

# Prescott Pickleball Association

## BYLAWS

September 8, 2022

### Article I – GENERAL

1. Name: Prescott Pickleball Association (PPA)
2. The Purpose shall be:
  - a) This organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. It will foster and promote amateur athletics and will advance and promote the playing of pickleball as a means of sportsmanship, physical fitness, and healthful recreation.
  - b) There will be a focus of teaching the sport to people of all ages and abilities with lessons, clinics and group play for members, veterans, disadvantaged youth, community players, junior participants and visitors. The club will promote participation in local, national and international pickleball sporting events by conducting and/or providing support for activities that develop skills and prepare player for organized competition.
  - c) PPA will function in a public/private collaboration with the local government to build, enhance and maintain the play facilities. It will serve as a conduit for private donations to be used for this endeavor.
  - d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

### Article II – MEMBERSHIP

1. Membership will be open to applicants who agree to abide by the PPA's Code of Conduct. Membership when granted will be without regard to race, color, creed, national origins, sex, age, handicap or sexual preference.
2. Dues: The Executive Board shall set the dues for membership and will advise the membership of any changes as it deems appropriate.
3. A member in good standing:
  - a) Has paid current membership dues.
  - b) Is in compliance with PPA bylaws and Code of Conduct.

c) Is permitted to vote on motions made at General Membership Meetings (including election of Executive Board members) and Special Meetings.

4. Voting rights: One vote per motion, and one vote per open position.

## Article III – OFFICERS

1. The Executive Board consists of a President, Vice-President, Secretary, Treasurer (the officers) and three Members at Large.

a) Executive Board Members shall serve without compensation.

b) The Executive Board shall have governing authority consistent with the provisions of PPA bylaws to authorize all committees.

c) The Executive Board may be assisted by the Director/Coordinator of committees to carry out the PPA's functions and purposes.

2. Nominations:

a) The Secretary will provide the members with a list of open Executive Board positions on or about September 1. The list will be published on the PPA's website and by any other appropriate means.

b) The Board will choose 3 Board members to serve as the Nominating Committee. Candidates for the Board may be presented by the Board's Nominating Committee and the members shall be allowed to nominate additional candidates by written submission to the Board at least 21 days prior to the annual meeting. 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.

c) Members accepting nominations shall submit to the Secretary at least 10 days prior to the election a short biography which will be posted on the PPA website.

3. Elections

a) The elections will be held on or about the third Wednesday in October every year.

b) Members may vote electronically within five days prior to the election or may vote by ballot at the General Membership Meeting.

c) Positions not filled at the election may be filled by a majority vote of the Executive Board.

4. Term of Office: Members of the Executive Board shall serve a two-year term commencing November 1 and are eligible for re-election. Board terms may be staggered to provide for continuity.

5. Duties and Responsibilities:

a) President:

(1) Shall preside over all PPA meetings (Executive Board, General Membership or Special) and be accountable for the administration of PPA business.

(2) Shall carry out the direction and policies established by the Executive Board and endeavor to accomplish the goals defined in the Strategic Plan.

(3) Shall act as the primary liaison between the PPA and the City of Prescott.

(4) Shall appoint all committees, including standing committees and the chairpersons thereof, with Executive Board approval.

(5) Shall appoint, with Executive Board approval, interim replacement Executive Board members until official elections can be held in the event of vacancies on the Executive Board.

(6) Shall ensure that all Executive Board members understand the PPA Rules, Regulations and Procedures.

(7) Shall oversee the Strategic Plan goal assigned to this position and provide to the Executive Board the progress reports from the chair of each Action Item team.

b) Vice President:

(1) Shall perform all duties of the President in the event of the President's absence or inability to perform.

(2) Shall perform other such duties and responsibilities as may be assigned, with Executive Board approval, from time to time by the President.

(3) Shall oversee the Strategic Plan goal assigned to this position and provide to the Executive Board the progress reports from the chair of each Action Item team.

c) Secretary:

(1) Shall keep the PPA records.

(2) Shall issue notices of all meetings including the agendas, and keep minutes thereof.

(3) Shall furnish reports to the City of Prescott or other persons or organizations as may be required.

(4) Shall furnish resolutions to financial institutions to update the signers on any accounts.

(5) Shall monitor PPA email correspondence.

(6) Shall oversee the Strategic Plan goal assigned to this position and provide to the Executive Board the progress reports from the chair of each Action Item team.

d) Treasurer:

(1) Shall receive and deposit all monies paid to the PPA.

(2) Shall pay all obligations that may be incurred by the PPA in the regular course of business.

(3) Shall keep an accounting ledger of all financial transactions.

(4) Shall provide financial reports as may be required at all meetings of the Executive Board or General Membership

(5) Shall oversee the Strategic Plan goal assigned to this position and provide to the Executive Board the progress reports from the chair of each Action Item team.

e) Executive Board Members at Large: Shall perform such duties and responsibilities as may be assigned by the President with Executive Board approval.

6. Removal: The Executive Board may remove any Board member for cause by two-thirds (2/3) vote of the Executive Board at any regular or special meeting of the Board if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

## Article IV – MEETINGS

### 1. General Membership Meetings:

a) General Membership Meetings for election purposes will be held on or about the third Wednesday of October every year and other General Membership Meetings may be held as necessary. The time and place of the meetings will be set by the Executive Board. Notice of the meetings will be sent by email and posted on the PPA's website.

b) A minimum of 30 members in good standing or 15% of the membership in good standing is required to constitute a quorum at any General Membership Meeting for non-election purposes. A simple majority of the Executive Board and a minimum of 30 votes cast by members in good standing electronically or in person are required to constitute a quorum for the General Membership Meeting for election purposes.

c) Except as otherwise specified in the bylaws, a simple majority vote of the membership present shall be sufficient to pass any motion.

### 2. Executive Board Meetings:

a) The President or Vice President may schedule a meeting of the Executive Board at any time by giving notice to the Executive Board members of the time and place of the meeting.

b) A simple majority of the Executive Board shall constitute a quorum.

c) Executive Board meetings shall meet in sessions open to members, except when:

(1) The President or Vice President announces a closed meeting in advance.

d) In lieu of an actual Executive Board meeting, business may be conducted by way of email. Such business having been conducted by email shall be included in minutes at the following Executive Board meeting.

3. Special General Meetings: A written request of a minimum of five percent (5%) of members in good standing may petition the Executive Board for a Special General Meeting.

## Article V – FINANCIAL

### 1. Financial Records:

a) Shall be maintained by the Treasurer for the current year and the two (2) preceding years.

b) The fiscal year of the PPA is January 1 to December 31.

### 2. Expenditures:

a) Unbudgeted single expenditures or over budget expenditures up to \$250.00 shall be approved by the Treasurer and one other Executive Board member.

b) Unbudgeted single expenditures or over budget expenditures more than \$250.00 but less than \$1,000.00 shall be approved by the Treasurer and the President.

c) Unbudgeted single expenditures or over budget expenditures in excess of \$1,000.00 must be approved by the Executive Board.

d) Unbudgeted single expenditures in excess of \$1,000.00 shall be reported to the membership at the next General Membership Meeting.

e) A petty cash fund not to exceed \$1,000.00 shall be maintained by the Treasurer.

3. Audit of Financial Records: An audit of the PPA's financial records may be instituted either by the Executive Board, or by a motion, or by a petition made by at least 10 members in good standing.

#### 4. Annual Budget, Cash and Inventory of PPA Assets:

- a) The incoming Executive Board shall prepare an annual budget for the upcoming fiscal year.
- b) The PPA shall maintain a checking account with a minimum balance of \$2,000.
- c) All other PPA revenue shall be deposited in the PPA's checking or other accounts except cash which may be required to maintain the petty cash fund.
- d) Receipts and invoices covering all transactions shall be maintained by the Treasurer as part of the PPA's financial records.
- e) All assets of the PPA shall be inventoried at least once a year and a written record be maintained by the Treasurer.

### Article VI – COMMITTEES:

1. All committees will be formed by the Executive Board for the purpose of supporting PPA activities and business operations, with directors, coordinators and leaders appointed by the President.
2. Specific duties of committees will be maintained as a separate PPA document.
3. All committees shall serve without compensation and at the discretion of the Executive Board.

### Article VII – BYLAW AMENDMENTS

1. Any member in good standing may propose an amendment to the bylaws.
2. The proposed amendment:
  - a) Shall be delivered to the President in writing with a statement setting forth the reason(s) for the proposed amendment.
  - b) Must be approved by the Executive Board.
  - c) Shall be posted to the PPA's website and sent via email to the members at least 10 days prior to the General Membership Meeting.
3. The proposed amendment will be voted upon at the General Membership Meeting. A majority of the votes cast by members in good standing shall be required to adopt any amendments to the bylaws.
4. Alternatively, bylaws amendments felt to be urgent by the PPA Board can be brought forth to the membership between General Membership Meetings via electronic polls and/or Special Membership Meetings.

### Article VIII – DISSOLUTION

1. The PPA may not be dissolved until all outstanding debts have been paid.
2. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.