

BYLAWS OF THE HASTINGS PICKLEBALL ASSOCIATION (HPBA)

ARTICLE I – NAME AND PURPOSE

Section 1: *Name:* The name of the organization shall be the Hastings Pickleball Association (HPBA).

Section 2: *Purpose:* HPBA is organized to enhance the health and welfare of the general public by encouraging, organizing, and promoting the development and growth of Pickleball in the Hastings community.

The Organization will:

- Conduct fundraising for educational and recreational pickleball activities (ex. organize daily play, round robins, shootouts, tournaments, leagues).
- Promote pickleball through sale of pickleball tournament and league entry fees, purchasing supplies, equipment, memorabilia and facility upkeep and maintenance as determined by Board of Directors.
- Accept cash donations or assistance from public or private organizations, individuals, and associations and membership fees. The organization's activities are governed by approved anti-discrimination and whistleblower protection policies.

ARTICLE II - MEMBERSHIP

Section 1 - ***Eligibility for membership:*** Application for voting membership shall be open to the public. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2 - ***Annual dues:*** The amount required for annual dues shall be set and approved by a majority vote of the board of directors. Continued membership is contingent upon being up to date on membership dues.

Section 3 - ***Rights of members:*** Each member shall be entitled to one vote on each matter submitted for a vote at a meeting of the members, except to the extent that the voting rights are limited or denied by these bylaws or the articles of incorporation. Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4 - ***Resignation and termination:*** Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the board.

Section 5 - ***Non-voting membership:*** The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 - *Annual meetings:* One annual meeting of the members shall take place in the month of March each year proceeding the nonprofit start up meeting, the specific date, time, and location of which will be designated by the president. At the annual meeting the members shall elect board directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year. The board may determine that a meeting of the members may be held solely by means of remote or electronic communication.

Section 2 - Notice of meetings: Printed or email notices of each meeting shall be given to each voting member, by mail and or electronically not less than two weeks prior to the meeting. All members are responsible for furnishing to the Secretary of the organization their respective email addresses and provide notification of changes to their email addresses.

Section 3 - Quorum: The members present in person or virtually at any properly announced meeting shall constitute a quorum. The quorum to be set as 10% of the registered members of the club.

Section 4 - Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

Section 1 – Board role, size, and compensation: The board is responsible for the overall policy and direction of the Hastings Pickleball Association (HPBA). The board shall have up to seven but not fewer than five members. Board members will receive no compensation other than reimbursement for reasonable and documented expenses.

Section 2 – Terms: The Board will establish staggering term limits among the initial board positions to ensure board continuity year-to-year (initial positions of officers will be 3 and at large members 2). All proceeding terms will be for 2 years. Board members are eligible for reelection for consecutive terms.

Section 3 – Meetings and notice: 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. An official board meeting requires that each board member be notified at least three weeks in advance.

Section 4 – Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting. Electronic voting is allowed.

Section 5 - Election procedures: A Board Nominating Committee shall be responsible for nominating a slate of prospective board members representing the association’s diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All candidates must be members in good standing. All members will be eligible to send one representative to vote for each candidate.

Section 6 - Quorum: A quorum must be attended in person or virtual, by no less than 60% of board members for business transactions to take place and motions to pass.

Section 7 - Officers and Duties: There shall be four officers of the board, consisting of a president, vice-chair, secretary, and treasurer and 1-3 directors at large. Their duties are as follows:

- a) The president shall schedule and convene board meetings, shall preside or arrange for the other members to preside at each meeting in the following order: Vice President, Secretary, and Treasurer. The chair or presiding officer will establish the appropriate rules of order.
- b) The **vice-president** shall chair committees on special subjects as designated by the board.

- c) The **secretary** shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- d) *The **treasurer*** shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from any member in good standing or board member **three weeks** in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the board member's term.

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 excess absences, **more** than 3 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.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11 - Remote communication for meetings: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting. Remote communication includes but is not limited to telephone, video the internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12 - Action without a meeting: Upon initiative of the board chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

ARTICLE V – COMMITTEES

Section 1 - Committee formation: The President may establish temporary or standing committees which will be approved by the board. The President shall appoint all committee chairpersons.

Section 2 - Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be 75 percent of the officers.

Section 3 - Finance Committee: The Treasurer is the chair of the finance committee, which includes two other board members. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be available to board members and the public.

ARTICLE VI – FINANCIAL

Section 1 Annual Budget: The proposed annual budget shall be prepared for presentation at the annual Membership Meeting. The Board must approve all budgetary expenditures of \$200 dollars or more. Routine expenditures less than \$200.00 such as but not limited to tape, balls, loaner paddles, below this amount do not require board approval.

Section 2 – Hastings Pickleball Association (HPBA) Accounts: The Treasurer shall maintain such checking and banking accounts as may be necessary to conduct HPBA 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 Association records. The Treasurer must file all appropriate documentation with the IRS and the State of Minnesota. Each year the Board President shall direct an audit of the Association’s records and inventory of all HPBA owned physical assets. This audit can be conducted as an internal audit and be subject to the approval of the Board.

ARTICLE VII – AMENDMENTS

These bylaws may be amended by a 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 majority on _____/_____/2024

Name _____ Title _____ Signature _____