

Cambria Pickleball by the Sea, Inc. Bylaws

Last Update August 7, 2019

Article 1 – Organization

Section 1. The name of this corporation shall be Cambria Pickleball by the Sea, Inc., hereinafter referred to as “Corporation”.

Section 2. The Corporation will operate on a calendar year basis.

Article 2 – Purposes

Section 1. To assist the Coast Unified School District with improving and expanding pickleball facilities.

Section 2. To support Coast Unified Schools District’s curricular and extra-curricular pickleball activities.

Section 3. To develop interest and participation in the amateur sport of pickleball and related activities to all residents, guests, and visitors to our community as a means of sportsmanship, physical fitness, and healthful recreation.

Section 4. To provide pickleball training and clinics to both new players and current players.

Section 5. To encourage out of community pickleball sports clubs and players to attend our sponsored events and tournaments.

Article 3 – Membership

Section 1. All residents, guests, and visitors are eligible for membership and each member shall have one vote.

Section 2. Members will abide by the Bylaws and actively support and participate in Corporation functions.

Section 3. Membership will be terminated by voluntary withdrawal, non-payment of dues or assessments, violation of the provisions of these Bylaws, or violations of published rules, guidelines, and regulations promulgated by the Corporation.

Article 4 – Meetings of Membership

Section 1. Two of the initial Officers/Directors appointed/elected by the Incorporator will serve until the first election of Officers/Directors in June 2014. An annual meeting shall be held in the month of June of each year, beginning in 2014, for the purpose of electing Officers/Directors who will serve in office for two years until June 30th of the second year following the election. The remaining three initial Officers/Directors will serve until the 2015 annual meeting and election of Officers/Directors. Notice of any meeting of members will be sent at least 30 days in advance of the meeting by USPS or electronically to all members in good standing. Notice for the annual meeting will include the slate of nominees for the Officers/Directors to be elected at such meeting. Members may vote for Officers/Directors in person at the annual meeting or by email to the Secretary. Email votes to the Secretary must be made after receiving the slate of nominees and not less than one week before the annual meeting. Upon completion of the annual election the Board of Directors will hold an organizational meeting to fill each of the five (5) Officer positions.

Section 2. At least 60 days prior to the date of the annual meeting of members, the President, with approval of the Board, will appoint a nominating committee who will consist of the incumbent President and two other members of the Corporation. The nominating committee will nominate by a majority vote a slate of members for each present and impending vacancy among the Officers/Directors. In addition to the nominating committee slate, any member may self-nominate as long as the nominating committee receives the self-nomination at least 30 days prior to the annual meeting.

Additions to these nominees may be made from the floor during the annual meeting only if there are fewer nominees than open Board member positions.

Section 3. At any meeting of the general membership, ten (10) members present will be deemed a quorum.

Article 5 – Board of Directors

Section 1. The Board of Directors will consist of five (5) members, each of whom will be entitled to vote on all matters coming before the Board. A Director will hold office until June 30th of the 2nd year following election (2 year terms).

Section 2. The Board of Directors will have general charge of the affairs, funds, and property, including the power and authority:

a. To fix dues, admissions, and assessments, or to remit or suspend them. Upon election, the Board of Directors will carefully review the finances and anticipated expenditures for the remainder of the year and the following calendar year. By November 1st, the Board of Directors will announce to the membership what the following year's dues and assessments will be.

b. To fill interim vacancies among the officers or the Board of Directors.

c. To do all things necessary not inconsistent with the State of California, the Articles of Incorporation, and these Bylaws, to manage the affairs and property of the Corporation.

Section 3. The Board of Directors will not have the authority to take any of the following actions unless such action is approved by a majority of the respondents to a notice sent by USPS or electronically to all members in good standing with a response date of no less than fourteen (14) days that must be ratified by a majority of the respondents but in no event less than 10 respondents:

a. To create indebtedness for borrowed money;

b. To incur charges for services, or for repairs or improvements to the facilities where the cost for a single project exceeds \$10,000;

c. To raise dues by more than 50% in any 12 month period;

d. Any assessments.

Section 4. Any Director may be removed from office by a vote of two-thirds of the members in good standing.

Section 5. The Board of Directors will meet periodically as scheduled by the President and as often as required to conduct the business of the Corporation. Notice to all members in good standing will be given by the Secretary or their designee by USPS or electronically in advance of the meeting. The general membership is welcome to attend all Board meetings.

Section 6. A majority of the Directors will be required to constitute a quorum for the transaction of business.

Article 6 – Officers

Section 1. The Officers of the Corporation will be President, 1st Vice–President, 2nd Vice President, Secretary, and Treasurer. All Officers serve as Directors.

Section 2. All Officers/Directors will be elected by the membership at the annual meeting.

Section 3. An Officer may resign at any time by giving written notice to the Board of Directors.

Section 4. The President will preside at all meetings of the membership and of the Board of Directors. He/she will effect resolutions of the Directors, enforce Bylaws, and act as an ex officio member of all the Corporation's committees.

Section 5. In the absence of the President, the 1st Vice President, or in the absence of the President and 1st Vice President, the 2nd Vice-president will perform all duties of the President. He/she will also perform such other duties as may be assigned to them by the Board of Directors.

Section 6. The Secretary will keep written minutes of the proceedings of the organization and of the Board of Directors which will reflect motions, seconds, and record of the votes, and be in draft form within 30 days of the meetings. The Secretary will perform further duties as assigned by the Board of Directors.

Section 7. The Treasurer will have custody of the Corporation's funds, will keep full and accurate accounts of all receipts and disbursements, and will deposit such funds in such depositories as authorized by the Board of Directors. The Treasurer will disburse the funds of the Corporation in accordance with the orders of the Board, taking proper vouchers for such disbursements, providing that drafts on and withdrawals from any checking or savings account of the Corporation will be signed by either the President or Treasurer. The Treasurer will render to the Board and the President, whenever so required, an account of all transactions and a report on the financial condition of the Corporation. At the annual meeting the Treasurer will render a full account of the Corporation's finances.

Article 7 – Committees

Section 1. By a majority vote, the Board, will annually appoint and/or remove:

- a. The standing committees of Membership, Courts, Social, Publicity, Fund Raising, and School District Liaison.
- b. Any additional Committees/Chairpersons deemed necessary.

Section 2. All Committees will serve at the pleasure of the Board.

Section 3. The Membership Committee will promote participation among local Pickleball players. The Committee will keep and update a membership list containing the name, address, telephone number, and email address for each member in good standing, from which a current roster will be distributed. The Committee will also ensure that each member submits a membership application that includes a waiver and release of liability document.

Section 4. The Court Committee will be responsible for maintaining the Pickleball courts on which the Corporation's activities are conducted and will recommend to the Board expenditures necessary for maintenance and improvements.

Section 5. The Social Committee will take charge of all social activities including tournaments.

Section 6. The Publicity Committee will be responsible for all publicity and promotion of Corporation events, including releases to the media, developing and maintaining a website.

Section 7. The Fund-Raising Committee will explore and implement methods of raising revenue consistent with the Corporation's financial goals.

Section 8. The School District Liaison Committee will provide the link between Coast Unified School District personnel and the Corporation's membership concerning support for the School District's teams, Corporation/school team activities, court usage rules, and maintenance.

Article 8 - Limitation of Liability

Section 1. The Corporation and the Officers/Directors will not be liable or responsible for any injury.

Article 9 - Amendment of Bylaws

Section 1. The power to repeal and/or amend these Bylaws and adopt new Bylaws is delegated to the Board of Directors, subject to the following conditions:

- a. Notice of any resolution to repeal and/or amend these Bylaws and adopt new Bylaws must be sent by USPS or electronically to all members in good standing with a response date of no less than fourteen (14) days. To become effective the proposed action must be ratified by a majority of the respondents but in no event less than 10 respondents.

Article 10 - Conflict of Interest Policy

Section 1. The attached Conflict of Interest Policy is hereby incorporated as part of these Bylaws.

Adopted by the Board of Directors on ___December 15, 2013_____ .

___Carol Taylor Hilden_____, Secretary