

BYLAWS OF CEREAL CITY PICKLEBALL CLUB

1st Draft - Jun 22, 2022

ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name:

The name of the organization shall be the Cereal City Pickleball Club. It Shall be a nonprofit organization incorporated under the laws of the State of Michigan.

Section 2 - Purpose and Mission:

The purpose of the organizations for charitable and educational purposes, more specifically, to enhance the health and welfare of the general public by encouraging, organizing and promoting the development and growth of pickleball in the Battle Creek area, the State of Michigan and the surrounding region. In addition, it is our vision to develop designated out-door pickleball only courts.

Section 3 - Organization Activities:

To promote the amateur sport of Pickleball, the organization may conduct fundraising and educational activities including, without limitation,

- a. Conduct "organized play" such as round robins, shootouts and/or organized pickleball tournaments
- b. Sale of Pickleball tournament entry fees, tournament sports equipment, souvenirs, memorabilia,
- c. Offering of Pickleball exhibitions, training and lessons to the public on either a free or compensated basis,
- d. Receiving cash donations or assistance from the public and from private organizations, individuals, and associations,

The organization's activities are governed by approved and discrimination 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 and said purposes.
- b. Notwithstanding any other provision of this document, the corporation shall 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 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 Michigan 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 distributed 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 purposes set forth in the purpose clause hereof.
- d. No substantial part of the activities of the corporation shall consist of 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 (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- e. Specifically, it is intended that profits generated by the activities of the organization shall be held and distributed as necessary for expenses such as tournaments, supplies and equipment and to provide necessary upkeep and periodic maintenance to the Pickleball facility provided in part through financial contributions from one or more public or private entities including, but not limited to, Calhoun County, City of Battle Creek and for the purpose set forth in Article 1, Section 2 of these Bylaws.
- f. 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 11 - MEMBERSHIP

Section 1 - Membership:

Membership is open to the general public and shall consist of a Board of Directors and any other persons wishing to join the Cereal City Pickleball Club as long as they remain in good standing. First-time players with our club are welcome. Please complete our waiver release form. If you decide to join the CCPC membership, dues with the completed form are due within 14 days of the first play date. It is the responsibility of the members to inform the club Secretary of their current email contact information.

Section 2 - Dues

Dues or fees may be charged with the amount set by the Board of Directors. The payment of dues and subsequent membership entitles the member to vote in the annual Membership Meeting. It is expected that as a club matures membership will offer additional benefits that have not as yet been defined. Members will be allowed to vote by email.

Section 3 - Immunity from Liability:

The members of the Cereal City Pickleball Club are not personally liable for a debt, liability, or obligation of the Cereal City Pickleball Club.

Section 4 - Membership Meeting

The members in good standing shall meet at least once a year at a time and place determined by the Board of Directors.

Except in matters that by law require the vote of greater than a majority of the members, the vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present is the act of the members meeting. In matters that by law require the vote of greater than a majority of the members, the vote required by law shall prevail.

The Club President shall conduct an Annual Meeting and present the Club's proposed budget for the upcoming year as well as conduct an election for the Board of directors as required.

Meetings may be conducted in person or electronically or a combination of both.

ARTICLE 111 - BOARD OF DIRECTORS AND OFFICERS

Section 1 - Board role, size, and compensation

The board is responsible for overall policy and direction of the Cereal City Pickleball Club. The board shall have up to seven but not fewer than five members. Elections for all open Board positions are to be held during the annual membership meeting. Board members will receive no compensation other than reimbursement for reasonable expenses and out-of-pocket expenses as approved by the board.

Section 2 - Officers

The officers of the Cereal City Pickleball Club shall be President, a Vice-President, a Secretary, and a Treasurer, and may include one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. All officers of the Corporation shall be duly elected directors of the Cereal City Pickleball Club.

Section 3 - Duties of the Officers:

- a. The president shall schedule and convene meetings, shall preside at all 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 the organization's functions.
- b. The vice president shall carry out tasks and chair committees as assigned by the President.
- c. The Secretary shall be responsible for keeping records of all board actions, including overseeing the taking of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- d. 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, and make financial information available to the board members and the public as required.

The board may appoint, as required, an additional At Large board members to conduct business of the Club such as 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 Cereal City Pickleball Club committee functions as established by the President.

Section 4 - Terms:

Elections for the Club Board of Directors will be conducted at the Annual Membership Meeting held as referenced previously in Article 11 Section 4. The Board will establish staggered term limits among initial Club board positions to ensure Board continuity year-to-year. Board members will serve for a term of 2 years initially and At-Large positions 1 year and are eligible for re-election.

The Club Officers shall be elected by the Board of Directors at the first meeting of the Board after the Annual meeting of the members in each year. All elected officers shall serve but are eligible for re-election in a given office.

Any appointed At Large board member shall serve a yearly term subject to re-appointment by a majority of the board.

Section 5 - Board Meetings, notice, quorum, passage, attendance:

The board shall meet as required but not less than twice a year at an agreed upon time and place. Notices shall be published by email to directors. A quorum is required and will consist of the physical or electronic attendance of not less than 60% of the board membership.

The presiding officer for each meeting will establish the appropriate rules of order.

A measure brought before the board shall require a majority vote.

Meetings may be attended in person by physical presence with the presiding officer, or electronic attendance or any combination of the above.

At the time called for by the presiding officer, members attending the meeting by electronic means will cast their votes by voice or email addressed to the President and all other board members in attendance at said meeting. Upon receiving all of the votes, the presiding officer will forthwith announce the vote count and certify the results to the club secretary.

Section 6 - Notices

All notices of the organization required to be in writing shall be delivered by email. Upon appointment to the board, all members shall furnish the secretary with their respective email addresses and provide notification in the event of changes to their emails.

Section 7 - Vacancies

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from the 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 announcements, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular vacant board member's term.

Section 8 - 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 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 9 - Resignation, termination, and absences:

Resignation from the board must be in writing and received by the Secretary. A board member shall 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 V - FINANCIAL

Section 1 - Annual Budget

A proposed annual budget shall be prepared for presentation at the annual membership meeting. The board must approve all budgetary expenditures over \$200. Routine expenditures less than \$200 such as but not limited to tape, balls, nets, loaner paddles below this amount do not require board approval.

Section 2 - Cereal City Pickleball Club Accounts:

The club treasurer shall maintain such checking and bank accounts as may be necessary to conduct Cereal City Pickleball Club 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 Michigan. Each year the Board President shall direct an audit of the Club's financial records and inventory of all Club owned physical assets. This audit can be conducted as an internal audit and be subject to the approval of the Board.

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 Board of Directors by a two-thirds vote on July 11, 2022

Secretary, Tami Fleming

Date: July 11, 2022