President, Vice-President, Secretary, and Treasurer. The job descriptions, along with Standing Committee descriptions and Special Committee descriptions, shall be attached to these Bylaws and can be amended by a majority vote of the Board of Directors without amendment to the Bylaws.

**Section B: Board of Directors.** The Board of Directors shall consist of the four Officers, the Past President (as a non-voting member in an advisory position for one year), the Director of Communications, the Director of Court Operations, the Director of Membership, one at-large Board member, and the Port Townsend USAPA Ambassador (non-voting). The President shall preside over the Board. The Board shall be responsible for overall policy necessary to carry out the purposes and objectives of the Club. All other Committee Chairs will not be voting members of the Board but are encouraged to attend all Board meetings.

**Section C: Elections.** All Board positions, except the non-voting positions, shall be elected positions. The Founding Board shall serve one year. Terms of the Board of Directors shall be staggered as follows for the first year: two, one-year terms; two, two-year terms; and one three-year term. On all subsequent years, Board members shall be elected for two-year terms.

**Section D: Nominating Committee.** The President, with the approval of the Board of Directors, shall appoint in April of each year, for a one-year term, a Nominating Committee to seek members willing to run for specific positions as Officers or Directors. Via email, the list of candidates will be announced to the membership by May 1 each year, with additional nominations accepted at the June Annual Meeting. The Nominating Committee shall prepare a ballot listing the announced nominees plus a space for write-in candidates who may be nominated at the meeting and shall introduce all the nominees to those present at the meeting. A vote will be conducted by the president at that meeting to select the new Officers and Directors, who will take office on July 1 of that year.

**Section E: Board Vacancies.** In the event of unexpected vacancies on the Board of Directors, the Nominating Committee shall appoint, with Board approval, interim replacement Board Members until official elections can be held.

**Section F: Records.** All Board members, upon retiring from office, shall deliver all records and other property belonging to the Club to their successor.

**Section G: Removal from office.** Any Board member or Committee Chairperson may be removed from office by a majority vote of the Board for malfeasance of office or behavior considered to be contrary to the proper discharge of the duties and responsibilities of the office.

**Section H: Club Rules.** The Board of Directors may establish rules for the organization of activities and for member conduct on the courts. Members are expected to abide by all Club rules. These rules shall be designed to ensure fair treatment of all and sportsman-like

behavior. The Board of Directors may give a warning to any member not abiding by these rules. Upon a member's receiving a second warning for the same type of offense, the Board of Directors may, at its discretion, remove that member from the Club. Members who are removed due to rule violations or misconduct shall lose all member privileges and will be refunded the pro-rata portion of their prepaid membership dues. The Board of Directors reserves the right to remove any member immediately for due cause.

**Section I: Dues.** The Club Board of Directors shall set dues appropriate to the needs of the club. Dues will be used by the Club for equipment and supplies as needed, and as otherwise deemed necessary by the Board of Directors. Dues are payable by July 1. Dues and fees are non-refundable. New members who join the Club after July 1 shall pay pro-rated annual dues for the calendar year in which they first join the Club.

**Section J:** Board members shall receive no compensation.

#### **ARTICLE IV: MEETINGS**

**Section A: Board Meetings.** The Board shall meet at least quarterly, at an agreed-upon time and place. The President may call for additional meetings at any time by giving oral, written or email notice with the time and place to be determined by the President. Notices of Board meetings shall be published by email to all Club Members. A quorum shall consist of the physical or electronic attendance of the majority of the voting members and therefore may conduct any business brought before the Board. The meeting shall be conducted according to Roberts Rules of Order. These meetings shall be open to all Club members. Any Club member wishing to present a topic to the Board must make a request to the President to be added to the agenda. Inclusion in the agenda is at the President's discretion. Only Board members may participate in discussions and votes. Non-members wishing to make a presentation to the Board must also request of the President to be added to the agenda. Any non-member presentations will be first items of new business on the agenda, and then the presenters will be excused from the meeting. Executive Sessions may be called from time to time. These sessions are not open to general membership.

**Section B. Annual Membership Meeting.** Membership meetings shall be held not less than once annually, with the Annual Meeting held in June of each year. The time and place of such meetings shall be determined by the Board of Directors. The President will preside at all such meetings. These meetings shall be open to all members. Except as otherwise specified in these Bylaws, a simple majority vote of the members present shall be sufficient to conduct any business requiring the vote of the membership, including election of Officers and Board members.

**Section C:** The purpose of the Annual Meeting shall be to present the annual budget, elect Officers and Directors, update membership, and conduct any other business specified by the Board of Directors.

**Section D:** Special Meetings shall be called by the Board as necessary.

## **ARTICLE V: FINANCES**

**Section A:** Financial records must be kept for the previous years and the current year, and shall be maintained by the Treasurer.

**Section B:** Budgeted expenditures, up to the amount of his/her budgeted item, can be spent by any Club member. Non-budgeted expenditures must be approved by the President or in his/her absence by a majority of the Board of Directors.

**Section C:** All checks written on the Club account for more than \$300 shall require the signature of two Officers. Checks for \$300 or less shall only require the signature of one Officer. The President, Vice-President and Treasurer shall have signature authority.

**Section D:** The Club's financial records shall be checked annually by qualified persons or organizations, or more frequently, at the discretion of the Officers and Board of Directors.

**Section E:** The Board shall prepare an annual budget to be presented to the General Membership at the regularly scheduled June Membership meeting. All cash receipts shall be deposited in the Club bank account(s). All expenditures by the Club, or reimbursement to any member on behalf of the Club, must be made by check. Receipts and invoices covering all such transactions shall be kept by the Treasurer as part of the Club's financial records. The three Officers authorized to sign checks drawn on the Club's bank account(s) shall be the Treasurer, Vice President, and the President. All assets of the Club shall be physically inventoried at least once annually and a written record thereof shall be maintained by the Treasurer.

**Section F.** The fiscal year shall be July 1 through June 30.

## **ARTICLE VI: COMMITTEES**

With the exception of the Standing Committees that are chaired by the Board of Directors (Director of Communications, Director of Court Operations), all committee chairs shall be appointed by the President or Vice-President, and shall report to the officer who appointed him/her. Standing Committees can be established or modified only with Board approval. Other committees are temporary and exist to perform a single function and may be appointed and eliminated as needed by the President or Vice President. All committees shall have a clearly-defined mission statement and shall meet as often as appropriate. A standing committee must meet at least once a quarter. A temporary committee must meet only as appropriate. A committee quorum shall be a majority.

## **ARTICLE VII: AMENDMENTS**

The Board may, at any time, propose an amendment to these Bylaws and present it to membership for approval. A two-thirds majority vote of the membership present shall be required to adopt any new amendment to these Bylaws. Any member of the Club in good standing may also propose an amendment to these Bylaws. The proposed amendment shall

be delivered to the President in writing with a statement setting forth the reasons for the proposed amendment. The President shall present the proposed amendment to the Board of Directors. If approved by the Board, it shall then be presented to the general membership. Any amendment approved by the Board of Directors must be announced in writing to membership 30 days prior to the membership meeting at which it is to be presented for vote.

**ARTICLE VIII: LIABILITY**

To the fullest extent permitted by law, neither the Club nor any committee of the Club, nor any officer or director or committee member, shall be liable to any member of the Club or any other person or entity for any action or inaction made in good faith which she or he reasonably believed to be within the scope of her or his duties.

**ARTICLE IX: DISSOLUTION**

This Club may not be dissolved until all of its outstanding debts have been paid. Upon dissolution, all assets and all property of the Club shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**APPLICABLE SIGNATURES**

President: Mary Critchlow

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Name Date

Vice-President: Patti Rowdabaugh

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Name Date

Secretary: Lynn Pierle

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Name Date

Treasurer: Edel Bahr

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Name Date

Adopted: August 26, 2019