

**BYLAWS OF THE  
WESTERN SLOPE PICKLEBALL CLUB, INC.**

**ARTICLE I – NAME AND PURPOSE**

**Section 1 – Name:**

The name of the organization shall be the Western Slope Pickleball Club, Inc. (hereinafter referred to as the “Corporation” or “WSPC” or the “Club”). It shall be a nonprofit organization incorporated under the State of Colorado.

**Section 2 – Purpose and Mission:**

- A. Purpose: The Corporation shall be operated exclusively as a social and recreation club within the meetings of §501(c)(7) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”). The purposes for which the Corporation is formed are to promote and stimulate interest in pickleball, and other activities for the morale, welfare and benefits of its members, as well as any lawful purpose as authorized by the provisions of the Colorado Revised Non-Profit Corporation Act.

In furtherance of the preceding objects and purposes, the Corporation will have and may exercise all rights, powers, privileges and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

- B. Mission: The Mission of the WSPC is to facilitate the growth of pickleball in the City of Grand Junction, Colorado and Colorado’s Western Slope region, by offering organized recreational and competitive play, instruction and education, by insuring opportunities for the continued development of all member players in a collegial and sportsmanlike environment, by working to support the pickleball programs offered by western slope municipalities throughout the Grand Valley and to expand facilities as needed.

**Section 3 – Organization Activities:**

In furtherance of its missions, the Club may conduct fundraising and educational activities including, without limitation, a) sponsoring and conducting pickleball tournaments, b) sale of pickleball tournament entry fees, tournament sports equipment, souvenirs, memorabilia, c) offering of pickleball exhibitions, training, and lessons to the public on either a free or compensated basis, and d) receiving cash donations or assistance from the members and from private organizations, individuals and clubs.

**Section 4 – Restriction on Activities:**

The club activities shall be subject to the following limitations:

- a) The Corporation shall be operated exclusively as a social and recreation club within the meaning of §501(c)(7) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, as well as any lawful purpose as authorized by the provisions of the Colorado Revised Non-Profit Corporation Act.
- b) Notwithstanding any other provisions of this document, the club shall not carry on any other activities not permitted to be carried on by an organization exempt from federal tax under section §501(c)(7) of the Internal Revenue Code or corresponding section of any future federal tax code; or by an organization, contributions to which are deductible under section §170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code; or laws of the State of Colorado governing the operation of a Non-Profit Corporation.
- c) No part of the net earnings or assets of the club shall inure to the benefit of, or be distributable to its directors, officers, members or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof.
- d) No dividend will be paid by the Corporation and no part of the income or profit of the Corporation will be distributed to any of its directors, officers or members. Notwithstanding the foregoing, the Corporation may pay compensation in a reasonable amount to any of its directors, officers or members for services rendered. The Corporation will make no loans to any of its directors, officers or members.
- e) The Corporation will not engage in any excess benefit transaction as defined in §4958(c)(1) of the Code.
- f) The Corporation will not engage in any activities that are unlawful under applicable federal, state or local laws.
- g) If applicable, the Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code, or the corresponding section of any future federal tax code.
- h) The Corporation will not engage in any act of self-dealing as defined in §4941(d) of the Code, or the corresponding section of any future tax code.

- i) If applicable, the Corporation will not retain any excess business holdings as defined in §4943(c) of the Code, or the corresponding section of any future federal tax code.
- j) If applicable, the Corporation will not make any investments in a manner as to subject it to tax under §4944 of the Code, or the corresponding section of any future federal tax code.
- k) If applicable, the Corporation will not make any taxable expenditures as defined in §4945(d) of the Code, or the corresponding section of any future federal tax code.
- l) In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized exclusively as social and recreation clubs or for the charitable or educational purposes as shall, at the time, qualify as an exempt organization or organizations under §501(c)(3) or §501(c)(7) of the Code as the Board of Directors shall determine. In no event, shall any of such assets or property be distributed to any member, director or officer, or any private individual.

## **ARTICLE II – MEMBERSHIP**

### **Section 1 – Membership:**

Membership shall consist of any dues paying persons wishing to join the Western Slope Pickleball Club as long as they remain in good standing. The Board has the authority to reduce or waive dues as deemed appropriate. Members are entitled to attend all meetings, functions and activities of the WSPC, including Board meetings (except Executive Sessions of the Board). Each member 18 years of age and older, shall have a single vote in the election of Board Members and on other business of the Corporation consistent with the Bylaws.

### **Section 2 – Annual Membership Meeting:**

The membership shall meet at least once a year typically during the first week in June to conduct WSPC business. The club president or designee shall conduct the meeting. The Club's previous year financials and budget for the upcoming year will be reviewed during the annual meeting.

### **Section 3 – Membership Meetings, Notice, Quorum, Passage, Attendance:**

Notice of all member meetings shall be published by e-mail to the members as well as posted on the Corporation's website. The presiding officer for each meeting will establish the appropriate rules of order. In the event a member is unable to attend, they may assign a documented proxy to another attending member. A quorum of members will consist of the physical or electronic

attendance of those members present, and those attending by proxy. Except as otherwise specified herein, a measure brought before the membership shall require a majority vote of the members in attendance or attending by proxy. Meetings may be attended in person by physical presence or by electronic attendance (by telephone, video conference, etc.) if the capacity is available to do so at the meeting. Upon receiving all of the votes, the presiding officer will forthwith announce the vote count and certify the result to the organization secretary.

#### Section 4 – Membership Rolls:

The Secretary or other designated Director of the Club shall maintain a membership roll of members in the Club. The membership roll will be kept confidential and used solely for Club purposes. Any member of the Club may request a copy of the membership roll for approved Club purposes only. Such request must be made in writing to the Board describing the intended Club related use by said member. The requesting member shall be required to sign any and all required documents pertaining to the member's request. The Board will determine by a vote whether or not to grant the member's request. If it is determined by the Board that the member improperly used the membership roll, the Board may vote to remove the member under Section 8 of this Article. The Board is authorized to distribute the membership roll for authorized Club activities, as approved by the Board of Directors.

#### Section 5 – Voting Rights:

Each voting member, at least 18 years of age, and in attendance at the Annual Meeting shall be entitled to one vote.

#### Section 6 – Right to Hold Office:

Each member in good standing at least 18 years of age is entitled to run for a position on the Board of Directors under procedures established by these Bylaws, and if elected, to run for any office of the Club.

#### Section 7 – Member Resignation:

Any member may, at any time, voluntarily resign his or her membership in the Club.

#### Section 8 – Member Termination:

As a member of WSPC, it is important that proper conduct is displayed at all times, including but not limited to WSPC related events and venues. Should a member exhibit poor conduct, the matter will be referred to the Board for disciplinary action and/or termination of membership.

### **ARTICLE III – BOARD OF DIRECTORS**

#### Section 1 – Board Role, Size:

The Board is responsible for overall policy and direction of the Western Slope Pickleball Club. The Board shall have a minimum of five (5), and a maximum of thirteen (13) members, including the elected officers and the immediate Past President, the precise number to be determined by the Board from time to time. Board Directors shall be elected by the Club members pursuant to the electoral process set forth below. However, the Board may appoint additional Board Directors provided that at no time shall the Board consist of more than thirteen (13) Directors.

#### Section 2 – Terms:

All Board Directors shall serve three-year staggered terms, with 1/3 Board positions open for election annually. Board Directors may seek re-election after the expiration of their terms.

#### Section 3 – Election of Board Directors:

At least one month prior to the annual meeting, the Board will assemble a slate of candidates to fill openings on the Board. The slate will be e-mailed to the membership no later than May 1<sup>st</sup>, with a request for additional nominations by no later than May 15<sup>th</sup>. After nominations close on May 15<sup>th</sup>, a second e-mail will be sent with the full slate of candidates including background information on each candidate, and the membership will be asked to vote electronically by June 1<sup>st</sup>, at which time the vote shall be deemed closed. The results of the vote will be presented at the annual meeting. In the event of a tie between two candidates, the winner shall be drawn by the Board.

#### Section 4 – Election of Club Officers:

The election of Board officers (President, Vice President, Secretary and Treasurer) will take place at the first board meeting following the Annual Members Meeting. Club officers will be selected by a majority vote of the Board Directors. Club officers so elected shall serve a one year term beginning immediately, and ending when their successor is appointed. Board officer positions may be re-appointed if the Board elects to do so.

#### Section 5 – Meeting, Notice, Quorum, Passage, Attendance:

The Board shall meet at least quarterly at an agreed upon time and place. Notices shall be published by e-mail to Directors, and posted on the Club website. If a Director is unable to attend the meeting, they may assign a documented proxy to another attending Director. A quorum will consist of the physical or electronic attendance, or those attending by proxy of not less than 50% of the then current Board membership. Vacant or unfilled seats will not be counted in calculating the current Board for quorum purposes. The presiding officer for each meeting will establish the appropriate rules of order. Except as provided otherwise herein, a measure brought before the Board shall require a majority vote of those present for passage. Meetings may be attended by physical presence or by electronic attendance (by telephone, video conference, etc.), if the

capacity is available to do so at the meeting. Upon receiving all of the votes, the presiding officer will forthwith announce the vote count and certify the result to the organization Secretary.

#### Section 6 – Notices:

All required notices to the Board shall be in writing, and sent by e-mail to the Directors. Upon appointment to the Board, all members shall furnish the Secretary of the organization with their respective e-mail address.

#### Section 7 – Officers and Duties:

There shall be five (5) officers on the Board, consisting of President, Vice President, Secretary, Treasurer, and the last Past President. Their respective duties are as follows:

- A. President: The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting in the following order: Vice President, Past President, Secretary and Treasurer. The President shall establish committees as required to carry out organization functions.
- B. Vice President: The Vice President shall carry out tasks and chair committees as assigned by the President.
- C. Secretary: 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 corporate records are maintained.
- D. Treasurer: The Treasurer shall maintain records of all organization funds, reporting thereon at each Board meeting, advise the Board in preparation of the annual budget, and make financial information available to Board of Directors, Club members and the public as authorized by the Board or required by law.
- E. Past President: The Past President shall provide guidance and recommendations to the Board based upon previous experience.
- F. Officers Rule: No person may hold more than one office as an officer, unless otherwise approved by the Board.

#### Section 8 – Vacancies:

When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board Directors at least 10 days in advance of a Board meeting. These nominations shall be sent out to Board Directors at least 7 days in advance to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board Director's term.

#### Section 9 – Approval of Conflicting Interest Transactions Involving Directors:

The Club may enter into a contract, transaction or other financial relationship between the Club and a Director, or between the Club and a party related to the Director, or between the Club and an entity in which the Director is a Director or Officer or has a financial interest, provided that the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board prior to the time that the Board authorizes, approves or ratifies the conflicting interest transaction, and the Board in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the remaining disinterested members of the current full Board, not including those Board Directors with the conflict of interest. Any Board member involved in such a conflict of interest shall not have a vote in approving or disapproving such transactions. These provisions supersede and replace in their entirety the Board of Director Conflict of Interest provisions set forth in the organization's Articles of Incorporation and any attachments thereto.

#### Section 10 – Resignation, Termination and Absences:

Resignation from the Board must be in writing and received by the Secretary. Excused absences shall be approved by the Board President. Directors unable to attend regularly scheduled Board meetings shall notify the President and Secretary in writing (includes email, text, etc.) prior to the meeting. A Board Director may be terminated from the Board due to more than two (2) unexcused absences from Board meetings within any 12 month period. A Board Director may be removed for other reasons constituting just cause as well. A vote to remove a Director for absenteeism or other just cause shall be by three-fourths vote of the remaining then current Directors.

### **ARTICLE IV – COMMITTEES**

#### Section 1 – Committee Formation:

The President shall establish temporary or standing committees which will be approved by the Board. Committees may include any WSPC member in good standing including non Board members. The President shall appoint all committee chairpersons.

#### Section 2 – Executive Committee:

The President, Vice President, Treasurer, Secretary and immediate Past President shall serve as the members of the Executive Committee. If circumstances require a timely decision, and a quorum of the Board is not attainable, the Executive Committee shall have the power and authority to make decisions on behalf of the full Board.

Section 3 – Finance Committee:

The Treasurer is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget, unless otherwise authorized by the Board. Any major change in the budget must be approved by the Board. The fiscal year shall end May 31<sup>st</sup>. Annual and monthly reports are required to be submitted to the Board showing income and expenditures. The financial records of the organization are public information and shall be made available to the Board Directors, Club members and the public, upon written request as authorized by the Board or required by law.

**ARTICLE V – FINANCIAL**

Section 1 – Annual Budget:

An annual budget shall be prepared and approved by the Board for presentation at the annual Membership meeting.

Section 2 – Western Slope Pickleball Club Accounts:

The Club shall maintain such checking, investment and banking accounts as may be necessary or appropriate to conduct WSPC business. Receipts and invoices covering all such transactions shall be kept by the Treasurer as part of the Club's records. The Treasurer must file all appropriate documentation with the IRS and the State of Colorado.

**ARTICLE VI – AMENDMENTS**

Section 1 – Amendments:

These Bylaws may be amended by two-thirds majority of the then current 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.

**ARTICLE VII – MISCELLANEOUS**



Section 1 – Sponsorship:

The Board of Directors may determine, from time to time, the amount of sponsorship fee payable to the Club by sponsors of related Club activities.

Section 2 – Club Rules:

The Board of Directors may, by appropriate resolution, establish and amend whatever rules, regulations, policies and procedures it deems necessary and appropriate in order to assure the proper and orderly functioning of the Club, including, but not limited to: Committee Descriptions, Tournament Rules, players' Code of Conduct and Club sponsored activities. The Board may compile these rules, regulations, policies and procedures in a Club handbook. The handbook will be reviewed, amended and made available to Club members as appropriate.

Section 3 – Governing Law, Jurisdiction and Venue:

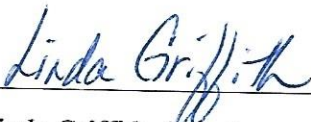
The laws of the State of Colorado shall govern these Bylaws. Jurisdiction and venue of any action as to these Bylaws and the interpretation, enforcement or the determination of the rights and duties under these Bylaws shall be the District Court of Mesa County, Colorado.

**ASSENT TO AMENDMENT TO BYLAWS**

The undersigned President and Secretary of the Club do hereby certify that these amended Bylaws of the Western Slope Pickleball Club, Inc., and Colorado Nonprofit Corporation, were duly adopted by the Board on January 27<sup>th</sup>, 2022.



Jeffrey Smith, President



Linda Griffith, Secretary

RECORDER'S NOTE: Bylaws of the WSPC, a Colorado Nonprofit Corporation, were originally adopted January 19, 2017;