

BOCO Pickleball Club Bylaw

Approved on February 14, 2023

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Article I – General

Section 1 – Name: The name of the corporation is BOCO Pickleball Club, Inc., hereinafter referred to as the "Club or corporation," a not-for-profit organization.

Section 2 – Principal Office Location: The principal office of the Club is located in Boulder County in the State of Colorado, and the substantial part of its activities are expected to take place in Boulder, Colorado, and the surrounding areas. The Board of Directors ("Board") may change the Club's principal office from one location to another within the named county by noting the changed address and effective date, and such changes of address shall not be deemed nor require an amendment of these bylaws.

Section 3 – Objectives, Purpose, and Authority: The objectives and purpose of the the Club are to: (1) promote the game of pickleball in Boulder in an enjoyable, healthy, and affordable fashion as well as encourage fair play, fellowship, and court courtesy; (2) advocate for and secure adequate public pickleball facilities in the Boulder, Colorado, area; and (3) encourage active participation in playing pickleball by the general public, including schoolchildren in local events, clinics, and tournaments conducted in accordance with USA Pickleball rules and Boulder local rules.

In furtherance of such objectives and purpose, the Club has the authority to take any and all action appropriate, including but not limited to social events and merchandising.

The Club’s activities are governed by approved conflict of interest, anti-discrimination, and whistleblower protection policies.

Article II – Membership and Rights of Members

Section 1 – Eligibility: Those eligible for membership in the Club shall be any pickleball player who desires to support and participate in the Club programs. There shall be no precondition for membership, nor will members be required to join any national, state, or regionally affiliated organizations. No member shall hold more than one membership.

Section 2 – Member: The term “member” in this document means a player in good standing. A member in good standing has paid current membership dues, signed a release of liability, and is in compliance with current Club bylaws and policies.

Section 3 – Voting Rights: Only members in good standing are permitted to vote on motions presented at Club meetings or to vote in Board elections. The corporation shall have one class of voting members. Each voting member in good standing shall be entitled to vote in an election of Directors and on any other matter requiring membership approval.

Section 4 – Term: The term of a member’s membership will be one year, beginning on the date the member joins the Club.

Section 5 – Dues and Fees: Dues are payable by the anniversary date each member joins the Club. For example, members who join the Club on October 7, 2022, will need to pay their dues by October 7 in subsequent years.

Beginning November 1, 2022, memberships will be offered only on a recurring basis, with no penalty for cancellation. A notice will be sent to the Club's members two (2) weeks prior to renewal.

Dues and fees are non-refundable.

The annual dues of the Club shall be reviewed and decided by the Board and subsequently reviewed on an annual basis.

Section 6 – Club Events: Sponsored Club events are open to any Club member in good standing. Fees for events will be established by groups or individuals with powers as delegated by the Board.

Section 7 – Termination: Membership may be terminated by voluntary withdrawal, death, permanent incapacity, nonpayment of dues; violation of the provisions of these bylaws, the Boulder Parks & Recreation Code of Conduct, the Club's Code of Conduct, or criminal law; or conduct that is detrimental to the Club's reputation. Written notice of pending termination and the reasons will be provided by the Board at least fifteen (15) days in advance. The affected member may reply in writing not less than five (5) days before the effective date and may request a hearing, and the Board will review all relevant facts and circumstances prior to final action.

After thirty (30) days from being terminated from the Club, the affected individual may reapply for membership with the Club.

Section 8 – Transfers: A member may not transfer their membership to another person.

Section 9 – Rights of Members: All members of the Club shall have the same rights, privileges, restrictions, and responsibilities as set forth herein.

Article III – Board of Directors

Section 1(a) – Directors and Officers: The Board of Directors (“Board”) shall be the governing body of the Club and shall conduct, manage, and control the affairs and business of the Club.

The Board shall be composed of not more than five (5) Directors who are members in good standing who are residents of Boulder County, Colorado. In order to best serve the Club and its members, Directors should be present in Boulder County at least nine (9) months a calendar year while they are on the Board.

There will be two named Board positions: a President of the Board and a Vice President of the Board. The overall duties of the Board and these two specific Board positions are defined below in Section 2.

Board members will begin their two-year terms no later than fifteen (15) days from the certification of their election as determined by the outgoing Board.

Elections shall be held every year in February on a date set by the Board not later than twenty (20) days after the announcement of the election. Reasonable requirements may be set by the Board such that an orderly election may take place. The election will be held by electronic voting to encourage greater participation. A quorum is any number of members that participate in the election.

Board position terms shall be arranged so as to rotate at least two (2) positions for re-election or replacement at the end of each year. Board members may not serve for more than two consecutive, two-year terms in their position to which they were elected. However, after a one-year waiting period, a former Board member who has served two consecutive, two-year terms may seek re-election to the Board. If re-elected, they may serve two additional, consecutive two-year terms.

Section 2 – Duties.

Overall: The Board shall be responsible for the following duties.

1. Overall strategy of the Club.

2. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.
3. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Club.
4. Supervise and appoint all officers, agents, and employees (if any) of the corporation to ensure that their duties are performed properly.
5. Meet at such times and places as required by these bylaws.
6. Register their addresses with the Club Secretary.
 - a. Notices of meetings mailed or sent electronically to Directors at such addresses shall be deemed valid notices.

President of the Board: The President of the Board shall be responsible for the following duties.

1. Request agenda items from the Board members for upcoming Board meetings.
2. Set the agenda for Board meetings.
3. Preside over Board meetings.

Vice President of the Board: The Vice President of the Board shall be responsible for the following duties.

1. Assist the President of the Board and shall, in the President's absence, or inability or refusal to act, perform the duties of that office. When so acting, the Vice President of the Board shall have all the powers of, and be subject to all the restrictions on, the President of the Board.
2. The Vice President of the Board shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board.

Section 3 – Vacancies: A vacancy on the Board shall exist on the death, resignation, or removal of any Director, and whenever the number of authorized Directors is increased.

Any vacancy occurring on the Board during the year shall be filled for the unexpired term by a vote of members of the Board. The unexpired term does not count toward the two consecutive, two-year terms of that newly Board-

elected member. One exception shall be that the Vice President shall automatically occupy a vacancy in the office of President. In this event, the remaining Board members shall appoint another Board member to fill the Vice President position. A quorum consists of a majority of Directors at that time.

Section 4 – Elections: An Election Committee will be selected by the President prior to the annual election, with input from the Board. Board members who are approaching the end of the second year of their first term must declare their intent to run for re-election to a second, two-year term at the time the Election Committee is appointed.

At least one current Board member will be on the Election Committee. No Director who is running for a new term will be appointed to the Election Committee.

The Election Committee will be responsible for the process and qualifications necessary for a candidate to be presented to the members for election and the rules for the election. The candidate process and election rules will be approved by the Board.

If necessary, the President shall announce the candidates running for election at least fifteen (15) days prior to the election.

Voting will be done via electronic voting. Each member over the age of eighteen (18) shall be entitled to one vote.

Section 5 – Records: All Board members, upon retiring from office, shall deliver all records and other property belonging to the Club to their successor.

Section 6 – Compensation, Personal Liability, Indemnification, and Insurance: Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article XIII of these bylaws.

Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, except as provided by Colorado Law for breach of Director's duty of loyalty, acts or omissions not in good faith or that involve

intentional misconduct or violation of law, improper distributions of assets or improper personal gain. To the fullest extent permitted by law, neither the Club, nor any committee of the Club, nor any Officer or Director or committee member, shall be liable to any member of the Club or any other person or entity for any action or inaction made in good faith which they reasonably believed to be within the scope of their duties. The Club, its Directors and Officers, and any committee members will not be liable to any facility at which the Club members play, or to a member of the general public who also chooses to play at that facility, since such Club members and/or members of the public are acting in their individual capacities in playing pickleball.

The Directors and Officers, as defined in these bylaws, of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Colorado.

Section 7 – Insurance: The Club will procure and maintain at all times the necessary insurance as required by government entities and for the protection of the Club, its Board of Directors and Officers, and its members.

Section 8 – Execution of Instruments, Deposits, and Funds: The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the persons authorized and in accordance with the Board resolution authorizing the same.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

The Club may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to ensure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Article IV – Committees

Section 1 – Establish Committees: The Board, by resolution, may establish committees from time to time for the purposes of advising the Board on matters deemed appropriate. The resolution establishing such a committee shall set forth the purpose, terms, and conditions of the committee as well as the members. The Committee Chairs will report to either the Board or an Officer.

Section 2 – Standing Committees: The Club will have in place the following standing committee(s).

Finance Committee: The Finance Committee is composed of the Board President, Board Vice President, and Treasurer. It is responsible for the following duties.

1. Approve budgets and expenditure limits for other committees. Board approval is required when appropriate.
2. Approve expenditures in excess of a committee's budget. Board approval is required when appropriate.
3. Recommend, and submit to the Board for approval, minimum cash balances necessary to ensure the financial solvency of the Club.
4. Create rules and procedures on the issuance of checks and other disbursements. These shall be approved by the Board.
5. Review contracts and submit to the Board for its approval when appropriate.

Article V – Budgets and Finances

Section 1 – Fiscal Year and Accounting Basis: The fiscal year of the Club shall begin on January 1 and end on December 31 of every year.

Accounting will be on a cash basis or as required by law.

Section 2 – Budget: The President, working with the Treasurer, shall obtain from all Officers and Committee Chairpersons information necessary to compile an annual Operating Budget. The annual Operating Budget shall contain a reasonable estimate of revenues to be received during the year as well as proposed operating expenses. The Board shall adopt an annual Operating Budget no later than December 1.

Section 3 – Bank Account: The Club Board shall establish and maintain a checking account at a local bank.

Section 4 – Check Signing: All checks written on the Club bank account shall have the signatures as set forth in the processes established by the Finance Committee.

Section 5 – Records: Financial records, as maintained by the Treasurer, will be retained for a period of not less than three (3) years or as required by law.

Financial records include, but are not limited to, contracts, invoices, receipts, and bank statements.

Section 6 – Surplus: In the event revenues exceed expenses, any surplus will be used to foster continued Club growth and activities.

Article VI – Officers

Section 1 – Designation of Officers: The Officers of the Club shall be a President (who is also the President of the Board of Directors), a Vice President (who is also the Vice President of the Board of Directors), a Secretary, and a Treasurer.

Section 2 – Election and Term of Office of Officers: Officers shall be elected by the Board of Directors, at any time, and each Officer shall hold

office until they resign or are removed or are otherwise disqualified to serve, or until their successor shall be elected, whichever occurs first.

Officers are members in good standing who are residents in Boulder County, Colorado. In order to best serve the Club and its members, Officers should be present in Boulder County at least nine (9) months a calendar year while they are in office.

Any Officer may be removed, either with or without cause, by the Board of Directors at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President of the Board or Secretary of the Club. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 3 – Duties of the Officers:

Overall: The Officers shall be responsible for the following duties.

1. The day-to-day operations of the Club.
2. They have the ability to select volunteers to assist them in the performance of their duties.
3. They may purchase, contract, and commit the Club within the delegated constraints of the Directors and the Bylaws.

President: The President shall be responsible for the following duties.

1. Set the agenda for General Membership Meetings.
2. Be an ex-officio member of all committees.
3. Appoint the Committee Chairpersons; and, at the direction of the Board, appoint special committees.
4. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, or other instruments which may from time to time be authorized by the Board of Directors.
5. The President, after consulting with the Board, shall also be responsible for issuing guidelines and rules for Club activities when there are safety concerns or other requirements not covered by these bylaws.

Vice President: The Vice President shall be responsible for the following duties.

1. Assist the President and shall, in their absence, or inability or refusal to act, perform the duties of that office. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President.
2. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the Vice President shall, in the name of the corporation, have the authority to execute such deeds, mortgages, bonds, or other instruments which may from time to time be authorized by the Board of Directors.
3. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board.

Secretary: The Secretary shall be responsible for the following duties.

1. Record the minutes of general and special meetings of the Board and shall be in charge of maintaining minutes of all the Club Board meetings during their term of office. If the Secretary is unable to attend a Board meeting, the President shall designate another Director to record the minutes for that meeting. In addition, the Secretary will be given and shall maintain notes from meetings with outside organizations for transparency of efforts of advocacy on behalf of the Board.
2. Keep the original version of the bylaws for the corporation and any other significant documents such as contracts, letters of donation, etc.
3. Maintain a list of members, with their contact information and status.
 - a. The Secretary will provide, upon request of other Board members, an electronic contact list.
 - b. The membership list will not be made available for use for other than the Club activities by any person or entity and shall not be used for commercial purposes unrelated to the Club activities.
4. If the Club receives a lawful request for examination of its records, the Secretary will coordinate a meeting with the requestor, at which the bylaws, the Board meeting minutes, other significant documents, and the membership list can be made available for inspection as required.
 - a. Copies of any corporate records will not be released without approval of the Board of Directors.

5. Oversee communication from the general public in our bocopickleball@gmail.com account. Pertinent emails will be directed to the appropriate Officers and/or Directors.
6. Administer the election process for the election of the Directors and for any other vote of the membership.

Treasurer: The Treasurer shall be responsible for the following duties.

1. Record the annual dues from the membership, and other monies, if required.
2. Cause the payment of all bills owed by the Club.
 - The President of the Board or the Vice President will have signature authority on the Club's checking account.
 - The Club Treasurer will not have signature authority on the Club's checking account.
3. Keep receipts and invoices covering all transactions as part of the Club's financial records.
4. Keep an up-to-date financial ledger of all financial transactions.
5. Reconcile the Club's checking account monthly.
6. Present a financial report at each meeting of the Board, including a budget-to-actual financial report.
7. Coordinate with all Board members and Committee Chairpersons on the development of the annual budget, as well as revisions to the budget.
8. File all necessary state and federal financial reports and tax returns.
9. Make available for inspection all financial records if requested by a Board member, but the records will be released only by approval of the Board.
10. Create processes that Board members, Officers, and designated individuals, as approved by the Board, must follow to accomplish sound financial practices.

Article VII – Meetings

Section 1(a) – Board of Directors Meetings: The President will schedule regular meetings of the Board at a place of their designation, and the location will be provided to the Board members at least five (5) days in advance of the meeting. A special meeting of the Board can be called by the President if the President deems the agenda item urgent or of time-critical importance. The

special meeting notice will include the date of the meeting, the agenda for the special meeting, and its location.

Minutes of Board meetings will be taken by the Club Secretary and will be posted to the Club's website.

Section 1(b) – Quorum: A legal quorum for a Board meeting shall be a majority of the voting members of the Board. Motions carried by a majority of Board members present at a meeting will be deemed action by the Board.

Resolutions of the Board may be taken without a meeting, provided that the resolution is unanimously approved in writing signed by all voting Board members.

Section 1(c) – Attend Board Meetings by Video Conference: Any or all Directors may participate in any meeting of the Directors by, or through the use of, a conference telephone or video conferencing or any other means of communication if all of the Directors participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means will constitute presence in person at the meeting.

Section 2(a) – General Membership Meetings: The first annual meeting of the members shall be held within twelve (12) months from the date of incorporation of the Club, and each subsequent meeting will be held in the same month of the year in which the first annual meeting was held.

The annual Club member meeting shall be held with prior notice given fifteen (15) days in advance, such notice to set forth the agenda for the meeting. Notice of the meeting may be provided by electronic means.

The meeting will include only such other matters as specified in the agenda included in the notice of meeting. At the general membership meeting, the Board will provide an annual report of the Club.

Section 2(b) – Quorum: The quorum for such a meeting shall be the voting members present either in person or via video conference, plus a quorum (majority) of Board members.

Section 2(c) – Attend Membership Meetings by Video Conference: Any or all members may participate in any meeting of the members by, or through the

use of, a conference telephone or video conferencing or any other means of communication if all of the members participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means will constitute presence in person at the meeting.

Section 3 – Questions to Be Put to Member Poll: Polling of the members at a general or special meeting will be of an advisory nature only, and the results will be used by the Board as significant input to their deliberations on the specific question. The Board shall define questions to be put to a poll of members at an annual or special meeting. The notice of the meeting will identify the questions to be submitted to the member poll, and the action contemplated by the Board depending on the results of the vote.

Action without a meeting: If deemed necessary by the Board, a question may be placed before the members by written survey and/or electronic means for polling. The deadline for member response shall be reasonable, and a reminder may but need not be sent to members who have not responded.

Article VIII – Approval of Conflict of Interest

The Club may enter into a contract, transaction or other financial relationship between the Club and a Board member or an Officer or person or entity related to such Board member or Officer, provided that the material facts as to the Board member's or Officer's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board prior to the time the Board authorizes, approves or ratifies the conflicting interest transaction, and the Board in good faith authorizes such transaction by the affirmative vote of a majority of the disinterested members of the Board, even if the disinterested members are less than a quorum. Any Board member involved in such a conflict of interest shall not have a vote in considering such a transaction.

Article IX – Amendments and Revisions to the Bylaws

Any Board member may propose an amendment to these bylaws.

The proposed amendment:

1. Shall be delivered to the President in writing with a statement setting forth the reason(s) for the proposed amendment.
2. Must be approved by the Board at a regular Board meeting before presenting it to the membership.
3. The amendment is to be posted to the Club's website for membership review at least fourteen (14) days prior to the membership meeting. At the Board's sole discretion, the proposed amendment may also be communicated by other electronic means.
4. The proposed amendment may then be presented to the general membership for approval.
5. A majority vote of the membership who vote shall be required to adopt any amendment to the bylaws.

Article X – Dissolution of the Club

The Club may be dissolved at any time by a vote of not less than two-thirds ($\frac{2}{3}$) of the Board members and two-thirds ($\frac{2}{3}$) vote of the members.

If the Club is dissolved, any remaining assets (after payment or provision for payment of all debts and liabilities of this corporation) will be distributed by a majority vote of the Board in accordance with applicable law.