

**CONSTITUTION
AND
BYLAWS
OF THE
CRANBROOK PICKLEBALL CLUB
(CPC)**

CONSTITUTION

1. The name of the Society is:

"Cranbrook Pickleball Club" (CPC)
Incorporation # _____

2. The purpose of the club is:

- a) To facilitate the growth of pickleball in the Cranbrook area for the enjoyment, health and social engagement of all players by offering organized recreational and competitive play, by insuring opportunities for the continued development of all players in a collegial and sportsmanlike environment.
- b) To provide stewardship of our courts in cooperation with the City of Cranbrook, and partner with the City and other groups having similar interest in achieving our purposes.
- c) To raise money through membership fees, fundraising, donations, grants, and by receiving gifts and testaments for carrying out our purposes.

BYLAWS

Article I. INTERPRETATION

- 1.01 In these Bylaws, unless the context otherwise requires, the following definitions apply:
- a) "Directors" means a group of Members elected to serve as representatives of the CPC and to carry out the purposes of the CPC.
 - b) "General Meeting" means a meeting of the members of the CPC.
 - c) "Member in good standing" means all members who are current in their payment of fee and who have abided by the rules of the CPC relative to organization of events and conduct on the courts.
 - d) "Non profit" means that the CPC income shall not greatly exceed expenses (operating expenses and capital requirements) resulting in a net operating gain.
- 1.02 Words importing the singular include the plural and vice-versa and words importing a male person include a female person and vice versa.
- 1.03 Bylaws shall not be altered or added to except by Special Resolution.

Article II. MEMBERSHIP

2.01 The members of the CPC shall be:

- a) Persons 19 years of age or over who apply to the Directors for membership in the CPC, on acceptance by the Directors.
- b) Persons 12-18 years of age who apply to the Directors for membership in the CPC, on acceptance by the Directors. Persons 12-18 are considered youth members and will pay a reduced membership and do not have a vote.

2.02 The annual membership of the CPC is from May 1 to April 30th of the following year.

2.03 Every member shall uphold the Constitution and comply with the Bylaws.

2.04 Members are entitled to:

- a) receive information about schedules, clinics, tournaments, etc. by email;
- b) attend all general meetings;
- c) participate in CPC tournaments and clinics as space permits;
- d) an electronic copy of the Constitution and bylaws upon request;
- e) serve on committees;
- f) vote on all issues at general Meetings; and
- g) stand for election as Directors.

2.05 The Directors of the CPC will determine the annual membership dues prior to the start of May 1st.

- 2.06 The Directors of the CPC will determine the drop-in fee for non-members prior to the start of May1st.
- 2.07 As a member of the CPC every member is to conduct himself in a courteous and respectful manner.
- 2.08 Every member shall abide by the official rules of Pickleball as set out by the International Federation of Pickleball (IFP).

Article III. TERMINATION OF MEMBERSHIP

- 3.01 A person shall cease to be a member of the CPC:
- a) by communicating his decision to cease being a member of the CPC to a Director;
 - b) on his or her death;
 - c) on being expelled; or
 - d) on becoming a member not in good standing.
- 3.02 The Directors shall have the power, by a unanimous vote to expel or suspend any Member whose conduct has been determined by Directors to be improper, unbecoming or likely to endanger the interests or reputation of the CPC. No Member shall be expelled or suspended without notice of the charge or complaint against him and without having first been given an opportunity to be heard b the Directors at a meeting called for that purpose.
- 3.03 A member who has failed to pay the current annual membership fee or any other debt due and owing to the CPC, will remain 'not in good standing' until the debt is paid.

Article IV. MEETINGS

- 4.01 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 4.02 Due notice of the time and place and the general nature of the business to be transacted at a General Meeting shall be given to each Member at least fourteen (14) days before the meeting.
- 4.03 Business conducted at a General Meeting may include but not be limited to consideration and approval of financial reports, Director's reports and business brought under consideration by Director's reports.
- 4.04 The Directors may, whenever the majority of the Directors think fit, convene an Extraordinary General Meeting.
- 4.05 Annual General Meeting of the CPC shall be held at such time and place as the Directors decide once in every calendar year.
- 4.06 Due notice of the time and place and the general nature of the business to be transacted at an Annual General Meeting shall be given to each Member at least fourteen days (14) days before the Annual General Meeting.
- 4.07 Business at an Annual General Meeting shall include but not be limited to election of Directors, revisions to the Constitution and Bylaws of CPC, business brought under consideration by the reports of the Directors.
- 4.08 A member may submit a proposal for the agenda at or before an Annual General Meeting providing he has 5% of the voting members signatures agreeing to his proposal.

- 4.09 The accidental omission to give notice of a General Meeting, Extraordinary General Meeting or Annual General Meeting or the non-receipt of a notice by any Member entitled to receive notice does not invalidate proceedings at that meeting.
- 4.10 The Directors of the CPC, on the written request of 10% or more of the voting Members of the CPC, must convene a meeting of the CPC without delay.

Article V. PROCEEDINGS AT GENERAL MEETING & ANNUAL GENERAL MEETING

- 5.01 A quorum of the CPC at a General Meeting is ten (10) members present or such greater numbers as the members may determine at a meeting.
- 5.02 Subject to Bylaw 5.03, in the absence of both President and Vice President, one of the other Directors present shall preside as chair of a General Meeting.
- 5.03 At a General Meeting, the members present shall choose one of their members to Chair if:
- a) there is no President, Vice President or other Director present within fifteen minutes (15) after the time appointed for holding the meeting; or
 - b) the President and all other Directors present are unwilling to act as chair.
- 5.04 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when the quorum is not present.

- 5.05 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.
- 5.06 If within fifteen (15) minutes from the time appointed for a meeting, a quorum is not present, the General Meeting shall be terminated and it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall constitute a quorum.
- 5.07 If within fifteen (15) minutes from the time appointed for an Extraordinary General Meeting, convened on the requisition of members, a quorum is not present, the meeting shall be terminated.
- 5.08 A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.09 All resolutions proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes, the chair shall not have a second or casting vote, and the resolution shall be defeated.
- 5.10 A Member in good standing at a General Meeting or Annual General Meeting of the CPC is entitled to vote and each Member shall have one vote. Voting is by show of hands or voting cards.
- 5.11 Voting by proxy or absentee ballot may be permitted on ordinary and extraordinary resolutions however, voting by proxy or absentee ballot shall not be allowed at an Annual General Meeting.

Article VI. DIRECTORS

- 6.01 The Directors may exercise all such powers and do all such acts and things as the CPC may exercise and do which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the CPC in General Meeting, but subject nevertheless, to the provision of:
- a) all laws affecting the CPC;
 - b) these Bylaws and Constitution; and
 - c) rules not being inconsistent with these Bylaws, which are made from time to time by the CPC in a General Meeting.
- 6.02 No rule made by the CPC in a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 6.03 Nominations for Directors should be submitted to the Nominating Committee a minimum of seven (7) days before the AGM. Nominations from the floor will be accepted at the AGM. The President shall appoint the Nominating Committee at least sixty (60) days prior to the AGM. The committee shall consist of at least two (2) members, and present a nomination for each office to be filled thirty days prior to the AGM. The list shall be posted at the Pickleball courts.
- 6.04 The President, Vice President, Secretary and Treasurer are the officers and directors of the CPC. All positions are non-paid volunteer positions filled by elected members.
- 6.05 The CPC shall be no less than five (5) or greater than nine (9) Directors or such greater numbers as shall be determined from time to time in a General Meeting.

- 6.06 All CPC officer and director positions are for a two year term with the exception of the first AGM. The Vice-President, Treasurer, and three director positions will be up for re-election to set up a system whereby half of the positions are up for re-election on alternating years.
- 6.07 Where the number of Member candidates is greater than the number of vacancies, each voting Member has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.
- 6.08 The Directors shall retire at the Annual General Meeting when their successors are elected. Directors are eligible for re-election. Separate elections shall be held for each position to be filled. An election may be by acclamation; otherwise it shall be by ballot. If no successor is elected, the person previously elected or appointed continues to hold office.
- 6.09 An Director ceases to be a director on:
- a) the end of the Director's term of office, unless the Director is re-elected;
 - b) resigning in writing;
 - c) ceasing to be a voting Member in good standing;
 - d) becoming unable to perform the duties of a Director due to physical or mental disability;
 - e) death.
- 6.10 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors. A Director so appointed holds the position only until the conclusion of the next following Annual General Meeting of the CPC but is eligible for re-election at that Annual General Meeting of the CPC.

- 6.11 If a Director resigns their position or otherwise ceases to hold their position, the remaining Directors shall appoint a member to take the place of the former Director. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.12 The Board of Directors may from time to time appoint such representatives and agents and authorize the employment of such persons as they deem necessary to carry out the objectives of the CPC and such representatives, agents and employees shall have such authority and shall perform such duties from time to time as prescribed by the Directors.

Article VII. PROCEEDINGS OF DIRECTORS

- 7.01 The Directors may meet together (or electronically) at such places as they think fit to dispatch business and conduct the meetings and proceedings as they see fit. A Director may at any time convene a meeting of the Directors on no less than forty-eight (48) hours notice.
- 7.02 The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors in office.
- 7.03 The President shall be chair of all meetings of the Directors but if at any meeting the President is not present within fifteen (15) minutes of the time appointed for holding the meeting, the Vice President shall act as chair, but if neither is present, the Directors present may choose one of their number to chair that meeting.
- 7.04 Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of any equality of votes, the chairman of the meeting shall not have a second or casting vote and the question shall be defeated.

- 7.05 Resolutions proposed at a meeting of the Directors must be seconded and the chair may move or propose a resolution. In case of any equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated.
- 7.06 A resolution in writing signed or authorized by email from all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
- 7.07 The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit and may name the Committee. A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 7.08 Subject to directions of the Directors, The Committee shall determine its own procedure and may meet and adjourn as they think proper.

Article VIII. DUTIES OF DIRECTORS

8.01 President:

- a) shall preside at all meetings of the CPC and of the Directors;
- b) is the Chief Executive Officer of the CPC and shall supervise the other officers/directors in the execution of their duties;
- c) shall appoint a Director to carry out the President's duties during his absence.

8.02 Vice President::

- a) supports the President and Directors as required.

8.03 Treasurer:

- a) facilitates the financial records;
- b) renders financial statements to the Directors at a directors meeting prior to the AGM;
- c) prepares a financial report to be given at the AGM;
- d) provides a copy of the most recent AGM financial report on written request of any member in good standing.

8.04 Secretary (or their designate):

- a) conducts the correspondence of the CPC and Directors;
- b) issues notices of meetings of the CPC;
- c) keeps minutes of all meetings of the CPC and Directors;
- d) maintains custody of all records and documents of the CPC;
- e) maintains a Register of Members.

8.05 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

8.06 The positions of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

Article IX. REMOVAL OF DIRECTORS BY MEMBERSHIP

- 9.01 The members may, by special resolution, remove a Director for any reason before the expiration of their term in the position and may elect, by majority vote, a successor to serve until the next Annual General Meeting.
- 9.02 The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
- 9.03 The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Article X. NOTICE TO MEMBERS

- 10.01 A notice may be given to a Member either personally or by email or by mail to the physical or email address as shown on the membership list.
- 10.02 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle. A notice given by e-mail shall be deemed to have been given on the day sent by e-mail on evidence that the notice was e-mailed to the recipient.

Article XI. ACCOUNTING & SIGNING AUTHORITY

- 11.01 All contracts, cheques, bills of exchange, or other order of business or the payment of money, notices or other evidences of indebtedness issued in the name of the CPC, shall be signed by no less than two of the of the Directors granted signing authority and in such manner as shall from time to time be determined by resolution of the Directors.
- 11.02 The Directors shall endeavor to have financial reports and procedures related to the financial affairs of the CPC reviewed by an independent person(s) to ensure the proper information is presented and that information accurately reflects the transactions and financial affairs of the CPC.
- 11.03 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the CPC.
- 11.04 The Directors may not, on behalf of, or in the name of the CPC borrow funds.

Article XII. FISCAL YEAR END

- 12.01 The fiscal year of the CPC shall commence on the 1st day of May each year, unless the fiscal year is changed by resolution of the Board of Directors.

Article XIII. DISSOLUTION OF CLUB

- 13.01 The CPC shall be organized and operated exclusively on a non-profit basis. In the event of the dissolution of the club, the assets of the CPC remaining after all debts of the club have been paid, shall be transferred to another non-profit organization with similar purpose.

DATED July 28, 2018 at Cranbrook, B.C.