

Bastrop Area Pickleball Association Bylaws

Article 1: Name

The name of the Corporation shall be Bastrop Area Pickleball Association, hereinafter referred to as the BAPA or the Association.

Article 2: Address

The mailing address of the BAPA shall be P.O. Box 1661, Bastrop, Texas 78602. The electronic address of BAPA shall be <http://www.bastropickleball.org/>.

Article 3: Mission Statement and Objectives

The mission of BAPA is to foster the play of pickleball in the Bastrop area for educational, health, and charitable purposes.

The objectives of BAPA are to:

Encourage and promote ethical play of the game of pickleball in the Bastrop area.

Educate about significant health and social benefits of pickleball play.

Support and foster the development of youth pickleball in the Bastrop area.

Provide opportunities for instruction, play, and improvement for all skill and age levels.

Article 4: Not for Profit

BAPA is organized and shall be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and enumerated in Article 3 of these bylaws and in Articles 5, 6, and 7 of the Certificate of Formation.

Article 5: Membership

5.01 Membership: Individual membership in BAPA shall be open to any person who has an interest in promoting and advancing pickleball play in the Bastrop area. To renew, the member must be in good standing with the Bastrop Area Pickleball Association.

5.02 Membership Dues: The Board of Directors (“the Board”) has the authority to set membership dues and fees.

5.03 Other Members: The Board may establish other types of memberships (family, organizational, etc.).

5.04 Discrimination Prohibited: Membership (including board membership) and all rights of participation in BAPA, including all tournaments and other events conducted or

sanctioned by it, will be open to all 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 based on sex and/or age.

Article 6: Meetings of the General Membership

6.01 Annual Meeting: The Annual Meeting of the General Membership will be held during the first quarter of each calendar year. The Board of Directors will report on the previous year, gather information from the Membership about interests and needs for the coming year, and conduct any other necessary business. The results of the annual election of Board Members will be announced.

The Board shall pick the date, time, and venue and provide at least 10 days' notice of the meeting to the Membership. Written notice of the time, place, and agenda for any meeting of the General Membership will be electronically mailed to members using e-mail addresses then appearing in BAPA records and physically posted at a location accessible to members.

6.02 Special Meetings: Special Meetings of the General Membership may be called as needed at the request of a majority of the Board of Directors. Written notice of the time, place, and agenda for any meeting of the General Membership will be electronically mailed to members using e-mail addresses then appearing in BAPA records and physically posted at a location accessible to members.

Article 7: Board of Directors

7.01 Powers: BAPA's activities, property, and affairs shall be managed by its Board of Directors. The Board shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Texas Non-Profit Corporation Act.

7.02 Delegation of Operations: Subject to the limitations in these bylaws, the Board may delegate the supervision of pickleball play and the administration of BAPA policies to an Executive Director. In the absence of an Executive Director, the Board may appoint an operations team for pickleball play until an Executive Director is hired or appointed.

7.03 Qualifications: Members of the Board Directors ("Directors") must be BAPA members in good standing. Directors must be knowledgeable of bylaws, policies, procedures, and pickleball play. All Directors must sign and adhere to BAPA's confidentiality agreements and conflict of interest policies.

7.04 Duties of the Board of Directors: Each Director shall discharge their duties in good faith, with ordinary care, in a manner the Director reasonably believes to be in the best interest of the BAPA. Directors may serve as liaisons to any committee of interest or as assigned.

7.05 Attendance: Directors are expected to attend at least 75% of Regular Board Meetings. Any Directors not present at 75% of Regular Board Meetings in an annual year shall be deemed to have resigned unless the Board excuses the absences by majority vote. "Present" is defined as being physically present or present and able to participate via phone, electronic, or other means.

7.06 Number of Directors: The Board of Directors will consist of 9 Directors: 8 elected Directors plus the Immediate Past President.

7.07 Term of Directors: Directors will be elected for two-year terms with term limits of 2 consecutive terms. After two years off the Board, a former Director may run for re-election. Terms expire at the end of the Annual Meeting after a Director is either re-elected or a new Director has been elected to fill position.

7.08 Elections of Directors: Elections for Directors to fill positions with expired terms shall be held in advance of the Annual Meeting. No more than 5 Directors will be elected each year.

The Elections Committee will supervise the election of Directors. The Elections Committee will establish and publicize all deadlines and requirements for candidates to announce their intent to run for election to the Board of Directors. Candidates must submit a brief written statement of interest and indicate a willingness to serve as an officer, if selected. The Elections Committee will ensure that the candidates are members in good standing and prepare a ballot based on the candidate submissions.

The Elections Committee shall provide multiple opportunities for the General Membership to vote during a period of not less than 7 days (using in-person, electronic, or other means to cast a ballot), supervise the vote, count the ballots, and report the results to the Board of Directors. The Elections Committee shall recount all ballots before reporting the results to the Board. If the results depend on a difference of less than 5 votes, the Elections Committee shall conduct an additional recount. In the event of a tie, the Elections Committee shall determine the process for and conduct a runoff election as soon as possible.

The Board of Directors shall ensure the results are communicated to the General Membership.

7.09 Resignation: Any Director may resign at any time by delivering written notice to the Secretary or President of the Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

7.10 Removal: Any Director may be removed without cause, at any time, by a two-thirds vote of the Board of Directors at a Regular or Special Board Meeting called for that purpose and when a quorum is present. Any Director under consideration for removal must be notified in writing at least five days before the meeting at which the vote takes place.

7.11 Vacancy: Board vacancies are filled by majority vote of the remaining members of the Board of Directors. The Board President must give written notice to all remaining Directors that Board vacancies are to be filled at a specified Board Meeting. Any Director elected to fill a vacancy shall hold office for the remaining term of the previous Director. Vacancies will be filled as soon as practical.

7.12 Compensation: Directors and Officers will not receive any salaries or other compensation for their services, but by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for BAPA. BAPA will not loan money or property to, or guarantee the obligation of, any Director or Officer.

7.13 Disbursement of Funds: The approval of the Board of Directors shall be required for all unbudgeted payments in excess of \$1500.00. Board approval is required for all contracts, debts, interest bearing accounts, sponsorships, and any other obligation or commitment made by BAPA and will authorize the Treasurer to pay those accounts or fully execute those obligations.

7.14 Transition: In the interest of continuity, the individuals serving as Officers in calendar year 2022 may continue their service for an additional one-year term, which will conclude at the 2024 Annual Meeting: The President may continue as President, the Vice President may continue as Vice President, the Secretary/Treasurer may continue as either Secretary or Treasurer, and the Executive Director may serve as Second Vice President. The President, First and Second Vice Presidents, Secretary, and Treasurer serve on the Executive Committee.

Alternatively, the individuals serving as Officers in calendar year 2022 may elect to be a Director at large, to discontinue service, or to run for election to the Board. If the President elects not to continue as President, he will remain on the Board as Immediate Past President. These Officers shall notify the Chair of the Elections Committee of their choice as soon as practicable, but no later than 7 days after the approval of these bylaws, after which it will be presumed that they have elected to discontinue their service.

To ensure that Directors' terms are staggered, a maximum of 4 Directors will be elected for two-year terms at the 2023 Annual Meeting. The balance of the vacancies, if any, will be for one-year terms only. Thereafter, no more than five Directors will be elected each year.

Article 8: Board of Directors Meetings

8.01 Time and Place of Board Meetings: Regular and Special Meetings of the Board of Directors will be held at any place and time that the Board President or majority of the Board may designate.

8.02 Frequency of Regular and Special Board Meetings: Regular Meetings of the Board will be held monthly or as deemed necessary by the Board. Special Meetings may be

called by the Board President or any three Directors. Only business identified in the call for a Special Meeting shall be addressed in that meeting.

8.03 Notice of Regular Board Meetings: Upon consultation with the Board, the President will set the schedule for Regular Meetings as soon as practicable after the Annual Meeting. The Secretary will distribute the schedule to the Board and the General Membership. The Secretary will send reminders and include a request for agenda items to the Board of Directors. The Secretary will include Regular Board Meeting agendas and other supporting documentation and distribute to the Board of Directors by regular mail, telephone (including voice mail), text, or email no less than 5 days prior to the Regular Board Meeting.

8.04 Notice of Special Board Meetings: The Secretary will distribute notice of the date, time, place, purpose, and agenda of any Special Board Meeting to the Board by regular mail, telephone (including voice mail), text, or email no less than 5 days prior to the Special Board Meeting. The agenda is limited to the business stated in the call for the Special Board Meeting.

8.05 Minutes: The Secretary will record the minutes of all meetings of the Board of Directors. If the Secretary is unavailable, the Board President will appoint a person to act as Secretary at each meeting. The Secretary or acting secretary will ensure the minutes are placed in the minutes book and made available to BAPA members as appropriate.

8.06 Board Meeting Agendas: The Board Secretary will publish the agenda for any meeting to the Board and the General Membership. All agendas will have a regular order of presentation starting with a roll call. Agendas for Regular Board Meetings will include approval of the minutes of the previous Regular Board Meeting and any intervening Special Board Meetings. Agendas for Special Board Meetings will be limited to the business in the call for the meeting.

8.07 Conduct of Meetings: At meetings of the Board, business shall be transacted in such order as the Board may determine. Board of Director meetings will follow Robert's Rules of Order to govern the conduct of its meetings unless waived by a simple majority of vote of those present.

8.08 Quorum: Two-thirds of Board Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business.

8.09 Voting: Unless otherwise provided in these bylaws, a majority vote of the Directors will constitute an act of the Board providing a quorum is present. Votes cast by any Director participating electronically must be recorded as if the Director were physically present.

Each Director has one vote. If a quorum is present and there is a tie in number of votes cast, the process for breaking the tie shall follow this order until the tie vote is broken: 1- Immediate Past President; 2-President; or 3-Vice President.

8.10 Proxy: Proxies are not allowed.

Article 9: Officers

9.01 Election of Officers: The Board will elect Officers for each year, including a President, Vice President, Secretary, and Treasurer. The Immediate Past President is not elected. The responsibilities of each Officer are as follows:

9.02 President: The President will preside at meetings and have the power to call meetings of the Board of Directors. The President will be responsible for leadership of the Board in discharging its powers and duties and shall supervise the business affairs of BAPA. The President will serve as the official BAPA community representative. In coordination with the Executive Committee, the President will oversee the selection of an auditor and execution of an audit. The President will oversee the strategic planning process for BAPA. The President will deliver an annual report to the General Membership during the Annual Meeting. The President may serve in an ex-officio (non-voting) capacity on all committees.

9.03 Immediate Past President: The Immediate Past President provides continuity for strategic planning, financial management, member relations, and play. The Immediate Past President will be an Executive Committee member and may serve on any other committee in an ex-officio (non-voting) capacity.

9.04 Vice President: The Vice President will serve in the absence of the President at Board meetings, or when the President is unable or refuses to act in that capacity. The Vice President will serve as the Facilities Committee Chair to assure the facilities are operated and maintained appropriately. The Vice President will assist the President with completing a strategic planning process and executing an annual audit.

9.05 Secretary: The Secretary shall be the steward of all BAPA organizational and historical records, except for the financial records maintained by the Treasurer. The Secretary will ensure that all non-financial records are preserved and maintained for no less than 7 years.

The Secretary will ensure that proper notice of all meetings is given; prepare and maintain records of meeting agendas; ensure the minutes of all Board and Executive Committee meetings are recorded; certify the accuracy of such minutes; and maintain an accurate list of Directors, their terms, and attendance records. The Secretary will make minutes available to all members. The Secretary will coordinate all communications associated with actions taken by the Board. The Secretary will keep all membership records and databases in good order. The Secretary will coordinate the appropriate use of the BAPA brand.

9.06 Treasurer: The Treasurer shall be the steward of all BAPA financial records. The Treasurer will ensure that all financial records, including audits and tax filings, are preserved, and maintained for no less than 7 years. The Treasurer will ensure completion

and filing of required regulatory filings with the appropriate local, state, or federal government agency.

The Treasurer shall maintain records of all receipts, disbursements, assets, and liabilities of BAPA (including lease agreements) and shall report to the Board the financial condition of BAPA at least monthly. Prior to the beginning of the calendar year, the Treasurer shall ensure a proposed operating and capital expenditure budget be presented to the Board for approval. The Treasurer will also oversee the end of year accounting in preparation for an annual audit. The Treasurer will adhere to best financial management practices to assure BAPA members that funds are accounted for, securely handled, and are timely and properly disbursed with any irregularities reported immediately to the President and/or Board.

The Treasurer will coordinate with any fundraising or resource development efforts to assure committee members are knowledgeable about the process for managing funds awarded to BAPA. The Treasurer will recommend financial management policy to the Board for approval. To assure proper and orderly transfer of Treasurer duties, the Treasurer will prepare and maintain procedures and processes for that office. The Treasurer will prepare and deliver the annual financial report to the General Membership at the Annual Meeting.

9.07 Election, Removal and Term of Office: Officers shall serve one-year terms; the Immediate Past President will serve until a new President is elected. The Board will elect Officers at the first Regular Board Meeting following the Annual Meeting, or as soon as practical thereafter. Election of Officers is by majority vote.

Any Officer, including the Immediate Past President, may be removed without cause, at any time, by a two-thirds vote of the Board of Directors at a Regular or Special Board Meeting called for that purpose and when a quorum is present. Any Officer under consideration for removal must be notified in writing at least five days before the meeting at which the vote takes place.

9.08 Vacancies: If a vacancy occurs during the term of office for any elected Officer, the Board will elect a new Officer from the existing Board of Directors and then fill the at-large Director vacancy per these bylaws.

9.09 Other Duties as Assigned: Officers may be assigned other duties beyond those currently delineated in these bylaws.

Article 10: Executive Director

10.01 Duties: The BAPA Executive Director is responsible for the day-to-day operations of pickleball play. The Executive Director enforces the adherence to the official rules of pickleball as referenced by the USA Pickleball Association. Based on the interests of BAPA members, the Executive Director organizes, schedules, and structures play, tournaments, leagues, and other play as appropriate. The Executive Director shall

coordinate and communicate with city and county organizations and pickleball officials. The Executive Director shall attend Board Meetings and Executive Committee Meetings at the request of the Board or the Committee.

10.02 Appointment: The Board of Directors will hire or appoint the Executive Director. The Board of Directors is responsible for evaluating the annual performance of the Executive Director and suggesting performance improvements up to or including removing the Executive Director. The Board of Directors will provide an annual Board-approved job description. In the absence of an Executive Director, the Board may appoint an operations team for pickleball play until an Executive Director is hired or appointed.

10.03 Accountability and Reporting Process: At least annually, the Executive Director will assess the interests of BAPA members regarding the development and hosting of tournaments, leagues, and open play. The Executive Director will share the outcome of this assessment with members and the Board of Directors. The Executive Director may recruit BAPA members to support day-to-day operations. The Executive Director will provide a monthly report of activities at Board meetings. The Executive Director will propose an annual operating budget for consideration and approval by the Board of Directors.

10.04 Ethics and Code of Conduct: The Executive Director is the professional face and voice of pickleball play among BAPA members. The Executive Director will follow BAPA non-discrimination policy contained in these bylaws. The Executive Director will uphold any policies passed by the Board of Directors.

10.05 Other Duties as Assigned: The Executive Director may be assigned other duties beyond those currently delineated in these bylaws.

Article 11: Committees

11.01 Executive Committee: The Board President, Vice President, Secretary and Treasurer and the Immediate Past President constitute the Executive Committee. The purpose of the Executive Committee is to act as an advisory committee to the full Board. The Board President is Chair of the Executive Committee.

When time constraints make it difficult to convene the entire Board, the Executive Committee has authority to act on behalf of the Board, if necessary, by a majority vote of the Executive Committee. The Executive Committee will document its actions, secure and file minutes, and provide notice to the full Board of Directors that it has met. The Executive Committee will make minutes available to the full Board of Directors. The Board of Directors must validate the actions of the Executive Committee at the next regularly scheduled board meeting. If the action is not approved, the action is not binding.

The Executive Committee may advise the Executive Director regarding the appropriate execution of pickleball play and policies passed by the Board of Directors.

11.02 Duties of the Executive Committee: The Executive Committee is responsible for the hiring, evaluation, and dismissal, if necessary, of the Executive Director with input from the Board; for fiscal oversight; and, in coordination with the President, for overseeing the selection of an auditor and execution of an audit.

11.03 Elections Committee: The Board of Directors shall appoint an Elections Committee Chair plus at least two additional members. Current Directors, candidates, and members of the same household as a Director or candidate may not serve on the Elections Committee; if a member of the Elections Committee decides to run for a position as Director, that member must resign from the Committee before the election cycle begins.

In accordance with these bylaws, the Elections Committee will supervise the election of Directors and votes on any amendments to these bylaws, establish filing deadlines, and any fulfill other election-related duties identified by the Board. The counting of votes by the Elections Committee is a nondelegable duty. The Elections Committee shall maintain independence and avoid any appearance of impropriety in the conduct of its work.

11.04 Other Committees: The Association may have a Conflict Resolution Committee, Resource Development Committee, Facilities Committee, and any other committee(s), including standing and temporary committee(s), recommended by any Director, and approved by a majority of the Board. All committees are advisory committees and serve at the pleasure of and report to the Board.

11.05 Committee Members: All committee members will serve without compensation and must be members of the Association. Board Directors may be a member of any committee.

11.06 Committee Chairs: Committee Chairs are selected by the Board. Committee Chairs will submit their recommendations for committee members to the Board for approval. At a frequency determined by the Board, Committee Chairs shall report the Committee's activities to the Board and recommend whether the Committee should remain in service or dissolve. The Vice President will serve as the Chair of the Facilities Committee.

Article 12: Indemnification

12.01 Insurance: The Association or BAPA will provide indemnification insurance for its Board of Directors, and the Board shall select the amount and limits of such insurance policy.

12.02 Indemnification: To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director for the Association shall be indemnified by the Association against any and all liability and the reasonable expenses including attorney's fees and disbursements, incurred by him/her or his heirs, executors or administrators) in connection with the defense or

settlement of such action, suit, or proceeding, or in connection with any appearance therein. Directors are only indemnified when acting within the scope of their assigned duties.

12.03 Limits on Indemnification: The Association or BAPA will indemnify a person only if they have acted in good faith and reasonably believed that their conduct was in the Association's best interests. In case of a criminal proceeding, the person may be indemnified only if they had no reasonable cause to believe their conduct was unlawful.

Article 13: Dissolution

13.01 Dissolution and Distribution of Assets: In the event the Corporation is dissolved, after all liabilities and obligations of the Association are paid or provision is made therefor, the Board of Directors of the Association shall adopt a plan for the distribution of the remaining assets of the Association to such organization or organizations organized and operated exclusively for charitable purposes, as shall at that time have purposes similar to those of the Association set forth in Article Four hereof, and that qualify as charitable organizations described in Section 501(c)(3) of the Internal Revenue Code. No Director or Officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

Article 14: Conflict of Interest and Confidentiality Agreements

14.01 Purpose of Policy: The purpose of any conflict-of-interest policy is to protect the Association's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of a BAPA Officer or Director.

14.02 Conflict of Interest Actions: All Directors will disclose any possible conflict of interest annually and in writing to the organization. A Conflict-of-Interest Policy is signed and dated by all Directors at the beginning of the calendar year and is recorded in the organization's files.

14.03 Financial Disclosure: If a Director has a potential conflict of interest and BAPA is considering a financial relationship with that Director or that an organization associated with that Director, that Director must leave the room for the discussion and vote.

14.04 Definitions: A conflict of interest is defined as a transaction or arrangement that might benefit the private interest of an Officer, Director, employee or their family. Conflicts of interest in a board of directors can take several forms. Related parties on the board, board members related to employees, certain transactions, and dual-capacity individuals all present a conflict of interest.

14.05 Confidentiality Agreements: Confidentiality agreements relate to member concerns that are not disclosed due to the nature of the matter brought before the Board of Directors. Confidentiality agreements are signed and dated by all Directors at the beginning of the calendar year and recorded in the organization's files.

Article 15: Amendments to the Bylaws

15.01 Amendments to Bylaws: The General Membership must approve any amendments to these bylaws using the following process. Final drafts of amendments to these bylaws will be provided to the BAPA General Membership no less than 10 days prior to the commencement of a vote on the amendments. The Elections Committee will prepare a ballot, provide multiple opportunities for the General Membership to vote during a period of not less than 7 days (using in-person, electronic, or other means to cast a ballot), supervise the vote, count the ballots, and report the results to the Board of Directors. Amendments to these bylaws must be approved by two-thirds of the BAPA members who cast ballots on the amendments. For a vote to amend these bylaws to be valid, at least 10% of the BAPA General Membership must cast a ballot, as determined by the Secretary and/or the Elections Committee. The Board of Directors shall ensure that the results of any vote to amend these bylaws are communicated to the General Membership.