

Bylaws

AMES PICKLEBALL CLUB, INC.

Article I NAME and PURPOSE

Section 1.01. Name. The name of the organization shall be the Ames Pickleball Club, Inc., hereinafter referred to as the “the Club”.

Section 1.02. Purpose. The purpose of the Club is to promote the sport of pickleball in a safe environment while protecting the assets of the Club. To provide the opportunity for all members to learn and improve their play; to implement instructional lessons; to schedule drop-in, ladder league play and tournaments; to encourage the highest standards of a safe, healthy, recreational activity for its membership and guests while promoting social pickleball activities within the community.

Section 1.03. Section 501(c)(3). The Club shall be operated as a nonprofit organization in accordance with the applicable Iowa and Internal Revenue Tax Exempt Codes.

Section 1.04. Legislation. The Club shall neither participate in nor fund propaganda, nor otherwise attempt to influence legislation. The Club shall neither participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.05. Sponsorship. The Club will sponsor activities to enhance the pickleball experience through social, educational, and competitive events. The Club will provide an authoritative body to govern and conduct club competitions.

Article II MEMBERSHIP

Section 2.01. Members. Any person can become a member by paying membership dues. All Members shall abide by all rules, conduct themselves in a sportsmanlike manner and adhere to the best practices of the Club. Membership shall be focused on players in the Ames and surrounding areas. Members who live outside this area shall not be excluded.

Section 2.02. Voting. All Members in attendance at Organization meetings shall be eligible to vote.

Section 2.03. Dues. Annual membership in the Club is for one year (365 days), beginning from the date of payment. Annual membership dues for the upcoming year will be determined by the Board and approved by a majority vote of the Club members attending the annual meeting after a quorum has been established. Membership dues may be expended for the purchase of balls, event support, court maintenance, upgrades, construction, charitable donations, and other expenses to facilitate the Club’s Mission Statement.

Section 2.04. Termination. Membership will be terminated by voluntary withdrawal, nonpayment of dues, violation of the provisions of these Bylaws, or violation of published rules, guidelines and regulations promulgated to the membership.

Section 2.05. Disciplinary Action. Objectional behavior is any personal conduct that is disruptive because it does or may have a detrimental effect on one’s self or other members of the Club, or the general

public; cause damage to the reputation or good standing of the Club; or lead to possible injury or damage to self or other persons.

In the event of any reported objectional behavior by a Club member, the Board shall appoint a Disciplinary Committee consisting of no less than two (2) members of the Club or Board of Directors. The Committee shall meet with the member; review the facts regarding the reported objectional behavior, and make findings and recommendations to the Board regarding the possible discipline. The Board shall then make a decision regarding the discipline. The member will be notified by the Board's decision with one (1) week.

Disciplinary action, as follows shall be taken by the Club Board against any member or guest who is abusive or who blatantly creates turmoil, disruption and dissension among Club members.

1. First Offense – A written warning from the Club;
2. Second Offense – A short-term suspension by the Club;
3. Third Offense – A longer term suspension by the Club not to exceed two (2) weeks; a
4. Fourth Offense – Termination

Article III MEETINGS

Section 3.01. Regular Organization Meetings. A Regular Organization meeting shall be held each calendar year in September. At the Regular Organization Meetings, normal business of the Club shall be conducted.

Section 3.02. Special Organization Meetings. When voted by the Board of Directors, a Special Organization Meeting shall be called. The time, place and purpose of all Special Organization Meetings shall be announced at least seven (7) days prior to the meeting. The only business to be conducted during a Special Organization Meeting shall be directly related to the purpose stated when the meeting was announced.

Section 3.03. Quorum. The Members of the Club present at a Regular Organization Meeting or Special Organization Meeting shall be designated as a quorum when ten (10) or more Members are present and shall be entitled to take action on behalf of the Organization.

Section 3.04. Voting. Unless otherwise dictated in these Bylaws, a simple majority vote of the Members present at any meeting shall be required for all action to be taken by the Organization. All members in good standing shall have the right to vote on all matters brought before the general membership. Voting by proxy or absentee ballot will not be allowed.

Section 3.05. Presiding Officer. The President of the Club, or the designee of the President, shall preside over each membership meeting.

Article IV BOARD OF DIRECTORS

Section 4.01. Officers. The Officer positions of the Club shall consist of a one President, one Vice President, one Secretary, and one Treasurer. The Board of Directors of the Organization shall consist

solely of the Officer Positions listed above. All Members shall be eligible to be Officers. No Members may serve in more than one (1) office at any given time.

Section 4.02. Duties. The duties of the Board of Directors shall be to transact business between meetings in preparation for the General Meeting, create standing rules and policies, and prepare reports and recommendations to the Members.

Section 4.03. Duties of President. Preside over all Club meetings and carry out the direction and policies established by the Board and approved by the membership, act as the official spokesperson for the Club. In the event of a vacancy on the Board, the President shall appoint, with Board approval, an interim officer until official elections are held.

Section 4.04. Duties of Vice President. Perform all duties of the President in the event of the President's absence or inability to perform; assume the Presidency of the Club for the unexpired term of the President in the event of a vacancy; perform other duties and responsibilities as assigned by the President.

Section 4.05. Duties of Secretary. Take and maintain the minutes of all Board and Club meetings as well as handle all Club correspondence and social media. Minutes, as well as other pertinent records, shall be retained for a period of three (3) years and all files shall be turned over to the succeeding secretary.

Section 4.06. Duties of Treasurer. Receive and deposit all money due the Club and pay all obligations incurred by the Club in the regular course of its business; keep an up to date ledger of all financial transactions and report the financial status at the Board and general membership meetings; prepare and submit year-end reports, and keep and maintain all financial records for seven (7) years prior to the current year and turn over all files to the succeeding treasurer.

Section 4.07. Directors At-Large (5). Serve as a voting member of the Club Board and be assigned responsibilities as determined by the Club Board.

Section 4.08. Authority. All Officers of the Board of Directors shall have authority to enter into contract, agreements or obligations for the purchase of materials or services on behalf of the Club, but only within approved activities and budgets and subject to these Bylaws. Neither the Board of Directors nor any Organization Member shall have the authority to enter into any contracts, agreements, or obligations on behalf of the Club or be allowed to present themselves as having such authority.

Section 4.09. Compensation. Directors shall serve without compensation with the exception that reasonable expenses incurred in the furtherance of the Club's business are allowed to be reimbursed with documentation and prior approval by the Board of Directors.

Section 4.10. Board of Directors Meetings. Board of Directors meetings shall be called as needed by any member of the Board of Directors to vote on Organization business or take other action that cannot wait until a Regular Organization Meeting. Board of Directors Meetings shall be authorized to be conducted via electronic means, with the Secretary keeping a hard copy record of any votes taken. Only the members of the Board of Directors shall be eligible to vote at Board of Directors Meetings. Results of the Board of Directors Meetings shall be reported at the next Regular Organization Meeting.

Section 4.11. Quorum. Half the number of Board of Directors members plus one constitutes quorum for Board of Directors Meetings.

Article V ELECTIONS

Section 5.01. Appointment of Officers – Terms of Office. The officers of the Organization shall be elected by members of the Organization who are present at the Organization Annual Meeting held in September of each year. Each officer shall serve a term of one year beginning on October 1st of each year. Officers may be re-elected to any number of consecutive terms. Nominations are taken by the Nominating Committee, described in Article VI, but may also be taken at the annual meeting. Voting shall be by a voice vote unless an office is contested, in which case a written ballot may be taken.

Section 5.02. Appointment of Directors – Terms of Office. The Directors of the Organization shall be elected by members of the Organization who are present at the Organization Annual Meeting held in September of each year. The initial term of office for newly elected Directors shall be two (2) years and shall be staggered so that no more than half of the Directors are replaced at the same time. Voting shall be by a voice vote unless an appointment is contested, in which case a written ballot may be taken.

Section 5.03. Selection. A majority of the votes cast by the Members in attendance shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons receiving the largest number of votes shall immediately be held.

Section 5.04. Termination. The Board of Directors may remove an officer or director who is no longer in good standing. The officer or director position shall be vacant upon a two-thirds vote of the Board of Directors after seven (7) days' notice to the officer or director of the action for removal. Removal from a vacancy must be for cause. Upon three (3) consecutive absences from Regular Board Meetings, an officer or director is no longer considered to be in good standing and may be asked to resign or may be removed as above.

Section 5.05. Vacancies. The Board of Directors shall temporarily fill any vacancy in office due to death, resignation, inability to serve, termination, or for any other reason. An election to fill the unexpired term portion of the term vacancy shall be held at the next Regular Organization Meeting or Special Organization Meeting consistent with the procedures established in these Bylaws. For purposes of eligibility, a person who is filling a vacancy shall be considered to have served the full term only if more than half of the term of office remains at the time they fill the position.

Article VI COMMITTEES

Section 6.01. Committees. Committees and/or chairpersons will be appointed by the Club Board.

Section 6.02. Nominating Committee. After consultation with the Board, the President will appoint a Nominating Committee. The Nominating Committee shall send at least two (2) notices to members asking for interested individuals to submit their name or the names of other Members for consideration to serve on the Board of Directors at the end of the term, or as required to fill Board of Directors vacancies. The Nominating Committee shall tabulate all votes in any formal election required for contested positions.

Section 6.03. Continuing Committees. The Organization Membership may establish, by a simple majority vote, such Continuing Committees as it deems necessary and advisable. The Board of Directors shall appoint the Chairpersons of all Continuing Committees. The length of service for a chairperson is typically one (1) year. However, the length of service may vary as determined by the Board of Directors.

Section 6.04. Obligations. The Board of Directors may delegate authority to enter into contracts or agreements for the purchase of materials or services on behalf of the Organization to the Chairperson of a committee and/or to any member of the committee. Any person to whom this authority is delegated shall only be authorized to exercise this authority within the stated purpose of the committee and only within the budget of the committee.

Article VII FINANCES

Section 7.01. Financial Prohibitions. As a volunteer entity, the Organization shall not pay or provide any remuneration to the members of the Board of Directors, any committee Chairperson, committee members or any other member of the Organization for their volunteer service to the Organization. There shall be no commingling of Organization funds with the personal, professional, or business accounts of any individuals, groups or businesses. This shall include a prohibition against providing the Organization funds as a loan to anyone for any purpose.

Section 7.02. Financial Institution. The financial institution(s) used by the Organization shall be federal or state-chartered banks or credit unions approved by the Board of Directors. The authorized signatures on the account shall be the President, Vice President, and Treasurer. Any one of these individuals, and only these individuals, are authorized to withdraw funds, write checks, drafts, or other instruments for the payment of money on behalf of the Organization. In writing checks, drafts or making other payments of money, a single signature shall suffice unless the amount of the check exceeds \$300, in which case two signatures are required. An authorized disbursement to any of the authorized signatories to the account requires the consent and action of another signatory. For example, the Treasurer cannot write a check made out to the Treasurer – one of the Co-Presidents must sign the check.

Section 7.03. Financial Records. Financial records shall be retained for a period of seven (7) years (prior to current year). Financial records must be audited on a yearly basis by individuals other than those elected to the Club Board. This Audit Committee will be formed by the Club Board. The results of the Report of Audit will be presented to the general membership and duly recorded in the applicable minutes of such meeting.

Section 7.04. Taxes. The Treasurer shall be responsible for the timely completion and submittal of any other financial or tax records, reports or forms. The Board of Directors shall review and vote to approve these items prior to submittal.

Section 7.05. Dissolution. The Organization may be dissolved with previous notice and a two-thirds (2/3) vote of those Organization Members present at a meeting. Should the Organization be dissolved for any reason, the following shall dictate how remaining assets shall be disbursed. The Treasurer shall be responsible for ensuring all outstanding debts are paid off and adequate time to clear has passed. The Treasurer shall present an inventory of all remaining assets to the Board of Directors. The Board of Directors shall determine how to distribute these assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations as a court shall determine, which are organized and operated exclusively for such purposes.

Article VIII
PARLIAMENTARY AUTHORITY

At all meetings of the Board of Directors and Members, the rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern, provided they are not inconsistent with these Bylaws and any special rule of order the Organization may adopt.

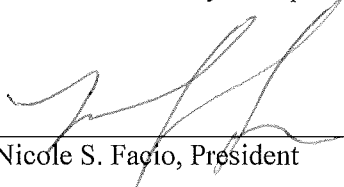
Article IX
INDEMNIFICATION

Every member of the Board of Directors may be indemnified by the Organization against all expense and liabilities, including attorney fees, reasonably incurred or imposed upon such members of the Board of Directors in connection with any threatened, pending or completed action, suit or proceeding to which he or she may become involved by reason of his or her being or having been a member of the Board of Directors, or any settlement thereof, unless adjudged to be liable for negligence or misconduct in the performance of his or her duties. Provided, however, that in the event of a settlement this indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board of Directors is entitled.

Article X
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and additional bylaws adopted, by the affirmative vote of a majority of the Members present at any Regular or Special Organization Meeting at which there is a quorum present, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is to be taken.

ADOPTED on this 12th day of September, 2021.

By: 

Nicole S. Façio, President