

## Valley County Pickleball Club Bylaws- June 2024

The following bylaws shall be subject to, and governed by, the Idaho Nonprofit Corporation Act and the Articles of Incorporation of the Valley County Pickleball Association (DBA Valley County Pickleball Club or VCPC). In the event of a direct conflict between these bylaws and the mandatory provisions of the Idaho Nonprofit Corporation Act, then the Idaho Nonprofit Corporation Act shall be the controlling law. In the event of a direct conflict between these bylaws and the Articles of Incorporation of The Club, then be these bylaws, shall be the controlling document.

### ARTICLE 1 – Name

The legal name of the Nonprofit Association shall be known as Valley County Pickleball Association (DBA Valley County Pickleball Club or VCPC) and shall herein be referred to as “The Club”.

### ARTICLE 2 – Purpose

The general purposes for which The Club has been established are as follows:

The purpose for which The Club is formed is set forth and shall be operated exclusively for this association as a nonprofit public benefit association and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Act. Idaho Code 30-30-101 et seq.

The specific purpose of this association is to:

- a) Collect membership fees and charitable contributions from members and the public at large to support and promote the sport of pickleball for youth and adults in the Valley County area of Idaho.
- b) Provide a fun and healthy recreational activity for its membership and guests while promoting exercise, development of skills and level of play, and enjoyment of pickleball.
- c) Provide free ‘introductory how to play’ lessons for the local community.
- d) Organize and sponsor activities to enhance the pickleball experience through social, instructional, and competitive events.
- e) Act as a liaison between Valley County and the Club membership to manage assigned public court operations and maintenance, as well as improve and enhance the pickleball playing opportunities and facilities for members and the greater community.
- f) Provide an authoritative body to govern and conduct club and community pickleball competitions and events.
- g) Club funds may be used to achieve any of the above purposes and additional Club goals.
- h) At no time and in no event shall The Club participate in any activities which have not been permitted to be carried out by a 501(c)3.

### ARTICLE 3 – Dedication of Assets

Properties, and assets of the Club are irrevocably dedicated to and for non-profit purposes only. This includes but is not limited to proceeds VCPC receives from events operated by VCPC or any other private person or organization renting or utilizing VCPC equipment. No part of the net earnings,

properties, or assets of The Club, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of The Club.

Upon liquidation or dissolution of The Club, all remaining property and liquid assets of the club will be either donated to a non-profit organization, selected, and directed by the then current Board Members or be evenly dispersed amongst the active Club members.

## ARTICLE 4 – Board of Directors

### Number and Qualifications

The Club shall be governed by a Board of Directors (the “Board”), which shall consist of a minimum of three (3) members and no more than seven (7) members. The number of Board members may be increased or decreased by the affirmative vote of all of the then serving Board of Directors.

### Board Compensation

The Board shall receive no compensation other than to be reimbursed for reasonable expenses that have been approved by the Board. However, nothing in these bylaws shall be construed to preclude any Board member from serving The Club in another capacity and receiving compensation for services rendered.

### Board Elections

The President and a minimum of one additional Board member, shall present nominations for new and/or renewing Board members at the Annual Meeting of members (if in person) or via electronic vote. Recommendations by members for potential board positions shall be made known to the Board, in writing, a minimum of one month before nominations are made and voted on.

### Board Member Terms

All appointments to the Board and their appointed duties shall be for a term of two (2) years. No person shall serve more than three (3) consecutive terms unless a majority of the Club members, during the course of the member annual meeting, at which a quorum is present, votes to appoint a Board member to one (1) additional term. A vote can also take place via electronic voting with a majority of the respondents voting to appoint. No person shall serve more than four (4) consecutive terms. After serving the maximum number of terms on the Board, a member may be eligible for reconsideration as a Board member after one (1) term has passed since the conclusion of such Board member’s service.

A Board member’s term shall start immediately following the formal vote taken at the member annual meeting or via an electronic vote and will end June 30th the following year. In order to ensure a smooth transition, all active Board officers will overlap with the newly appointed Board officers and act in an advisory role for approximately 2 months until their term is fully complete on June 30th.

The past President shall be available to act in an advisory capacity for one year following their term.

### Vacancies

A vacancy on the Board may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any Board member.
- b) The declaration by resolution of the Board for the removal of an active Board member who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgement of any court to have breached the duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a member of the Board or violated the Code of Conduct set by The Club.
- c) A Board member has missed 3 consecutive Board meetings, or a total of 4 Board meetings during one fiscal year.

Except as provided in this paragraph, any Board member may resign effective upon giving written notice to the President of The Club, or the Vice President, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be appointed by the Board to take office when the resignation becomes effective. Unless approved by the Club President, no Board member may resign when The Club would be left without a duly elected Board member in charge of its affairs.

Any vacancy on the Board may be filled by the President and a vote of all active Board members. A Board member appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

### Resignation

Except as provided above, each Board member shall have the right to resign at any time upon written notice thereof to the President, Vice President, or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### Meetings

The Board's regular meetings shall be held at such time and place as shall be determined by the Board. The President or any of the regular Board members may call a special meeting of the Board with three (3) days' notice is provided to each member of the Board. The notice shall be served upon each Board member in-person or via email or electronic message. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board or attended via teleconference or web video conference. The Notice of Special Meeting shall state the specific purpose for which the meeting is called and no matters other than the matters specified in the Notice may be undertaken at a special meeting. A majority of the Board officers shall be present to qualify as a quorum to conduct The Club's business.

## Minutes

The Secretary shall be responsible for recording all the minutes of each and every Annual meeting or of the Board in which business shall be transacted. However, in the event that the Secretary is unavailable, the Board Chair shall appoint an individual to act as Secretary at the meeting.

The Secretary, or the individual appointed to act as Secretary, shall record and maintain meeting minutes in either written or electronic form. All minutes and records shall be archived for future reference. A copy of the Board minutes shall be delivered to each Board member via email within 30 business days after the close of each Board meeting. Committee Chairpersons may be asked to submit minutes from committee meetings held for archival purposes as well.

## Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any actions that might be taken at a meeting of the Board, may be taken without a conducting a meeting if consent in writing and the action is agreed to by all Board members. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, electronic signatures, or other electronic "consent click" acknowledgements shall be effective as original signatures.

## Quorum

At each meeting of the Board of Directors or Committees, the presence of a simple majority of persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Board Chair shall be the deciding vote. If a quorum is not present at the meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Committees if the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

## ARTICLE 5 – Annual Meeting of Members

An annual meeting of The Club members shall be established by the Board each calendar year. Notice of the time and places of such meeting shall be provided to all members in writing or by electronic mail not more than 30 (30) days nor less than ten (10) days prior to the meeting. Notice shall set forth all matters intended to be presented at the meeting. Members in good standing are eligible to attend and vote at this meeting. A minimum of one general membership meeting is required per year. A quorum of not less than five percent (5%) of the membership, in person, by proxy or mailed written ballot shall be considered a quorum for purposes of voting on any business matters presented at the annual meeting.

## ARTICLE 6 – Officers

### Officers and Duties

Elected officers of The Club shall include a President, Vice President, Secretary, and a Treasurer. The same person may hold any number of offices, except neither the Secretary nor the Treasurer may serve concurrently as the President and the President may not serve as the acting Treasurer while

serving concurrently as President. Any active member of The Club, in good standing, may be eligible to hold a position on the Board.

New Board members will be selected by a majority vote taken of Club members attending the Club's annual meeting and shall serve the needs of the Board. New Board members can also be voted on by members electronically (e.g. email or other web services). If an electronic vote is taken, the results of the responding votes submitted will determine the outcome of the vote. In the case of multiple nominees and voting is held at a membership meeting, a silent ballot method shall be used for member voting.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed bylaws for regular appointments to such office. Vacancies in any office may be filled by the President but then ratified by a majority of the members at the next scheduled meeting.

Board member term lengths are described in the Board Member Terms section of these bylaws.

#### President (Chairperson of the Board)

It shall be the responsibility of the President to assume club leadership, preside over all Board meetings and annual club meetings. It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of The Club and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

The President has the authority to call special meetings, appoint new committees and committee leaders as needed. She/he is responsible for overseeing club committee activities to ensure these committees are effective in achieving their mission and are serving the best interests of The Club and its members. She/he shall also be responsible for issuing The Club's guidelines, rules, and a Code of Conduct to ensure safety and equity among club members.

The President or appointed designee shall be empowered to act, speak for, or otherwise act as The Club's spokesperson with other clubs, government agencies, the press or in other meetings/business impacting The Club. The President shall be responsible for the coordination with all club officials and keeping the club members informed at all times of policies which may be adopted and implemented by the Board.

#### Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all of the duties of the President, and in doing so shall have all the authority and powers of and shall be subject to all of the restrictions on, the President. She/he shall also assist the President and The Club in all functions as necessary.

The Vice President will act as the Membership Committee Chairperson (unless otherwise agreed upon by the rest of the Board members). She/he will act as the Club's member liaison, along with the

President, to ensure new members receive Club information, and to address member concerns or issues that may arise.

### Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of The Club, which are required to be kept and shall act as Secretary at all meetings of the Board of Directors. The Secretary shall take minutes at additional club meetings, such as the annual member meeting, determines if a quorum exists to conduct the official meeting, keeps the meeting record in hard copy or electronic format and ensures minutes are available to all members via the Club's website. She/he is responsible for certifying any additions or changes to the Club's existing bylaws and maintaining the official version.

The Secretary shall lead or serve on the Communications Committee, which is tasked with all member communications, ensuring the Club's website is updated, creates a periodic newsletter, and publishes it to the membership, coordinates all social media platforms and ensures all documents are preserved and archived.

### Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all business transactions of The Club, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall collect dues and assessments, disburse all funds, and provide an oral financial report for each regular meeting and a financial annual report to be available via the Club's website to all members within 60 days after the end of the fiscal year of The Club. She/he is responsible for providing all appropriate financial records to outside accounting/CPA firms contracted by The Club to prepare and submit required tax returns. She/he is responsible to purchase and maintain liability insurance, utilizing Club funds, for required Director and Officer Liability Insurance, liability insurance for all tournaments, and other coverage as needed.

The Treasurer is authorized to write a check up to \$500 (five hundred dollars). A check for more than \$500 requires a second approval from an active Board member. The required second approval to be determined by the Club's Officers based on the purchase purpose.

## ARTICLE 7 – Committees

### Meetings and Actions of Committees

Special meetings may also be called by resolution of the Board. Minutes shall be kept of each special meeting and shall be filed with The Club records as with regular Board meetings.

Board members, with the approval of the President, may create club committees to address a Club need and further improve the club member's experience. Committees will all be required to have a Committee Chairperson and will have a minimum of 3 members (including the Chairperson). The only exception would be a Finance committee, which may only have two members. The President is

responsible for committee oversight to ensure the committee's actions are in alignment with The Club's mission and in the best interest of the majority of its members.

## ARTICLE 8 – Membership

Membership in The Club will be extended to anyone who completes an application form, which includes a release of liability and agreement to abide by the Club's bylaws and written Code of Conduct. In addition, members agree to pay their dues in a timely manner for the given year. There will be no pro-ration of dues for members joining the Club within the fiscal year nor will a prorated amount be refunded should the membership be terminated. The exception is new members joining on or after April 1 of any year, will have their membership set to expire on June 30 of the following year. Membership can be terminated by voluntary withdrawal, nonpayment of dues or violation of the Club's bylaws and/or Code of Conduct.

Membership is nondiscriminatory and is open to any adult (over the age of 18) interested in the sport of pickleball. All members shall follow the Code of Conduct of USA Pickleball (U.S.A.P.) and the Code of Conduct set forth by The Club. Violations of the Code of Conduct and/or rules governing membership shall be subject to disciplinary action, up to and including possible termination of membership in The Club. All complaints must be submitted in writing and sent to the Board for further review. If a complaint is found to be valid, the Board will take appropriate action up to and including termination of membership and expulsion from the Club for conduct unbecoming a member or acts in conflict with the purpose of the Club. Any disciplinary action levied upon a member will be agreed upon by a majority vote of the Board prior to action being taken.

Valley County Pickleball Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, selection of Board members, club members, volunteers, vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all officers, members, volunteers, subcontractors, vendors, and partners.

An increase in member annual dues may be necessary and may be approved by a majority vote of those attending The Club's annual member meeting or the majority of respondents approving via an electronic vote.

## ARTICLE 9– Fiscal Year

The fiscal year of The Club shall start on the 1<sup>st</sup> day of July and shall end on the 30<sup>th</sup> of June.

## ARTICLE 10 – Records and Reports

### Maintenance and Inspection of Articles and Bylaws

The Club Secretary shall keep the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members via the Club's website.

### Maintenance of Meeting Minutes, Financial Records and Tax Returns

The Club Secretary shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board, annual member meetings and club committee meetings. All such records shall be kept at a place or places as designated by the Board and the committees of the Board and retained in accordance with federal and state records retention requirements for 501(3)c organizations. The minutes shall be kept either in written or electronic form, and other books and records shall be kept either in written or electronic form or in any form capable of being converted into written, typed, or printed form.

Upon leaving office, each Board member, Committee Chairperson, or agent of The Club shall turn over to his/her successor or the President, in good order, such as organization monies, books, records, minutes, lists, documents, contracts or other property of The Club as have been in the custody of such Board member, Committee Chairperson or agent during his or her term.

### Preparation of Annual Financial Statements

The Club Treasurer is responsible for the preparation of annual financial statements using generally accepted accounting principles. The financial statements can be prepared the Treasurer, or by an authorized, outside accountant or bookkeeping firm with the Treasurer's oversight. Such statements may also but are not required to be audited by an independent certified public accountant, in conformity with generally accepted accounting principles.

### Reports

The Board shall ensure an annual report is available to all members within 60 days after the end of the fiscal year of The Club, which shall contain the following information:

- a) The assets and liabilities of this association at the end of the fiscal year
- b) The principal changes in assets and liabilities during the fiscal year
- c) The expenses or disbursements of The Club for both general and restricted purposes during the fiscal year

### ARTICLE 11 – Bylaw Amendments and Revisions

These bylaws may be adopted, amended, or repealed by an affirmative vote of all Board members currently in office. Such action is authorized only at a duly called and held meeting of the Board (either in-person or via video/teleconference) for which a written notice of such meeting is provided, setting forth the proposed bylaw revisions with explanations given in accordance with these bylaws.

Any changes to the bylaws affecting membership dues and/or Board member term limits will require a vote of    members. A two thirds (2/3) majority vote of the active Club members present at a meeting of members is required to implement changes specified above. A member vote can be taken at the annual member meeting or by members responding to an email requesting a vote. With an electronic vote, the outcome will be determined by the majority of votes returned. The request for vote will include the proposed change including an explanation of the proposed change(s).



## Certificate of Secretary

I, (insert current Secretary name), certify that I am the current elected and acting Secretary of The Club, and the above bylaws are the Bylaws of this association as adopted by the Board of Directors on (insert date certified) and that they have not been amended or modified since the above. EXECUTED on this date of (insert date), in Valley County, in the State of Idaho.

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(Duly Elected Secretary)