

TUCSON AREA PICKLEBALL, INC. BYLAWS

As Amended November 28, 2021

ARTICLE I – GENERAL

SECTION A. NAME OF CORPORATION: Tucson Area Pickleball, Inc. (TAP).

SECTION B. PURPOSE: To promote the development of the amateur sport of pickleball for the recreation and health of residents in the greater Tucson, AZ area including, but not limited to, undertaking any appropriate related efforts to establish public recreational facilities for the sport.

SECTION C. NONPROFIT STATUS: Tucson Area Pickleball, Inc., a nonprofit corporation formed under the laws of Arizona, is organized exclusively for the purpose stated in Article I.B. as a qualified, publicly supported, exempt, nonprofit organization under section 501(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code. No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, 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 purposes set forth in Article I.B. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE II – MEMBERSHIP

SECTION A. ELIGIBILITY: Membership and participation in programs or activities shall not be limited on the basis of race, color, creed, national origin, religion, age, gender, sexual orientation, political affiliation, or disability.

SECTION B. PRECONDITIONS: There shall be no precondition for membership, nor will any members be required to join any national, state or regionally affiliated organization.

SECTION C. GUEST PRIVILEGES: Guests who are not members of this corporation have use of available courts for open play but are not eligible to play in the TAP's sponsored activities.

SECTION D. DUES: Annual dues will be \$25.00 per member, renewable on the 1st day of the anniversary month of the original payment. Members who have not paid their annual dues within 30 days of the due date will have their membership cancelled.

SECTION E. TERMINATION: Membership will be terminated by voluntary withdrawal, nonpayment of dues, violation of the provisions of these bylaws, or violation of published rules, guidelines and regulations promulgated by TAP.

ARTICLE III – BOARD MEMBERS AND OFFICERS

SECTION A. BOARD: TAP shall be governed by a Board of Directors (Board) of seven (7) Board members who will conduct the general business of the corporation.

SECTION B. ELECTIONS: All members of the Board shall be elected by a vote of the general membership and shall serve without compensation. The elected Board members then will elect the corporate officers of President, Vice President, Secretary and Treasurer from amongst its members to serve a one (1) year term as described in Article III, Section C.

SECTION C. TERMS OF OFFICE AND RESPONSIBILITIES: Terms of office for all Board members shall be one year, beginning on January 1 and ending on December 31. All Board members shall be members in good standing at the time of their election and throughout their term of office. Only one member of a household may serve on the Board at any time.

1. The President shall set the agenda and preside over all meetings, appoint members of committees with board approval, and call special meetings as needed.
2. The Vice-President will assist the President and shall preside over meetings in the president's absence.
3. The Secretary shall record the minutes, determine if a quorum exists, complete and file the Arizona Corporation Commission annual report, and keep the records of the corporation.
4. The Treasurer will collect all monies, pay all bills, file any necessary tax reports, prepare and present financial reports, and keep the corporation's financial records.
5. Directors will serve on committees and/or complete other duties assigned by the President.

SECTION D. NOMINATION AND ELECTION PROCEDURES: A Nominating Committee will be appointed by the President each October to solicit nominations for the Board positions as specified in Article VI, Section C. Nominations will be announced to the general membership during the month of November. The election of Board members will be held during the month of December. Installation of the new board will occur automatically the following January 1st.

SECTION E. VACANCIES AND RECALL OF OFFICERS: In the event any of the elected individuals becomes unable or unwilling to perform his/her duties the Board may appoint a member in good standing to fill the unexpired term. A Board member may be removed for cause by a two-thirds (2/3) vote of the members of the Board at any regular meeting of the Board or any special meeting called for that purpose, once the Board member has been informed of the reasons for such action.

ARTICLE IV – MEETINGS

SECTION A. TYPES AND FREQUENCY OF MEETINGS: Board meetings will be held as necessary but not less than three (3) times per year. General membership meetings will be held as determined by the Board but not less than once per year (annual meeting). Special general membership meetings may be called by the President or upon request of at least 20% of the general membership. Such special meetings shall have at least three (3) days' notice given to members regarding time, place and agenda.

SECTION B. CONDUCT OF MEETINGS / PARLIAMENTARY PROCEDURE: Election of Board members and any bylaw amendment(s) will be presented for a vote during the business portion of a general membership meeting using Roberts Rules of Order. Ballots for the election of Board members and/or any bylaw amendment(s) will be made available to all members by email at least two (2) weeks in advance of the general membership meeting date at which the vote will be taken. Completed ballots will need to be received by the Secretary by email at least two (2) days in advance of this meeting date.

SECTION C. VOTING AND QUORUM PROCEDURES: All decisions will be determined by majority vote of those present and voting plus any votes cast by written ballot received prior to the start of the meeting that has a quorum, unless otherwise stated in these bylaws. A quorum for a Board meeting shall be four members of the Board. A quorum for general membership meetings shall be ten percent (10%) of the general membership and four (4) members of the Board. See Article VII, Section A for the special quorum requirements for amending the corporation's bylaws. Only members in good standing will be permitted to vote. Each member will have one vote. Voting procedure will be by a voice vote, show of hands and/or written ballot. Emailed ballots will be considered written ballots.

ARTICLE V – FINANCIAL PROCEDURES

SECTION A. FISCAL YEAR: The corporation's fiscal year will run from September 1 – August 31.

SECTION B. MAINTENANCE OF FINANCIAL RECORDS: Financial records will be maintained for a period of seven (7) years by the Treasurer of record.

SECTION C. EXPENDITURES LIMITS: The Treasurer will approve all expenditures under \$100. Individual expenditures in excess of \$100 shall require Board approval.

SECTION D. EXAMINATION OF FINANCIAL RECORDS: The financial records shall be examined and approved on an annual basis by an individual(s) other than those serving on the Board. The results of the examination will be presented to the general membership and duly recorded in the applicable minutes of the meeting at which the results are presented.

SECTION E. FINANCIAL CONTROLS: All funds shall be deposited in a bank account established in the corporation's name. However, the Treasurer may maintain up to \$100.00 in petty cash for small cash payments such as member reimbursements. All expenditures / reimbursements will be documented with a purchase receipt or invoice, and payments will be made by corporate check. There shall be at least two signers, appointed and authorized by the Board, for each bank account. Corporate checks require only one signature. The corporation's bank account(s) shall be maintained through succeeding administrations.

Inventory control procedures for the corporation's physical assets shall include periodic physical counts and reconciliation to the underlying accounting records. All inventories are to be maintained and safeguarded so as to prevent theft, deterioration, etc.

SECTION F. TAX DEDUCTIBLE DONATIONS: Tax deductible donations to support this organization's efforts to promote pickleball in Tucson may be made to the Tucson Parks Foundation and shall be held in a designated account by the Foundation on behalf of Tucson Area Pickleball, Inc. until such time as the Tucson Area Pickleball, Inc. shall be designated a 501(c)(3) organization by the Internal Revenue Service or the funds are expended for pickleball recreational facilities or equipment. The current fund balance shall be recorded in the corporation's financial records.

SECTION G. ANNUAL FINANCIAL REPORT: An annual report of assets and liabilities, and revenue and expenses will be provided to the membership at the annual meeting. A copy of these annual financial reports will be retained in the corporation's minutes file.

ARTICLE VI – COMMITTEES

SECTION A. COMMITTEES: The President will form committees as needed and will appoint committee members who are TAP members in good standing with approval of the Board. At least one (1) Board member will be appointed as a voting member of every committee with the exception of the Nominating Committee. Any major action recommended by a committee must be approved by the Board with the exception of the Nominating Committee.

SECTION B. COMMITTEE MISSION STATEMENTS: All committees will have written mission statements assigned prior to committee member appointments.

SECTION C. NOMINATING COMMITTEE: A Nominating Committee shall be appointed by the President each October. The committee shall consist of at least three (3) members. The committee shall present the nomination(s) for Board members at least two (2) weeks prior to the general membership meeting at which a vote will be taken. See Article III, Section D. for the timeframe for annual elections.

ARTICLE VII – AMENDMENTS

SECTION A. AMENDMENTS: Written notice of a proposed amendment(s) to these bylaws shall be submitted to the Board and then sent to each member at least two (2) weeks prior to the general membership meeting at which they will be discussed and put to a vote, per the procedures outlined in Article IV, Section B.

SECTION B. QUORUM AND VOTING REQUIREMENTS: A special quorum of twenty percent (20%) of the membership is required to amend the corporation's bylaws.

ARTICLE VIII – DISSOLUTION

SECTION A. DISPOSITION OF ASSETS UPON DISSOLUTION: Upon the dissolution of this corporation, any equipment loaned to Tucson Area Pickleball, Inc. shall be returned to the lender. All funds remaining in the treasury after all debts are satisfied shall be distributed to 1) a nonprofit pickleball organization located in the USA Pickleball Association's (USAPA) Southwest Region and/or 2) the USAPA, or its successor, as long as they qualify as a 501(c)(3) organization at the time of dissolution. All other assets of the corporation shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to a local, state or federal government for a public purpose. Any 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 purposes or to such organization(s), as such Court shall determine, which are organized and operated exclusively for such purposes.