

**CONSTITUTION AND BY-LAWS OF THE
VANCOUVER PICKLEBALL ASSOCIATION**

**DATE September 26, 2017
[Revised April 28, 2021]**

CONSTITUTION

- 1.** The name of the Association is the Vancouver Pickleball Association (VPA).
- 2.** The vision and purpose of the VPA is to provide a pickleball association with an environment where all players can play the game to the best of their ability and, most importantly, "have fun" while doing so.
- 3.** The Association will facilitate the growth of pickleball in the Vancouver area for the enjoyment, health and social engagement of all players. The association's main goal is to promote a friendly, safe and collegial environment that strives for excellence in all areas of pickleball including:
 - a) introducing new players to the game;
 - b) continuous development of pickleball skills from the beginner to the recreational and the advanced player; and
 - c) offering organized recreational and competitive play; for the enjoyment, health and social engagement of all players.
- 4.** To co-operate and partner with the City of Vancouver and Vancouver School Board and other groups having similar interests in achieving our purposes.
- 5.** To raise money through membership fees, fundraising, donations, grants and by receiving gifts and testaments for carrying out our purposes.
- 6.** In the event of the dissolution or winding-up of the VPA the assets of the VPA remaining after all the debts of the VPA have been paid shall be determined by the Members at a General Meeting. The assets may be transferred to Members of VPA or to another B.C. non-profit organization with similar purpose.
- 7.** The VPA shall be organized and operated exclusively on a nonprofit basis.

PART I

INTERPRETATION

In these Bylaws, unless the context otherwise requires, the following definitions apply:

- a) "Council" means a group of Members elected to serve as representatives of the VPA and to carry out the Purposes of the VPA.
 - b) "Council Members" mean Members of the VPA who have been elected by the Members at an Annual General Meeting to serve as volunteers on the Council of the VPA.
 - c) "General Meeting" means a meeting of the Members of the VPA.
 - d) "Annual General Meeting" means the annual meeting of members
 - e) "Member" means anyone of the VPA who has paid an annual membership fee to join and participate in all activities of the VPA. Membership is for one year. This is a voting membership.
 - f) "Member in good standing" mean all members who are current in their payment of fees and who have abided by the rules of the VPA as defined from time to time by the Council.
 - g) "Nonprofit" means that the VPA income shall not greatly exceed expenses (operating expenses and capital requirements) resulting in a net operating gain.
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- 1.1** Words importing the singular include the plural and vice-versa and words importing a male person include a female person and vice versa.
 - 1.2** These Bylaws shall not be altered or added to except by Special Resolution passed at an Annual General Meeting.

PART II

MEMBERSHIP

Members of the VPA shall be persons who apply for membership in the VPA and are current in their membership dues. Every Member shall uphold the Constitution and comply with these Bylaws.

Members are entitled to:

- a) receive information about schedules, clinics, tournaments, etc. by email or website/FB;
- b) attend all general meetings;
- c) participate in VPA tournaments and clinics as space permits;
- d) an electronic copy of the Constitution and Bylaws and On Court Etiquette Rules;
- e) serve on committees;
- f) vote on all issues at General Meetings and Annual General Meetings (AGM)
- g) stand for election as Council Members.

The Council Members must approve the first membership dues and after that, the membership dues must be approved at the Annual General Meeting of the VPA.

Fees for non-members of the VPA will be approved at the Annual General Meeting of the VPA. These fees include but are not limited to drop-in fees and guest fees.

PART III

TERMINATION AND FORFEITURE OF MEMBERSHIP

3.1 A person shall cease to be a member of the VPA:

- a) by communicating their decision to cease being a member of the VPA to the Secretary;
- b) on his or her death;
- c) on being expelled; or
- d) on becoming a Member not in good standing.

3.2 The Council Members shall have the power, by a unanimous vote to expel or suspend any Member whose conduct has been determined by Council Members to be improper, unbecoming or likely to endanger the interests or reputation of the VPA. The VPA Court Etiquette shall be used as a reference to determine appropriate player conduct. No Member shall be expelled or suspended without notice of the charge or complaint against them and without having first been given an opportunity to be heard by the Council at a meeting of the Council Members called for that purpose.

3.3 All Members are in good standing except a Member who has failed to pay the current annual membership fee, or any other debt due and owing by the Member to the VPA, and the Member is not in good standing so long as the debt remains unpaid.

PART IV

MEETINGS

- 4.1** Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 4.2** Due notice of the time and place and the general nature of the business to be transacted at a General Meeting shall be given to each Member at least fourteen (14) days before the meeting.
- 4.3** Business conducted at a General Meeting may include but not be limited to consideration and approval of financial reports, Council Member reports and business brought under consideration by Council Members reports.
- 4.4** The Council may, whenever the majority of the Council Members think fit, convene an Extraordinary General Meeting.
- 4.5** Annual General Meetings of the VPA shall be held at such time and place, as the Council shall decide.
- 4.6** Due notice of the time and place and the general nature of the business to be transacted at an Annual General Meeting shall be given to each Member at least fourteen days (14) days before the Annual General Meeting.
- 4.7** Business at an Annual General Meeting shall include but not be limited to election of Council Members, determining annual membership fees, drop-in fees and guest fees, revisions to the Constitution and Bylaws of VPA, business brought under consideration by the reports of the Council Members.
- 4.8** The accidental omission to give notice of a General Meeting, Extraordinary General Meeting or Annual General Meeting or the non-receipt of a notice by any Member entitled to receive notice does not invalidate proceedings at that meeting.
- 4.9** The Council of the VPA, on the written request of 10% or more of the voting Members of the VPA, must convene a meeting of the VPA without delay.

PART V

PROCEEDINGS AT GENERAL MEETING AND ANNUAL GENERAL MEETING

- 5.1** A quorum of the VPA is ten (10) members present or such greater numbers as the members may determine at a meeting.
- 5.2** Subject to Bylaw **5.3** the President of the VPA, or in the absence of the President, one of the other Council Members present shall preside as chair of a meeting.
- 5.3** If at a meeting
- a) there is no President or other Council Member present within fifteen minutes (15) after the time appointed for holding the meeting; or
 - b) the President and all other Council Members present are unwilling to act as chair;
- the Members present shall choose one of their Members to be chair.
- 5.4** No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a Meeting at a time when the quorum is not present.
- 5.5** If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the Meeting is adjourned or terminated.
- 5.6** If within fifteen (15) minutes from the time appointed for a meeting, a quorum is not present, the Meeting, shall be terminated and it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall constitute a quorum.
- 5.7** A Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 5.8** All resolutions proposed at a Meeting must be seconded and the chair of a Meeting may move or propose a resolution. A resolution is adopted upon half (50%) plus one (1) of the Members present approving the resolution. In case of an equality of votes, the chair shall not have a second or casting vote, and the resolution shall be defeated.
- 5.9** A Member in good standing at a General Meeting or Annual General Meeting of the VPA is entitled to vote and each Member shall have one vote. Voting on resolutions is by show of hands.
- 5.10** Voting by proxy or absentee ballot may be permitted on ordinary and extraordinary resolutions however, voting by proxy or absentee ballot shall not be allowed at an Annual General Meeting.

PART VI

COUNCIL MEMBERS

- 6.1** The Council Members may exercise all such powers and do all such acts and things as the VPA may exercise and do which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the VPA in General Meeting, but subject nevertheless, to the provision of:
- a) all laws affecting VPA;
 - b) these Bylaws and Constitution; and
 - c) rules not being inconsistent with these Bylaws, which are made from time to time by the VPA in a General Meeting.
- 6.2** No rule made by the VPA in a General Meeting invalidates a prior act of the Council that would have been valid if that rule had not been made.
- 6.3** The President, Secretary, Treasurer and Council Member(s) at Large are the positions on the Council. All positions are non-paid volunteer positions filled by elected Members.
- 6.4** The VPA Council shall be no less than three (3) or greater than nine (9) Council Members or such greater numbers as shall be determined from time to time in an Annual General Meeting.
- 6.5** Election of Council Members shall be done by a show of hands. Members receiving the highest number of votes in ranked order will be elected to the Council.
- 6.6** Members will vote for the candidates for each position. Each member has one vote corresponding to each position.
- 6.7** The Council Members shall retire from Council at each Annual General Meeting when their successors are elected. Council Members are eligible for re-election. Separate elections shall be held for each position to be filled. An election may be by acclamation; otherwise it shall be by secret ballot if requested by two or more members. If no successor is elected, the Member previously elected or appointed continues to hold office.

- 6.8** A Council Member ceases to be on the Council on:
- a) the end of the Council Member's term of office, unless the Council Member is re-elected;
 - b) resigning in writing;
 - c) ceasing to be a voting Member in good standing;
 - d) becoming unable to perform the duties of a Council Member due to physical or mental disability; or
 - e) death.
- 6.9** The Council Members may at any time and from time to time appoint a member as a Council Member to fill a vacancy in the Council. A Council Member so appointed holds the position only until the conclusion of the next following Annual General Meeting of the VPA but is eligible for re-election at that Annual General Meeting.
- 6.10** If a Council Member resigns their position or otherwise ceases to hold their position, the remaining Council Members shall appoint a Member to take the place of the former Council Member. No act or proceeding of the Council is invalid only by reason of there being less than the prescribed number of Council Members on Council.

PART VII

PROCEEDINGS OF COUNCIL MEMBERS

- 7.1** The Council Members may meet together at such places as they think fit to dispatch business and conduct the meetings and proceedings as they see fit.
- 7.2** A Council Member may at any time, and the President, on the request of a Council Member shall convene a meeting of the Council on no less than forty-eight (48) hours' notice. Notice may be given either personally or via e-mail to the other Council Members at such e-mail address as shown on the mailing list.
- 7.3** The Council may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Council Members on the Council.
- 7.4** The President shall be chair of all meetings of the Council but if at any meeting the President is not present within fifteen (15) minutes of the time appointed for holding the meeting, the Council Members present may choose one of their numbers to be chair at that meeting.
- 7.5** Questions arising at any meeting of the Council shall be decided by a majority of votes. In case of any equality of votes, the chairman of the meeting shall not have a second or casting vote and the question shall be defeated.
- 7.6** Resolutions proposed at a meeting of the Council must be seconded and the chair may move or propose a resolution. In case of any equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated.
- 7.7** A resolution in writing signed by all the Council Members and placed with the minutes of the Council is as valid and effective as if regularly passed at a meeting of Council Members.
- 7.8** The Council may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit and may name the Committee. A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Council, and shall report every act or thing done in exercise of those powers to the Council Members.
- 7.9** Subject to directions of the Council, The Committee shall determine its own procedure and may meet and adjourn as they think proper.

PART VIII

DUTIES OF COUNCIL MEMBERS

8.1 Role of the President: The President is responsible for doing or making the necessary arrangements for the following:

- a) The President shall assume club leadership, preside at all meetings, call special meetings as needed and generally be a spokesperson for VPA with municipal, provincial and federal government regulatory bodies, community groups and special interest groups.
- b) supervise other Council Members in the execution of their duties;
- c) Will appoint chairs of committees as required to perform duties such as:
 - developing and maintaining an internet and social media presence;
 - developing an online membership registration and payment system in collaboration with the Membership Coordinator;
 - organizing fundraising events;
 - assisting and supporting other Council Members and committee leaders as the need arises;
 - developing marketing, communications and public relations programs that promote, market and increase the awareness of the VPA.
 - player development, including but not limited to training programs and demonstrations for all levels of play and pickleball operations;
 - developing a pickleball skill rating system consistent with national and international rating systems;
 - developing on court etiquette and safety regulations and guidelines;
 - administering and managing the schedule, activities and duties of Court Hosts;
 - organizing social events such as an annual wind-up party;
 - organizing other possible social events that may be associated with tournaments or inter-club events.
 - Other duties as assigned from board meetings
- d) Prepare meeting agendas and communicate to Secretary in advance for distribution to board members.

- e) Shall be responsible for issuing guidelines & rules for VPA's activities when there are safety concerns or other requirements not covered in the Association bylaws.
- f) Other duties as assigned from board meetings.
- g) The President shall appoint someone from amongst the Council Members to carry out the duties of the President during their absence.

8.2 Role of the Treasurer: The Treasurer is responsible for preparing or making the necessary arrangements for the following:

- a) receiving and depositing monies including but not limited to membership fees collected from the Members or other sources;
- b) keeping accounting records in respect to the VPA financial transactions;
- c) preparing the VPA's financial statements;
- d) presenting or submitting financial statements to the Council and Members; and others when required;
- e) preparing, with input from the Council, a yearly budget to be presented to Members at the Annual General Meeting for Member approval or amendment;
- f) preparing, if required, the necessary filings with respect to government regulatory requirements and tax; and
- g) having custody of all financial and banking records of the VPA.

8.3 Role of the Secretary: The Secretary, or their designate, is responsible for preparing or making the necessary arrangements for the following:

- a) conducting the correspondence of the VPA and Council;
- b) issuing notices of general meetings, Annual General Meeting and Council meetings;
- c) keeping minutes of all meetings of the VPA and Council;
- d) organizing and maintaining all general records and documents of the VPA;
- e) keeping a copy of the members list on file;

- f) Maintain the VPA email account, answering/directing all communications that are sent in;
- g) In the absence of the Secretary from a meeting, the Council shall appoint another person to act as secretary at the meeting;
- h) The positions of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

8.4 Role of Council Member(s) at Large: The Council Member(s) at Large are responsible for duties assigned when elected, or as determined by the majority of the Council.

PART IX

REMOVAL OF COUNCIL MEMBERS BY MEMBERSHIP

- 9.1** The Members may, by special resolution, remove a Council Member for any reason before the expiration of their term in the position.
- 9.2** The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
- 9.3** The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.
- 9.4** Members may elect, by a majority vote, a successor for this position to serve until the next AGM.

PART X

FISCAL YEAR END, ACCOUNTING AND SIGNING AUTHORITY

- 10.1** The fiscal year of the VPA shall commence on the 1st day of October each year, unless the fiscal year is changed by resolution of the Council.
- 10.2** All contracts, cheques, bills of exchange, or other order of business or the payment of money, notices or other evidences of indebtedness issued in the name of the VPA, shall be signed by no less than two of the of the Council Members granted signing authority and, in such manner, as shall from time to time be determined by resolution of the Council.
- 10.3** The Council Members with signing authority may arrange, settle, balance and certify all books and accounts between the VPA and the VPA's banker and may receive all cheques and vouchers and may sign all bank's forms pursuant to Provision 10.2 above.
- 10.4** No Council Member shall be remunerated for being or acting as a Council Member, but a Council Member shall be reimbursed for all expenses necessarily and reasonably incurred and previously approved by Council while engaged in the affairs of the VPA.
- 10.5** A contract or other record to be signed by the Council of VPA must be signed on behalf of the Council by two (2) Council Members authorized to do so by the Council pursuant to provision 10.2.
- 10.6** The Council Members may not, on behalf of, or in the name of the VPA borrow funds from VPA or from any other source.
- 10.7** The Council may from time to time appoint such representatives and agents and authorize the employment of such persons as they deem necessary to carry out the purposes of the VPA and such representatives or agents shall have such authority and shall perform such duties from time to time as prescribed by the Council.

PART XI

NOTICE TO MEMBERS

- 11.1** A notice may be given to a Member either personally or by email or by mail to the physical address as shown on the membership list.
- 11.2** A notice given by e-mail shall be deemed to have been given on the day sent by e-mail on evidence that the notice was e-mailed to the recipient.

DATED April 28, 2021 at Vancouver, B.C.