

# **BYLAWS**

## **WESTFIELD PICKLEBALL ASSOCIATION**

### **ARTICLE 1 – NAME: The Westfield Pickleball Association (WPA) CO., Westfield, Indiana**

The name of this organization shall be “The Westfield Pickleball Association” (WPA) and referred to as ‘the WPA’.

### **ARTICLE 2 – MISSION STATEMENT**

To promote the sport of pickleball within the greater Westfield Community as a healthy recreational activity by providing accessible and inclusive, public, year-round playing opportunities for all ages and skill levels; fostering a welcoming environment for social interaction and skill development, through recreational and competitive play.

The WPA is founded as a tax-exempt social and recreational club under Internal Revenue Code section 501(c)(7).

### **ARTICLE 3 – MEMBERSHIP**

#### **Section 1:** Membership plans:

- a. Annual individual membership – See Sections 5 & 6 below.
- b. Five-year membership – See Sections 5 & 6 below
- c. Any adult (at least 18 years old) can become a member of the WPA by paying for an individual membership. Each adult member is entitled to one vote on WPA matters. Votes are non-transferable. This does not prevent the use of proxy voting by members holding a valid member proxy.

#### **Section 2:** Each member of the WPA shall abide by the following conditions:

- a. Pay membership dues, fees, and special event charges when due,
- b. Abide by all rules and best practices of the WPA,
- c. Conduct themselves in a sportsmanlike manner.

**Section 3:** Annual membership in the WPA is for a calendar year. All annual memberships expire on December 31.

**Section 4:** The Board of Directors (BOD) will determine the annual membership dues for the upcoming year. If the BOD recommends increasing the dues, the membership will vote on the increase.

**Section 5:** 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 WPA membership.

**Section 6:** Non-members are permitted to play as guests and must pay a drop-in fee in the event such fees

are applicable to that event.

**Section 7:** The BOD may suspend or revoke the membership of any member for conduct detrimental to the WPA by a majority vote of the BOD, provided a quorum is present at said meeting. Members are expected to abide by all club rules, and as such the BOD, at its discretion, may warn any member not abiding by these rules. Upon a member receiving a second warning for the same type of offense, the BOD may remove that member from the WPA. Members who are removed will lose their membership and will be refunded the pro rata portion of their pre-paid membership dues.

#### **ARTICLE 4 – NOMINATION AND ELECTION OF BOARD OF DIRECTORS “BOD”**

The WPA shall be administered by a BOD consisting of four elected positions from among the general membership. Member-at-large positions will be appointed by the elected members of the BOD. The BOD shall be made up of at least five (5) members and not more than ten (10) members. All members of the BOD shall serve a two (2) year term (starting calendar year 2025). All terms expire on December 31 of the current calendar year. BOD candidates must have been a club member for at least one (1) year. The Founding Board will assume their roles immediately upon election.

An email will be sent to the membership soliciting candidates for open Board positions. Based on the membership response, the Nominating Committee Chairperson will prepare a slate of candidates to be presented to the membership by October 10<sup>th</sup>.

There will be at least one (1) candidate for each elected BOD position. The elected BOD positions shall be President, Vice-President, Treasurer and Secretary. The slate of candidates will be communicated to the general membership by the fifteenth day of October. All membership ballots should be received by the Nominating Committee no later than October 31<sup>st</sup>. As specified in Article 9, the BOD may conduct the election via online voting. Election results will be announced at the annual meeting and the elected members of the WPA BOD shall assume their duties on January 1. All member-at-large positions shall be appointed by the elected members of the BOD at the annual meeting.

#### **ARTICLE 5 – GENERAL DUTIES OF THE BOD**

##### **Section 1:** President

The President shall:

- Be the chief executive officer of the WPA.
- Have general supervision and provide direction of the affairs of the WPA, subject to the control of the BOD.
- Preside at all meetings of the members and the BOD.
- Work with designated location hosts regarding court times, operations and maintenance of the courts.
- Shall be the official spokesperson for the WPA and may delegate any required functions to the Vice President.

##### **Section 2:** Vice President

The Vice-President shall:

- Perform all the duties of the President in the absence or disability of the President.

### **Section 3:** Secretary

The Secretary shall:

- Prepare and keep minutes of all of the BOD and members
- Enforce Robert's Rules of Order
- Minutes will be posted to the general membership (via email, website, or other source)
- Maintain a set of the operative, updated Bylaws
- Update Bylaws if a revision is approved. (Article 13)
- Archive club Bylaws to the WPA's shared computer drive meetings
- Archive all meeting minutes to the WPA's electronic folder/drive

### **Section 4:** Treasurer

The Treasurer shall:

- Maintain accurate records of all financial affairs of the WPA for a period of seven (7) years.
- Render a summary financial report at the BOD and membership meetings and provide a summary financial report to the President upon request
  - o Issue a quarterly written report of account(s) balance(s) which includes changes from the last quarterly report
- Establish/manage a checking account and any other required bank accounts
- Ensure the WPA has a minimum of two club officers' signatories on file with the bank and updates the signatories as officers change
- File all applicable State and/or Federal financial documentation promptly as required by law
- Archive all financial records to the WPA's shared computer drive

### **Section 5:** Member-at-large positions can be appointed by the elected BOD as needed

## **ARTICLE 6 – BOARD OF DIRECTORS**

The members of the BOD shall be responsible for significant functions of the WPA. These functions shall include but not be limited to:

- Maintain membership rolls and provide for the collection of dues
- Establish procedures for the conduct of the election of members of the BOD and Officers outlined in Article 4
- Consider the comments and viewpoints of members before voting on matters being considered by the BOD
- Maintain liaison with appropriate Westfield entities (i.e. parks department)
- Provide publicity and outreach activities to attract new members
- Maintain rules of play as established by the USA Pickleball Association (USAPA)
- Organize periodic social activities for the membership
- Ensure adherence to any published requirements of the building/host organizations
- Establish committees as needed for the operation of the WPA (i.e. Tournament

- committee, Fund Raising, etc.)
- Fill vacancies on committees as appropriate
- Appoint members to serve in capacities that the BOD believes will be beneficial to the operations of the WPA
- Provide communication with the membership on items of interest
- Develop and promulgate Rules of Conduct and other appropriate Regulations for members
- Act as needed to enforce the Rules of Conduct and Regulations of the WPA in accordance with due process and hearing.

**Section 1: Non-Liability of Officers**

The Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 2: Indemnification by Corporation of Officers and other agents**

To the extent that a person, who is, or was, an officer, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

- If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, State of Indiana Nonprofit Public Benefit Corporation Law.

**Section 3: Board Member Removal**

Upon fourteen (14) days written notice to the Board as a whole, any director may be removed, with or without cause, by a two-thirds vote of the Board. If a Board member cannot be present to vote for the applicable procedure to be used, s/he shall nonetheless still be entitled to vote on any such removal effort. Any vacancy occurring because of the death, resignation or removal of a director may be filled by the Board for the remaining term of such director by a majority vote of those present.

**ARTICLE 7 – COMMITTEES AND TASK FORCES**

The purpose of committees and task forces is to amplify the work of the BOD by completing specific tasks. BOD can appoint general members to committees and task forces to nominate officers, recruit new members, set a calendar of social activities, and so on. Task Forces are appointed by the BOD with specific tasks and specific timelines.

**ARTICLE 8 – MEETINGS**

**Section 1:** Procedure - Robert’s Rules of Order, Newly Revised will be the final authority as to parliamentary procedures at all meetings of the members, insofar as they do not conflict with any provisions of the Bylaws.

**Section 2:** Quorum - A quorum shall consist of at least three officers and 10% of the WPA membership at any general meeting of the WPA. For general meetings, officers are considered members and shall be included in the 10% requirement.

**Section 3:** The date of at least two general member meetings of the WPA will be established by the officers at the beginning of each calendar year. Members in good standing are eligible to vote on issues brought before the membership. General Board meetings, but not Executive Sessions, are open to Member attendance. Members may request, in advance, an Agenda topic.

**Section 4:** At a minimum, BOD meetings will be held Quarterly. The exact date, time, and place for all meetings to be determined by the President.

**Section 5:** The President may call meetings of the officers at any time. A majority of the officers will constitute a quorum. Meetings of the officers may be open to the membership at the discretion of the President. Club members who are not officers can participate in discussions but cannot make motions or vote.

**Section 6:** Special meetings may be called by the President; by majority of the officers; or by written request signed by 10% or more of Club members indicating the purpose of the special meeting. Special meetings should be specific to issues.

**Section 7:** For the purpose of electing officers, an annual meeting shall be held in the month of November every even year.

**Section 8:** An annual meeting shall be held in the month of January each year, for the purpose of needs assessment and general planning for the upcoming season's activities and events.

## **ARTICLE 9 – DUES & ASSESSMENTS**

Annual dues for the upcoming year shall be determined by the BOD prior to the annual membership meeting. Any change in the dues requires a membership vote defined in Article 9. Annual dues for incumbent members shall be collected beginning January 1 of each year for the entire year, and dues will be in arrears thirty (30) days after that date. Members in arrears shall be dropped from the WPA membership. Dues will not be refunded for any reason.

**Section 1:** Annual dues shall be required to be eligible for full participation as a member of this Club, including play in Club Tournaments. The membership may agree to other assessments to cover maintenance and equipment replacement needs.

**Section 2:** If someone wishes to join the WPA or renew after August 1<sup>st</sup>, they will be required to pay a reduced amount determined by the BOD before the annual membership meeting.

## **ARTICLE 10 – VOTING**

**Section 1:** A quorum shall be fifty (50) percent of the board members at any duly called BOD meeting. A quorum shall be ten (10) percent of the total membership in good standing at any duly called general or special membership meeting. A quorum shall be required to either pass, defeat, or table any item called for a vote. A voted-on item shall be passed, defeated, or tabled by a simple majority of those voting.

**Section 2:** At the discretion of the BOD, items requiring a vote by the membership may be conducted by an online vote. the WPA's Secretary will determine the best method for conducting online voting. For online voting, at least ten (10) percent of the total membership in good standing must cast a vote.

#### **ARTICLE 11 – NOTICES**

The approved method of providing Meeting Notices and other information to Association or BOD members shall be by e-mail to their last known e-mail address or by phone if a member makes a written request to the Secretary for notice by phone. All such notices shall be posted to all members.

**It is the members' responsibility to notify the Secretary of any changes to their contact information.**

#### **ARTICLE 12 – PRIVACY OF MEMBERS**

The BOD shall implement the following policies to protect the member's privacy.

- Lists of members with information about the members (e.g. addresses, e-mail addresses, phone numbers, etc. If provided by the member) is the property of the WPA
- Emails to members shall be sent using the BCC (Blind Carbon Copy) feature
- Only members designated by the BOD shall have the authority to send e-mails to the general membership.
- Any member may request the WPA Secretary to forward email/information pertinent to the WPA members for informational purposes.
- Membership addresses and/or e-mail addresses will be used to relay WPA-related events and will not be used by any person for commercial or political purposes, or to promote any personal causes not related to the business of the WPA.

#### **ARTICLE 13 – CLUB DISSOLUTION**

If the WPA disbands, all club assets will be disposed of as follows:

- All physical assets belonging to the WPA such as balls, paddles, nets, ball machines etc. shall be made available to the WPA membership for purchase. All proceeds from this sale shall be deposited into the WPA's treasury
- All pickleball court improvements paid for by the WPA such as shade screens, benches etc. shall remain at the courts and become property of the host site, Westfield Parks Department or other BOD approved location.
- All monies in the WPA's treasury shall be donated to an organization/site by approval of the WPA BOD.

#### **ARTICLE 14 – REVISIONS**

Revisions to these Bylaws shall be voted upon and approved by the BOD. Any such revisions must be presented to and approved by a vote of the members. The Secretary shall have the responsibility to update the Bylaws if a revision is approved. The President shall be responsible for submitting the

revised Bylaws to the WPA membership. Revisions to the Bylaws shall not be effective until approved by the WPA membership.

Adopted by the membership this date \_\_\_\_\_

Signature of WPA President \_\_\_\_\_ Date \_\_\_\_\_  
**Patrick May**

Signature of WPA Vice President \_\_\_\_\_ Date \_\_\_\_\_  
**Diane Roy**

Signature of WPA Secretary \_\_\_\_\_ Date \_\_\_\_\_  
**Vicki Hime**

Signature of WPA Treasurer \_\_\_\_\_ Date \_\_\_\_\_  
**Marlene Weatherwax**