

By Laws
Of
Truckee Meadows Pickleball Club

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ARTICLE 1 . NAME

The name of this organization shall be:
TRUCKEE MEADOWS PICKLEBALL CLUB (“*TMPC*”)

ARTICLE 2. PURPOSE

TMPC is a non-profit association organized:

1. To promote the development and growth of Pickleball as an athletic activity for all age groups in the Truckee Meadows
2. To promote of the promotion of the use, renovation and construction of multiple use facilities and in particular dedicated facilities for the sport of Pickleball
3. To promote Pickleball competitions for all ages and levels of ability
4. To raise funds to accomplish these purposes, working in cooperation and conjunction with other non-profit/tax free organizations and governmental agencies in furtherance of these purposes and
5. For such other activities likely to accomplish these purposes.

ARTICLE 3. POWERS

The Club shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the Association may include, but may

not be limited to, assistance in fostering the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE 4. LIMITATIONS ON ACTIVITIES

Notwithstanding any other provision of these By-Laws, no director, officer, employee, member or representative of this Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Association shall inure to the benefit or be distributable to any director, officer, member or any private person, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these By-Laws.

Article 5. MEMBERSHIP/ANNUAL FEES

- Family---Three or more persons of the same family residing together-\$50.
- Couple---Any two people residing in the same household-\$40.
- Adult---Any individual 25 to 69-\$25.
- Senior---Any individual 70 or over-\$15.
- Junior/Student---Any individual 25 and under-\$5.

5.1 Discrimination Prohibited

Membership and all rights of participation in the Club, including all tournaments and other events conducted or sanctioned by it, shall be open to athletes, administrators, officials and all other persons without regard to race, age, religion, creed, sexual orientation, color, national origin, disability, or sex. Nonetheless, participation in divisions of tournaments and other events may be restricted and apportioned on the basis of sex, age and/or ability levels.

5.2 Annual Dues/Fees

The Board of Directors by majority vote shall determine the amount of annual dues and any fees for tournaments or events. Failure to pay dues or fees assessed shall be grounds for the Club to terminate any membership. Only members who have fully paid in their Club dues may vote at meetings of the membership. Dues shall cover the Fiscal Year from July 1 to June 30.

5.3 Termination of Membership

Membership will be terminated by the Board of Directors by majority vote due to a members voluntary withdrawal, nonpayment of dues or assessments, violation of any provisions of these By-Laws, or violation of any rules, guidelines and regulations promulgated by the Board of Directors.

ARTICLE 6. GENERAL MEMBERSHIP MEETINGS

An annual meeting of the members shall take place during or about the fourth week of July of each year commencing in 2016. The specific date, time, and location of which shall be designated by the Board of Directors. At the annual meeting the members shall elect directors whose terms have expired, receive reports on the finances and activities of the Club, and discuss activities of the club for the coming year.

6.2 Special Meetings

Special meetings may be called by a majority of the Board of Directors, or a petition signed by 10% of the voting members or 20 members whichever is greater.

6.3 Notice of Meetings

Notice of meetings of the members shall be given by e-mail to each member in good standing for the year and published in the internet news bulletins of the Club no less than two weeks prior to the date of the meeting.

6.4 Meeting Quorum

A Quorum for a meeting of the members shall consist of at least ten percent (10%) of the current members in good standing at the scheduled time of the meeting.

6.5 Voting

All issues to be voted on shall be decided by simple majority of those present at the meeting in which votes are taken.

ARTICLE 7. BOARD OF DIRECTORS

7.1 General Powers

The affairs of the Club shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Club.

These functions shall include but not be limited to:

1. Maintain membership rolls and provide for the collection of dues.
2. Establish procedures for the conduct of the election of members of the Board of Directors and Officers set forth in Article #8.
3. Elect from the members of the Board of Directors the officers of the Club.
4. Consider the comments and viewpoints of members before voting on matters being considered by the Board of Directors.
5. Provide publicity and outreach activities to attract new members.
6. Maintain rules of play as established by the USA Pickleball Association (USAPA).
7. Organize periodic pickleball events and social activities for the membership.
8. Establish committees as needed for the operation of the Club and select Chairpersons for any committees established.
9. Fill vacancies on committees as appropriate.
10. Appoint members to serve in capacities that the Board of Directors believes will be beneficial to the operations of the Club.
11. Provide routine communication with the membership on items of interest.
12. Develop and promulgate Rules of Conduct and other appropriate Regulations for members.
13. Take action as needed to enforce the Rules of Conduct and Regulations of the Club in accordance with due process and hearing.

7.2 Number, Tenure, Requirements, Qualifications, and Nominations

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than nine (9) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer. The members of the Board of Directors shall, upon election at the annual meeting of the members immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of members present and voting.

At least sixty (60) days prior to the annual meeting of the members, the Board of Directors shall appoint a nominating committee to meet and submit nominations of current members in good standing to fill each director position due to expire. The nominating committee shall consist of a minimum of three (3) members who are not board members. Board of Directors members may be appointed to the committee in addition to the three nonmembers. The committee shall submit names at least 30 days prior to the annual meeting. Those names shall be published to the general membership by use of the internet. Election by the membership of nominated candidates to the board may be done by paper ballot.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Club whose membership dues has been paid in full. The terms of Board Members shall be staggered so that at the time of each annual meeting the terms of approximately one half (½) of all members of the Board of Directors shall expire.

7.3 Regular Meetings

The Board of Directors may provide by resolution the time and place within the cities of Reno or Sparks for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

7.4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location within the cities of Reno or Sparks, as the place for holding any special meeting of the Board called by them.

7.5 Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile, or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

7.6 Quorum

The presence in person or by phone, face time, or Skype, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present or by phone, face time, or Skype at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

7.7 Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the Board of Directors at a meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

7.8 Compensation

Members of the BOD shall not receive any compensation for their services as Directors.

7.9 Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

7.10 Confidentiality

Directors shall not discuss or disclose information about the Club or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know or the disclosure of such information is in furtherance of the Club's purposes, or can reasonably be expected to benefit the Club. Directors shall use discretion and good business judgment in discussing the affairs of the Club with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Club, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

7.11 Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

7.12 Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters ($\frac{3}{4}$) of the members of the Board of Directors if in their judgment the best

interest of the Club would be served thereby. Each member of the Board of Directors must receive notice of the proposed removal.

ARTICLE 8. OFFICERS

8.1 President

The President shall have the following duties:

1. He/She shall preside at all meetings of the Board of Directors and all member meetings of the Club.
2. He/She shall have general and active management of the business of the Club
3. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
4. He/She shall submit a report of the operations of the program for the fiscal year to the members at their annual meetings, and shall report to the Board all matters that may affect this Club.
5. He/She shall be Ex-officio member of all standing committees once formed and shall have the power and duties usually vested in the office of the President.
6. He/She shall continue in an advisory capacity for one year following the expiration of their term in office.

8.2 Vice President

The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President's duties are:

- He/She shall have such other duties as may, from time to time be determined by the Board.

8.3 Secretary

The Secretary shall attend all meetings of the Board and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

1. He/She shall record all votes and minutes of all proceedings.
2. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the Club.
3. He/She shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
4. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or President.

8.4 Treasurer

The treasurer's duties shall be:

1. He/She shall submit for approval of the Board all expenditures of funds raised by the Board, and all capital expenditures.
2. He/She shall present a complete and accurate report of the finances of this Board at each meeting of the Board or the members, and all records of Club funds resting with the Truckee Meadows Park Foundation including budgets and subsequent audit reports.
3. It shall be the duty of the Treasurer to assist in direct audits of the funds of the Club according to funding source guidelines and generally accepted accounting principles.
4. He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

8.5 Election of Officers

The members of the Board of Directors by majority vote shall select the officers of the Club. Officers shall serve for one year. Officers shall be eligible to succeed themselves in their respective offices for two (2) terms only.

8.6 Removal of Officer

Any officer of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters ($\frac{3}{4}$) of the members of the Board of Directors if in their judgment the best interest of the Club would be served thereby. Each member of the Board of Directors must receive notice of the proposed removal.

No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

8.7 Vacancies

The board shall timely fill any vacancies in the officers of the Club. The persons so elected to fill any vacancy shall serve out the remaining term of the office vacated.

ARTICLE 9. CONFLICT OF INTEREST AND COMPENSATION

The purpose of the conflict of interest policy is to protect the non-profit character of the Club 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. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

9.1 Definitions

a. 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.

b. Financial interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Club has a transaction or arrangement.
2. A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
3. 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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

9.2 Procedures

A. 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.

B. 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 the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee 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.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Club should 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee 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.

D. Violations of the Conflicts of Interest Policy

1. If the governing board or committee 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.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.3 Records of Proceedings

The minutes of the 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 board's 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.

ARTICLE 10. IDEMNIFICATION

10.1 General

To the full extent authorized under the laws of the State of Nevada, the Club shall indemnify any director, officer, employee, or agent, or former member, director, officer employee, or agent of the Club, (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee 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 indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

10.2 Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation 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 indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

10.3 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, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE 11. BOOKS AND RECORDS

The club shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

11.1 Financial Records

Financial records of the Club shall be maintained by the Club for seven (7) years.

11.2 Expenditures

Officers shall authorize all expenditures. Checks will be signed by the President and Treasurer. Spending in the excess of \$500 shall require a majority approval of the Board of Directors.

11.3 Deposit of Funds

The funds of the Club shall be maintained in a bank account at an FDIC insured financial institution or in an account with The Truckee Meadows Park Foundation at a 1% charge. All checks shall require the signatures of the President and Treasurer. All disbursements of funds shall be documented by receipts. Any inventory of equipment shall be recorded and maintained by the Treasurer.

ARTICLE 12. FISCAL YEAR

The fiscal year of the Club shall be from July 1 to June 30.

ARTICLE 13. PRIVACY

Membership addresses and/or email addresses will be used to relay Pickleball Club related events and activities and may not be used by any person for commercial or political purposes or to promote any personal causes not related to the business of the Club.

ARTICLE 14. AMENDMENT OF BYLAWS

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting or in accordance with State Law. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE 15. DISSOLUTION

On Dissolution of the Association, all debts and obligations shall be paid. Any equipment lent to the Club shall be returned. Any remaining assets shall be donated to a non profit charitable organization determined by the Board of Directors at the time of termination.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of this Club, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 11 preceding pages, as the Bylaws of this Club.

ADOPTED AND APPROVED by the Board of Directors on this 20th day of July, 2015.

Signature on file _____

Doug Doolittle, President-Truckee Meadows Pickleball Club

Signature on file _____

Attest: Bill Watson, Secretary-Truckee Meadows Pickleball Club