

inuteCape Fear Pickleball Club Bylaws

Adopted June 10, 2015

Bylaws Language Note

All references within these Bylaws to the feminine gender apply equally to the masculine gender. For instance, any reference to 'she', 'her', and 'hers' applies equally to 'he', 'him', and 'his', respectively.

Article I – Name

The name of this organization shall be the Cape Fear Pickleball Club (CFPC).

Article II – Purpose

The CFPC is a social organization formed to promote the growth and enjoyment of Pickleball in the Greater Wilmington area of the Cape Fear region of North Carolina. This region is loosely defined as encompassing northern Brunswick county and New Hanover county, but may also include other nearby areas.

Article III. Not-For-Profit Status

The CFPC shall be operated as a Not-For-Profit Organization in accordance with North Carolina and other applicable statutes.

Article IV – Membership

Section 1: Eligibility for Membership

1a. Any individual with a legitimate interest in playing pickleball in the Greater Wilmington area of the Cape Fear region of North Carolina, or in facilitating the playing of pickleball in that region, is eligible for membership.

1b. Membership is open to both males and females of every age, race, religion, sexual orientation, color, national origin, or disability.

1c. Membership in the CFPC shall not be contingent upon membership in any other organization.

Section 2: Member Privileges and Responsibilities

A “Member” shall be an individual satisfying the criteria for eligibility and having paid the dues for the current fiscal year. “Membership” shall be the collection of Members. Members shall abide by the CFPC’s Bylaws, its Policies and Procedures (P&Ps), and all members in good standing shall have the opportunity to actively support and participate in appropriate CFPC functions. All Members in good standing eighteen (18) years of age or older shall have the right to vote on any matter put to a vote of the general membership. It is strongly recommended that each Member have an active email account, since most or all CFPC correspondence shall be sent or posted electronically.

Section 3: Membership Dues

The Board of Directors shall recommend annual dues for each fiscal year. However, dues shall only be established upon approval by a majority vote of the Members participating in a vote on the matter at the annual general meeting, or at a special meeting called for that purpose. Except in cases where the requirement is waived by the Director of Membership, each Member must pay the established dues annually in order to maintain good standing as a Member. Dues shall be due by the end of the month following the month in which the annual general meeting is held. Dues shall cover membership for the upcoming fiscal year.

Section 4: Termination of Membership

Membership in the CFPC may be terminated by any of the following means:

4a. Voluntary withdrawal.

4b. Failure to pay membership dues within 30 calendar days past the due date.

4c. Violation of any of the provisions of these Bylaws, or of any P&Ps of the CFPC.

Article V – Board of Directors (Board)

Section 1: Composition of the Board

The Board shall consist of nine (9) members and include the following positions: President, Vice-President, Secretary, Treasurer, Director of Membership, Director of Competition, Director of Training and Evaluation, Director of Communications, and Director of Social Events.

Section 2: Election of the Board

The Board shall be elected from among the Membership by the Membership at the annual meeting, except that the initial Board shall be elected at a special election called for that purpose.

Section 3: Term of Board Positions

3a. The term of each Board position shall be two (2) years, with the exceptions noted in Article V, Sections 3b and 3c.

3b. All Members elected to the initial Board will serve only until the first annual meeting of the full Membership, at which time all Board positions will be voted upon again.

3c. At the first annual meeting of the full Membership, the President, the Treasurer, the Director of Membership, the Director of Training and Evaluation, and the Director of Social Events shall be elected for full two-year terms; but the Vice-President, the Secretary, the Director of Competition, and the Director of Communications shall be elected for one-year terms. At all subsequent annual meetings, the term for all Board positions up for election will be two years.

3d. Terms shall begin at 12:01am on the first of the month of the upcoming fiscal year.

Section 4: Term Limits of Board Positions

There is no limit on the number of terms for any Board position.

Section 5: Governing Authority of the Board

The Board shall have the overall governing authority of the CFPC, consistent with the CFPC Bylaws. All official business of the Board shall be conducted at a regular or special meeting of the Board; official business may not be conducted without a meeting. The Board may appoint any committees deemed necessary to carry out the functions and objectives of the Board. The Board shall approve the establishment of, modification of, and deletion of all P&Ps of the CFPC.

Section 6: Filling Vacancies on the Board

A vacancy on the Board may be filled for the remainder of the term by an appointment by the President, subject to approval by at least half of the remaining Board members. However, the Vice-President shall assume the Presidency should a vacancy occur in that office.

Section 7: Compensation/Reimbursement of Board Members

No Board member shall receive compensation for any services she may render to the CFPC. However, any Board member may be reimbursed for any actual expenses incurred in the performance of her duties.

Article VI – Duties of Officers

President:

- Assume CFPC leadership, preside at all Board and general Membership meetings, call special meetings as needed, and assure that the duties of all elected officers are fulfilled.
- Act as the spokesperson for the CFPC.
- Send notice of each Board meeting, develop an agenda for each Board meeting, and distribute the agenda before each Board meeting, all in a manner consistent with CFPC P&Ps.
- Provide a report of the overall status of the CFPC and of highlighted activities of the CFPC at the annual meeting.
- In the event of a tie vote on any matter put to a vote of the Board, the President shall cast the deciding vote.

Vice-President:

- Assume the duties of the President in the absence of the President.
- Develop such Policies and Procedures as are deemed necessary for the CFPC activities. Present new or revised P&Ps to the Board for approval. Ensure that all newly-approved P&Ps be made available to the full CFPC Membership.
- Assist the President in all functions as necessary or as assigned by the President.
- Retrieve mail from CFPC PO Box, and disperse mail to the appropriate individual(s), if the Treasurer is unavailable to do so.

Secretary:

- Ensure that notice of all meetings of the general CFPC Membership are made available to the Membership in a manner consistent with CFPC P&Ps.
- Take minutes of all CFPC meetings.
- Distribute copies of meeting minutes as soon as possible to the Board for review. Distribution of the minutes shall be completed at least 10 calendar days before the next scheduled Board meeting.
- Ensure that approved minutes are made available to the general CFPC membership.
- Maintain the historical records of the CFPC in a manner consistent with CFPC P&Ps.
- Retain in a confidential manner, separate from all other minutes, any minutes taken at Executive sessions, as these sessions are closed to the general membership.
- Solicit, record, and publish nominations for Board positions in a manner consistent with CFPC P&Ps.
- Administer elections at the annual general meeting and at special meetings, tally the votes for each office or item being voted upon, and present the election results to the Director of Communications for distribution to the CFPC membership. Elections shall be administered in a manner consistent with CFPC P&Ps.

Treasurer:

- Deposit into CFPC accounts in a timely manner all dues and other monies collected, and disburse all funds as approved by the Board.
- Develop a budget for the CFPC on an annual basis for approval by the Board.
- Keep a record in a timely manner of all income, deposits, and expenditures, and provide an oral and written financial report at each scheduled Board meeting in a manner consistent with CFPC P&Ps.
- Provide a written financial report at the annual membership meeting.
- Maintain all appropriate historic financial files, in a manner consistent with CFPC P&Ps.
- File any and all appropriate tax forms in a timely manner each year.
- Retrieve mail from CFPC PO Box, and disperse mail to the appropriate individual(s).

Director of Membership:

- Establish procedures to formalize membership in the CFPC.
- Maintain a list of all Members, including information deemed necessary for contact purposes, such as address, phone number, and email address. The list may also include other information relevant to the business of the CFPC, such as age, skill level, Board and committee positions held, status of dues payment, etc. With the permission of each Member, their contact information shall be made available to the full Membership.
- Identify potential new members and engage them in the process of becoming Members. This may be done through initiating community outreach, in helping to establish CFPC events designed to attract beginning players, or whatever other methods

are deemed feasible and desirable.

- Decide on cases in which Membership dues may be waived due to financial hardship or other valid reason.
- Send annual notice of dues payable to the members with instructions to mail the check payable to CFPC directly to the Treasurer. The Treasurer in turn will advise the Director of Membership of the members who have paid their dues.
- Evaluate and recommend to the board for its approval appropriate annual insurance coverage for the CFPC, its Member and its officers and directors.

Director of Competition:

- Assure that all play by the CFPC is in accordance with the rules of pickleball as established by the USA Pickleball Association (USAPA), and educate the membership about those rules.
- Maintain a list of local pickleball venues available to CFPC Members, along with the schedules of play and the level of play at those venues. Update the USAPA website with this information when appropriate.
- Foster appropriate means of competitive play within the CFPC. This may include, but is not limited to:
 - Making the list of local pickleball venues readily available to CFPC Members.
 - Promoting playing time for specific skill levels at various venues and times, while also promoting playing time for mixed skill levels at other venues and/or times.
 - Establishing ladder play for CFPC Members.
 - Establishing tournament play for CFPC Members.
 - Establishing league play for CFPC Members.
- Foster inter-club competition among pickleball clubs within the local area and work to make such competition available for CFPC participation.
- Regularly provide the membership with information on competitions being held outside of the CFPC geographical area, or under another organization's direction (such as the Senior Games by the Sea competition).
- Promote pickleball tournament play sponsored by the CFPC, but open to players from all locales.
- In conjunction with the Director of Training and Evaluation, maintain an inventory of CFPC-owned pickleball equipment, provide an annual report on this equipment, and recommend to the Board the retirement of equipment and the procurement of additional equipment, as necessary.

Director of Training and Evaluation:

- Establish training programs and materials for the Members of the CFPC, commensurate with the varied skill levels of the membership.
- Develop a system to receive, compile, and act upon training requests from the membership once the number of requests meets a sufficient threshold.

- Establish training programs for beginning players that may be interested in becoming Members of the CFPC.
- Develop, maintain, and implement P&Ps for assessing the skill level of CFPC Members, and for accommodating appeals of a Member's assessed skill level.
- In conjunction with the Director of Membership, maintain a readily available list of the Members and their assessed skill level.
- Perform outreach to schools, churches, youth groups, and other organizations, and offer beginner's clinics to them.
- Develop P&Ps for the purchase, storage, and use of CFPC-owned pickleball equipment
- In conjunction with the Director of Competition, maintain an inventory of CFPC-owned pickleball equipment, provide an annual report on this equipment, and recommend to the Board the retirement of equipment and the procurement of additional equipment, as necessary.

Director of Communications:

- Provide timely, targeted communication to the membership and the consistent posting of CFPC news.
- Endeavor to create and maintain an appropriate internet presence for the CFPC, which may include such things as a CFPC Facebook page, a CFPC Twitter account, a CFPC website, or such other means of internet communications as may become generally accepted.
- Communicate with local news agencies, public officials, other sports clubs, etc. when appropriate.

Director of Social Events:

- Organize CFPC social events. Publicize these events, in conjunction with the Director of Communications. These events may include pickleball play (round robin tournaments, for example); or may be any other events without pickleball play open only, or mainly, to CFPC Members (a CFPC Christmas party, for example).

Article VII – Meetings

Section 1: Board Meetings

1a. Frequency of Board Meetings

The Board shall meet on a regular basis in a manner consistent with CFPC P&Ps, and for Special meetings called by the President.

1b. Notice of Board Meetings

Notice of meetings shall include an agenda and shall be made available to all CFPC members at least seven (7) calendar days prior to regular meetings, and with as much notice as reasonably possible before all Special meetings. The notice shall also include the date, time, and place of meeting.

1c. Quorum for Board Meetings

A majority of the number of Board members shall constitute a quorum for the transaction of business. The Board shall establish procedures under which electronic or telephonic participation may be appropriate and/or allowed in lieu of a Board member being physically present.

1d. Open and Closed Board Meetings

CFPC members may attend all Board meetings, except that they may not attend any Executive sessions of the Board. All regular Board meetings will allow some period of time for CFPC members to address the Board, in a manner consistent with CFPC P&Ps.

1e. Voting by the Board

Unless otherwise provided in these Bylaws, any issue put to a vote of the Board at a Board meeting shall pass if it gathers a simple majority of the votes of the Board members in attendance. The President shall cast the deciding vote in the case of a tie.

Section 2: Annual General Membership Meeting

An annual general membership meeting shall be held for the primary purposes of electing officers and of approving the amount of dues for the upcoming year.

2a. Notification of Meeting

The CFPC membership shall be notified of the date, location, and time of the meeting at least thirty (30) calendar days prior to the actual meeting date, in a manner consistent with CFPC P&Ps..

2b. Order of Business

The suggested order of business at the annual meeting is:

- Determination of Quorum
- Secretary's presentation of Minutes of previous annual meeting, and approval of those Minutes by the membership
- Report of the President
- Report of the Treasurer
- Election of Board
- Setting of Dues
- Other business

Article VIII– Election Procedures

Section 1: Election Procedures for First Board Election

1a. Nominations for First Board Election

In order to establish the CFPC, the Organizing Committee shall select an acting Secretary. The acting Secretary shall solicit nominations for all Board positions. Said solicitation shall be sent to all known potential CFPC members. That solicitation shall include:

- The nomination period

- The expected date, time, and location of the actual election
- A list of all Board positions, along with a description of the expected duties of each Board position

The nomination period shall be no less than ten (10) calendar days and no greater than twenty (20) calendar days. At the close of the nomination period, and at least five (5) calendar days before the scheduled election, the acting Secretary shall send a complete list of the nominees for each Board position to all known potential CFPC members.

1b. Eligibility for Nominations for First Board Election

All potential members of the CFPC are eligible for election, so long as they are eighteen (18) years of age or older. A single nomination is all that is required for any candidate to be considered for election.

1c. Quorum for First Board Election

The meeting to elect the first Board shall follow the close of the nomination period within ten (10) to twenty (20) calendar days. Ten potential CFPC members must be in attendance to constitute a quorum.

1d. Voting for First Board Election

All votes must be cast in person by potential CFPC members eighteen (18) years of age or older at the meeting to elect the first Board. The acting Secretary shall call for votes by a show of hands for each nominee for each Board position and tally the results; any candidate receiving a plurality of all votes cast for that position shall be declared the winner. The Director of Communications will communicate the results of the election within ten (10) days of the election to all known potential CFPC members.

Section 2: Election Procedures for All Subsequent Board Elections

2a. The Secretary shall conduct all Board elections in a manner consistent with CFPC P&Ps.

2b. Unfilled Board Position

In the event that a Board position receives no votes for any qualified candidate, that position shall be filled by the President at the next scheduled Board meeting, as described in Article V, Section 6.

Article IX – Committees

Section 1: Establishment of Committees

The President may establish committees on behalf of the Board as a whole. The President shall appoint the Members of these committees, and the Members serve at the pleasure of the President. The President shall serve as the committee chairperson, unless she appoints another committee member to serve in that role.

All Members of the Board may also establish committees and appoint committee Members to aid in the fulfillment of the Board member's duties. All such committee Members will serve at the pleasure of the Board member who has established the

committee. The Board member who has established the committee shall serve as the committee chairperson, unless she appoints another committee member to serve in that role.

Section 2: Committee Meetings

2a. Frequency of Committee Meetings

Each committee shall meet at a time and place as fixed by its chairperson.

2b. Notice of Committee Meetings

The chairperson of the committee shall post notice of regular meetings at least seven (7) calendar days prior to those meetings. The notice shall include the date, time, and place of meeting, and an agenda. The meeting notice shall be made available to all CFPC members.

2c. Quorum for Committee Meetings

A majority of the committee members must be in attendance to constitute a quorum for the transaction of business.

2d. Committee Actions

Actions requiring a vote of the committee shall pass if they receive a simple majority vote of the committee members present. In the event of a tie, the chairperson shall cast the deciding vote.

2e. Committee Meeting Minutes

Minutes of all committee meetings shall be kept by the chairperson or her designee. Copies of the minutes shall be forwarded to the Board Secretary for filing.

Article X – Financial Administration

Section 1: Fiscal Year

The fiscal year of the CFPC shall start on the first day of January and conclude on the last day of December.

Section 2: Accounts

All CFPC funds shall be deposited into one or more savings, checking, money market, or CD accounts set up specifically for CFPC use by the Treasurer at a well-established financial institution such as a bank, credit union, etc. CFPC funds may not be deposited into any individual's personal account, nor may they be invested in any instrument such as stocks, bonds, or mutual funds, in which there is some risk of depletion of capital. All CFPC accounts shall be accessible by three Board officers: the Treasurer, the President, and the Vice-President.

Section 3: Account Expenditures

Checks may be endorsed and disbursed by any of the three officers with access to the checking account. Any checks in excess of \$500.00 must be signed by two authorized officers.

Section 4: Auditing

The Board shall determine the necessity and frequency of any financial audit. Any audit shall be performed in a manner consistent with CFPC P&Ps.

Article XI – Adoption and Amendment of Bylaws

Section 1: Adoption of Bylaws

These Bylaws shall be adopted by a two-thirds majority vote of potential CFPC members eighteen (18) years of age or older in attendance at a Special meeting called for that purpose by the acting Secretary. The notice shall be sent at least ten (10) calendar days prior to the meeting. The notice shall include the agenda and the date, time, and place of the meeting. The acting Secretary shall make the proposed Bylaws available to all known potential CFPC members at the time that the notice is sent. All voting to adopt these Bylaws shall be conducted in person at the Special meeting; no email voting shall be allowed, and no proxy voting shall be allowed. Ten (10) potential CFPC members must be present at the meeting to constitute a quorum. The acting Secretary shall administer the vote, which may be taken either by ballot or by show of hands.

Section 2: Amendment of Bylaws

2a. Proposal of Amendments

Any Member in good standing of the CFPC may propose an amendment to these Bylaws. The proposed amendment shall be delivered to the Secretary in writing with supporting documentation, as needed.

2b. Board Approval of Amendments

Following receipt by the Secretary, the proposed amendment must be voted on by the Board at one of its next two regularly-scheduled meetings. If approved by a simple majority of the Board, the proposed amendment shall then be presented to the CFPC Membership for approval at a Special meeting called for that purpose or at a general Membership meeting..

2c. General Membership Approval of Amendments.

The Secretary shall conduct all voting to amend Bylaws in a manner consistent with CFPC P&Ps. A two-thirds majority affirmative vote of those Members voting shall be required to amend any Bylaw.

Article XII – Recall of Board Members

In the event that there is a perceived need to recall an elected Board member, a Special Election will be held within 30 days of the receipt by the Secretary of a petition signed by two-thirds of the membership requesting the recall of the elected officer. The results of the vote of members eligible to vote and voting in person shall be final. The President shall appoint an ad-hoc committee of 3 non-Board members to conduct and tally the votes of a Special Election related to the recall of a Board member.

The President shall ensure that the results of the vote are communicated to the general membership. If an officer is recalled as a result of the vote, the vacancy will be filled as noted in Article V, Section 6.

•Article XIII – Indemnification of Officers and Directors

The CFPC shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an officer of the CFPC, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with said action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the CFPC, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that with respect to an action by or in the right of the CFPC, no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duties to the CFPC, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the full extent permitted by North Carolina law. Liability insurance will be maintained by the CFPC for the Board of Directors and Officers at all times.

Article XIV – Dispute Resolution

Any controversy or claim arising out of or relating to these Bylaws shall be settled by final, binding arbitration administered by the American Arbitration Association. Said arbitration shall take place in New Hanover County, North Carolina. The laws of the state of North Carolina shall be applied by the arbitrator, without reference to the law of any other jurisdiction for any perceived conflict of law. The arbitrator shall have discretion to award legal fees and costs to the prevailing party. Judgment on the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

Notwithstanding the foregoing, in the event the amount in controversy is \$5,000 or less, it will not be submitted to arbitration as above provided, but instead will be submitted to the jurisdiction of the Small Claims Court in New Hanover County, North Carolina, which Court has full authority to determine the outcome of the dispute, and the above listed provisions for arbitration are deemed waived by the parties.

Article XV – Dissolution of the CFPC

Before dissolution of the CPFC, the President shall appoint an ad-hoc committee to oversee disbursement of any CFPC assets. This committee shall consist of three CFPC Members eighteen (18) years of age or older, at least one of whom must have access to the CFPC bank accounts. This committee shall ensure that all funds remaining in the treasury be disbursed in equal measure to all CFPC Members, to the extent practicable. This may be accomplished by cash disbursements to adult CFPC Members, by expenditures toward a function open to all CFPC Members, or by any other reasonable means as determined by the committee. Any equipment in good working condition owned by the CFPC shall be disbursed to one or more local pickleball-playing institutions. Any CFPC-owned equipment not in good working condition may be disposed of in any manner that the committee sees fit. Any equipment loaned to the CFPC will be returned to the lender.