

# PEACE RIVER PICKLERS, INC.

## AMENDED BYLAWS

January 16<sup>th</sup>, 2022

### ARTICLE I – ORGANIZATION

The name of the organization shall be the Peace River Picklers, Inc. a not-for-profit Florida Corporation (hereinafter the “Club”). The purpose shall be to promote recreation and education, through the game of Pickleball, to residents of Charlotte County, Florida and surrounding areas and provide competitive, educational and/or social pickleball activities.

The Club shall not be conducted or operated for profit, and no part of any profits or remainder or residue of dues or donations to the Club shall inure to the benefit of any member or individual. All Activities shall be in Compliance with Article IX.

### ARTICLE II – MEMBERSHIP

Section 1: **Regular Membership.** Regular membership of the Club shall consist of interested Pickleball players in Charlotte County, FL and surrounding areas. A Board approved membership form must be completed. Each member will be required to follow the Peace River Picklers, Inc. Code of Conduct attached here in current form and on the Website. If there is a difference in the forms between the form listed here and, on the website, the form on the website shall control. Membership in the club may be terminated:

1. By voluntary withdrawal
2. By nonpayment of dues adopted by the Club
3. By a simple majority vote of the Club’s elected board members that a member has performed a terminable violation of the provisions of the Code of Conduct promulgated by the Club

Section 2: **Dues.** The amount of annual dues is proposed and approved by majority vote of the Board of Directors. Payment is due as determined by the Board of Directors.

Section 3: **Fiscal Year.** The fiscal year of the Club is July 1 through June 30.

### ARTICLE III – OFFICERS

Section 1: **Officers.** The elective officers of the Club shall be known as the Board of Directors. The Board shall consist of an odd number of Directors, with a minimum of three (3) and a maximum of seven (7) directors. The Board shall consist of a President, Vice-President, Secretary, Treasurer and three (3) directors. Any member of the Club is eligible to hold an elective office. Two-thirds determines majority vote.

Section 2: **Term.** The term of office for board members shall be two (2) years. Each board member may seek re-election twice for a total of three (3) consecutive terms of office. After a one year waiting period, that person may seek office again.

Section 3: **Duties.**

1. **President:** The President shall preside at all meetings of the club. The President shall, with the advice and consent of the Board members, determine the dates, location, times and agendas for all Board and all Membership meetings. The President enforces rules and regulations adopted by the Board of Directors. The President or the Vice-President shall be a full-time resident of Florida.
2. **Vice-President:** The Vice-President shall assist the President in all duties, fill in for the President when absent, and other duties as assigned by the President.
3. **Secretary:** The Secretary shall keep the minutes of all Board and Membership meetings, maintain the official historical documents, and prepare club correspondence as needed. They will issue notices of meetings. They will maintain a membership roster and other duties as assigned by the President. They will maintain all documents in accordance with the Record Retention Policy.
4. **Treasurer:** The Treasurer shall receive and distribute all club funds and provide detailed financial reports at Board and Membership meetings. They will prepare a yearly budget to be approved by the Board. They will maintain financial documents in accordance with the Record Retention Policy.
5. **Directors:** They will attend Board and Membership meetings and have one vote each on the board. They shall perform duties as assigned by the President, such as heading up various committees.

Section 4: **Vacancies:** Mid-term vacancies shall be filled by action of a majority of the remaining Board. The President shall set the date, time and location for board members to meet and determine a replacement for the vacancy.

Section 5: **Resignation.** Resignations shall be in writing to the Board President.

Section 6: **Removal from the Board.** A Board member may be removed from office, for just cause, by an affirmative two-thirds vote of the remaining Board members.

Section 7: **Meetings.** The Board shall meet at times as deemed necessary by the President. The Board should meet at least once a year with the membership to report on activities, finances, and other matters of interest to members. The annual meeting to elect officers shall be during the month of January.

Special meetings may be called by the President, one third of the Board of Directors, or by petition by 20% of the membership. The President, or presiding officer, shall send notice of the meeting, with date, time, location, and agenda. All meetings will be conducted in the spirit of Roberts Rules of Order.

Section 8: **Notices.** Meeting notice will be given at least two weeks in advance and shall include date, time, and location and agenda for the meeting. For notice of all meetings, email is acceptable notice. A good faith effort shall be made to contact Board members or club members who do not have an email address. Club member's information shall not be used by any person for commercial or political purposes.

## **ARTICLE IV – ELECTIONS**

All dues paying members shall have full voting privileges at the annual membership meeting. Election to the Board of Directors will be conducted at the annual membership meeting. The

election shall be by voice vote, standing vote, or by secret ballot as determined by the Election Committee. Election shall be by two-thirds majority vote of members present and eligible to vote. Section 1: **Nominating Committee:** A Nominating Committee shall be appointed by the President with advice and consent of the Board members. The Nominating Committee shall be composed of members excluding any current Board members for the purpose of selecting and nominating candidates for all elected positions.

Any member seeking election, but not nominated by the Nominating Committee, must submit a petition seven (7) days prior to the elections and the petition must have signatures of at least 10 members. That member shall then be considered as nominated for election to the Board of Directors.

## **ARTICLE V – COMMITTEES**

The Board of Directors may create committees, as needed, to assist with coordinating the activities of the Club. Committee members will be appointed by the President with the advice and consent of the Board of Directors.

A quorum for any committee, shall be 51% of the members of that committee.

## **ARTICLE VI – CONFLICT OF INTEREST POLICY**

Section 1. **Purpose.** The purpose of the conflict-of-interest policy is to protect the Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Club 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.**

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.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
3. An ownership or investment interest in any entity with which the Club has a transaction or arrangement,
4. A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
5. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.
6. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
7. A financial interest is not necessarily a conflict of interest.

### **Section 3. 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 board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board 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 board 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 board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board shall determine whether the Club 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 is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club'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.

**4. Violations of the Conflicts of Interest Policy**

- a. If the board 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 board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. **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 boards 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.

6. **Compensation.** A voting member of the governing board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.

- a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.

- b. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
7. **Annual Statements.** Each director, principal officer, and member of a committee with board delegated powers shall annually sign a statement which affirms such person:
- a. Has received a copy of the conflicts of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands that the club is a charitable organization which engages primarily in activities which accomplish one or more of its tax-exempt purposes.
8. **Periodic Reviews.** To ensure the Club operates in a manner consistent with charitable purposes and does not 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 Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
  - c. Use of Outside Expert. When conducting the periodic reviews as provided for in this Article VI, the Club 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.

## **Article VII - INDEMNIFICATION**

Section 1. **Indemnification.** To the full extent authorized under the laws of the State of Florida, the Club shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Club, or any person who may have served at the Club's request as a director or officer of another Club (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct, or other breach of a fiduciary duty, in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. **Expenses.** Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Club in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

Section 3. **Insurance.** The Club may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such,

### **Article VIII - PROHIBITED ACTIVITIES**

Section 1. **Prohibited Activities.** Notwithstanding any other provision of these By-Laws, no Directors, officer, agent, employee, or representative of the Club shall take any action or carry on any activity not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the Regulations pertaining thereto, as the same now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or may hereafter be amended.

### **ARTICLE VIX- AMENDMENTS TO BYLAWS**

Section 1: **Procedure.** Amendments for these bylaws shall be proposed by the Board of Directors or by petition of a minimum 20% of the membership. Proposed amendments by action of the Board or petition, shall be submitted to the membership for consideration and ratification at an annual membership meeting or a special board meeting. Voting on bylaws amendments shall be by voice vote, standing vote, or secret ballot as determined by the President.

Ratification of proposed amendments shall require two-thirds majority vote of members present and eligible to vote. All amendments to these bylaws shall take effect immediately upon ratification by the membership. Any amendments to these bylaws shall be communicated to all members by email or US mail or to club website.

Approved by the Board of Directors on this 16<sup>th</sup> day of January, 2022