

# TUSTIN PICKLEBALL, INC., BYLAWS

## ARTICLE I – NAME

The name of this Organization shall be Tustin Pickleball, Inc., and, henceforth, shall be referred to as the “Organization.”

## ARTICLE II – MISSION STATEMENT

Section 1: The Organization exists to provide a fun, healthy, recreational activity for community members, while promoting the exercise, development of skills, and enjoyment of the game of Pickleball.

Section 2: The Organization will sponsor activities to enhance the Pickleball experience through social, educational, and competitive events.

Section 3: The Organization will provide an authoritative body to govern and conduct events and competitions.

Section 4: Membership fees will be collected and expended to facilitate the Organization’s Mission Statement (Article II, Section 1). Expenditures may include, but are not limited to, operating expenses, including liability insurance, event support, facilities maintenance, and purchase of court equipment and balls.

Section 5: The Organization will operate as a State of California non-profit corporation and as a tax exempt charitable non-profit organization under Section 501(c)(3) of the United States Internal Revenue Code.

## ARTICLE III – MEMBERSHIP

Section 1: Any adult (aged 18 and older) can become a member of the Organization by paying annual dues. Individual Members are entitled to one vote on Organization matters. Memberships are non-refundable and non-transferable.

Section 2: Each member of the Organization shall abide by the following conditions:

- a. Pay his/her annual dues, fees, and special event charges when due.

- b. Abide by all Organization rules, standards and code of conduct.
- c. Conduct themselves in a sportsmanlike manner.
- d. Notify the Director of Membership in a timely manner of any changes to his/her contact information.

Section 3: Organization membership must be renewed annually. All memberships expire on December 31.

Section 4: Annual dues for the upcoming year will be determined and voted upon by the Organization Board of Directors (BOD) at the August meeting.

Section 5: Membership will be terminated by voluntary withdrawal, non-payment of dues when 30 days past due, violation of the provisions of these Bylaws, or violation of published rules, guidelines, and regulations promulgated to the Organization membership.

## ARTICLE IV - 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 its rules do not conflict with any provision of these Bylaws.

Section 2. BOD MEETINGS. There will be a minimum of 6 meetings of the BOD per year, with dates and times to be determined by current needs.

Section 3. SPECIAL MEETINGS. Special meetings may be called by the President, or upon request of at least 3 Members

Section 4. GENERAL MEETINGS. An annual General Membership meeting shall be held in the month of November each year to introduce candidates for election to the Board of Directors and for such other matters as may be necessary or appropriate.

Section 5. MEETING NOTICE. Organization Members shall be given as much notice as possible, and a minimum of 3 days' notice, of the time, location, and agenda for all meetings, both General and Special.

Section 6. QUORUM. A quorum shall consist of at least 5 officers at any duly called BOD meeting and 25 of the Organization Members at any General or Special Membership Meeting. For all General and Special Membership Meetings, Members of the Board of Directors shall be included officers in the 25 Member requirement.

Section 7. MEETING MINUTES. The minutes of all BOD and General Membership meetings shall be posted on the Organization website within 10 days of approval by the BOD.

Section 8. PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS. At the discretion of the Board, any meeting of Members and/or the Board may occur by telephone, videoconferencing, Zoom, Webex or any other communication facility where all participants are able to communicate adequately with each other. All Members are deemed to have consented to electronic transmission of any meeting on 3 days' notice and to any meeting being held other than in-person upon applying for or renewing membership.

## ARTICLE V – BOARD OF DIRECTORS

Section 1. EXECUTIVE BOARD. The Organization shall be administered by a Board of Directors (BOD) elected from the general membership. The BOD shall be comprised of a President, Vice President, Secretary, Treasurer, and other Elected Officers who are representative of the Organization's needs and/or responsibilities, not to exceed 10 total Members.

To serve on the BOD, Officers must be Organization Members in good standing of at least 6 months.

Officers of the BOD shall serve a 1 year term. All terms expire on December 31<sup>st</sup> of the current calendar year. There shall be no limit on the number of terms held. The Organization BOD may appoint Members to fill an unexpired term.

Section 2. BOD GENERAL RESPONSIBILITIES. The Members of the BOD shall be responsible for overseeing the significant operations of the Organization. These responsibilities include, but are not limited to:

- a. Attending and participating in Organization meetings.
- b. Helping to supervise Organized Play.
- c. Maintaining membership rolls and collection of dues.
- d. Establishing procedures for the conduct of the election of Members to the BOD, as set forth in Article IX.
- e. Maintaining a positive and productive relationship with the Tustin Unified School District (TUSD) and City of Tustin.
- f. Attracting new Members through community outreach.
- g. Maintaining rules of play as adopted by the USA Pickleball Organization (USAPA)
- h. Strictly adhering to the policies and procedures of the TUSD.

- i. Establishing committees, as needed, for the operation of the Organization (e.g., Tournaments, Fund Raising, etc.).
- j. Filling vacancies on committees, as appropriate.
- k. Appointing Members to serve in capacities that BOD believes will benefit Organization operations.
- l. Developing and promulgating Rules of Conduct and Regulations of the Organization for Members.
- m. Enforcing the Rules of Conduct and Regulations of the Organization in accordance with due process and hearing.

Section 3. COMPENSATION/REIMBURSEMENT OF BOD/OFFICERS. No Officer shall receive compensation for any services he/she may render to the Organization. However, any member of the BOD and Officer may be reimbursed for any actual expenses incurred in the performance of his/her duties

Section 4. NON-LIABILITY OF BOD/OFFICERS. The Organization's BOD/Officers shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

#### Section 5. INDEMNIFICATION OF BOD/OFFICERS AND OTHER AGENTS.

- a. To the extent that a person, who is, or was, an officer, or other agent of this Organization 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 Organization, or has been successful in defense of any claim, issue, or matter, therein such person shall be indemnified against expenses actually and reasonably incurred in connection with such proceeding.
- b. 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 Organization, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### Section 6. REMOVAL OF A DIRECTOR/OFFICER.

- a. Any Director/Officer of the BOD may be removed, at any time, by vote of 2/3 of the BOD, for maladministration or dereliction of duty, or if, in the judgment of the BOD, the best interest of the Organization would be served thereby. Each Director/Officer

of the BOD must receive notice of the proposed removal that includes the basis of reasoning for the motion to remove.

- b. No Director/Officer shall be removed without an opportunity to be heard. Notice of such motion of removal shall be given to the Director/Officer in writing 14 days prior to the meeting at which the motion is to be formally presented and voted upon.

## ARTICLE VI - BOARD OF DIRECTORS/OFFICERS DUTIES

Section 1. PRESIDENT. The President shall:

- a. Be the chief executive officer of the Organization.
- b. Have general supervision and provide direction of the affairs of the Organization, subject to the control of the BOD.
- c. Administrate and preside at all meetings of the Members and the BOD, including calling for and scheduling meetings, and developing and distributing in advance an agenda for the meeting.
- d. Ensure duties of Elected Officers are fulfilled.
- e. Provide report of the Organization's status at the General Meetings in November.
- f. Act as spokesperson for the Organization.
- g. Cast the deciding vote in the event of tie vote on any matter put to a vote before the BOD.

Section 2. VICE PRESIDENT. The Vice President shall:

- a. Perform all duties of the president in the absence or disability of the President.
- b. Assist the President in all functions as necessary or as assigned by the President.
- c. Oversee the development and revisions of the Organization's Policies and Procedures as deemed necessary for the activities of the Organization.
- d. Oversee the acquisition of all pertinent insurance policies and use permits.

Section 3. SECRETARY. The Secretary shall:

- a. Secure location for all meetings.
- b. Provide notice to the Organization Membership of all General Meetings.
- c. Record and retain minutes of all Organization meetings.
- d. Provide minutes for posting on the Organization's website.
- e. Maintain a set of the operative, updated Bylaws.
- f. Update Bylaws if a revision is approved.

Section 4. TREASURER. The Treasurer shall:

- a. Maintain accurate records of all financial affairs of the Organization, including income, deposits, and expenditures, for a period of 7 years prior to the current year.
- b. Present a summary financial report at the BOD and membership meetings, and current summary financial reports to the President, upon request.
- c. Manage the checking account and any other required bank accounts and ensure that said accounts have a minimum of 2 officers of the Organization as signatories on all accounts.
- d. Regularly deposit cash deposited into the on-site lock-box into the Organization checking account.
- e. File all applicable State and/or Federal financial documentation in a timely manner, as required by law.

## ARTICLE VII - ELECTED OFFICERS DUTIES

Section 1. DIRECTOR OF MEMBERSHIP. The Director of Membership shall:

- a. Establish procedures to formalize the Organization Membership process.
- b. Maintain and protect a database of all Members, including current contact information, such as an email address, home address (for those with no email access), and phone number. The database may also include other information deemed relevant to Organization business, such as board or committee positions held, status of dues payment, etc.
- c. Administrate, in coordination with the Treasurer, annual membership renewals, and solicit new Members.
- d. Make available to the other Directors, in support of their Organization duties, the electronic database of Active Members.
- e. Create and administrate a Members Check-In Schedule for all Organized Play Days.

Section 2. DIRECTOR OF FACILITIES & EQUIPMENT. The Director of Facilities & Equipment shall:

- a. Ensure courts are clear of debris, and that each court is equipped with appropriate skill level and rules signs, and, if necessary, shade structure.
- b. Maintain a detailed inventory of Organization-owned equipment; provide an annual equipment inventory report; and recommend to the BOD the retirement of old equipment, as well as the procurement of new equipment, as necessary.
- c. Organize and safely store all equipment and supplies in a locked shed or container.

- d. Maintain primary possession of any master keys to equipment shed and containers, and control distribution of duplicate keys.
- e. Ensure electronic equipment such as leaf blowers and court timers are fully charged and available for use on Organized Play Days.
- f. Assist the Director of Competition, Instruction & Events with Organization-sponsored tournaments and special events that require the opening, equipping, and closing of courts for play.

**Section 3. DIRECTOR OF COMPETITION, INSTRUCTION & EVENTS.** The Director of Competition, Instruction & Events shall:

- g. Ensure all Organization-sponsored play is in accordance with the official rules of Pickleball, as established by the International Federation of Pickleball (IFP) and adopted by the USA Pickleball Organization (USAPA), and that all Organization Members are educated about these rules.
- h. Oversee or serve as the point of contact for any Organization special events, such as round robin tournaments, skills clinics, drill sessions, club socials, etc.
- i. Solicit the Director of Facilities and Equipment to assist with the opening, equipping, and closing of courts for play during Organization-sponsored tournaments and special events.
- j. Create, identify, and make available to the Organization Membership training programs, resources, and materials that address the needs of various skill levels, especially Members who are new to Pickleball.
- k. Coordinate with the Director of Communications to promote Organization-sponsored tournaments and special events, as well as training, drilling, and other educational opportunities.

**Section 4. DIRECTOR OF COMMUNICATIONS.** The Director of Communications shall:

- a. Provide timely, targeted communication to the Membership, including reporting Organization news, activities, tournaments, and special events.
- b. Monitor the email inbox and provide timely responses to community requests or inquiries submitted via the Organization website.
- c. Maintain the Organization's Internet and social media presence, including the Organization website and social media accounts.
- d. Serve as the official spokesperson of the Organization for communication with local news agencies, public officials, and other Pickleball clubs and organizations.

## ARTICLE VIII - BOARD-APPOINTED POSITIONS

The following positions may be appointed by the BOD at any General or Special Meeting:

Section 1. PARLIAMENTARIAN. The Parliamentarian shall:

- a. Ensure the BOD follows standard parliamentary rules.
- b. Chair the Nominating Committee and preside over the Nominating Process and Annual Election.
- c. Preside over the maintenance and update of Organization Bylaws.

Section 2. USAPA AREA AMBASSADOR.

Section 3. MEMBERS-AT-LARGE.

Section 4. EMERITUS MEMBERS.

## ARTICLE IX – ELECTIONS

Section 1. NOMINATING COMMITTEE. In September, the BOD shall appoint a Nominating Committee, to nominate candidates to serve on the BOD for the upcoming calendar year. The committee shall have at least 2 Organization Members. The Parliamentarian shall be chair.

Section 2. CANDIDATE REQUIREMENTS. Any Organization Member in good standing of at least 6 months may be a candidate for a BOD position.

Section 3. PROCEDURES. The Nominating Committee shall nominate at least 1 candidate for each position on the BOD. The committee shall present the nominations to the BOD at least 10 days prior to November's General Membership Meeting.

Within 2 days of being presented, the BOD will email the list of candidates to the General Membership, giving Members 5 days to submit additional nominations, (provided such nominations meet candidate requirements).

At November's General Membership Meeting, all nominees (both originally presented and qualified additional nominees) shall be introduced to the Organization Members.

Ballots will be emailed to the General Membership within 5 days of the General Membership Meeting (or mailed to those Members who file a special request). Ballots shall be returned within 7 days of the date of the original email or mailing.

Election results will be announced within 48 hours of the close of the voting period.

## ARTICLE X – DUES AND ASSESSMENTS

Section 1. DUES. Annual dues, an amount determined by the BOD, shall be required to be eligible for full participation as a voting member of the organization.

Section 2. ASSESSMENTS. The Membership may agree to other assessments to cover maintenance and equipment replacement needs.

## ARTICLE XI – NOTICES

The Approved method for communicating Meeting Notices and other information to Organization Members and/or the BOD shall be by email to each member's last-known email address, or by phone, if a member makes a written request to the Membership Director for Notice by Phone. All such notices shall be posted on the Organization's website. It is the member's responsibility to notify the Membership Director of any changes to his/her contact information.

## ARTICLE XII – PRIVACY OF MEMBERS

The BOD shall implement the following policies to protect the privacy of Members:

- a. The official Membership database, including member names, addresses, email addresses, and phone numbers, is the exclusive property of the Organization and shall not be shared outside the Organization.
- b. Emails to Members shall be sent using the BCC (Blind Carbon Copy) feature, or other software tools that do not disclose members' personal data.
- c. Only Members designated by the BOD shall have the authority to send emails to the general membership.
- d. Member addresses, email addresses, and phone numbers will be used only to communicate Pickleball-related information 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 Organization.

## ARTICLE XIII - FISCAL YEAR

The fiscal year of the Organization shall start the 1<sup>st</sup> day of January and shall end the 31<sup>st</sup> day of December.

## ARTICLE XIV - AMENDMENTS

The Bylaws may be amended by a 2/3 majority vote of the BOD in attendance, provided a quorum is achieved, and after an explanation and discussion of the proposed changes.

## ARTICLE XV – DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

## ARTICLE XVI – CONFLICT OF INTEREST POLICY

**Section 1. PURPOSE.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Tustin Pickleball, Inc.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2. DEFINITIONS.

**Interested Person.** Any director, principal officer, or member of a committee with BOD delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

- d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

A financial interest isn't necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate BOD or committee decides that a conflict of interest exists.

### Section 3. PROCEDURES

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with BOD delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the BOD or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
  - i. An interested person may make a presentation at the BOD or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The chairperson of the BOD or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the BOD or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the BOD or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflict of Interest Policy
  - i. If the BOD or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the BOD or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. RECORDS OF PROCEEDINGS. The minutes of the BOD and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the BOD's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. COMPENSATION.

- a. A voting member of the BOD who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the BOD or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. ANNUAL STATEMENTS. Each director, principal officer, and member of a committee with BOD delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. Periodic Reviews

Section 7. PERIODIC REVIEWS. To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. USE OF OUTSIDE EXPERTS. When conducting the periodic reviews, as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the BOD of its responsibility for ensuring periodic reviews are conducted.

THE FOREGOING BYLAWS WERE AMENDED AND APPROVED by the

**BOARD OF DIRECTORS**

Terry Wong

President

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Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Carl Cheng

Vice President

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Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Barbara Gerovac

Secretary

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Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Gerard Rowland

Treasurer

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Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Julie Cho

Director of Membership

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Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Jimmy Ogata

Director of Facilities & Equipment

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Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Greg Goodman

Director of Competition, Instruction & Events

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Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Bonnie Goodman

Director of Communications

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Date \_\_\_\_/\_\_\_\_/\_\_\_\_