

Pickleball of Waterloo Wellington Region (POWWR)

BYLAWS

As Revised at the Annual General
Meeting, February 3, 2020

A Bylaw Relating to the Conducting of the Affairs of Pickleball of Waterloo Wellington Region (POWWR)

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A Bylaw Relating to the Conduct of the Affairs of

Pickleball of Waterloo Wellington Region

WHEREAS the Corporation was granted Letters Patent by the Government of the Province of Ontario under the *Corporations Act of Ontario* on the first day of May, 2017.

NOW THEREFORE BE IT ENACTED as a Bylaw of the Corporation to take effect in accordance with Section 10 as follows:

1.INTERPRETATION

1.1. Definitions:

In all Bylaws and resolutions of POWWR, unless the context otherwise requires:

- a. “Act” means the Corporations Act of Ontario including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- b. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of POWWR.
- c. “Board” means the board of directors of POWWR.
- d. “Bylaws” means this bylaw and all other bylaws of POWWR as amended and which are, from time to time, in force and effect.
- e. “Director” means a member of the Board.
- f. “Member” means a member of POWWR and “Members” or “Membership” means the collective membership of POWWR.
- g. “Officer” means an officer of POWWR (President, Vice-President, Secretary or Treasurer).
- h. “Proxy” means the authority to represent someone else, especially in voting

1.2. Interpretations:

In the interpretation of this Bylaw, unless the context otherwise requires, the following rules shall apply:

- a. Except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- b. Words importing the singular number only will include the plural and vice versa;
- c. Words importing gender shall be interpreted as any gender;
- d. The word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- e. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

2. MISSION STATEMENT

- The mission of POWWR is to provide a safe and welcoming environment, while facilitating the promotion, development and growth of the sport of Pickleball throughout the Waterloo and Wellington Region”.

3.NAME

The name of the corporation is “Pickleball of Waterloo Wellington Region” which is abbreviated to POWWR.

4.PURPOSE OF POWWR

The purpose of this Corporation shall be:

- a. To facilitate a variety of Pickleball programming to encourage members to stay involved with Pickleball on a regular basis.
- b. To provide organizational expertise while hosting and/or running Pickleball tournaments and developmental opportunities for players, referees, coaches of all skills and abilities.
- c. To enhance Pickleball awareness in the surrounding communities while introducing the public to the great sport of Pickleball.
- d. To introduce and attract others, particularly our youth and others seeking developmental recreational activities, to Pickleball by providing demonstrations, clinics and other Pickleball events within the local communities.

5.MEMBERSHIP

5.1. Eligibility:

All individuals in the Waterloo and Wellington Regions are eligible to be members of POWWR. Most members will be Pickleball players at the various centres in the Waterloo Wellington Region but that is not a requirement. Members shall be selected without discrimination and may reside outside of the Waterloo and Wellington Regions.

5.2. Membership Dues:

The Board will establish the amount of the membership dues. Memberships are for a one-year duration starting at September.

5.3. Voters:

The voting members of POWWR shall be members in good standing.

5.4. Application for Membership:

Application for membership should be submitted to POWWR.

5.5. Suspension or Expulsion of Members:

The Board shall have the power to suspend or expel any member for cause. Any member who fails to pay dues when they are due shall automatically be suspended from membership.

6. MEETINGS OF MEMBERS

6.1. Annual Meeting of Voting Members:

The Annual General Meeting of POWWR for the transaction of such business as shall come before the voting members shall be held between January 1st and March 31st each year.

6.2. Notice of Meetings:

Written notice of the time, place and the purpose of any meeting of POWWR shall be delivered by post or electronically to all eligible members not less than 30 or more than 45 days before any meeting. All notices shall be directed to the addresses or e-mail addresses appearing in the records of POWWR.

6.3. Quorum and Voting:

At all meetings of POWWR the presence, either in person or by proxy, of a minimum of 10% of the voting membership present and proxies at the meeting shall constitute a quorum. A majority vote of those votes present shall constitute the action of POWWR.

6.4. Order of Business:

The suggested order of business at the Annual General Meeting of POWWR shall be as follows:

- a. Report certifying voting power and the determination of a quorum;
- b. Approval of minutes;
- c. Report of Secretary;
- d. Report of Treasurer;
- e. Report of the Board;
- f. Report of Elections;
- g. Report of Committees;
- h. Miscellaneous or Special Business;
- i. Adjournment

All meetings of POWWR shall utilize Robert's Rules of Order.

7. BOARD OF DIRECTORS

7.1. Responsibilities:

POWWR shall be managed by its Board of Directors, who shall establish, regulate and direct the policies and objectives of POWWR. The Directors shall direct, review and approve all matters concerning POWWR.

7.2. Composition:

The Board shall consist of nine (9) members, five (5) of which shall not be Officers of the Corporation. The Board may invite the Waterloo Wellington Region Pickleball association representatives to attend as non-voting participants.

7.3. Ceasing to Hold Office:

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with sub-section 7.7 or no longer fulfils all of the qualifications to be a Director set out in sub-section 7.4 as determined in the sole discretion of the Board.

7.4. Qualifications:

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of POWWR.

7.5. Election and Term:

Each Director elected shall be elected for a term one year. The election of directors to fill any vacancies shall take place at the Annual General Meeting of Members. All Directors whose terms have been completed shall retire, unless the Director so desires, may stand for election for a further one year term.

7.6. Resignation:

A resignation of a Director becomes effective at the time the written resignation is sent to POWWR or at the time specified in the resignation, whichever is later.

7.7. Removal:

The Members may at a meeting of Members remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resultant vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

7.8. Filling of Vacancies:

A quorum of the Board may fill a vacancy in the Board. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

7.9. Quorum:

A majority of the number of Directors determined in accordance with sub-section

7.2 constitutes a quorum for any meetings of the Board.

7.10. Committees:

The Board may from time to time appoint any committee or advisory body as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Unless otherwise determined by the Board, a committee shall have the power to fix its own quorum, to elect its chair and to otherwise regulate its procedures.

7.11. Confidentiality:

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential, matters that come to their attention as part of their employment or volunteer activities.

7.12. Indemnification:

POWWR shall indemnify present or former directors or officers, or other individuals who act or acted at POWWR's request as a director or an officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.

7.13. Meetings:

Meetings of the Board may be called by the Chair, President, Vice President or any two Directors. A Board member may participate by means of a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.14. Action Without a Meeting:

Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws) or any committee may be taken without a meeting if all the members of the board or committee consent in writing, including electronic mailing (email), to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors.

8.OFFICERS

8.1. Appointment:

The Board may designate the officers of the Corporation, appoint Officers, specify their duties and subject to the Act of Incorporation delegate to such

Officers the power to manage the affairs of POWWR. A Director may be appointed to any office of POWWR. An Officer may, but need not be a Director unless this Bylaw otherwise provides.

8.2. Officers and Terms:

The officers of POWWR shall be President, Vice President, Secretary and Treasurer, all of whom shall serve without compensation. All officers shall take office immediately following the Annual General Meeting of Members. The Board shall appoint the President, Vice President, Treasurer and Secretary by majority vote at the first meeting following the Annual General Meeting.

Officers will hold their position for a period of one year, or in those cases when an officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual members meeting.

8.3. Description of Office:

Unless otherwise specified by the Board, the offices of the POWWR shall have the following duties and powers, as well as such other duties and powers as the Board may specify from time to time:

The President– The President shall be a Director. The President shall be the Chief Executive Officer. The President shall, when present, preside at all meetings of the Board and of the Members.

Vice-President - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the Members.

Secretary – The Secretary shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in POWWR's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to POWWR.

Treasurer – The Treasurer shall be a Director. The Treasurer shall be the Chief Financial Officer. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of POWWR; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of POWWR.

The duties of all other Officers of POWWR shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

9.COMMITTEES

9.1. Committees:

POWWR shall have the following committees:

1. Nominating Committee,
2. Tournament Committee,
3. Membership Committee,
4. Special Events Committee,
5. Communications Committee,
6. Rules and Grievance Committee, and
7. Skills Development Committee.

POWWR shall have other Committees as may be established by the Board. All Committee members shall serve without compensation and shall be individual members of POWWR.

9.1.1.Nominating Committee:

The Nominating Committee shall be composed of one (1) Board Member and members chosen by the Board who may not be members of the Board. Committee members shall serve a one-year term. The number of Nominating Committee members can be up to five (5) persons. The Nominating Committee shall make recommendations to the Board.

9.1.2.Tournament Committee:

This committee will plan, organize and manage all tournaments.

9.1.3.Membership Committee:

The Membership Committee shall solicit new POWWR members, renew memberships, and be the repository of information about and statistics regarding existing members of POWWR. The Treasurer will be in charge of the collecting and the accounting of annual membership dues.

9.1.4.Special Events Committee:

Create and/or participate in special activities and events in which pickleball is either the full or partial focus (e.g., Mayor's City Hall events, special play days

with groups from outside the Waterloo Wellington Region, demonstrations and open houses to assist others in forming pickleball clubs, etc.)

9.1.5. Communications Committee:

The communications committee with direction from the Board, create and provide timely and relevant information to all POWWR members and the public, and to work jointly with the Waterloo Wellington Region Pickleball club/association representatives to distribute information that promotes the sport.

9.1.6. Rules and Grievance Committee:

The Rules and Grievance Committee meet to provide input and advice to the Board on specific cases and in general.

9.1.7. Skills Development Committee:

This committee creates and offers opportunities for players at all skill levels and with a range of experience, to continually develop their skills.

10. ADOPTION and AMENDMENT OF BYLAWS AND REGULATIONS

10.1. Bylaws:

The Bylaws shall be subject to amendment, and new bylaws not Inconsistent with any provision of the Articles of Incorporation may be adopted by the affirmative vote of a majority of the members at a regular annual or special general meeting. No proposed amendment of these Bylaws shall be adopted by the Board unless the voting members shall have been given notice, as prescribed in bylaw 6.2, of the proposed amendment, prior to voting.

10.2. Process for Submitting Amendment of Bylaws:

Any member in good standing may submit a proposed bylaw or amendment to the Board. Such proposals must be submitted in writing, sufficiently in advance of any meeting to discuss the change, to allow notice to the members as prescribed by bylaw 6.2

11. FINANCIAL ADMINISTRATION

11.1. Fiscal Year:

The fiscal year of POWWR shall be January 1st to December 31st, but this may be amended by resolution of the Board.

11.2. Cheques:

Three (3) POWWR Board members, consisting of the duly elected President, Secretary and Treasurer, shall be authorized to sign all POWWR cheques. Two (2) of the three (3) authorized Board members shall sign all cheques.

11.3. Bank Account:

A separate POWWR bank account shall be used to transact all POWWR finances.

11.4. Review of Financial Records:

The financial records will be subject to an annual review and an annual internal audit.

11.5. Annual Financial Statements:

The Annual Financial Statements shall be made available to the members no less than 21 days prior and not more than 45 days prior to the Annual General Meeting. At the discretion of the Board, the Annual Financial Statements may be delivered by post or electronically or may be published on POWWR's website.

12. PROTECTION OF DIRECTORS

Every Director of POWWR, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of POWWR and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director shall be liable for the acts, receipts, neglects or defaults of any other director, or for any damage or expense happening to the corporation.

13. BOOKS AND RECORDS

All books of account of the activities of POWWR and other financial records shall be kept in the custody of the Secretary. The Secretary shall also keep copies of the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

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ENACTED by the Directors of POWWR this 3rd day of February, 2020

President

Secretary

APPROVED by the Members of POWWR this 3rd day of February, 2020

Secretary