

# **TUSTIN PICKLEBALL, INC.**

## **AMENDED BYLAWS**

### **ARTICLE I – NAME**

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

### **ARTICLE II – MISSION STATEMENT**

Section 1: The Association 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 Association will sponsor activities to enhance the Pickleball experience through social, educational, and competitive events.

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

Section 4: Membership fees will be collected and expended to facilitate the Association’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 Association will operate as a State of California non-profit corporation, and will seek to be recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

### **ARTICLE III – MEMBERSHIP**

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

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

- Pay his/her annual dues, fees, and special event charges when due.
- Abide by all Association rules, standards and code of conduct.

- Conduct themselves in a sportsmanlike manner.
- Notify the Director of Membership in a timely manner of any changes to his/her contact information.

Section 3: Association 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 Association BOD/Officers at the October 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 Association 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 six (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 three Members. Such meetings shall have at least three (3) days' notice given to Members regarding time, place, and agenda.

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

Section 5. MEETING NOTICE. The Membership shall be given as much notice as possible, and a minimum of three (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 five (5) officers at any

duly called BOD meeting and twenty-five (25) of the Association 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 twenty- five (25) Member requirement.

Section 7. MEETING MINUTES. The minutes of all BOD and General Membership meetings shall be posted on the Association 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 way of telephone, electronic, 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 three (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 Association 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, Parliamentarian (Immediate Past-President), and other Elected Officers who are representative of the Association's needs and/or responsibilities, not to exceed ten (10) total Members.

Elected Officers of the BOD shall serve a one (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 Association 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 Association. These responsibilities include, but are not limited o:

- Attending and participating in Association meetings.
- Helping to supervise Organized Play.
- Maintaining membership rolls and collection of dues.

- Establishing procedures for the conduct of the election of Members to the BOD, as set forth in Article IX.
- Maintaining a positive and productive relationship with the Tustin Unified School District (TUSD) and City of Tustin.
- Attracting new Members through community outreach.
- Maintaining rules of play as adopted by the USA Pickleball Association (USAPA)
- Strictly adhering to the policies and procedures of the TUSD.
- Establishing committees, as needed, for the operation of the Association (e.g., Tournaments, Fund Raising, etc.).
- Filling vacancies on committees, as appropriate.
- Appointing Members to serve in capacities that BOD believes will benefit Association operations.
- Developing and promulgating Rules of Conduct and Regulations of the Association for Members.
- Enforcing the Rules of Conduct and Regulations of the Association 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 Association. 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 Association's BOD/Officers shall not be personally liable for the debts, liabilities, or other obligations of the Association.

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

To the extent that a person, who is, or was, an officer, or other agent of this Association 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 Association, 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.

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 Association, 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. Any Director/Officer of the BOD may be removed, at any time, by vote of two-thirds (2/3) of the BOD (6 BOD/Officers), for maladministration or dereliction of duty, or if, in the judgment of the BOD, the best interest of the Association 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.

No Director/Officer shall be removed without an opportunity to be heard, and notice of such motion of removal shall be given to the Director/Officer in writing fourteen (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:

- Be the chief executive officer of the Association.
- Have general supervision and provide direction of the affairs of the Association, subject to the control of the BOD.
- 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.
- Ensure duties of Elected Officers are fulfilled.
- Provide report of the Association's status at the General Meetings in January and November.
- Act as spokesperson for the Association.
- 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:

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

Section 3. SECRETARY. The Secretary shall:

- Secure location for all meetings.
- Provide notice to the Association Membership of all General Meetings.
- Record and retain minutes of all Association meetings.
- Provide minutes for posting on the Association's website.
- Maintain a set of the operative, updated Bylaws.
- Update Bylaws if a revision is approved.
- Conduct and maintain records of official Association correspondence.

Section 4. TREASURER. The Treasurer shall:

- Maintain accurate records of all financial affairs of the Association, including income, deposits, and expenditures, for a period of seven (7) years prior to the current year.
- Develop an Annual Budget, to be approved by the BOD.
- Present a written and oral summary financial report at the BOD and membership meetings, and current summary financial reports to the President, upon request.
- Issue a monthly written report of account(s) balance(s), which includes changes from the last month's report.
- Establish/manage a checking account and any other required bank accounts, and ensure that said accounts have a minimum of two officers of the Association as signatories on all accounts.
- Regularly monitor, collect and deposit monetary donations deposited into the on-site donation lock-box.
- 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:

- Establish procedures to formalize the Association Membership process.
- 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 Association business, such as board or committee positions held, status of dues payment, etc.
- Administrate, in coordination with the Treasurer, annual membership renewals, and solicit new Members.
- Make available to the other Directors, in support of their Association duties, the electronic database of Active Members.

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

- Administrate the opening and closing of courts for all Organized Play Days, including making sure gates are open and courts are clean, commons tables and ball barriers are set up, and that each court is equipped with a skill level sign, ball tube, balls and, if necessary, shade structure.
- Create and administrate a Court Supervision Schedule for all Organized Play Days.
- Work with the Director of Competition and Instruction to ensure that one court remains available between 7:00 a.m. and 8:00 a.m. for Association- sponsored instruction and individual player drilling and practice on Organized Play Days.
- Maintain a detailed inventory of Association-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.
- Organize and safely store all equipment and supplies in a locked shed or container.
- Maintain primary possession of the master key to equipment shed and containers, and control distribution of duplicate keys.
- Assist the Director of Competition, Instruction & Events with Association- 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:

- Ensure all Association-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 Association (USAPA), and that all Association Members are educated about these rules.
- Oversee the administration of USAPA-sanctioned tournaments hosted by the Association, including the creation of and adherence to a tournament budget, the process for selecting a Tournament Director, the securing of Facilities Use Permits, the recruiting and training tournament referees, score keepers and volunteers, and the procurement of tournament supplies, equipment, medals, participant gifts, raffle prizes, etc.
- Oversee or serve as the point of contact for any Association special events, such as round robin tournaments, skills clinics, club socials, etc.
- Solicit the Director of Facilities and Equipment to assist with the opening, equipping, and closing of courts for play during Association-sponsored tournaments and special events.
- Create, identify, and make available to the Association Membership training programs, resources, and materials that address the needs of various skill levels, especially Members who are new to Pickleball.
- Coordinate with the Director of Communications to promote Association-sponsored tournaments and special events, as well as training, drilling, and other educational opportunities.

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

- Provide timely, targeted communication to the Membership, including reporting Association news, activities, tournaments, and special events.
- Monitor the email inbox, and provide timely responses to community requests or inquiries submitted via the Association website.
- Maintain the Association's Internet and social media presence, including the Association website and Facebook page.
- Serve as the official spokesperson of the Association 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:

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

Section 2. USAPA AREA AMBASSADOR

Section 3. MEMBERS-AT-LARGE Section 4.

EMERITUS MEMBERS

### **ARTICLE IX – ELECTIONS**

A Nominating Committee shall be appointed by the BOD in September, for the purpose of nominating candidates to serve on the BOD for the upcoming calendar year. The committee shall consist of at least two (2) Members of the Association and shall be chaired by the Parliamentarian. The Nominating Committee shall nominate at least one (1) candidate for each position on the BOD and may opt to present the nominations as a slate of candidates to the BOD at least 10 days prior to the General Meeting in November. Within two (2) days of being presented to the BOD, the Parliamentarian will announce the candidates or slate of candidates to the General Membership. Once notified of the candidates/slate, Members have five (5) days to submit additional nominations, provided such nominations meet standard requirements. All nominees, both originally presented and qualified additional nominees, shall be presented at the General Meeting in November for introduction to the General Membership.

///

Ballots with the candidates/slate will be emailed to the General Membership within five (5) days of the General Meeting in November, or mailed to those Members who file a special request. Ballots shall be returned within seven (7) days of the date of the original email/ mailing. Election results will be announced within five (5) days of close of the voting period. All Member-At-Large positions shall be appointed by the newly-elected BOD at the next General Meeting in January.

#### **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. Individuals who join and pay dues on October 1 or later of the calendar year will automatically receive membership and be marked “paid” for the next calendar year.

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 Association 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 Association’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:

- The official Membership database, including member names, addresses, email addresses, and phone numbers, is the exclusive property of the Association and shall not be shared outside the Association.
- Emails to Members shall be sent using the BCC (Blind Carbon Copy) feature, or other software tools that do not disclose members’ personal data.
- Only Members designated by the BOD shall have the authority to send

emails to the general membership.

- 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 Association.

### **ARTICLE XIII - FISCAL YEAR**

The fiscal year of the Association 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 two-thirds 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**

#### Part I

##### 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.

#### Part II

##### Definitions

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

Amended as of August 26, 2022

2. 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 Part III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Part III

#### Procedures

##### 1. 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 governing board delegated powers considering the proposed transaction or arrangement.

2. 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 governing board 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.

##### 3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board 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.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board 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.

d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the

Organization 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.

#### 4. Violations of the Conflict of Interest Policy

a. If the governing board 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.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Part IV Records of Proceedings

The minutes of the governing board 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 governing board'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.

#### Part V Compensation

a. A voting member of the governing board 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 governing board 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.

## Part VI

### Annual Statements

Each director, principal officer, and member of a committee with governing board 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

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.

## Part VIII Use of Outside Experts

When conducting the periodic reviews, as provided for in Part VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**THE FOREGOING BYLAWS WERE AMENDED AND APPROVED by the**

///

## **Board of Directors**

Dated: \_\_\_\_\_

\_\_\_\_\_  
RICHARD LLONES  
Member of the Board of Directors

Dated: \_\_\_\_\_

\_\_\_\_\_  
PEGGY MARCANTEL  
Member of the Board of Directors

Dated: \_\_\_\_\_

\_\_\_\_\_  
BARBARA JONES  
Member of the Board of Directors

Dated: \_\_\_\_\_

\_\_\_\_\_  
ANGIE DICKEY  
Member of the Board of Directors

Dated: \_\_\_\_\_

\_\_\_\_\_  
BETH ARKIN  
Member of the Board of Directors

Dated: \_\_\_\_\_

\_\_\_\_\_  
CHRIS CHU  
Member of the Board of Directors

Dated: \_\_\_\_\_

\_\_\_\_\_  
GERARD ROWLAND  
Member of the Board of Directors

///