

**FARTHEST NORTH PICKLEBALL CLUB****BYLAWS****ARTICLE I: NAME AND PURPOSE**

- 1. Name:** The name of the club shall be the Farthest North Pickleball Club (FNPC) and may be referred to as the “Club” or Fairbanks Pickleball.
- 2. Purpose of the Club:** The purpose of the club is to provide a fun, healthy, recreational activity and to promote the sport of pickleball within the greater Fairbanks North Star Borough area. Activities consistent with that purpose, include but not limited to:
  - 2.1.** Organizing indoor and outdoor venues to play pickleball,
  - 2.2.** Providing training and development opportunities for players,
  - 2.3.** Organizing tournaments and other promotional events,
  - 2.4.** Working collaboratively with community agencies and organizations to expand and improve pickleball facilities, and
  - 2.5.** Participating in other applicable activities related to the growth of pickleball in the Fairbanks area.
- 3. Non-Profit:** This club shall be operated as a non-profit 501(c)(7) Social Organization in accordance with Alaska and other applicable statutes.

**ARTICLE II: MEMBERSHIP AND DUES**

- 1. Eligibility:** Membership shall be open to anyone who pays the required membership dues and signs the current liability waiver. Members will not be required to join any national, state, or regionally affiliated organizations.
- 2. Dues:** The Board shall set dues appropriate to the needs of the Club.
  - 2.1. May 1<sup>st</sup> Due Date:** Dues will be due on May 1<sup>st</sup> each year, and will be considered delinquent after June 30. Dues will cover the period of May 1 – April 30.
  - 2.2 . Failure to Pay Dues:** Members who fail to pay dues before the deadline shall lose their membership and be removed from the FNPC membership and email lists. Members removed for failure to pay dues shall be reinstated after the payment of dues.
- 3. Event Fees:** In addition, the Board may determine fees for some Club events, such as Round Robin Scrambles, Tournaments, etc.
- 4. Additional Assessments:** The membership may agree to additional assessments to cover maintenance and equipment replacement needs and other situations that may arise.

5. **“Members in Good Standing”** are all members who are current in their payment of dues and are not in violation of bylaw provisions.
6. **Membership may Cease** by voluntary withdrawal, nonpayment of dues or assessments (after one month), or violation of the provisions of these Bylaws and/or Code of Conduct.
7. **Privileges** of membership will be adjusted from time to time at the discretion of the Club. Privileges may include, but not limited to: (1) advance signup (ahead of the public) for organized play and other events, (2) participation in club-provided training sessions, (3) discounts on certain services and products (e.g., Pickleball Central), and (4) the opportunity to vote for Club Board members and on other Club-related issues brought to Club Members by the Board of Directors.

### **ARTICLE III: BOARD OF DIRECTORS**

#### **1. Duties of the Board of Directors.**

**1.1.** The Board of Directors, which may be referred to as the Board, is responsible for the establishment and implementation of policies that will work to realize the Purpose of the Club, as set forth in Article I.2. The Board will establish the Club’s policies, review and change them as necessary, supervise any contracts or contractors, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property.

**1.2.** The Board of Directors must ensure that the Club properly employs the necessary formalities to make its decisions, that it prepares and submits timely reports to members, and that it operates in compliance with applicable state and federal laws.

**1.3.** Board members must diligently prepare for, attend, and participate in Board meetings and in meetings of Board committees as needed to carry out these tasks.

**1.4.** The Board shall authorize and appoint all committees necessary to carry out the purposes and objectives of the Club.

#### **2. Board Membership.**

**2.1.** The Board of Directors will consist of five (5) members.

**2.2.** The initial term of office for newly elected directors will be two (2) years.

#### **3. Selection of Directors.**

**3.1.** Board members will be elected by the Club Membership. Elections for all Board of Directors shall be held following the annual membership meeting and will be conducted electronically, via email, to all voting members. Preferably the board will select an outside organization or individual to conduct the electronic election.

**3.2.** Newly elected directors will assume office immediately following the election.

#### 4. Filling Vacancies.

- 4.1. The Board may appoint temporary directors to fill vacancies occurring prior to the end of full terms.
- 4.2. Any director appointed to fill a vacancy will serve only until the next election, at which time they must be elected in accordance with the procedure outlined in Article III-3 above to continue serving on the Board.
- 4.3. In the event that the next election is more than six (6) months away, the Board will call for a special election to fill the vacancy.

#### 5. Officers.

- 5.1. **The Officers of the Club** shall consist of President, Vice President, Secretary, Treasurer, and one other Officer as selected by the Board of Directors from the elected members of the Board and shall serve for a term of two (2) years. Officers will serve without compensation.
  - 5.1.1. Officers will be selected by the Board as soon as possible following election of the Board members, approval of which will be by a majority of all Directors.
  - 5.1.2. Either the President or Vice President shall have their primary residence in the Fairbanks area. It is also deemed necessary that either the Secretary or Treasurer should have their primary residence in the Fairbanks area.
  - 5.1.3. An officer may be re-elected by the Board of Directors for up to three terms, or additional terms if the Board votes in favor.
  - 5.1.4. The term of an officer may not extend beyond that person's term as a Board member.
- 5.2. **President:** The President is the principal officer of the Club and will supervise, or oversee the supervision of, all the affairs of the Club, ensuring that all orders and resolutions of the Board are carried into effect. They will preside at all meetings and have such authority to perform such other duties as the Board determines.
- 5.3. **Vice President:** The Vice President shall exercise all functions of the office of President in the event the President is absent or unable to act; and perform other such duties as prescribed by the President and/or Board.
- 5.4. **Secretary:** The Secretary shall take minutes of Club meetings, keep the Club records, issue notices of all meetings of the Board of Directors or General Membership, determine if a quorum exists and conduct all correspondence relating to the Club's

business. They shall notify any outside organizations of changes in the Club's officers as may be required.

**5.5. Treasurer:** The Treasurer shall collect dues and assessments, pay all obligations that may be incurred by the Club in the regular course of its business, shall keep an up-to-date ledger of all financial transactions and provide a written financial report for Board meetings and a written financial report for members for the annual membership meeting. Shall maintain a club bank account at a financial institution approved by the Board. Shall provide financial information necessary to prepare and file the required state and federal government reports. Shall be responsible for the Club's archived financial records; and any other duties as may be prescribed by the President and/or Board.

**5.6. Other Officers:** Other officers shall exercise powers and duties as may be prescribed by the Board of Directors.

## **6. Removal of Directors.**

**6.1.** A director may be removed from the Board, with cause, by a unanimous vote of the other Board members then in office.

**6.1.1.** In the event that any such removal is contemplated, that Board member shall be notified in writing of the reason(s) for the proposed action not later than 30 days prior to the Board of Directors meeting at which their removal is to be considered. Said director shall be entitled to appear at the meeting and respond to the stated reasons for removal.

**6.1.2.** By no means can the removal of more than one (1) Board member be considered at a time.

**6.1.3.** Any Member in good standing may submit to the Board of Directors a petition to remove any Director. The petition must include a statement of why the Director should be removed and must be signed by 30% of current members. The Board will then call a special meeting of the Membership to consider the removal. The removal will require a two-thirds (2/3) vote of the Members present.

**7. Conflict of Interest:** The Club will conscientiously comply with all state and federal regulations regarding conflict of interest.

## **ARTICLE IV: DECISION-MAKING**

- 1. Quorum:** A quorum at a Board meeting shall be a majority of the number of all Board members in office.
- 2. Action:** If a quorum is present, action is taken by the affirmative vote of a majority of Directors present.
- 3. Decisions without Meetings:** The Board may make any decision or take any action within its power without a meeting through a written “consent resolution” signed by all of the Directors then in office, that sets forth the action so taken. Such a resolution is effective when the last Director signs the consent, unless the resolution specifies an earlier or later date. A consent resolution can be conducted via electronic mail.

## **ARTICLE V: MEETINGS**

### **1. Annual General Membership Meeting.**

- 1.1.** The Club shall hold a meeting annually to elect Directors and conduct such other business as might be desired. The Annual Meeting will usually be held in May unless circumstances warrant scheduling to another month. The Board shall announce the date and location of the Annual Meeting to all members at least ten (10) days in advance of the meeting.
- 1.2.** Additional General Membership meetings may be called by the President or upon request of at least three members. Such meetings shall have at least five (5) days notice given to members regarding time, place and agenda. An email notice is acceptable.
- 1.3.** A quorum shall consist of at least ten (10) members, eight (8) of which are not officers. Members who are not able to attend in person may give their written proxy to another member for voting purposes.

### **2. Regular Board Meetings.**

- 2.1.** Regular meetings of the Board of Directors shall be held a minimum of twice per calendar year, at the time and place to be determined by the Board.
- 2.2.** Minutes from the Board Meetings will be emailed to all Club members, after having been approved by the Board. These minutes may be approved by the Board electronically.
- 2.3.** Meetings may be held in person, by telephone or video conference, or a combination of the three, so long as all participating directors can simultaneously hear and speak with each other. A director participating in such a meeting is deemed “present” for purposes of a quorum.

### **3. Special Board Meetings.**

- 3.1.** Special meetings of the Board may be called at any time by the President or at the request of two Board members, for any reason, at such time and place as the President may prescribe.
- 3.2.** Notice of Special meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each director personally, by telephone, electronic mail, or regular mail not less than five (5) days prior to the special meeting.

## **ARTICLE VI: COMMITTEES**

- 1. The Board may establish committees,** including working committees or advisory committees, that do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the Club.
  - 1.1 Standing Committees: Community Liaison Committee, Events Committee, Equipment Committee**
  - 1.2. Committee members:** Any member in good standing may be a member of such a committee, whether or not they are a member of the Board of Directors.
  - 1.3. Records:** On request, committees shall submit written reports to the Board of their proposals, decisions, and actions, and these reports shall be maintained by the Secretary.
- 2.** The Board may dissolve committees as deemed necessary or appropriate.

## **ARTICLE VII: FINANCES**

- 1. Fiscal Year:** The fiscal year for the Club will begin on May 1st and end on April 30th.
- 2. Financial Records:** Records of all collections and disbursements of Club funds will be maintained by the Treasurer and made available to the General Membership as required by these Bylaws.
- 3. Bank Account:** The Treasurer shall maintain a Club bank account with a local banking/credit union institution for the sole purpose of retaining Club funds for appropriate collection and disbursement related to Club business.
  - 3.1.** All Club checks must be signed by two members of the Board of Directors.

- 3.2.** The Treasurer, the President, and the Vice-President shall be made signatories to the Club account with authorization to disburse funds on behalf of the Club that are approved orally or in writing by the Board.
- 4. Expenditures:** Expenditures by the Club, or any member on behalf of the Club, shall be approved by the President on behalf of the Board of Directors. Any expenses must be accompanied by a valid receipt to receive reimbursement from the Club. The receipts and invoices covering all such transactions shall be kept by the Treasurer as part of the Club's financial records.
- 5. Review and Audit of Financial Records:** The Club's financial records may be reviewed by any Club member and may be audited by qualified persons or organizations at the discretion of the Board, or as required by law or regulation. All financial records will be kept permanently along with the tax returns, by the Club Treasurer.
- 6. Annual Budget:** The Board shall prepare an annual budget for each fiscal year. Receipts and invoices covering all transactions shall be kept by the Treasurer as part of the Club's financial records.
- 7. Petty Cash:** It is allowed that a Petty Cash Fund of no more than \$100 be maintained by the Treasurer. All disbursements from such fund must be accompanied by a valid receipt and will be itemized in the financial statements at the regular meeting of the Board and Membership.

#### **ARTICLE VIII: INDEMNITY OF OFFICERS AND DIRECTORS**

- 1.** The Club will indemnify an individual, who is made party to a proceeding because they are or were a director or officer, against liability incurred in the proceeding to the fullest extent permitted by law.

#### **ARTICLE IX: AMENDMENTS TO BYLAWS**

- 1.** Any Member of the Club in good standing may propose an amendment to these bylaws. The proposed amendment shall be delivered to the Board in writing with a statement setting forth the reasons for the proposed amendment. The proposed amendment must be approved by the Board of Directors at a regular meeting before presenting it to the membership. Prior to a membership meeting, the amendment, along with an explanation, is to be posted, via email, for membership review at least 30 days prior to the membership meeting. The proposed amendment may then be presented to the general membership for approval at a scheduled membership meeting. A two-thirds majority vote of the members in attendance shall be required to adopt any amendment to the bylaws. Members who are not able to attend in person, may give their written proxy to another Member for voting purposes or email their vote to the President prior to the meeting at which the amendment is to be considered.

**ARTICLE X: PROCEDURES FOR DISSOLUTION**

1. **Dissolution of the Club** requires an affirmative vote of a super-majority (4/5ths) of all Board Members. The Club may not be dissolved until all of its outstanding debts have been paid. Upon dissolution, all assets and all property of the Club shall be disposed of as follows:
  - Any equipment loaned to the Club shall be returned to the lender.
  - All physical assets belonging to the Club such as balls, paddles, nets, ball machines, etc. shall be made available to the Club membership for purchase. All proceeds from this sale shall be deposited into the Club’s treasury.
  - All monies in the Club’s treasury and remaining physical assets shall be donated to a charitable organization as decided by the Board of Directors.

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

Signature of the Farthest North Pickleball Club President \_\_\_\_\_

DATE: \_\_\_\_\_

Signature of Farthest North Pickleball Club Secretary \_\_\_\_\_

DATE: \_\_\_\_\_

Amended: 6-16-23 Article II 1, 2 & 4 and Article VI 1.1, 1.2 and 1.3