

BYLAWS OF WESTFIELD PICKLEBALL, INC.

ARTICLE 1 – NAME & MOTTO

- A. The name of the organization shall be WESTFIELD PICKLEBALL, INC.
- B. WESTFIELD PICKLEBALL, INC. may also be known as “Westfield Pickleball”.
- C. The motto of the organization shall be “Pickleball for All”.

ARTICLE 2 - PURPOSE, MISSION, ORGANIZATION ACTIVITIES AND RESTRICTIONS

A. **PURPOSE AND MISSION:** The purpose for which WESTFIELD PICKLEBALL, INC. is organized is: pleasure, recreation, education, and other non-profit purposes to enhance the health and welfare of the general public by encouraging, organizing and promoting the public's engagement in the sport of pickleball in the Greater Westfield (MA) area and beyond. The mission is to encourage, organize and manage participation in local pickleball open play periods, men’s/women’s/mixed league play and other competitive tournaments and events.

B. **ORGANIZATION ACTIVITIES:** To promote the amateur sport of pickleball, the organization may conduct activities including, but without limitation, 1) sponsoring and conducting pickleball tournaments, 2) collection of membership and activity fees, 3) offering of pickleball exhibitions, training and lessons to the public on either a free or compensated basis, 4) conducting youth pickleball camps and, 5) conducting pickleball introduction and instructional programs.

C. **RESTRICTIONS ON ACTIVITIES:** The activities shall be limited as follows:

1. The organization shall operate exclusively for purposes within the meaning of Section 501 (c) (7) of the Internal Revenue Code as now enacted or hereafter amended. All funds shall be devoted to said purposes.
2. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by exempt organizations under section 501 (c) (7) of the Internal Revenue Code or future Code.
3. No part of the net earnings or assets of the organization shall inure to the benefit of, or be distributable to its Directors, Officers or other private persons, except it may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
4. No substantial part of the activities of the club shall constitute the carrying on of propaganda or otherwise attempting to influence legislation or any initiative before the public, and the organization shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

5. Upon dissolution of the organization, its assets shall be distributed in accordance with the provisions of its Articles of Incorporation filed with the Commonwealth of Massachusetts and Article 12 of these Bylaws.

ARTICLE 3 - MEMBERSHIP AND DUES

A. MEMBERSHIP AND MEMBERSHIP MEETINGS: Membership is open to all players and nonplayers that have an interest in the sport of pickleball. There is no precondition for membership nor will members be required to join any national, state or regionally affiliated organization.

B. DUES: The amount of membership dues will be determined annually upon recommendation of the organization's Board of Directors and approved by the majority (50% + 1) vote of the organization's members in good standing and in attendance at The Annual Meeting. The initial dues for the first year shall be \$10 per person. The membership period shall run from July 1st to June 30th. No partial dues discount shall be offered to members who join mid-year. Dues must be paid on the WestfieldPickleball.com website.

C. GUESTS: Non-member guests may participate in select club activities but are not eligible for discounted Competitive League Play or discounted event charges that may be offered to members.

D. DISCIPLINARY ACTION: Proper behavior and decorum is expected from all members. Members who are abusive or who unnecessarily and blatantly create turmoil, disruption or dissension among members or other clubs, or events may have their membership temporarily or permanently suspended by the Board of Directors. Following are recommended steps for disciplinary action:

1. First offense: Written warning
2. Second offense: Short term suspension
3. Third offense: Termination of membership and forfeiture of any prepaid dues.

ARTICLE 4 – FOUNDING BOARD OF DIRECTORS

- A. Eleven volunteer members will act as the Founding Board of Directors until they are replaced by the elected Board of Directors at the Inaugural Meeting. An acting President, Vice President, Secretary and Treasurer shall be elected by this Founding Board of Directors, and they shall each have the authorities and responsibilities detailed in Article 7. The Officers of the Founding Board of Directors may take any action needed to establish the organization in the Commonwealth of Massachusetts, acquire a Federal EIN number, open bank accounts, register as a 501(c)7 Social Club with the IRS, and any other action related to formalizing the organization that is approved by the Founding Board of Directors through written and approved Corporate Resolutions.

ARTICLE 5 – INAUGURAL MEETING

- A. The inaugural meeting shall be held the first Monday of October in 2021.

- B. All WESTFIELD PICKLEBALL, INC. members who have joined by September 15th, 2021 may attend this Inaugural Meeting, where the first Board of Directors will be elected, and where action may be taken on any other legal or organization matters on the agenda proposed by the Founding Board of Directors.

ARTICLE 6 - BOARD OF DIRECTORS

- A. The Board of Directors is responsible for overall policy and direction of the organization, including the creation of a policy for sharing of the courts during the open play period.
- B. The Board of Directors shall be elected by majority vote of the members present at the annual meeting to be held the first Monday in October for a term to commence the day following the annual election. Members who are interested in serving on the Board of Directors must register by 5PM EST on September 15th with the Corporate Secretary prior to the annual meeting using a form created specifically for that purpose that shall be posted on the WestfieldPickleball.com website. Each member will receive a ballot when checking-in at the Annual Meeting. Members may, but are not required to, vote for as many candidates as there are open seats on the Board of Directors (as instructed on the ballot). Members must cast ballots using the procedures and timeframes established at the Annual Meeting. Ballots that are marked with more votes than are allowed will be discarded. Ballots will be validated and counted by the Corporate Secretary and other volunteers (selected by the Corporate Secretary) as necessary to facilitate a quick and accurate count. The top vote getters for the open positions will be elected to serve on the Board of Directors. If the number of candidates is equal to or fewer than the number of open positions on the Board of Directors, all candidates shall be elected without voting – except for the Inaugural Meeting where the number of votes is used to determine which members will serve for a 2-year or 1-year term. If there is a tie vote for the last seat(s), additional rounds of voting will be used to determine the outcome.
- C. The Board shall be comprised of 11 members. The Board of Directors may appoint other members to fill a Board vacancy.
- D. The term for an elected Board of Director shall be 2-years.

The exception will be the first official Board of Directors vote at the 2021 Inaugural Meeting. At that meeting, the top 6 vote getters will serve a 2-year term and the next 5 vote getters will serve a 1-year term. This staggered approach will allow new members to potentially join the Board in 2022, while allowing half of the Board to stay intact for the purpose of continuity.

- E. The Board of Directors shall meet monthly at an agreed time and place (typically the third Tuesday at 6:30PM). Working committees shall meet as necessary. Notices of meetings shall be published by email to Directors. A quorum will consist of the physical or electronic attendance of not less than 50 percent of the Board membership. The presiding officer for each meeting will establish the rules of order and shall follow the latest edition of Robert's Rules of Order. Board meetings shall be attended in person, when possible, but virtual attendance is allowed.

ARTICLE 7 - OFFICERS

- A. The officers shall consist of, at a minimum, a President, Vice President, Secretary and Treasurer.
- B. Officers will be elected by the Board of Directors at their first meeting after the Annual Meeting. Elections of officers will take place in the following order: President, Vice President, Treasurer, and Secretary. Any Director may nominate him/herself or any other Director for any office. There is no limit on the number of nominees for any office. Voting will be by paper ballot and rounds of voting will continue until a decision is made by a majority of the Board of Directors (50% of Board plus one). No Director may hold more than one officer position at a time. Officers may not be members of the same immediate family (parents, children, siblings, spouse, and spouse's parents, children, and siblings).
- C. Newly elected Directors and Officers shall read and understand all organization rules, regulations and procedures then in effect.
- D. Officers and Directors shall serve without compensation.
- E. Directors who serve as officers shall serve as officers for a one-year term and may serve a second or third consecutive term as an officer if elected but may not serve as an officer for more than three consecutive one-year terms.
- F. Any time a Director or Officer resigns or is removed from office for any reason by the Board, the remaining Directors may appoint a committee to search for a replacement for the remainder of that term. Any replacement or additional Board member must be confirmed by a majority vote of the Board.
- G. **PRESIDENT:** The President, when available, shall preside at all Board and annual meetings. The President may call a special meeting of the Directors or the membership should he/she deem it necessary.
- H. **VICE PRESIDENT:** The Vice President shall assist the president where needed. The Vice President shall preside whenever the President is not in attendance.
- I. **SECRETARY:** The Secretary shall attend all meetings, when possible, and keep a record of discussions held and topics covered. He/she will prepare the minutes of the meeting and report same for approval at the following meeting. A record of the minutes will be kept in a permanent file. The secretary shall maintain a sign-in sheet for all meetings, set up procedures for voting, and tabulate all votes.
- J. **TREASURER:** The Treasurer shall keep the checkbook and all financial records and report all financial dealings to the Board and maintain and submit reports as required by law. The

Treasurer shall also be tasked with filing all necessary paperwork, forms, etc. with the State and Federal Government.

ARTICLE 8 - VOTING

- A. Any motion at either a membership or Board of Director meeting shall be passed only if a majority of the members of the Board votes in favor (50% of Board plus one).
- B. No member or Board of Director vote shall be made by proxy.
- C. The Board of Directors may vote by tele-conference or email on any matter except for the annual election of officers.

ARTICLE 9 - FINANCIAL

- A. Financial records shall be retained for seven years.
- B. The Treasurer may approve expenditures up to \$200. The Treasurer and the President must both approve expenditures exceeding \$200 up to \$500. The Board of Directors must approve any expenses over \$500.
- C. All payments shall be by check or debit card regardless of the amount. Printed receipts shall be required for all transactions regardless of amount.
- D. The Board of Directors shall appoint at least two members who are not Board members to review the financial records of the club annually prior to the annual meeting of members. The results of this review shall be presented to the members at the annual meeting of members and duly recorded in the minutes of that meeting.
- E. Each year prior to the annual meeting of members, the Board of Directors shall prepare a budget based on anticipated incomes and expenses that complies with the requirements necessary to maintain 501(c)7 status.
- F. Copies of the budget and financial statements shall be made available to the members by methods determined by the Board of Directors at least 5 days prior to the annual meeting of members. The budget shall be submitted at that meeting for approval or revision by the majority of the members voting.

ARTICLE 10 – COMMITTEES

- A. Committees and/or chairpersons shall be appointed by the President upon approval by the Board of Directors.

- B. Recommended committees shall include Financial Review, League Play Committee, Marketing Communications, and others as the need requires.
- C. Committees must be chaired by a Board Member and may include non-Board Members.
- D. All committees should include an odd number of Members.

ARTICLE 11 - AMENDMENTS

- A. These bylaws may be amended by a two-thirds vote of the Board of Directors then in office. Any member in good standing may present a proposal to the Board of Directors 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 proposal.

ARTICLE 12 - DISSOLUTION

- A. Upon the dissolution of the organization, its assets, if any, shall be distributed for one or more exempt purposes allowed under Massachusetts State Law or section of any applicable federal tax code, to KEVS Foundation Incorporated (39 Pheasant Drive, Westfield, MA 01085) or any other Westfield non-profit approved by the majority of the Board of Directors.

CERTIFICATION:

These Bylaws were approved on August 17, 2021 by the Founding Board of Directors.

David A Flaherty

David Flaherty
Acting President, Founding Board of Directors

Marisa Castro

Marisa Castro
Acting Secretary, Founding Board of Directors