

Beatrice Pickleball Association

Bylaws

ARTICLE I: TITLE AND FUNCTIONS

1. The name of this organization shall be “Beatrice Pickleball Association”, hereafter the “Association”.
2. The Association’s mission statement is: To grow the game of pickleball in Beatrice, Nebraska for all ages, levels, and abilities by creating an inclusive environment of fun, fitness, and fellowship.

ARTICLE II: MEMBERSHIP

1. Eligibility: Membership shall be open to anyone who pays the required membership dues. There shall be no other precondition for membership, nor will members be required to join any national, state, or regionally affiliated organizations.
2. Dues: The Association’s Board of Directors shall set annual membership dues appropriate to the needs of the Association.
3. Membership is on a calendar year basis. All memberships expire on December 31st. There will be no pro-ration of dues for memberships paid during the calendar year or terminated before the end of the year. Dues are nonrefundable.
4. Privileges for membership will be adjusted from time to time at the discretion of the Association. Privileges may include: (1) advance signup (ahead of the public) for organized play and other events, (2) participation in club-provided training sessions, (3) discounts on certain services and products, and (4) the opportunity to vote for Association Board Members

and on other Association-related issues brought to Association members by the Board of Directors.

5. Membership may be terminated by voluntary withdrawal, nonpayment of dues, or violation of published rules, guidelines, and regulations. The Board of Directors may suspend or revoke the membership of any member for conduct detrimental to the Association.
6. Membership will include a signed "Release, Permission & Indemnity Form".

ARTICLE III: BOARD OF DIRECTORS

1. Duties of the Board of Directors

1.1 The Board of Directors will establish the Association's policies and review and change them as necessary, supervise any contracts or contractors, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property.

1.2 Directors must prepare for, attend, and participate in board meetings and in meetings of board committees as needed to carry out these tasks.

1.3 The Board of Directors shall authorize and appoint all committees necessary to carry out the purposes and objectives of the Association.

2. Record of Directors

2.1 The Secretary shall ensure that the association maintains a current record of the names, contact information, and electronic addresses at which the director elects to receive notices and other messages from the Association.

3. Board Membership

- 3.1 The Board of Directors will consist of no fewer than five (5) and no more than nine (9) members, the exact number of which shall be determined from time to time by resolution of the board.
- 3.2 The term of office for elected Directors will be two (2) years. Terms of Directors shall be staggered. There is no limit to the number of terms a Director may serve. The initial board will be assigned a one (1), two (2), or three (3) year term to begin the staggering process.

4. Selection of Directors

- 4.1 Directors will be elected by the Association membership at the annual meeting each year. Any member may submit their name to the board for consideration to fill an open position on the board.
- 4.2 Board terms run January through December. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed.

5. Resignations and Filling Vacancies

- 5.1 A Director may resign at any time. The resignation of a Director must be in writing, signed and delivered to the President or Secretary of the Association.
- 5.2 The Board may appoint pro-term Directors to fill vacancies occurring prior to the end of full terms.
- 5.3 A Director appointed to fill a vacancy will serve the remainder of the term normally associated with that position. After that, he/she must be elected in accordance with the procedure outlined in Article III-4 above to continue serving on the Board.

6. Officers

- 6.1 The Officers of the Association shall carry out the policies and decisions of the Board of Directors as directed by the Board.
- 6.2 As soon as possible following the election of Directors, the Directors will meet to elect new Officers of the Association.
- 6.3 The Officers shall serve for a term of two (2) years. Unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated, or appointed.
- 6.4 Officers shall consist of a President, Vice President, Secretary, Treasurer, and such other officers the Board may appoint.
- 6.4.1 **President.** The President is the principal officer of the Association and will supervise, or oversee the supervision of, all the affairs of the Association, ensuring that all orders and resolutions of the Board are carried into effect. He/she will preside at all Board meetings and have such authority to perform such other duties as the Board determines.
- 6.4.2 **Vice President.** The Vice President shall exercise all functions of the office of President in the event the President is absent or unable to act; and perform such other duties as delegated by the President and/or Board.
- 6.4.3 **Secretary.** The Secretary shall have overall responsibility for all record keeping. He/she shall perform, or cause to be performed, the following duties: record and keep minutes of all proceedings and actions of the Board of Directors or any Board Committee; see that all notices are duly provided in accordance with the provision of these bylaws; and any other duties as may be prescribed by the Board.
- 6.4.4 **Treasurer.** The Treasurer is the chief financial officer of the Board and must perform, or cause to be performed, the

following duties: keep full and accurate accounts of all financial records of the Association; deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board; disburse all funds when proper to do so; present reports at every Board meeting on the financial affairs of the Association; and any other duties as may be prescribed by the Board.

6.4.5 **Other Officers.** Other Officers shall exercise powers and duties as may be prescribed by the Board of Directors.

6.5 Officers shall not be personally liable for the debts, liabilities, or other obligations of the Association.

7. No Salary. Directors shall not receive any salaries for their Board services but may be reimbursed for expenses related to Board service.

8. Authority of Directors. The President shall be an official spokesperson for the Association and may represent the Association and its positions whenever appropriate. No Director other than the President may officially represent the positions of the Association or speak or make agreements on behalf of the Association without specific approval by the Board of Directors.

ARTICLE IV: DECISION-MAKING

1) Quorum. A quorum at a Board meeting shall be one-half (1/2) of the number of all Board members in office.

2) Action. If a quorum is present, action is taken by the affirmative vote of a super-majority (2/3rds) of directors present.

3) Decisions by Email/Text.

3.1. Voting by email or text is authorized by the Board of Directors. Any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email or text without a meeting if: 1) The Association has a record of all Directors email addresses and cell phone numbers; and 2) The Association maintains a copy of the announcement and a record of the Director's votes with the Association's records.

3.2. The announcement shall be sent to each Director at the email address or phone number stored in the Association's records and shall include: 1) A description of the action to be taken; and 2) a deadline to respond with a vote which may not be less than forty-eight (48) hours.

ARTICLE V: MEETINGS

1. Annual Meeting

1.1. The Association shall hold an annual meeting to update Members on key happenings of the Association and, if applicable, to elect one or more board members. The annual meeting will usually be held in November unless circumstances warrant scheduling to another month. The Board shall announce the date and location of the Annual Meeting to all Members at least fourteen (14) days in advance of the meeting. The meeting notice may be provided to Members electronically.

2. Regular Board Meetings

2.1. Regular meetings of the Board of Directors shall be held a minimum of three times per calendar year, at the time and place to be determined by the Board.

- 2.2. Minutes from the Board Meetings will be approved by the Board either electronically or at the next Board meeting.
- 2.3. Meetings may be held in person, by telephone or video conference, or a combination of the three, so long as all participating directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed “present” for purposes of a quorum.

ARTICLE VI: COMMITTEES

1. The Board of Directors may establish committees, including working committees or advisory committees, that do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the Association.
2. Committees may be established through a resolution adopted by the Directors present at a properly called meeting.
3. Any person may be a member of such a committee, whether or not he/she is a member of the Board of Directors.
4. Records: Committees shall submit reports to the Board of Directors of their proposals, decisions, and actions, and these reports shall be maintained by the Secretary.
5. The Board of Directors may dissolve committees as deemed necessary or appropriate.

ARTICLE VII: FINANCES

1. Fiscal Year: The fiscal year for the Association is the calendar year (January 1st to December 31st)

2. Financial Records: Records of all collections and disbursements of Association funds will be maintained by the Treasurer and made available to the general membership upon request.
3. Bank Account: The Treasurer shall create Association accounts with a local banking institution for the sole purpose of retaining Association funds for appropriate collection and disbursement related to Association business. The Treasurer and President shall be made signatories to the Association account with authorization to disburse funds on behalf of the Association that are approved orally or in writing by the Board. Single unbudgeted expenditures exceeding \$300 must be approved by a majority of the Board.
4. Review and Audit of Financial Records: The Association's financial records may be reviewed by any Association member and may be audited by qualified persons or organizations at the discretion of the Board.
5. Annual Budget: The Board may choose to prepare an annual budget for each fiscal year. Receipts and invoices covering all transactions shall be kept by the Treasurer as part of the Association's financial records.
6. The assets of the Association are irrevocably dedicated to the purposes described in Article I, and no part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article I.

ARTICLE VIII: AMENDMENTS TO BYLAWS

1. **Proposal.** Any Member may propose an amendment to these bylaws by delivering to the Board of Directors a written suggestion and supporting explanation for the amendment.

2. **Review by Board of Directors.** The Board of Directors will review the proposed bylaw change and, by a super-majority (2/3rds) of all Board Members, may decide to submit a proposed amendment for approval by the Board of Directors at a Board Meeting.
3. **Approval at Board Meeting.** Amendments to the bylaws may be made only with the approval of a super-majority (2/3rds) vote of the Board of Directors.

ARTICLE IX: PROCEDURES FOR DISSOLUTION

1. Dissolution of the Association requires an affirmative vote of a super-majority (2/3rds) of all Board Members. The Association may not be dissolved until all of its outstanding debts have been paid. Upon dissolution, all assets and all property of the Association shall be donated to an appropriate organization or agency designated by the Board.

Adopted and approved on: August 14, 2023

