

THE CONSTITUTION
and
BY-LAWS
of
PETERBOROUGH PICKLEBALL ASSOCIATION
 Peterborough, Ontario, Canada

CONSTITUTION

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BY-LAWS

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Article I**Name**

This Club will be called the Peterborough Pickleball Association, hereafter referred to as the "PPA".

Article II**Purpose**

The purpose of the PPA will be to organize and develop the sport of pickleball in our community for all ages, skill levels and abilities by creating and cultivating an environment that promotes personal health, social interaction good sportsmanship and fun through organized recreational and competitive pickleball play and by providing continuing skills development and mentoring.

Article III**Membership**

- a) Any person who is interested in the purpose of the PPA and who agrees to abide by the Constitution and By-Laws will be eligible for membership.
- b) All members, guests, visitors and staff will abide by the Constitution and By-Laws.
- c) Membership in the PPA is non-transferable.
- d) Only paid members will have voting rights.

Article IV**Board Of Directors**

- a) Only members in good standing will be eligible to be on the Board of Directors, hereafter referred to as the "Board".
- b) Election of the Board will be by secret ballot at an Annual General Meeting. In the event of an uncontested nominee, the presiding Director may ask for an acclamation.
- c) The PPA shall be managed by the Board, who shall establish, regulate and direct the policies and objectives of the PPA. the Board shall review and approve all matters concerning the PPA.
- d) The Board will consist of nine (9) Directors; President, Vice-President, Treasurer, Secretary, Tournament Director, Fundraising Director, and three (3) Directors-At-Large.
- e) Directors positions are for a one (1) year term. There is no restriction on the number of terms a person can have.
- f) A quorum for conducting business at a board meeting shall consist of a minimum of five (5) Directors.
- g) If a vacancy is to occur, the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term. Notwithstanding that a vacancy in the office of President shall be succeeded by the Vice-President.
- h) At any meeting of the Board, any Director may be, by a two thirds ($\frac{2}{3}$) majority of the entire Board, may be removed from office. A successor will be elected pursuant

of Article IV-d.

Article V Meetings

- a) An Annual General Meeting (AGM) shall be held once every year, with the date to be determined by the Board, preferably between March 1st and July 1st.
- b) Notice of the AGM, preferably by electronic means, must be given to all members at least thirty (30) days in advance of the meeting.
- c) A Special General Meeting (SGM) may be called by the Board when desired.
- d) An SGM must be called by the Board within fifteen (15) days after the receipt of a petition requesting such a meeting and such petition has been signed by at least twenty (20) percent of PPA members. This meeting must be held within thirty (30) days of receiving such a petition.
- e) Any member in good standing for the current year shall have one (1) vote at the AGM and any SGM.
- f) At any AGM or SGM, ten percent (10%) of membership shall constitute a quorum. Only members in attendance may vote. Voting by proxy is not allowed.
- g) Motions may be passed by a majority vote unless it is an amendment to the Constitution and By-Laws. Such a motion will require a 2/3 majority vote.
- h) The suggested order of business at the AGM of the PPA shall be as follows
 - Call to order
 - Approval of minutes of previous AGM
 - Director Reports
 - Committee Reports
 - Amendments to the Constitution and By-Laws
 - Miscellaneous or Special Business
 - Election of Directors
 - Adjournment

Article VI Liabilities

- a) The PPA will have no legal responsibility for loss, damage or injury sustained by any member or guest while using the facilities or premises of the PPA or during PPA sponsored hours and events.
- b) No member will incur any indebtedness to the PPA, except by authority of the Board.
- c) No member of the PPA will be personally liable as a partner or otherwise under this agreement.
- d) The PPA will, as a general business practice, carry liability insurance for the Board and its members under the Pickleball Canada Organization (PCO).
- e) No Director shall be liable for acts, receipts, neglects, or defaults of any other

Director, or for any damage or expense happening to the corporation.

BY-LAW NUMBER 1 MEMBERSHIP

1. Eligibility

Any person who is interested in the purpose of the PPA and who agrees to abide by the Constitution and By-Laws will be eligible for membership. Not-for-Profit Corporations Act, 2010, S.O. 2010 (ONCA).

2. Term of Membership

The annual membership runs from 1 January to 31 December. It is non transferable.

3. Classification Of Membership

3.1 Regular Members. To become a Regular Member of the PPA, a person must:

- 3.1.1 Pay the annual membership fee.
- 3.1.2 Undertake to abide by the Constitution and By-Laws of the PPA.
- 3.1.3 Be a member of the Pickleball Canada Organization (PCO) and Pickleball Association of Ontario (PAO)

3.2 Associate Members. For members who cannot be regular members. These members may attend meetings but have no voting or speaking rights unless granted by the Board.

- 3.2.1 Associate Memberships may be appointed to individuals or corporations who support the purpose of the PPA financially or through volunteering their time. Associate Members would still be able to participate in social activities and meetings. The fee would be at the discretion of the Board and in line with PPA sponsored activities and events.

3.3 Junior Members. Individuals who are under 18 years of age as of January 1st of the membership year.

- 3.3.1 A parent or guardian must give permission in writing for the junior to become a member of the PPA.
- 3.3.2 The fee for Junior Members will be at the discretion of the Board and in line with PPA sponsored activities and events.
- 3.3.3 Junior Members will be given the right to play in PPA activities.

4. Annual Fee

The Board shall set the annual membership fee as required. The membership fee is not

refundable unless the Board deems that there are special circumstances. The membership renewal fee shall be sent out by the Pickleball Canada Organization (PCO) by email around December 1st.

5. Rights And Privileges Of Member

Members in good standing are entitled to:

- 5.1 Be notified of the AGM and any SGM at least thirty (30) days prior to the date.
- 5.2 Attend any general meeting of the PPA.
- 5.3 Speak, make proposals for the consideration of members, participate in discussions at general meetings and exercise one vote, when in attendance.
- 5.4 Request that the Board hold a general meeting if at least twenty (20) percent of members have petitioned to address a given matter, as referenced in Article V.d of the Constitution.
- 5.5 Upon request to the Board, receive a copy of financial statements to be issued at the AGM no earlier than fifteen (15) days prior to said meeting.
- 5.6 Participate in PPA sponsored activities and events. Use PPA equipment and facilities during PPA sponsored hours.
- 5.7 Members may be invited to attend a Board meeting to present a concern or provide information but must leave the meeting before any deliberations of the Board begin or resume.

6. Just Cause

The Board shall have the power to refuse membership, or refuse to renew, for just cause. Just cause can include, but is not limited to, failure to pay membership dues, unsportsmanlike conduct, failure to follow proper protocol in disputes, any action that damages the integrity of the PPA or the ability of the Board to fulfill its duties.

7. Suspension and Termination

- 7.1 The Board, by a two-thirds ($\frac{2}{3}$) majority vote, may suspend the membership of a member for a specified time. The following are examples of reasons for suspension:
 - 7.1.1 The member has failed to abide by the By-Laws.
 - 7.1.2 The member has, in the opinion of the Board, disrupted PPA meetings or functions.
 - 7.1.3 The member has willfully done anything harmful to the operations of the PPA.

7.2 Membership fees will not be refunded to a member who is suspended.

7.3 The member shall be sent a notice of the intention of the Board to suspend, stating the reason for suspension, at least two (2) weeks prior to the meeting that will address the matter. Circumstances, such as the seriousness of the misconduct, may override this notification. The member shall be given the opportunity to appear before the Board and shall be allowed to have one other member present at the meeting.

7.4 The Board may exclude the member from its discussion of the matter. Should, however, the member be present, said member will have to leave the meeting before the Board votes on the issue of suspension.

7.5 The length of suspension shall be set by the Board. This decision is final.

7.6 A member can be terminated for any one (1) of the following reasons:

7.6.1 A member decides to resign their membership, preferably by written notice to the Board. The effective date of termination shall be the next meeting of the Board. The membership fee will not be refunded.

7.6.2 A member fails to pay the annual membership fee by the end of the year.

7.7 In cases of termination, the member must pay all personal debts to the PPA, such as membership fee and session fees, before any membership is reinstated.

7.8 The Board may consider expulsion of a member if the seriousness of an offense is such that the Board deems it harmful to the interests and purpose of the PPA. The decision must be approved by a two-thirds ($\frac{2}{3}$) majority vote of the Board. This decision is final. The membership fee will not be refunded and all debts to the PPA must be paid.

8. Liability Of Members

8.1 All members are liable for any personal debt owed to the PPA. For members who are suspended or terminated, the personal debt is owed at the date of action.

8.2 As a not-for-profit (ONCA), individual members are not liable for any debt or liability of the PPA. Not-for-Profit Corporations Act, 2010, S.O. 2010 (ONCA).

BY-LAW NUMBER 2

MEMBERS MEETINGS

1. Eligibility

The members of the PPA with paid membership for the current year have the right to attend the member's meetings.

2. Types Of Meetings

There are two types of members meetings

2.1 Annual General Meeting (AGM)

2.2 Special General Meeting (SGM)

3. Annual General Meeting

3.1 The AGM will be held once a year at a date determined by the Board. The main purpose of the AGM is to elect a Board of Directors, present the financial report for the year and address other items raised by the members.

3.2 Notice of The AGM must be given to all members at least 30 days in advance, preferably by electronic means.

3.3 Ten percent (10%) of the PPA members will constitute a quorum.

3.4 The President shall preside over all AGMs.

3.5 Members rights at the AGM:

3.5.1 Members have the right to speak, present proposals for consideration, debate such proposals, and, if appropriate and supported by a second, make a motion for a vote by the members.

3.5.2 Upon request, not more than fifteen (15) days before the AGM, a member shall receive a copy of the financial statement that will be presented at the AGM.

3.6 Motions and Amendments

3.6.1 At all meetings, motions shall be passed by a simple majority vote, unless it is an amendment to the Constitution and By-laws, which will require a two-thirds ($\frac{2}{3}$) majority vote.

3.6.2 The Board may exclude a proposal or suggestion in a meeting if:

3.6.2.1 The proposal is not submitted to the Board at least fifteen (15) days before the meeting.

3.6.2.2 The primary purpose of the proposal is to deal with a personal claim, to

gain publicity or to raise a personal complaint against the Board, its Directors, or any member.

3.6.2.3 The proposal does not relate in a significant way to the activities or affairs of the PPA.

3.6.2.4 A similar proposal was suggested and voted down in the last two years.

3.7 Order Of Business

The suggested order of business of the AGM shall be as follows:

- Call to order
- Approval of minutes of the previous AGM
- Director Reports
- Committee Reports
- Amendments to the Constitution and By-Laws
- Miscellaneous or Special Business
- Election of Directors
- Adjournment

4. Special General Meeting

4.1 The Board has the right to call an SGM as required to address or to consult the members on a specific matter. The SGM shall be conducted in the same fashion as the AGM, less the required Director and committee reports and elections.

4.2 The Board shall call an SGM within fifteen (15) days after the receipt of a petition requesting such a meeting and such petition has been signed by at least twenty (20) percent of PPA members. This meeting must be held within thirty (30) days of receiving such a petition.

BY-LAW NUMBER 3

BOARD OF DIRECTORS

1. Eligibility

Any member of the PPA, in good standing, is eligible to become a member of the Board of Directors. Normally, a member will volunteer their name, or will be nominated by other members to run for a position. The nominating committee will present a list of candidates willing to stand as directors at the AGM. Nominations will be approved by a favourable vote of the members at the Annual General Meeting. Any member wanting to run for the Board, shall notify the nominating committee at least fifteen days (15) prior to the AGM.

2. Term of Appointment

The appointment of a Director will be for one (1) year term. Ideally Directors would commit to a two- year participation on the Board. There is no limit on the number of terms a Director may serve. A Director may withdraw from the Board at any time by submitting a letter of resignation.

3. Board Of Directors

3.1 The Board of Directors shall be composed of nine (9) duly nominated and elected members. The elected members will fill the following positions on the Board; President, Vice-President, Treasurer, Secretary, Tournament Director, Fundraising Director, and three (3) Directors-At-Large.

3.2 The Board may appoint a member in good standing as Special Advisors or committee chair as appropriate. Any such appointments must be approved by a majority vote of the Board.

3.3 Board members and Special Advisors must represent the best interests of the PPA and its members.

3.4 The PPA shall be managed by the Board, who shall establish and regulate the policies of the PPA. The Directors shall review and approve decisions on all matters concerning the PPA. The Directors' responsibilities are described below but are not limited to these guidelines.

3.4.1 **President.** The President shall be the Chief Executive Officer (CEO) of the PPA. They shall call meetings when deemed appropriate. They shall preside at all meetings of the membership and the Board to ensure these meetings are carried out in accordance with the accepted meeting procedures. They shall appoint, with Board approval, committee chairpersons and committee members when necessary. They shall act as chief spokesperson

and negotiator for PPA activities, or when appropriate, appoint a designate to act as such. The President shall be authorized to sign cheques drawn on the PPA bank account.

- 3.4.2 **Vice President.** The Vice President shall assist the President in the performance of their duties and shall exercise all powers of the President in the case of the President's resignation, incapacity, removal, or death. They shall preside over all meetings of the PPA or Board at which the President is not present. They shall ensure that the PPA bylaws are reviewed at least once per year and amended to be consistent with the purpose of the PPA.
- 3.4.3 **Treasurer.** The Treasurer shall be the Chief Financial Officer and shall be responsible for the financial management of the PPA. They shall manage the preparation of the annual budget. They shall receive and deposit all money due to the PPA. They may maintain a petty cash in an amount not to exceed \$250. They shall pay all outstanding PPA bills in a timely manner. They shall regularly reconcile the PPA bank statements. They shall present a financial update periodically, at least quarterly, to the Board. They shall provide a yearly budget to be approved by the Board, and then presented to the membership at the AGM. They will report and submit any financial regulatory compliance as required by a not-for-profit organization. All financial records shall be kept in the custody of the Treasurer. The Treasurer shall be authorized to sign cheques drawn on the PPA bank account.
- 3.4.4 **Secretary.** The Secretary shall give notice of meetings, determine if a quorum exists and prepare the agenda and minutes of all meetings. They shall send a notice of the AGM to members thirty days (30) prior to said meeting. They shall safeguard all records of the PPA. In a transferable folder on a personal computer as well as a shared online folder such as Google Drive. They shall coordinate the PPA's correspondence. They shall ensure that the minutes of meetings are available upon request following the AGM. They shall be responsible for the receipt of membership forms and fees. They shall transfer fees to the Treasurer. They shall maintain an up-to-date membership roster. They shall maintain an up-to-date email list of members who choose to share this information. They shall be responsible for any other duties requested and agreed upon by the Board.
- 3.4.5 **Fundraising Director.** The Fundraising Director shall be responsible for outlining goals and developing a program to meet these goals. They shall, as appropriate, organize a fundraising committee to carry out programs, events and ongoing initiatives. They shall account for all funds raised and transfer such funds to the Treasurer. They shall be responsible for any other duties

requested and agreed upon by the Board

- 3.4.6 **Tournament Director.** The Tournament Director shall be responsible for finding any assistants as he/she shall need, and for the following duties; organizing the Club tournaments, procuring prizes and awards for the tournaments, and shall be responsible for any other duties requested by the Board.
- 3.4.7 **Directors-At-Large.** The Director-At-Large will actively participate in Board meetings and will take part in the work of the Board as equals to members assigned responsibilities. They shall lead committees and other groups working for the betterment of the PPA, such as but not limited to, equipment, scheduling, facilities, publicity and player development. They shall be responsible for any other duties requested and agreed upon by the Board.
- 3.4.8 **Special Advisor.** The Special Advisor shall be an auxiliary member of the Board. They shall not be a voting member. They shall be appointed and approved by a majority vote of the Board. The main duty of the Special Advisor shall be as an assistant and advisor to inform discussions of the Board relating to matters specific to their skill set. The Special Advisor may attend all Board meetings but may be asked to remove themselves when specific matters are being discussed or voted on.

4. Vacancies

If a vacancy shall occur on the Board, the remaining directors may, by a majority vote, elect a successor for the unexpired term, except that a vacancy in the office of the President shall be succeeded by the Vice President.

5. Conflict Of Interest

Any Director who is party to, has a material interest in, or who is party to a material contract in relation to the PPA shall disclose the nature/extent of said interest to the Board. The Director shall exclude themselves from discussions and votes when a conflict of interest is likely to result.

6. Removal of a Director

At any Board meeting, any Board member may, by a two-thirds ($\frac{2}{3}$) majority vote, be removed from office, with just cause. Just cause can include, but is not limited to, failure to pay membership dues, unsportsmanlike conduct, failure to follow proper protocol in disputes, any action that damages the integrity of the PPA or the ability of the Board to fulfill its duties. A

successor may be elected pursuant to Article IV.g.

7. Confidentiality

The members of the Board of Directors shall exercise total confidentiality with regards to the proceedings at meetings of the Board. They shall refrain from revealing the position of any Board member on matters discussed at meetings. They must be allowed to express their opinions at meetings without fear of them being reported publicly. As per By Law 3-3.3.4.1, the President shall be the Board spokesperson who shall render public decisions of the Board.

8. Protection of Directors

Every Director of the PPA, in exercising their powers and discharging duties, shall act honestly and in good faith in the best interests of the PPA. They shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director shall be liable for the acts, receipts, neglects or defaults of any other Director, or for any damage or expense happening to the corporation. PPA Directors are also protected by a Directors and General Liability Insurance Plan as approved by the Board, whether that be our own or the Pickleball Canada Organization (PCO) plan.

9. Committees

The Board of Directors is authorized to form committees and working groups to address matters on behalf of the Board.

10. Board Of Directors Meetings

- 10.1 The Board should meet at least six times per year. Special meetings of the Board can be called at any time to address unusual situations. The location is at the discretion of the Board. Once determined, Directors will be informed prior to said meeting.
- 10.2 A quorum for conducting business of the PPA at a Board of Directors meeting shall consist of a minimum of five (5) Directors.
- 10.3 The suggested order of business of meetings of the Board shall be as follows:
 - Call to Order by the President
 - Approval of the Agenda
 - Approval of the minutes of the previous meeting of the Board
 - Director Reports
 - Committee Reports

- New Business

- Adjournment

- 10.4 Members cannot attend a Board of Directors meeting. Members can, however, be invited to a Board of Directors meeting to present a concern or provide information. The member must leave the meeting before the deliberations of the Directors begin or resume.
- 10.5 Rules of Order. Robert's Rules of Order;
- 10.6 Any Board member shall be given the option to participate via telephone or video conference link.

By Law Number 4 Finance

1. Peterborough Pickleball Association

The Peterborough Pickleball Association is not-for-profit organization incorporated under the umbrella of the Pickleball Association of Ontario (PAO). The fiscal year of the PPA is January 1 to December 31.

2. Memberships Fees

The annual membership fee is paid to cover the cost of operation of the PPA for the fiscal year and will not be prorated unless otherwise decided by the Board of Directors.

- 2.1 No cancellation or refund of dues shall be made if a member resigns before the close of the fiscal year. Where circumstances arise, a refund will be considered upon approval by the Board at the next Board meeting.

3. Financial Controls and Procedures

- 3.1 The Board of Directors of the PPA is accountable to the members for planning, managing, allocating and efficiently controlling the finances of the PPA. the Board of Directors does not have the authority to borrow any amount of money.
- 3.2 A bank account established at a local bank must be used to transact all PPA financial business. The Treasurer shall receive and deposit all funds due to the PPA in this account. The Treasurer may also maintain a petty cash in an amount of no more than \$250.
- 3.3 The Treasurer shall ensure that all outstanding PPA debts are paid in a timely manner.
- 3.4 The PPA shall always have a minimum of three (3) approved signatories with the local bank. The signatories of the PPA bank account shall be the President, the Treasurer and at least one other member of the Board.
- 3.5 All cheques issued by the PPA must be signed by two (2) of the approved signatories.
- 3.6 All contracts authorized by a majority vote of The Board, and legal documents, must be signed by two (2) of the approved signatories or other person(s) authorized to do so by a resolution of The Board.
- 3.7 All financial records shall be kept in custody of the Treasurer. The PPA must retain all financial records and reports for seven (7) years.
- 3.8 Limitations on financial expenditures:
 - 3.8.1 The President has the authority to approve a non-recurring expense of up to \$100.00 without Board approval.

- 3.8.2 Expenditures that are part of the budget approved by the Board do not require authority to be carried out.
- 3.8.3 All unbudgeted single expenditures in excess of \$100.00 must be approved by the Board.
- 3.8.4 All recurring expenses must be approved by the Board.

4. Reporting

- 4.1 The treasurer shall maintain an up-to-date ledger of all financial transactions and present a financial update periodically, at least quarterly, to the Board to provide full disclosure of financial accuracy and completeness.
- 4.2 The Treasurer shall present an annual fiscal financial statement for the previous fiscal year, and a yearly budget, to be approved by the Board, to the membership at the Annual General Meeting.

5. Remuneration and Expenses

- 5.1 Unless authorized by the Board, no member shall receive remuneration for their services.
- 5.2 Reasonable expenses submitted within a specified period of time, incurred while carrying out approved duties on behalf of the PPA and supported by receipts, may be remunerated upon proper approval, as decided by the Treasurer and the president.

6. Review of Financial Record by Members

The financial records of the PPA shall be made available for review by members in good standing upon receipt of a written request to the Board and accepted by the Board. If queries arise, the Board will arrange a specific time and place for review.

7. Club Dissolution

On dissolution of the Club, all equipment and assets that have been borrowed or lent out shall be returned. Any remaining property or assets will be disposed of in accordance with the instructions of the Board. Disposal includes but is not limited to sale or donation to other pickleball clubs or organizations, at the discretion of the Board.

BY LAW NUMBER 5 CODE OF CONDUCT

1. Objective

The main objective of the PPA code of conduct is to ensure that its members behave in a manner that will respect all members and guests, ensuring a safe and enjoyable environment, while maintaining a positive approach to the goals and purpose of the PPA.

2. Application

The PPA code of conduct applies to all participants, members, sponsors, volunteers and guests who participate in any PPA activity or event. It also requires that members of the PPA always demonstrate appropriate behaviour, including in their use of social media to ensure that it is not detrimental to the PPA or its members.

3. Responsibilities

- 3.1 Demonstrate respect and courtesy for every person regardless of race, colour, ethnic origin, citizenship, sex, gender identity or expression, sexual orientation, age, ancestry, athletic ability, disability, creed and family, economic or marital status. Respect the rights, dignities, sensitivities and worth of every person.
- 3.2 Never verbally or physically abuse, discriminate, or harass in any way, including sexual harassment, or the use of profane, insulting or otherwise offensive language towards any opponents, officials, spectators, volunteers or sponsors. Always treat everyone with dignity.
- 3.3 Avoid inappropriate comments or criticisms of coaches, volunteers, officials, organizers, or members; use the proper channels for any grievances and recommendations for changes.
- 3.4 Respect the property of others. Do not willfully cause damage, theft, or loss.
- 3.5 Wear safe and appropriate clothing for the game of pickleball. Ensure that no article of clothing will be offensive to anyone.
- 3.6 Adhere to the rules of pickleball and the spirit of those rules. Demonstrate sportsmanship, sport leadership and ethical conduct. Be honest, fair and reasonable, remembering that good sportsmanship is an integral part of pickleball.
- 3.7 All players shall use their best effort while competing in a tournament, or other specified PPA events and activities.
- 3.8 Be punctual and courteous. If unable to attend a prior commitment, give sufficient notice.
- 3.9 Promote the sport of pickleball.
- 3.10 Ensure that any post on social media will not be offensive to any members, or

detrimental to the PPA or the sport of pickleball.

3.11 Members will be responsible for the conduct of their guests.

3.12 Members will not infer that they speak on behalf of the PPA unless specifically authorized by the Board.

3.13 Abide by the Constitution and By Laws of the PPA. Suggestions for improving these

3.14 are always welcome and must be submitted to the Board.

1. Violations and Consequences

Members recognize that failure to abide by the Code of Conduct may result in disciplinary action by the Board pursuant to PPA By Law Number 2 Membership. This may range from a simple discussion of the matter to a warning or suspension or revocation of membership.

Signature and Dates

Enacted by the Directors of the PPA this ___ day of May 2023.

President

Secretary

Approved by the Members of the PPA this ___ day of May 2023.

Secretary