

# PICKLEBALL SASKATCHEWAN INC. BYLAWS

(Effective October 28, 2020)

## ARTICLE 1: Definitions

- 1.1 The official name of the organization is “Pickleball Saskatchewan Inc.”, hereafter called the “Corporation”.
- 1.2 The Corporation serves the Province of Saskatchewan, hereafter called the “Province”.
- 1.3 The Province is divided into geographic areas, hereafter called “Districts”, which are defined by Sask Sport Inc. and used by the Corporation. There are nine Districts: Regina, Saskatoon, Southeast, South West, Parkland Valley, Prairie Central, Rivers West, Lakeland, and Northern.
- 1.4 The Corporation is managed by a Board of Directors, hereafter called the “Board”.
- 1.5 The Corporation holds for its members general meetings: an Annual General Meeting, hereafter called the “AGM”; and Special General Meetings as needed.

## ARTICLE 2: Authority

- 2.1 The Corporation was set up on August 29, 2013 under *The Non-profit Corporations Act, 1995* (Saskatchewan), hereafter called the “Act”.
- 2.2 The Corporation was set up to be the provincial sport governing body for pickleball in the Province. To be effective in this role, the Corporation will be a member of the following organizations:
  - a. The national sport governing body, Pickleball Canada Organization; and
  - b. The federation of provincial sport organizations, Sask Sport Inc.
- 2.3 The Board has final authority on the interpretation of the Corporation bylaws, hereafter called the “Bylaws”.
- 2.4 The Board may suspend or expel a member for cause.

## ARTICLE 3: Office Location

3.1 The office is located in the Province, but otherwise decided by the Board.

#### **ARTICLE 4: Goals**

4.1 The goal of the Corporation is to develop pickleball as an organized sport in the Province. To do this, the Corporation will:

- a. Promote pickleball to persons of all ages and abilities.
- b. Support pickleball clubs.
- c. Train pickleball players, coaches and officials.
- d. Hold pickleball tournaments.
- e. Resolve disputes related to pickleball.
- f. Work with stakeholders to deliver pickleball programs.
- g. Seek support from sponsors.

#### **ARTICLE 5: Principles**

5.1 The principles of the Corporation are as follows:

- a. To take a holistic view of the sport, centered on the player.
- b. To support all levels of play.
- c. To support indoor and outdoor play.
- d. To support good sportsmanship.
- e. To be not-for-profit.
- f. To value volunteers.
- g. To be an umbrella organization for pickleball clubs in the Province.
- h. To partner with organizations at all levels to build capacity.
- i. To include groups such as seniors, youth, women, Aboriginal persons, persons with disabilities, and persons living in rural communities.

#### **ARTICLE 6: Policies**

6.1 The Corporation will adopt policies to comply with the Act, Pickleball Canada Organization, and Sask Sport Inc. The Board may make other policies as needed.

#### **ARTICLE 7: Membership**

7.1 The Corporation has the following types of membership: Voting Member; and

Non-Voting Member.

- a. A Voting Member is a resident of the Province who has paid the current year membership fee. A Voting Member may vote at a general meeting, as provided by the Bylaws.
- b. A Non-Voting Member is a non-resident of the Province who has paid the current year membership fee. A Non-Voting Member may attend a general meeting, but not vote. This type of membership provides a way for non-residents to be informed and to participate in tournaments in the Province.

7.2 Membership in the Corporation includes membership in Pickleball Canada Organization.

### **Article 8: Membership Fees**

- 8.1 Membership fees are assessed each year and follow the fiscal year of the Corporation, which is from October 1 to September 30.
- 8.2 Membership fees for renewing members are to be paid in full on or before the membership expiry date. New Members may join at any time in the year by paying the annual membership fee.
- 8.3 At each AGM, the Board presents to its members for approval a fee schedule for members.

### **Article 9: Governance**

- 9.1 The Board consists of fifteen Directors.
- 9.2 Four Directors make up the Executive: President, Vice-President, Treasurer, and Secretary.
- 9.3 Eleven Directors make up the Directors at Large. Of these, two are reserved for Directors who live outside the District of Regina and District of Saskatoon.
- 9.4 Directors are elected at each AGM to fill vacant positions and positions where their terms have expired. They are elected for two-year staggered terms to ensure continuity.
  - a. In an election, the nominee for a Director position who receives the greatest number of votes is elected.

- b. A Director may be re-elected for any position.
  - c. A Director may be removed from their position before their term expires by a motion passed by a majority of votes at a Special General Meeting.
- 9.5 A Voting Member may nominate persons to stand for election to the Board at an AGM by notice to the Corporation at least forty-five days before the meeting. A list of nominees and a statement of their experience accompanies the notice for the AGM. This does not preclude nominations from the floor at the AGM.
- 9.6 The Executive Committee can appoint a Member to be a Director to fill a vacancy. The appointed Director position will be filled by election at the next AGM.

#### **ARTICLE 10: Duties of the Board of Directors**

- 10.1 The President manages the Corporation. The President chairs all meetings of the Corporation and represents the Corporation at external meetings and public functions. The President is an ex officio member of all committees and has the right, but is not obliged to participate in all committees. The President reports to the AGM on behalf of the Board.
- 10.2 The Vice-President helps the President, and performs the duties of the President in the President's absence or inability to act.
- 10.3 The Secretary keeps records of all proceedings of the Corporation. The Secretary is responsible for correspondence, certification of documents, and custody of the corporate seal.
- 10.4 The Treasurer is responsible for the receipt of money payable to the Corporation and the deposit of money at a financial institution. The Treasurer:
- (a) Pays all invoices incurred and approved by the Board.
  - (b) Accounts for all money of the Corporation and keeps records as needed.
  - (c) Presents an account for all money at each Board meeting.
  - (d) Prepares financial statements for presentation to the AGM.
  - (e) Prepares annual tax returns.
- 10.5 The Directors-at-Large represent their Districts to provide a province-wide view of the sport. Also, they serve on Board committees, promote the sport, and support clubs in their Districts.
- 10.6 The Board may create committees and assign roles and powers to them. At

least one member of the committee will be a member of the Board.

- 10.7 The Board has many roles which are shared among Directors, volunteers, and employees. A shared approach spreads the workload and reduces fatigue. The roles include the following:
- a. Marketing: awards, recognition, advertising, memberships, communication, sponsorship, and website.
  - b. Administration: bylaws, policies, dispute resolution, nominations, planning, budgeting, staffing, and applying for grants.
  - c. Technical: player development, coach development, official development, demonstrations, tournaments, team selection, player ratings, rule interpretation, sport science, purchasing, and loaning equipment.
- 10.8 A Director or member of a committee who has an interest, or may be seen to have an interest in a proposed contract with the Corporation, will disclose fully and promptly the nature and extent of their interest to the Board or committee, and will not vote or speak in debate on the contract.

#### **ARTICLE 11: Employees**

- 11.1 The Corporation may hire an Executive Director and other employees to help manage the Corporation.
- 11.2 The Executive Director has the authority to manage the daily activities of the Corporation, subject to the direction of the Board. The Executive Director has the authority to appoint and remove employees and agents of the Corporation and to decide the terms of their employment and pay.

#### **ARTICLE 12: Meetings**

- 12.1 Board Meeting
- a. The Board meets at least four times each year.
  - b. The President or a quorum of the Board may call a meeting.
  - c. Quorum will be based on the majority of Directors currently on the Board.
  - d. A minimum of fourteen days written notice is given before the meeting. The

notice states the agenda, date, time and place of the meeting.

- e. The President chairs the meeting. If the President is not present within fifteen minutes after the set time of the meeting, the Directors present may choose a chair.
- f. Each Director, including the chair, has one vote. A motion at a meeting is passed by a majority of votes in favour. If there is a tie, the motion is defeated.
- g. Minutes of the meeting are distributed to Directors within ten days after the meeting for their review and approval. The approved minutes are publicly posted to the Corporation website within thirty days after the meeting.
- h. An individual or organization may ask to attend a meeting to give a presentation, provided fourteen days written notice is given.

## 12.2 Executive Committee Meeting

- a. The Executive Committee consists of the President, Vice-President, Secretary, and Treasurer.
- b. The Executive Committee has all the powers of the Board between meetings of the Board. Such powers should only be used when, in the opinion of the President, it is necessary or expedient to make an immediate decision.
- c. The President or any two members of the Executive may call a meeting.
- d. A minimum of three members of the Executive make quorum.
- e. Each member of the Executive has one vote. A motion at a meeting is passed by a majority of votes in favour. If there is a tie, the motion is defeated.
- f. Decisions of the Executive Committee are reported to the Board and the dissenting view of any Director may be recorded.
- g. Meetings of the Executive Committee are closed to members and the public except by invitation of the Board.

## 12.3 Annual General Meeting

- a. An AGM of members of the Corporation is held each year within 90 days of the end of the fiscal year.

- b. A minimum of fourteen days written notice is given before the meeting. The notice states the agenda, date, time and place of the meeting, and includes the financial statements and auditor's report.
- c. Five Voting Members from at least three different Districts make quorum.
- d. Voting Members are identified at the start of the meeting.
- e. A Voting Member may not appoint a delegate to vote on their behalf at a general meeting. There is no proxy voting.
- f. A motion at a meeting is passed by a majority of votes in favour, except when amending the Bylaws when a two-thirds majority is needed. Voting is by a show of hands, unless a secret or recorded vote is requested by the majority of Voting Members.
- g. No motion may be passed unless at least three Voting Members vote in favour of the motion.
- h. The order of business at the AGM is approved at the start of the meeting and includes the following:
  - Board, committee and employee reports;
  - Fee schedule for members;
  - Financial statements for the last year;
  - Auditor's report on the financial statements for the year before last;
  - Appointment of the auditor;
  - Business as specified in the meeting notice;
  - Other business;
  - Elections.
- i. An Annual General meeting of Members may be deemed by the Board of Directors to be held by means of teleconference, videoconference, or any other similar electronic communication facility that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed to be present at the meeting according to Article 12.3.d.

#### 12.4 Special General Meeting

- a. A Special General Meeting will be called by the President if:
    - Requested by the President;
    - Requested by any four Directors; or
    - Requested in writing by at least three Voting Members.
  - b. The meeting is held within sixty days of the request.
  - c. A minimum of fourteen days written notice is given before the meeting. The notice states the agenda, date, time and place of the meeting.
  - d. The voting process is the same as for an AGM.
- 12.5 Meeting notices are provided to members by email, posting on the Corporation website, social media, or as decided by the Board.
- 12.6 "Robert's Rules of Order" is used for all Corporation meetings.

### **ARTICLE 13: Finances**

- 13.1 The fiscal year is October 1 to September 30.
- 13.2 The Finance committee of the Board prepares an annual budget and work plan for the Board to consider.
- 13.3 The Corporation has an account at a financial institution.
- 13.4 All expenses are supported by receipts.
- 13.5 All expenses of more than five hundred dollars not covered by the budget need prior approval of the Board.
- 13.6 All written agreements and financial transactions entered into in the name of the Corporation will be signed by any two of the President, Vice President, Secretary or Treasurer.
- 13.7 The financial records of the Corporation are reviewed at the end of each fiscal year by an auditor approved by the Board.
- 13.8 Effective financial policies and procedures are in place to ensure expenditures comply with the objectives and budgeted expenses of the Corporation.

#### **ARTICLE 14: Amendments to the Bylaws**

- 14.1 Proposed amendments to the Bylaws are presented in writing to the Corporation at least thirty days before the AGM.
- 14.2 A notice to amend the Bylaws is included in the notice for the AGM.
- 14.3 Amendments to the Bylaws may only be made at an AGM.
- 14.4 A two-thirds majority of members voting is needed to amend the Bylaws.
- 14.5 The amended Bylaws adopted at the AGM come into force at the end of the meeting.

#### **ARTICLE 15: Dissolution**

- 15.1 On dissolution of the Corporation, its property and assets, after the payment of all liabilities, will be donated to an organization decided by the Board.