

## **Southern Nevada Pickleball Club**

### **By-Laws**

#### **ARTICLE I – GENERAL**

##### **Section A. Name of Organization**

The name of this organization is the Southern Nevada Pickleball Club and may be referred to as “this organization” or “the organization” within these by-laws. From time to time, the organization may also do business as (d.b.a.) other names as approved by the Board of Directors or members.

##### **Section B. Mission**

Cultivate a pickleball community that welcomes all, advocates for the sport and pursues resources to enhance player experience.

##### **Section C. Purpose**

This organization shall operate as a Nevada Domestic Nonprofit Corporation, pursuant to Nevada Revised Statutes, NRS Chapter 83 – NONPROFIT CORPORATIONS, and is organized for fostering and promoting amateur athletics within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1991 as now enacted or hereafter amended.

The organization

1. operates as a charitable entity for the welfare of the general public;
2. develops pickleball as a means of sportsmanship, physical fitness, and healthful recreation;
3. teaches the sport to people of all ages, both adults and youth;
4. promotes participation in local, national and international pickleball sporting events and exhibitions;
5. conducts and/or provides support for activities that develop pickleball skills and prepare players for organized competition;
6. provides or supports targeted programs for groups including but not limited to seniors, adaptive programs for veterans and/or disadvantage youth;
7. affiliates with other tax-exempt organizations that are congruent to its mission; and
8. carries on other similar activities permitted by its nonprofit status.

#### **ARTICLE II – MEMBERSHIP**

## **Section A.**

1. Membership is open to all individuals without regard as to age, race, religion, color, ethnic culture, gender identity, or national heritage. Nonetheless, participation in organization sponsored events, tournaments, demonstrations, exhibitions, or clinics may include separation into teams, groupings, or brackets based upon skills, ability, age and/or gender.
2. The membership shall elect a Board of Directors to govern the organization, hereinafter referred to as the Board.
3. The organization shall consist of individuals granted the status of “member in good standing”. A “member in good standing” is a natural individual, is of age 18 or older, shall be current with and have paid any dues assessed for a membership class, supports the Mission Statement, abides by the Code of Conduct and is entitled to vote as granted by a membership class. Failure to pay annual dues is grounds for termination of membership. A “member in good standing” declares one address and is counted as one for the purpose of voting or holding a seat on the Board.
4. No member shall be required to join any other organization in order to be a member of this organization.
5. A membership class may be established or eliminated from time to time by a majority vote of the membership at an annual meeting and/or a majority vote of the Board.
6. In the event that a household membership discount is granted by the Board, the household may designate a maximum of two natural individuals as representatives, each serving as a delegate and a “member in good standing”. The members must live at the same address.
7. A “member in good standing” has the opportunity to enter elections for a place onto the Board of Directors, volunteer to serve on any committee/team and vote in the annual election of the Board. A member in good standing may participate in and vote at an annual meeting.
8. Members in good standing will gather either virtually or face-to-face at a place and time in November or December to conduct an Annual Meeting.

**Section B.** Any and all members agree to hold harmless the organization for any injury which might occur during pickleball play or activities associated therewith.

## **Section C. Dues**

Dues may be assessed and amended for a class of membership by a majority vote of the Board to keep the organization solvent and capable of meeting its financial obligations. In the case of any changes to membership dues collected under an automatic renewal process, members will be notified 60 days in advancement prior to the end of the calendar year. Membership dues are as published and can be discovered on the organization’s website.

For existing members, dues are payable by December 31st, effective for the next calendar year. New members pay initial dues according to the information published and can be easily discovered on the organization's website.

#### **Section D. Code of Conduct**

This sport will succeed at its best if players embrace the values of good sportsmanship. It is essential that members and volunteers promote the mission, model good behavior, lead by example, display respect, and show self-control.

While involved in activities of the organization, a member pledges to understand and abide by the following:

#### **Code of Conduct**

*We must always strive to:*

- 1. Engage in sportsmanlike conduct and encourage others to do so.*
- 2. Foster behavior that promotes the health, safety, and wellbeing of others.*
- 3. Avoid the use of profanity and unkind gestures.*
- 4. Treat others with respect and civility.*
- 5. Exhibit fairness and honesty when associating with others.*
- 6. Display professionalism when acting in any official capacity or as a volunteer.*
- 7. Avoid use of the organization's information, social media, or materials for personal gain.*
- 8. Adhere to the protocols established by the playing venues, public or private.*
- 9. Observe the Golden Rule of doing unto others as you would have them do unto you.*

### **ARTICLE III – GOVERNANCE**

#### **Section A. Board**

The organization shall be managed by a Board of Directors (Board). The Board shall consist of at least five (5) but not more than thirteen (13) individuals. Within the body of the Board of Directors, 4 officers will hold the following positions: President, Secretary, Treasurer, and President-Elect. Here forward, this sub-section of the Board will be referred to as the Executive Committee. The members of the Board serve without compensation; however, Board members may be reimbursed for approved expenses incurred for the organization's operations.

The Board should meet a minimum of once every calendar quarter. A Board meeting shall be called in December directly following or after the Annual Meeting to select officers for the following calendar year by a majority vote of the seated Directors.

A quorum of the Board is a majority of the current seated Directors.

#### **Section B. Directors and Officers**

A Director shall be a member in good standing, elected by the membership and serve on the Board of Directors. Directors are committed to carrying out the mission and vision of the organization. The Board shall establish and follow the policies and procedures of the organization to ensure its success. Each member of the Board is required to participate in an annual board retreat to establish and address items in the strategic plan for future movement of the organization.

Each member on the Board will discharge their duty of care, loyalty, and obedience in good faith and in a manner that is in the best interest of the organization. Per the office of the attorney general, and NRS 82.221, Directors are held to a “reasonable persons” standard, and exercise the care an ordinarily prudent person would exercise under similar circumstances.

#### **Section C. Duty of Care:**

1. Each director is responsible for active participation by:

(a) attending meetings, evaluating reports, reviewing performance of the executive committee and other Directors;

(b) receiving and reviewing information beforehand about voting matters and meeting agenda; and

(c) being engaged and participating in a manner that no one director will exercise undue control over the board.

2. Each Director exercises fiscal responsibility by:

(a) being involved and informed on all aspects of finances, which includes voting for activities and later being informed as to how dollars were spent for those activities;

(b) participation in establishing a realistic and annual budget;

(c) obtaining confirmation from the executive committee/treasurer that all tax documents are filed appropriately and timely; and

(d) making certain funds are being used to meet organization’s mission.

3. Each Director will be familiar with records by:

(a) ensuring the secretary or designated substitutes maintain minutes for each meeting with special attention to recording decisions and documenting votes;

(b) holding the organization responsible for establishing an electronic records system where documents like bylaws or minutes are kept; and

(c) have individual access to the organizations electronic or e-records.

4. The Board will elect a seated Director to the office of Secretary, Treasurer and President Elect. All Officers are drawn from the Board of Directors and each position is appointed by the Board by vote. An officer must have served for one year on the Board of Directors unless waived by a two-thirds (2/3) vote of the seated Directors. A quorum of the Board must be present to vote on Officers.

5. The Board reviews and approves budgets submitted by the Treasurer.

#### **Section D. Roles & Responsibilities:**

- **President** – This is the chief elected officer of the organization who ensures that the Board fulfills its duties for governance. The President serves as the principal advocate for advancing the mission and goals, functions as the primary communicator to the members and serves as the official spokesperson for the organization. The President directs the relationship with any paid staff member or agents acting on behalf of the organization. The President ensures understanding and compliance with all governing documents. The President presides over all Board meetings, meetings of the Executive Committee and meetings of the membership. The President may appoint, committee chairs for those operational areas which are not provided for in these By-Laws.

- **Secretary** – This is an officer that shall keep the minutes of all Board meetings, as well as any minutes deemed necessary at membership meetings. The Secretary shall maintain designated records, issue notices of all meetings to the President, as well as information to inform members of the organization's activities. The Secretary shall perform such other duties as may be assigned by the President or Board. The Secretary shall act as the Historian of the organization in the absence of an appointed Historian and holds office for one year. At the start of each meeting, the secretary is responsible for noting and documenting the time and a brief summary of previous months minutes and votes. At the close of the meeting the secretary is responsible for a brief summary of any task assignments and noting and documenting the time at close of the meeting.

- **Treasurer** – This is an officer that shall receive and deposit all monies owed and pay all authorized obligations that are on behalf of the organization in the regular course of its operations. The Treasurer maintains an up-to-date ledger of all financial transactions and provides a copy of the monthly financial reports to the Board at each meeting. The Treasurer files, or designates an individual, with board approval, to file any necessary reports and filings with agencies having oversight for the organization's activities, such as the Nevada Secretary of State's Office and the Internal Revenue Service (IRS). The Treasurer shall perform such other duties as may be assigned by the President or the Board and holds office for one year.

- **President Elect** – This is an officer that serves on the Executive Committee and is a member of the Board, directly collaborating with the President. The President Elect automatically succeeds to president at the end of the calendar year and shall exercise the powers of the President in the absence

of the President. This officer communicates with the members and allied organizations when requested by the President and prepares to assume the duties of the President when the need arises. The President Elect becomes familiar with governing documents, strategic plan and prepares for the year as President prior to installation. This officer shall perform such other duties as may be assigned by the President or Board. The President Elect holds office for one year and assumes the role of President at year end.

#### **Section F. Term of Office**

The term of office for all members of the Board is two years except for the President Elect who shall serve on the Board as a Director for one year, President Elect (year two) and an additional year as President (year three). Term of office begins on January 1st. Elections to the Board will be staggered to maintain continuity of operations. A minimum of four (4) Directors will be elected by the members in good standing in November or December effective the following year. Directors may be re-elected to the Board for a second two-year term.

In the event an officer or director resigns from a position or is otherwise incapacitated and unable to perform their duties (and removed from office by the Board, before the end of their term), the remainder of the Board may complete the year's term without replacement or take vote to decide if a special election should be held to fill the remainder of a term.

In the event the President vacates office, the President Elect shall assume the role of President and serve for the remainder of the President's term.

#### **Section D. Nominations and Election Procedures**

Elections of Directors are held on an annual basis for Directors whose term has expired, preferably during the annual membership meeting. Any Board member may accept nominations for a Director position from the general membership and from a Nominating Committee. The Board will review the name(s) submitted for any Director positions. After deliberations, the Board shall present its nominations for the Director positions to the general membership for a vote.

Directors are elected by a majority of those members in good standing casting votes. In the cases where nominees are un-opposed, a motion in favor will confirm said nominee's election.

The President Elect, Treasurer and Secretary are elected to their respective positions by a majority vote of the Board at year end to hold office for the upcoming calendar year.

#### **Section G. Unsanctioned Activities**

While acting in their official capacity as a Board member, Directors of this organization will refrain from actively engaging in political action, including but not limited to the following:

- Supporting or opposing candidates in political campaigns.

- Attempting to influence legislation.

However, nothing shall preclude any individual member from participating in such activities when conducted on an individual, personal level.

#### **Section H. Removal from Office**

Board members must attend or call in for every Board meeting or be excused. Any Board Member who shall have unexcused absences from two regular meetings of the Board of Directors without just cause as determined by the Board of Directors shall automatically vacate the seat on the Board. The vacancy shall be filled as provided by these Bylaws; however, the Board shall consider each absence of a Board Member as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the members present at that meeting.

Board members who are unwilling or unable to fulfill the duties required of them will be subject to dismissal by two-thirds (2/3) vote of the Board members present at a Board meeting.

#### **Section G. Conflict of Interests**

All Board members are required to sign the Conflict-of-Interest disclosure form annually and return to the Secretary. The Executive Committee will review the forms for any actionable items. Failure of new or current Board members to sign this form within thirty (30) days of receipt will result in automatic dismissal from the Board. A conflict-of-interest policy for the organization is placed on file and a copy is attached as Appendix A to these by-laws.

### **ARTICLE IV – COMMITTEES**

The Executive and Membership Committees shall be standing committees of the organization. Other committees may be established and staffed as determined by the President with the approval of the Board and cited in the strategic plan. The President is an ex-officio member of all committees, except for the Executive Committee, within which the President is a voting member.

The Chairperson of each committee shall be a member in good standing and should be a volunteer for that position. At least two or more members should serve on each committee.

With the exception of standing committees, all other committees may have non-members as participants.

#### **Section A. Executive Committee**

The Executive Committee is comprised of the President, President Elect, Secretary, and Treasurer and, as such, are responsible for the overall operation of the organization. This Committee may be tasked to perform specific functions for the organization as designated by the Board. The President is the Chair of this Committee.

## **Section B. Membership Committee**

The Membership Committee shall be responsible for recruitment campaigns, advocate or the needs of members and maintains a database or similar mechanism to track membership and prospects. This committee shall provide a report for every Board meeting citing the number of members by category, renewals and monies collected. The Board will elect a Director to serve as an ex-officio member of this Committee.

## **ARTICLE V – INDEMNITY**

Officers and Directors shall be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith. The Board of Directors has the authority to indemnify any employees and agents of the organization to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith.

In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, indemnitee shall reimburse the organization for any advanced fees and costs.

## **ARTICLE VI – MEMBERSHIP MEETINGS**

### **Section A. Types and Frequency of Meetings**

General membership meetings will be held on a frequency determined by the Executive Committee, which will establish the time and place of such meetings. Membership meetings, which include elections, should be scheduled to provide the opportunity for the maximum membership participation in-person if possible, or by other means if more practical.

### **Section B. Conduct of Meetings & Parliamentary Procedures**

Issues involving policies, procedures, elections, and events that affect the membership, as a whole, will be presented for a vote during the business portion of each general meeting, using Robert's Rules of Order as a guide. Notice of such meetings should be provided to the general membership sufficiently in advance to provide the opportunity for maximum participation. The method for such notice may be electronic, in writing, telephonically, in person, by mail, or any combination thereof.

### **Section C. Voting and Quorum Procedures**

A quorum at a membership meeting is a minimum of 10 percent of the general membership in good standing. Only members in good standing are eligible to vote. Election votes can be by multiple means, including, but not limited to: 1) written, secret ballot; 2) electronically, through e-mail; or text or

Electronic Meeting, or 3) by a showing of hands at a membership meeting. All measures, requiring a vote, will be in a manner determined by the Executive Committee.

## **ARTICLE VII – FINANCIAL**

The organization shall operate on an annual basis, from January 1st through December 31st, unless modified by the Board through amendment to these By-Laws.

### **Section A.**

The Treasurer maintains all financial records for the current and previous seven years of the organization's operations.

### **Section B.**

Financial Statements will be prepared on a quarterly basis with the fiscal year ending December 31st.

Financial records should be audited on an annual basis no later than April 1st of the following year. Any such audit shall be performed by two members in good standing, with assistance from the Treasurer or by an independent agent as requested by the Board. Audit results should be presented to the Executive Committee for review. The Executive Committee will present the results at a membership meeting and record them in the meeting minutes.

### **Section C.**

All funds shall be deposited in one or more bank accounts established in the organization's name. Bank accounts shall be maintained through succeeding administrations reflecting change of officers. Two signatures are required for check-writing purposes if over \$1,000. Other protocols may be established separately from provisions in these by-laws.

### **Section D.**

Physical assets should be inventoried annually with appropriate maintenance performed to extend the longevity of said assets. Assets worn beyond repair should be discarded, removed from the inventory list and noted for auditing purposes. Other protocols may be established to manage physical assets.

### **Section E.**

No one shall financially obligate this organization for any expense greater than \$1000 to a single vendor, contractor, or outside third-party (for a single event or activity), until that expense has been approved by a majority of the Board. Such a request for approval shall be conducted via e-mail, with the final vote being archived by the Treasurer, and the results of the vote transmitted to the requestor of the expense. This also applies to the actions of individual Board members.

In addition, any current or future event or activity for which this organization has any financial responsibility shall be governed by this Section, even if the expenses are part of an approved budget for

the event or activity. Any violation of this Section shall result in the financial obligation being transferred solely to the individual responsible for originating the expense, and this organization will be absolved of any responsibility for that financial obligation. Exceptional circumstances may be considered by the Board on an individual basis for alternative remediation.

#### **Section F.**

None of the net earnings of the organization shall inure to any individual member of the organization, nor to any external individual or organization. However, any individual or organization, which shall incur an approved expense in the furtherance of authorized organizational operations and shall be reimbursed upon presentation of the appropriate documentation, such as a receipt or electronic order copy.

### **ARTICLE VIII – AMENDMENTS**

#### **Section A. Motion to Amend**

A proposed amendment to these By-Laws may be submitted by any member in good standing to the Board or any member of the Board.

#### **Section B. Voting and Quorum Procedures**

Amending these By-Laws requires a majority vote with a quorum at a membership meeting or by a two thirds majority vote with a quorum of the Board at a Board of Director’s meeting.

#### **Section C. Notice Requirement and Procedure**

Any proposed amendment(s) to these By-Laws must be publicized in a written document distributed to the entire membership at a regular or special meeting, or electronically.

### **ARTICLE IX – TERMINATION**

A decision to dissolve this organization shall require a majority vote by the members in good standing. A quorum of the membership must be present for the vote to take place. The requirements for meetings and voting, contained elsewhere in this document, shall be followed. Once a decision is made to terminate the organization, and after all outstanding financial obligations for the organization are settled, the remaining assets of the organization shall be disbursed to another, similar, qualified 501(c)(3) organization. The dissolution of the organization should be accomplished within 60 days of the decision to terminate, unless extraordinary circumstances preclude the orderly completion of the dissolution. The Board shall be the sole entity to determine whether extraordinary circumstances exist.