

DIAMOND STATE PICKLEBALL CLUB

(an Association under the Laws of The State of Delaware)

*BY-LAWS*

# Article I- Name and authority

1. The name of this organization shall be The Diamond State Pickleball Club (herein after The Club).
2. The Club is formed under the parameters of Delaware Code, Title 6 (Commerce and Trade), Subtitle II (Other Laws Relating to Commerce and Trade), Chapter 19 (Delaware Uniform Unincorporated Nonprofit Association Act).

# Article II - Mission Statement and Purpose

1) The mission and purpose of The Club is to promote the development, growth and support of the game of pickleball in Delaware and the surrounding area. The Club seeks to foster a fun, sportsmanlike, healthy, and safe recreational environment for all area pickleball players.

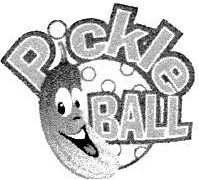
**Article** III - **Membership**

1. All pickleball players age 18 and older are eligible for membership, and each full-time member shall have one vote in The Club.
2. Members will abide by these bylaws and the USA Pickleball Association (USAPA) Code of Conduct. Each member shall agree to and execute the Club waiver of liability agreement.
3. Members are strongly encouraged to actively support and participate in Club functions.
4. Non-Club members will be allowed to participate in Club activities (Club court time and special functions) as a guest of any active Club member. Such non-member guests must be accompanied by the member and shall be required to sign a release of liability waiver and pay any expense that their participation may warrant as determined by The Club president.
5. Membership may be terminated by voluntary withdrawal, nonpayment of dues or assessments, violation of the provisions of these bylaws, or violation of published rules, guidelines and regulations promulgated by The Club. At the sole discretion of the Board of Directors and with a majority vote, an individual's membership in The Club may be terminated for willful and significant violation(s) of club rules/regulations.
6. When you join the club – members may be required to share personal information such as name, email, phone number. The primary use of this information will be to communicate upcoming events, newsletters, and player development clinics. The DSPC does not share your information with anyone other than current Board Members. You contact information is used exclusively for internal Club purposes.
7. Members are encouraged to strive for safe play and good health during pickleball play. Members are encouraged to take the time to find out where the AED (Automatic External Defibrillator) is located when you arrive at a facility for Pickleball play. Members should carry emergency contact information when playing pickleball. One option is to place this information on the pickleball paddle itself. Members should consider their style of play and play within their capabilities and matching their level of play to that of your competition.

# Article IV - Meetings and Elections of Board of Directors and Officers

1. Meetings:
   1. There will be an annual Club meeting in May, with exact date and time determined and published by the Board of Directors at least two weeks in advance of such annual meeting. The annual meeting shall be for the purpose of electing Board Members, approving an annual budget, and assessment of needs and general planning for the upcoming year's endeavors.
   2. Special Club member meetings may be called by the President or upon request of at least 51% of active members. The date, time and locations of such special meetings shall be published to the membership at least five (5) days in advance.
   3. A quorum at all member meetings (Board meetings excluded) shall consist of at least one Club officer and 25% of The Club's eligible voting membership. No official Club business shall be conducted at the annual or a special Club meeting without a quorum (in person or by proxy).
   4. The Board of Directors shall meet directly after the annual meeting for the purpose of electing/appointing Club officers. The Board will meet as needed and at the direction of the Club President in order to conduct Club business. A quorum at board meeting shall be four (4) directors. An affirmative vote of at least four (4) directors shall be required for all actions requiring a board vote.
2. Election:
   1. At the annual meeting, the Club shall elect, by majority vote of those members present, directors from its membership (see "Article VI- Board of Directors and Club Officer Duties" for election details). The protocol for election of board members shall be in a fashion approved by the Board of Directors.
   2. Term of office for each board member shall be two (2) years, from election at the annual meeting until the elections two years later. Vacancies in the board may be filled by majority vote of the Board of Directors.
   3. The Board of Directors shall in turn elect annually from their number a President and a Vice-President. The Board shall also appoint a Secretary and a Treasurer from the eligible voting memberships. The secretary and treasurer need not be members of the Board of Directors. If for any reason annual elections are not held or completed the sitting directors and officers shall continue in office until such time as Club elections are completed.
   4. The officers of the Club shall include: President, Vice-President, Secretary and Treasurer. The President and Vice-President shall be board members. The Secretary and Treasurer may be filled by any active member of the Club.

# Article V - Dues & Assessments

1. Payment of Annual dues, in an amount designated by the Board, shall be required to be eligible for full participation as a member of the club, in club sponsored events and activities and committees. Annual dues will be payable at the time of the annual meeting*.*.
2. The Board of Directors shall have the authority to set and make changes in the annual dues as deemed necessary to meet the \*budget requirements. Dues, once established shall remain in place for at least 12 months
3. New members joining the club after November 1st will only be required to pay dues in an amount prorated for the remaining months.

# Article VI - Board of Directors and Club Officer Duties:

1. Board of Directors: Shall be elected by majority vote of those members present at the annual meeting and shall be responsible for management of the overall affairs, property and interests of the Club. Director must be and remain an active Club member eligible to vote.The Board of Directors will consist of seven (7) duly elected members. The Club’s first election was for five (5) members, with three (3) serving one (1) year and two (2) members serving two (2) years. After election vote to increase board members to seven (7), the remaining two (2) serving members will complete their one (1) year. The five (5) newly elected members will determine who will serve one (1) or two (2) year terms. Thereafter, in order to preserve year to year continuity of the club, four (4) Directors shall be elected for the period of two (2) years in odd years and three (3) Directors shall be elected for the period of two (2) years in even years. The Board of Directors in order to encourage qualified individuals to accept positions as directors or officers of the Club, may by majority vote approve the purchase of insurance to cover director and officer (D&O) liability. In addition, the Board of Directors may vote to purchase a basic comprehensive general liability policy that covers liability for accidents at Club events, at sponsored meetings, and the like.
2. President: Shall be elected each year by majority vote of the Board of Directors and shall assume Club leadership; shall see that all orders and resolutions of the Board of Directors are carried into effect; propose an annual Club budget for approval by the membership at the annual meeting, approve all Club expenses in line with the approved Club budget, preside at all meetings, appoint committee personnel, call for special Club and Board of Director meetings as needed, and generally be a spokesperson for the Club. He/she shall be responsible for coordination with USAPA officials and other clubs as needed. He/she shall also be responsible for issuing, with Board of Directors approval, Guidelines & Rules for Club activities when there are safety concerns or other requirements not covered in these bylaws. The immediate past President shall continue in a non-voting advisory capacity for one year following his/her term.
3. Vice-President: Shall be elected each year by majority vote of the Board of Directors and shall assume the duties of the President in his/her absence. The vice-president shall also assist with all Club functions as necessary.
4. Secretary: Shall be appointed each year by majority vote of the Board of Directors and shall take the minutes for all Club meetings; keep the records of the Club, be responsible for determining if a quorum exists for the meeting (when required); and shall notify members of Club meetings (as needed).
5. Treasurer: Shall be appointed each year by majority vote of the Board of Directors and shall keep the financial records of the Club; maintain Club bank accounts; collect dues

and assessments; disburse all funds (as approved and directed by the Club President) and provide a written financial report at the annual meeting.

1. Any officer elected or chosen by the Club's Board of Directors may be removed either with or without cause at any time by an affirmative vote to remove by a majority of board members.
2. Resignations – Upon receiving a letter of resignation from an officer or board member, & acceptance by the Board, the resignation will be announced to the membership. It’s possible for a board member / officer to rescind a resignation if they’ve only made the resignation orally.

If the resigning member doesn’t offer a written resignation, the board president will request one and note the effective date of the resignation. The board will formally accept the resignation at a board meeting. The board shall respond to the outgoing member thanking them for their service to the membership.

The board cannot rescind an official resignation without approval from the board. The board should hold off on nominating a replacement board member until the board accepts the resignation.

The following is a checklist of “To-Dos” in response to an approved resignation:

* Change the resigning member’s passwords and restrict access to confidential board materials
* Change email addresses that were exclusive to the resigning board member
* Add a redirect to the resigning member’s new email address
* Update communication and email lists
* Change letterhead or websites to reflect correct information
* Make arrangements to retrieve board handbooks, official books and records, documents or other sensitive board information

1. Nominees – The board shall appoint a nominating committee that will be responsible for recruiting and interviewing board member candidates form the membership so that there is always a pool of talent available from which to choose.
2. Replacements – Upon receipt and acceptance of a resignation, the board shall name a replacement and announce it to the membership along with the member’s profile.

An official resignation cannot be rescinded without approval of the board. The board shall hold off on nominating a replacement board member until the board accepts the resignation.

In the case of a board member resignation, the board shall decide if they want or need to replace the outgoing board member. The board shall consider if the loss of a member changes the balance that makes a quorum.

# Article VII - Committees

1. Committees shall be formed as needed by a majority vote of the Board of Directors. Committee members shall be appointed by the President. Committees shall consist of at least three members. Special committees shall be created as needed. (tournament, social, rules, etc.).
2. Committees shall act in accordance with the Club by-laws and under the guidance of the

Club President.

# Article VIII - Fiscal Year

1) The fiscal year of the Club shall begin on May2nd and end on May 1st of each year.

# Article IX - Amendments

1) These by-laws may be amended by two-thirds majority vote of the members in attendance at the annual meeting or a special Club meeting called for such purpose.

# Article X - Conflict of Documents

1) In the case of any conflict between any part of these bylaws and applicable state or federal law. The bylaw provision in conflict will not be in force.

# Article XI - Dissolution

1) On dissolution of The Club, all funds remaining in the treasury may be distributed to another area pickleball club, non-profit organization or charity after approval by the Board of Directors.

1. Any equipment loaned to The Club shall be returned to the lender. All other equipment purchased or donated to The Club shall be given another area pickleball club, non-profit organization or charity after approval by the Board of Directors.

These by-laws are hereby adopted by and made part of the DIAMOND STATE PICKLEBALL CLUB. Effective 07/20/2019. Amended 05/14/2022.