

BYLAWS OF PEAK TO PEAK PICKLEBALL CLUB

ARTICLE I – NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be the Peak to Peak Pickleball Club (PPPC). It shall be a Non-Profit organization incorporated under the laws of the State of Colorado.

Section 2 — Purpose and Mission: The exclusive purpose of the organization is for charitable and educational purposes, more specifically, to enhance the health and welfare of the general public by encouraging, organizing and promoting its participation in the sport of Pickleball within Chaffee County, the State of Colorado, and the surrounding region. Including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organizational mission is to foster participation in local amateur Pickleball play and competitions.

Section 3 – Organization Activities: To promote the amateur sport of Pickleball, the organization conducts fundraising and educational activities including, without limitation, a) sponsoring and conducting Pickleball tournaments, b) sale of Pickleball tournament entry fees, tournament or sports equipment, c) offering of Pickleball exhibitions, training, and lessons to the public on either a free or compensated basis, and d) receiving cash donations or assistance from the public and from private organizations and associations. The organization's activities are governed by approved antidiscrimination and whistleblower protection policies.

Section 4 – Restriction on Activities: The corporation activities shall be subject to the following limitations:

a) The organization shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

b) Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code, or (c) laws of the State of Colorado governing the operation of a Non-Profit Corporation.

c) No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its 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 purpose set forth in the purpose clause hereof.

d) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or

distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

e) Upon the dissolution of the corporation, its assets, if any, shall be distributed 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 disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

f) Specifically, it is intended that profits generated by the activities of the organization shall be distributed to the City of Salida, the Town of Poncha Springs, The Town of Buena Vista, Chaffee County, or other non-profit organizations for the purpose set forth in Article I, Section 2 of these Bylaws. During the life of the corporation, organization assets shall be distributed to the City of Salida, the Town of Poncha Springs, The Town of Buena Vista, Chaffee County, or other non-profit organizations at such times and in such amounts as is authorized by the Board of directors. Upon dissolution of the organization, remaining assets will be distributed, in total, to the City of Salida, the Town of Poncha Springs, The Town of Buena Vista, Chaffee County or qualified non-profit organization(s) as determined by the Board.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of a Board of Directors and any other dues-paying persons wishing to join the Peak to Peak Pickleball Club as-long-as they remain in good standing.

Section 2 – Membership Meeting: The membership shall meet at least once a year to conduct Club business. The Board President shall conduct the meeting and present the Club's proposed budget for the upcoming year, proposed membership dues for the year as well as elect members to the Board for any Board positions expiring. Any membership meeting will be announced to all members in good standing at least two weeks prior to the meeting. Notice shall be by e-mail.

Section 3 – Board Members and Terms: Board members shall be elected by the membership to 3-year terms with one-third of the Board members terms expiring each year. It is desirable, but not required, that the Board represent the various geographical areas of the club and also represent the various types of players in the membership (recreational / competitive).

Section 4 – Election of Board Members: At least one month before the annual membership meeting, a notice will be sent by e-mail to all members in good standing stating which Board positions will be expiring and stating how nominations will be received and what the nomination deadline will be. Any member may nominate themselves or other members. If nominated by another, the member must confirm they are willing to serve on the Board. Board members whose term is expiring may indicate they would like to stand for re-election. In the notice of the annual meeting, at least two weeks before the meeting, the announcement will include the list of nominated members for the Board positions to be elected that year and how members may vote in advance of or at the annual meeting. The nominees receiving the most votes will be elected to the positions expiring that year.

Section 5. Member in good standing – Any member of the Club who has paid this year’s annual dues and conducts themselves in manner deemed appropriate by the rules of Pickleball as published by the USAPA and acts appropriately to other members and guests playing in tournaments or Club play is considered a member in good standing. The President in consultation with the Board may determine that a member is not in good standing and notify the member. No refund of dues will be made. The member may appeal this decision to the Board at the next Board meeting.

Section 6. Dues - The Board may set dues as the Board deems appropriate to support the activities of the Club. An individual’s dues may be waived for special financial situations. If dues are waived for a member, their dues are considered paid for that year.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board is responsible for overall policy and direction of the Peak to Peak Pickleball Club. The Board shall have up to nine but not fewer than five members, including the elected officers and immediate past President when there is one on the Board. Board members will receive no compensation other than reimbursement for reasonable expenses and out-of-pocket costs.

Section 2 — Terms: Board members will serve three-year terms and can be reelected. All elected officers shall serve one-year terms and are eligible for re-election.

Section 3 — Meetings, notice, quorum, passage, attendance: The Board shall meet at least quarterly, at an agreed upon time and place. Notices shall be published by e-mail to Board members and other members requesting such notice. A quorum will consist of the physical or electronic attendance of at least half of the Board members. The presiding officer for each meeting will establish the appropriate rules of order. Except as provided in Article 6, a measure brought before the Board shall require a majority vote of the attending Board members. Meetings may be attended in person by physical presence with the presiding officer, or by electronic attendance (by telephone or by e-mail) or any combination of the above. At the time called for by the presiding officer, members attending by electronic means will forthwith cast their votes by e-mail addressed to the President and all other Board members in attendance at said meeting. Upon receiving all of the votes, the presiding officer will announce the vote count and certify the result to the Secretary.

Section 4 – Notices: All notices of the organization may be sent by e-mail. Upon election or appointment to the Board, all members shall furnish the Secretary of the organization with their respective email addresses.

Section 5 — Board officer elections: Elections for officers will be conducted at the first Board meeting following the annual membership meeting each year.

Section 6 — Election procedures: Officers shall be elected by a majority of the Board members present. Officers so elected shall serve a term beginning on the first day of the next calendar month.

Section 7 — Officers and Duties: There shall be up to five officers on the Board, consisting of a President, a Vice President, a Secretary, a Treasurer, and the last Past-President if there is one on the Board. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting in the following order: Vice President, Secretary, and Treasurer. The President shall establish committees as required to carry out organizational functions.

The Vice President shall carry out tasks and chair committees as assigned by the President.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall maintain possession of all organization funds, reporting thereon at each Board meeting, advise the Board in the preparation of the annual budget, assure all tax returns are filed and make financial information available to Board members and the public as required.

The Past-President shall provide guidance and recommendations to the Board based on previous experience.

The Board may appoint, as required, additional At Large Board members or other members of the Club to conduct business of the Club such as the Tournament Director for upcoming amateur Pickleball competitions, a Membership Director for helping to foster and grow the sport of Pickleball among the local populace, and/or a Committee Director for organizing and managing all PPPC committee functions as established by the President.

Section 8 — Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9 —Approval of Conflicting Interest Transactions Involving Officers: The Club may enter into a contract, transaction or other financial relationship between the Club and an officer, or between the Club and a party related to the Officer, or between the Club and an entity in which the officer is a director or officer or has a financial interest, provided that the material facts as to the officer's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board prior to the time that the Board authorizes, approves or ratifies the conflicting interest transaction, and the Board in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of disinterested members of the Board, even though the disinterested directors may be less than a quorum. Any Board member involved in such a conflict of interest shall not have a vote in approving or disapproving such transactions.

Section 10 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board member may be terminated from the Board due to more than two unexcused absences from Board meetings in a year. A Board member may be removed for other

reasons by a three-fourths vote of the remaining directors. Absences will be excused at the discretion and vote of the Board.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The President shall establish temporary or standing committees which will be approved by the Board. The President shall appoint all committee chairpersons.

Section 2 — Executive Committee: The President, Vice President, Treasurer and Secretary and past President serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of directors in the intervals between meetings of the Board of directors, and is subject to the direction and control of the full Board. All actions by the Executive Committee will be reported at the next Board meeting.

ARTICLE V — FINANCIAL

Section 1 — Annual Budget - A proposed annual budget shall be prepared for presentation at the annual Membership Meeting. The budget shall be updated/amended as necessary.

Section 2—Peak to Peak Pickleball Club Accounts — The Club Treasurer shall maintain such checking and banking accounts as may be necessary to conduct PPPC business. All receipts shall be filed in these accounts. Receipts and invoices covering all such transactions shall be kept by the Treasurer as part of the Club's records. The Treasurer must file all appropriate documentation with the IRS and the State of Colorado. Each year the Board President may direct an audit of the Club's financial records and inventory of all PPPC-owned physical assets.

Section 3 — Any officer of the Board may approve or make purchases of up to \$250 as needed for activities of the Club. Any expenditure of more than \$250 must be approved by the Board or Executive Committee if there is an immediate need between Board meetings.

ARTICLE VI —AMENDMENTS

Section 1 — Amendments: These bylaws may be amended by two-thirds majority of the Board of directors. Any member in good standing may present a proposal to the Board for an amendment to these Bylaws. The proposed amendment shall be delivered to the President in writing with a statement of the reasons for the proposed amendment.

CERTIFICATION

These bylaws were approved by the PPPC Board of Directors by a two-thirds majority vote on October 6, 2017.

By: Cheryl McBride, Secretary

Date: _____