

BYLAWS
of the
CARLISLE AREA PICKLEBALL
ASSOCIATION

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BYLAWS OF CARLISLE AREA PICKLEBALL ASSOCIATION

Article I – Name and Purpose

Section 1 – Name

The name of the nonstock corporation shall be the **CARLISLE AREA PICKLEBALL ASSOCIATION (“CAPA”)**. It shall be a non-profit organization organized under the laws of the Commonwealth of Pennsylvania. It is organized as a non-member corporation.

Section 2 – Purpose and Mission

The purpose of the organization is for charitable and educational purposes, more specifically, to enhance the health and welfare of the general public by encouraging, organizing, and promoting the development and growth of Pickleball. The Association will strive to reduce the financial burden of the Carlisle Parks and Recreation and similar non-profit organizations for the construction and improvements of Pickleball courts and related facilities in the Borough of Carlisle and the surrounding region.

Section 3 – Business Offices

The principal office of the Association shall be in the Commonwealth of Pennsylvania. The Board of Directors (the “Board of Directors” or “Board”) may change the location of the principal office from time to time.

Section 4 – Organization Activities

To promote the amateur sport of Pickleball, the organization may conduct fundraising and educational activities including, without limitation:

- a) Receiving cash donations and/or in-kind assistance from the public, individuals, private organizations, foundations, and associations.
- b) Conduct clinics, training, and lessons to the public on either a free or compensated basis.
- c) Conduct and promote organized play such as round robins or tournaments; and
- d) Occasional sales of Pickleball tournament entry fees, souvenirs, memorabilia, or sports equipment.
- e) The organization’s activities are governed by approved antidiscrimination and whistleblower protection policies.

Section 5 – Restriction on Activities

The Association activities shall be subject to the following limitations:

- a) The corporation shall at all times be operated exclusively for the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether

income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

- b) Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions which are deducted under section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code, or (c) laws of the Commonwealth of Pennsylvania governing the operation of a non-profit corporation.
- c) No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributed to its directors, officers, 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 furtherance of the purpose set forth in the purpose clause hereof.
- d) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempt to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including any publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- e) Upon dissolution of the corporation, its assets, if any, shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed, as dictated by the Board, to the federal government, or to a state or local government for public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

Article II – Membership

Section 1 – Membership Eligibility

Membership is open to the general public.

Section 2 – Membership Defined

All members in good standing shall be considered members of CAPA.

Section 3 – Annual Dues

The amount and payment due dates for annual dues shall be assessed by the Board of Directors as appropriate to the needs of CAPA.

Section 4 – Member in Good Standing

A member shall be considered in good standing if he or she is current on the annual dues and compliant with all rules and regulations. The Board will have the ability to extend good standing status to a member who becomes unable to pay dues (due to financial hardship or other issues). The Board of Directors shall have the power to determine additional regulations and rules regarding Good Standing status.

Section 5 – Privileges of Membership

Privileges for membership will be adjusted from time to time at the discretion of the Board. Privileges may include: (1) advance signup (ahead of public) for organized play and other events, (2) free participation in CAPA provided training sessions, (3) discounts on certain services and products (e.g., Pickleball Central), and (4) and other privileges as determined by the Board of Directors.

Article III – Meetings

Section 1 – Annual Meeting

An annual meeting of every member of CAPA shall be held during the first month of every calendar year. The annual meeting shall consist of an approval of the preceding year's financials, a presentation of the annual dues to the members, and any other necessary business to bring to the members. The date, time, and location of the annual meeting shall be at the discretion of the Board of Directors.

Section 2 – Board of Directors Meetings

Board of Directors have regular meetings on such dates, times, and locations as determined by the Board of Directors. Any member of CAPA may attend a Board of Directors meeting unless the Board of Directors limits such meetings to only board members and provides notice to the members. Only members of the Board of Directors shall be entitled to cast votes at such meetings.

Section 3 – Quorum

Section 3.1 – Annual Meeting

The Quorum requirement for annual meetings shall be at least 50% of the members of CAPA. If Quorum is not met, such meeting may be postponed for a reasonable amount of time to achieve Quorum. If Quorum is still not met after the postponement, then Quorum shall exist if there is at least 50% of the Members of the Board of Directors present.

Section 3.2 – Quorum for Board Meetings

The Quorum requirement for Board Meetings shall be at least 50% of the members constituting the Board of Directors. If Quorum is not met, any meeting may be postponed for a reasonable amount of time to achieve Quorum.

Section 4 – Attendance

The annual meeting and any meeting of the Board of Directors may be attended in person by physical presence, or by electronic attendance or any combination of the above at the discretion of the Board of Directors.

Article IV – Board of Directors and Officers

Section 1 – Board of Directors Generally

The Board of Directors are responsible for the overall policy and direction of the Carlisle Area Pickleball Association. As such, the Board may create rules and regulations binding upon all members of CAPA. Any member of the Board of Directors shall be (i) a natural person who is a CAPA member, (ii) in good standing, and (iii) at least 18 years old at the time of their election to the Board of Directors. Members of the Board of Directors will receive no compensation for their position. Members of the Board of Directors may be reimbursed for reasonable expenses and out-of-pocket costs that are reasonably related to their duties as a member of the Executive Board, as approved by the Board.

Section 2 – Members of the Board of Directors

The Board of Directors shall consist of the Officers, as defined in Article IV section 8, below, as well as non-officer members up to a maximum amount of fifteen (15) members total.

Section 3 – Initial Board of Directors Members

The initial Board of Directors shall be determined by the incorporators of CAPA.

Section 4 – Additional Board Responsibilities

The Board of Directors may appoint additional at large board members to conduct business of the Association such as a Marketing/Fund Raising Director to help advertise and promote CAPA through sponsorships, grants and solicitations, a Membership Director to help promote and encourage memberships. The Board may appoint a Tournament Director for amateur Pickleball competitions.

Section 5 – Self-Perpetuating Board of Directors

CAPA shall have a self-perpetuating Board of Directors. The elections of the members of the Board of Directors shall occur at the annual meeting. Only the current members of the Board of Directors shall be entitled to cast votes to approve a member to the Board of Directors or to add a seat to the Board of Directors. The Board of Directors may establish regulations as it deems necessary for members of CAPA to be considered for election to the Board of Directors.

Section 6 – Board of Directors' Term

Officers shall serve on the Board of Directors for the duration of their term as an officer. Board Members who serve on the Board as non-officers shall serve terms of three (3) years. Board members may serve an unlimited number of terms.

Section 7 – Committees

Section 7.1 – Committee Formation

The Board of Directors may vote to establish temporary or standing committees as it deems necessary in order to carry out the purpose of CAPA.

Section 7.2 – Standing Committees

There shall be a standing finance committee and executive committee.

Section 7.2.1 – Finance Committee

The Treasurer is the chair of the Finance Committee, which should include one or more additional Board members and one or more members of the Association. The Finance Committee is responsible for developing and reviewing fiscal procedures to include banking and the safe keeping of club funds, developing the annual budget, and filing of any necessary IRS and Pennsylvania tax returns or forms.

The Finance Committee may engage, as approved by the board, an outside accounting firm to perform any necessary functions. The President shall direct an internal audit of CAPA's financial records annually and report findings to the Board of Directors. The Board of Directors shall direct an independent external review when a new Treasurer takes office. An audit, whether internal or external, may be directed by the Board of Directors at any time, as determined by a majority of the Directors.

Section 7.2.2 – Executive Committee

The Officers of CAPA shall constitute the Executive Committee. The Executive Committee is responsible to act as a steering committee for the full Board and to act on behalf of the Board in the resolution of urgent matters. The Executive Committee may call meetings at dates, times, and locations as reasonably necessary to carry on the business of CAPA.

Section 7.2.3 – Termination of Committee; Removal of Committee Member

The Board of Directors may vote to remove any member from a committee or vote to terminate a committee upon a three-fourths (3/4) vote of the members of the Board of Directors.

Section 7.3 – Ad Hoc Committees

The Board of Directors may establish Ad Hoc committees as it deems necessary to carry out the functions of CAPA.

Section 8 – Officers

The officers of CAPA shall be a President, a Vice-President, a Secretary, and a Treasurer, and may include one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. All officers of the corporation shall be duly elected Directors of CAPA. Any two or more offices may be held by the same person.

Section 8.1 – President

The President shall be subject to the direction and supervision of the Board of Directors:

- a) Be the chief executive officer of the Association and have general and active control of its affairs and business and general supervision of its officers' agents and employees.
- b) Schedule and convene board meetings, shall preside, or arrange for other members to preside at each meeting in the following order: Vice President, Secretary, and Treasurer. The President shall establish committees as required to conduct the organization's function.
- c) See that all resolutions of the Board of Directors are carried into effect.
- d) Appoint the head of any committee.
- e) Perform all other duties incident to the office of President as from time to time may be assigned to such office by the Board of Directors.

Section 8.2 – Vice President

- a) The Vice President shall conduct tasks and chair committees as assigned by the President.
- b) In the President's absence, inability, or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

Section 8.3 – Secretary

- a) 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.

Section 8.4 – Treasurer

- a) The Treasurer shall be the Chief Financial Officer of the Association and have the care and custody of all its funds, securities, evidence of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors.
- b) Receive and give receipts for money paid in or on account of the corporation, and pay from the funds on hand, all bills, payrolls, and other just debt of the corporation of whatever nature upon maturity.
- c) Unless there is a controller, be the principal Accounting Officer of the Association and as such prescribe and maintain reasonable methods and systems of accounting to be followed, keep complete books and records or account, prepare and file all local, state and federal tax returns, ongoing compliance documents and related documents, and prepare and furnish to the Board of Directors statements of account showing the financial position of the corporation and the results of its operations on a quarterly basis or more often as requested by the Board.
- d) Monitor compliance with all requirements imposed on the Association as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code.
- e) Upon request of the Board, make such reports as may be required at any time; and perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the Board of Directors.

- f) Prepare a budget for the following year to be reviewed and approved by the Board at the Annual Meeting.

Section 8.5 – Officers’ Term

The Officers shall be elected by the Board of Directors at the annual meeting. All elected officers shall serve a term of one (1) year. Officers may be re-elected an unlimited number of times.

Section 9 – Fiduciary Duties of Officers and Directors

Every Director and Officer must act in good faith, and with such care, including the skill and diligence that a person of ordinary prudence would use under similar circumstances, and reasonable inquiry, and in a manner reasonably believed to be in Carlisle Area Pickleball Association’s best interest.

Section 10 – Rules of Order

The Board of Directors may, from time to time, pass rules of order for the betterment of CAPA. The presiding officer for each meeting shall enforce the Rules of Order as the officer deems necessary to ensure efficient proceedings.

Section 11 – Vacancies

Section 11.1 – Vacancies on the Board of Directors

If there is a vacancy on the Board of Directors mid-term, the Board of Directors may appoint any member in good standing to fill such vacancy until the next annual meeting. At the next annual meeting, any such vacancies shall be held open for a vote.

Section 11.2 – Officer Vacancy

If there is a vacancy in an officer position mid-term, the Board of Directors may appoint any member in good standing to fill such vacancy through the remainder of the term.

Section 12 – Approval of Conflicting Interest Transactions Involving Officers

The Association may not enter into a contract, transaction, or other financial relationship between the Association and an Officer, or between the Association and a party related to the Officer, or between the Association and an entity in which the Officer is a director or Officer or has a financial interest, unless the material facts as to the Officer’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 of Directors 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 disinterested members of the Board, even though the disinterested Directors may be less than a quorum. Any Board member involved in such a conflict of interest shall not have a vote in approving or disapproving such transactions.

Section 13 – Resignation, Termination, and Absences

Resignation from the Board of Directors or from an Officer position must be in writing and received by the Secretary or the next preceding officer. A member of the Board of Director's position may be terminated due to more than two unexcused absences from board meetings during a calendar year. A member of the Board of Directors may be removed for any reason permitted by law by a three-fourths vote of the Board of Directors not subject to the proposed action. Absences will be excused at the discretion of the President.

Article V – Voting

Section 1 – Board of Directors Meetings Voting

A measure brought before the Board of Directors shall require a majority vote of those in attendance to pass. The Board of Directors may establish rules regarding proxy voting or absentee voting at its discretion.

At the time called for by the presiding Officer, Board members attending by electronic means will cast their votes by voice or some other prescribed method the President and all other Board members in attendance of said meeting. Upon receiving all the votes, the presiding Officer will forthwith announce the vote count and certify the result to the Secretary.

Article VI – Notices

The Board of Directors may give notice through any reasonable means, as determined by the Board of Directors. This may include, but is not limited to email, mobile device applications, publication on social media or websites, or any other form of electronic communication.

Article VII – Financials

Section 1 – Fiscal Year

The Fiscal Year for Carlisle Area Pickleball Association shall begin on January 1 and end on December 31.

Section 2 – Annual Budget

The proposed annual budget shall be voted on at the first Board of Directors Meeting of each calendar year. The approved budget shall be presented to the members at the Annual Meeting.

Article VIII – Conflicts Between Regulations and Bylaws

Section 1 – Conflicts

Should any conflict arise between the terms of any regulation and the terms of these Bylaws, the Bylaws shall govern.

Article IX – Amendments

Section 1 – Amendments

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

Section 2 – Necessary Amendments

If there is a need for an Amendment that must pass in order for CAPA to remain compliant with any rules, law, or regulations, including but not limited to maintaining non-profit status (the “Necessary Amendments”), the President shall have the power to make such Amendment without the vote of the Board of Directors.

Section 3 – Effective Date; Notice of Amendments

All amendments shall be immediately binding and enforceable upon approval, unless otherwise stated in the Amendment. Notice of all Amendments shall be provided to the Members.

Article X – Indemnification

Section 1 – Indemnification for Third Party Actions

Carlisle Area Pickleball Association shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a representative of the corporation, including but not limited to being a member, executive, director, or acting under any committee of the Carlisle Area Pickleball Association, or is or was serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

[Certification Page to Follow]

CERTIFICATION:

These bylaws were approved by the Board of Directors by a two-thirds majority vote on 6/14/2023.

President: Jacqueline L. Powell Date 6/14/2023
Jacqueline L. Powell