

The Garnet Valley Gherkins Pickleball Club, Association

By-Laws

Article I. Definitions:

Note: The terms set forth below shall have the following meanings in these By-Laws, unless the context clearly indicates otherwise. All references to the male gender in the Bylaws shall refer to and mean equally the female gender and vice versa, and the singular shall include the plural and vice versa.

1. "Board" and "Directors" shall mean the Board of Directors of "The Garnet Valley Gherkins Pickleball Club, Association", a Pennsylvania corporation
2. "GVGPCA", "Corporation", "Corp" or "Organization" shall mean "The Garnet Valley Gherkins Pickleball Club, Association"
3. "By-Laws" shall mean this document
4. "Director", "Member" or "Membership" shall refer to elected official(s) of the Board of Directors of The Garnet Valley Gherkins Pickleball Club, Association
5. "Participants" or "Players" shall mean those individuals presenting themselves and meeting the participation requirements to engage in The Garnet Valley Gherkins Pickleball Club, Association sponsored pickleball activities.
6. "Shall" implies a requirement and "may" implies an option.

Article II. Name of Organization

The name of this organization shall be The Garnet Valley Gherkins Pickleball Club, Association.

Article III. Offices

The principal office of GVGPCA shall be located in the State of Pennsylvania, or such other location as the Board of Directors may select.

Article IV. Nonprofit Sec. 501(c)(3)

GVGPCA is organized exclusively for fostering and promoting amateur athletics within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now

enacted or hereafter amended. To this end, the GVGPCA shall promote the promotion and development of pickleball as a means of sportsmanship, physical fitness and healthful recreation; foster and promote amateur pickleball sports competition; conduct pickleball tournaments and exhibitions; promote, sponsor and advertise pickleball to the general public to accomplish these objectives; and carry on other similar related activities permitted by such a nonprofit Organization.

Section 1. Specific Purpose

GVGPCA provides an educational, supportive, safe, competitive and social environment for the general pursuit and enjoyment of the sport of pickleball. Participation is open to the general public without limitation pursuant to Article V. Section 2 below. Basic skills training, clinics, beginner courts and higher skill courts are provided to accommodate the full range of skills. The GVGPCA seeks to facilitate an enjoyable experience in an atmosphere of respect and support of all players allowing for development of player skills, skill based competitive play and age/skill level participation in tournaments. Activities of the GVGPCA generally follow the guidelines of the United States of America Pickleball Association (USAPA), and by extension, the International Federation of Pickleball (IFP).

Section 2. Goals:

The GVGPCA looks for ways to:

- 1) introduce and engage new participants of all ages to the sport of pickleball with special emphasis on encouraging the social and healthy participation of both male and female senior citizens.
- 2) provide players with convenient and safe places to play,
- 3) organize balanced, competitive play opportunities for all skill levels
- 4) offer instruction to improve skills of players at all levels
- 5) host tournaments for the benefit of the GVGPCA and its players as well as hosting selected Tournaments for the charitable benefit of local governmental entities and other charitable organizations.

Article V. MEMBERSHIP AND PARTICIPATION

Section 1. Membership

The membership of the GVGPCA shall consist solely of the elected members of the Board of Directors.

Section 2. Participation

Participation in GVGPCA activities by non-members shall be granted on a day by day basis to those individuals who desire to play at a GVGPCA organized site, agree to abide by the GVGPCA's policies and rules, sign an annual liability waiver and pay any required fees for that particular event. Participants may be ordered to leave a particular event for disruptive or persistent non-rules compliant behavior by any Board member or their designee. Ongoing playing privileges and attendance at GVGPCA functions can be revoked for cause by a majority vote of the Board of Directors.

Article VI. BOARD OF DIRECTORS

Section 1. General Powers

The Board shall have control of and be responsible for the management of the affairs and assets of the GVGPCA .

Section 2. Number, Tenure, Requirements, and Qualifications

- a. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) nor more than seven (7).
- b. The members of the Board of Directors shall, upon election, 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 the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 7 of this Article.
- c. Board members shall hold office for four year terms with an offset of two years between an even (or plus or minus 1) split of the approved Board positions.
- d. Requirements for Board membership:

1. At least two members must be Concord Township residents
2. Each member must maintain active player status by participating in GVGPCA sponsored play at least one time per month, subject to health issues and vacations
3. Must support Purpose and Goals of the GVGPCA
4. Application for a vacancy appointment to the Board of Directors shall be open to any individual and membership shall be granted upon a majority vote of the Board.
5. Must attend at least 50% of regular meetings
6. Must sign annually the Conflict of Interest Certification

Section 3. Officers

1. Officers and Terms. The officers of the GVGPCA shall be a President, Vice President, Secretary and Treasurer, all of whom shall serve without compensation. Terms of each shall be for one calendar year.
2. President. The President shall be the chief executive officer. The President shall preside at all Board meetings. The President shall appoint, with approval of the Board, committee chairpersons and committee members whose appointments are not otherwise provided for in these Bylaws. The appointees shall serve at the President's pleasure.
3. Vice President. The Vice President shall assist the President in the performance of the President's duties and shall exercise all the powers of the President in the case of the President's resignation, incapacity, removal, or death. The Vice President shall preside over all meetings of the Board at which the President is not present.
4. Treasurer. The Treasurer shall monitor the financial management and controls of the GVGPCA and its budgeting process, including the development of its annual budgets. The Treasurer shall perform such other duties as may be assigned by the President or the Board of Directors

5. Secretary. The Secretary shall monitor the keeping of membership records, the giving of notice and the keeping of minutes of meetings of the Board. The notices of these meetings shall be sent out under the name of the Secretary. The Secretary shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 4. Regular and Annual Meetings

The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Regular meetings of the Board shall be held at least quarterly, at a time and place designated by the President.

Section 5. 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 local location, as the place for holding any special meeting of the Board called by them.

Section 6. 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 whenever possible. 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.

Section 7. Quorum

The presence, in person, of at least three (3) 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 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.

Exception: Should a series of vacancies temporarily reduce the Board to less than three members, the remaining member(s) shall have the authority to conduct required GVGPCA business until such time as the vacancies can be filled.

Section 8. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his requirements as set forth in Section 2 of this Article may forfeit his membership at the discretion of the Board. The Secretary shall notify the Director in writing that the seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Section 9. Vacancies

When any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. Successors to a vacancy shall complete the unexpired term of the former member and then stand for re-appointment.

Section 10. Compensation

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

Section 11. 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. The Board, by majority vote in advance for each occurrence, may empower any of its Members to act on its behalf for a specific, clearly defined, limited duration purpose within predetermined limits.

Section 12. Confidentiality

Directors shall not discuss or disclose information about the GVGPCA 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 GVGPCA 's' purposes, or can reasonably be expected to benefit the GVGPCA . Directors shall use discretion and good business judgment in discussing the affairs of the GVGPCA with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the GVGPCA , including but not limited to accounts on deposit in financial institutions.

Section 13. Parliamentary Procedure

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

Section 14. Removal

Any member of the Board of Directors or members of an Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the GVGPCA would be served thereby. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 8 of this Article, and are not entitled to the removal procedure outlined above.

Section 15. Election of Officers

An annual election for all Board offices shall be conducted at the first Regular meeting of the Board in each new calendar year. Only active, elected Board members shall be eligible to nominate and be nominated for a Board office. A majority vote by a quorum shall determine the election(s) outcome.

Section 16. Removal of Officer

The Board with the concurrence of 3/4 of the members voting at the meeting satisfying the aforementioned quorum requirement may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard.

Section 17. Vacancies

Board members shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. The person(s) so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed, including, but not limited to Fundraising, Tournament and Advisory. The Board President appoints all committee chairs and shall

chair the Executive committee. The Board, at its discretion, may appoint non-Board members to its various committees other than the Executive Committee.

Section 2. Executive Committee

The four officers may serve as the members of a Executive Committee. Except for the authority to amend these Bylaws as a separate committee, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which, if approved by the Board, may include either other board members and/or non-Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The Board must approve the budget and all expenditures must be within budgetary guidelines. Any major change in the budget must be approved by a majority vote of the Board. The fiscal year shall be the calendar year. Annual income/expenditure and balance sheet reports shall be submitted to the Board no later than the last Friday in January.

Section 4. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the GVGPCA by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth.

ARTICLE VIII. COMPENSATED STAFF

Section 1: Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the GVGPCA , and shall direct the day-to-day business of the GVGPCA , maintain the assets of the GVGPCA , hire/discharge all staff members under the Executive Director's supervision with the approval of the Board and perform such

additional duties as may be directed either by an Executive Committee or the Board of Directors. No single member of the Board of Directors may individually instruct the Executive Director nor any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director may be an ad-hoc member of any committee at the discretion of the Board.

The Executive Director may not be related by blood nor marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any quorum meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director of the GVGPCA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

1. Interested Person. Any director or non-director member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the GVGPCA has a transaction or arrangement,

- b. A compensation arrangement with the GVGPCA or with any entity or individual with which the GVGPCA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the GVGPCA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists. (See ARTICLE IX Section 3.2 Procedures below).

Section 3. 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**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. 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.
 - c. After exercising due diligence, the governing board or committee shall determine whether the GVGPCA can 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.
 - d. 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 GVGPCA '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
 - a. 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.
 - b. 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.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. 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.
2. 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.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the GVGPCA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the GVGPCA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly,

from the GVGPCA , either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Certification

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the GVGPCA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the GVGPCA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the GVGPCA 's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VIII, the GVGPCA may use outside advisors. If outside advisors are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Commonwealth of Pennsylvania, the

GVGPCA shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the GVGPCA, or any person who may have served at the GVGPCA's request as a director or officer of another organization (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.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the GVGPCA 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.

Section 3. Insurance: The GVGPCA 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 GVGPCA would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

Books of account of the activities and transactions of the GVGPCA shall be kept at the offices of the GVGPCA. These shall include a copy of these Bylaws, current insurance documents, tax returns and all minutes of meetings of the Board.

ARTICLE XII. DISSOLUTION OF GVGPCA

In the event that by a unanimous vote of the Board Members of the GVGPCA, then GVGPCA is to be then and forever dissolved in its entirety, the following distribution of the GVGPCA 's remaining, if any, financial and real assets after any and all debts have been paid shall be disbursed as follows:

1. Financial Assets – Any and all remaining cash and cash equivalent assets of the GVGPCA shall be disbursed to those charitable organizations selected by a majority of the Board in amounts determined by a majority of the Board.
2. Physical Assets (equipment, supplies and other non cash items) – Any and all usable pickleball equipment, supplies and other physical assets of the GVGPCA shall be donated to such various charitable and educational organizations chosen by majority vote of the Board

ARTICLE XIII. AMENDMENTS

Section 1. Bylaws

1. Bylaws

These Bylaws shall be subject to amendment, and new bylaws not inconsistent with the goals and purposes of the GVGPCA or its standing as a 501c(3) organization, may be adopted by the affirmative vote of a majority of the members of the Board with a quorum present. No proposed amendment of these Bylaws shall be adopted by the Board unless the voting members shall have been given adequate notice of the proposed amendment on the Board Agenda.

2. Process for Submitting Amendment of Bylaws.

A proposed bylaw or amendment may be submitted by any Board member in good standing or by any participant for consideration by the Board.

ADOPTION OF BYLAWS

We, the undersigned, are Board Members of The Garnet Valley Gherkins Pickleball Club, Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the thirteen (13) preceding pages, as the Bylaws of the GVGPCA .

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 2017.

Betty Allcorn - President – The Garnet Valley Gherkins Pickleball Club, Association

ATTEST: Jamie Cheney - Secretary – The Garnet Valley Gherkins Pickleball Club
Association