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MEDINA PICKLEBALL ASSOCIATION BY-LAWS

Medina Pickleball Association (MPA) By-laws

Article 1 – General

The Medina Pickleball Association (MPA) is a legally identified IRS 501 (c)(3) non-profit Corporation. MPA will operate in the spirit of the Non-Profit Corporation Laws of the State of Ohio. Notwithstanding any other provision of these Regulations, no Officer, Member at Large, Employee, or Representative of MPA shall take any action on or carry on any activity by or on behalf of MPA not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article 2 – Name

The legal name of this organization is the “Medina Pickleball Association”. It may also be known as ‘MPA’ or ‘MEDINAPB ‘: – hereafter, in these by-laws it is referred to as: “MPA”.

Article 3 – Purpose

The primary purposes for which the MPA has been established are as follows:

1. The MPA shall be operated exclusively non-profit, for promoting an active and healthy lifestyle directly associated with the game of Pickleball with equal emphasis on
 - (1) Fostering amateur sports competition;
 - (2) Introducing the game of pickleball to the local youth community to help encourage and develop community involvement;
 - (3) Instructing game rules, player strategy, and social/good sportsmanship to all age groups and skill levels;
 - (4) Working cooperatively within the community with special interest groups to promote the sport of pickleball to all.

2. The MPA shall not engage in any activity or, exercise any powers which are not in furtherance of its primary non-profit purposes.

Article 4 – Offices

Because there will be no actual physical corporate office, the MPA shall be located at the residence of the current president. The president's name is listed as an officer under the MPA's website.

Article 5 – Dedication of Assets

The properties and assets of the MPA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of MPA, on dissolution or otherwise, shall benefit any person, any member, or officer of this organization. On liquidation or dissolution, all remaining properties and assets of the MPA shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

Article 6 – Membership

- A) New and Returning Members – Individuals desiring to become members of the MPA or remain a current member must be of good character, practice good sportsmanship, and agree to abide by these by-laws, MPA /USAPA Code of Conduct, and sign a waiver. He/she shall be required to prepare and return a completed MPA application /Waiver in its entirety either manually or on-line via the MPA website. Failure to properly complete membership information is cause for non-acceptance. Membership is individual and minimum of 18 years old unless a waiver of parent /guardian is signed. The Board reserves the right to further define couples and families for membership as may be appropriate.
- B) Term and Dues – The annual membership year is: Jan 1 – Dec 31. Each year dues are assessed by the MPA which are payable through a manual application mailed to the MPA Treasurer, at the Annual Membership Meeting or other methodology as approved by the Board. Membership is not activated until full

payment has been received. Failure to pay membership dues is cause for member termination. The Board has the right to change the membership year without MPA membership approval.

C) Partial Year Membership – In the first eight months of the membership year the full membership fee is collected. New members starting in the last four months period will pay the full membership fee, which will also be accepted as payment for the next year membership.

D) Discipline – In the event a member’s behavior is potential cause for discipline such as rule violations, poor sportsmanship, or other questionable actions as may be determined by the MPA Board or special committee, discipline may be assessed up to and including termination of membership. All members are required to promptly assist the board in determining the facts of the situation in question. Disciplined members may not run for an officer position in the year the discipline was assessed.

E) Liability – Members agree to abide by the “Release of Liability” as stated on the most current membership application form.

Article 7 – Meetings

A) An Annual Members Meeting will be held no later than June 30 each year. Notification is to be sent to members at least 30 days in advance of the meeting date using MPA Website and/or email (all members are expected to have email service). Special member meetings may be called by the President at his/her discretion. A quorum for the annual or special meeting will be at least ten percent (10%) of the members in good standing. Special meetings may also be called by written request of at least four voting members of the MPA. The president will then set up a meeting to discuss the issue and resolve the issue with the help of the executive board (voting members). The annual meeting shall address general needs.

B) Regular Board meetings may be called by the President or at least three other voting members and a quorum will constitute at least two thirds (rounded down) of those current Board members having voting rights.

C) All meetings will use Roberts Rules of Order, revised as a guideline in conducting such meetings. Voting may use secret ballots (on request), verbal or hand recognition. A simple majority will suffice unless the Board approves otherwise.

Article 8 – MPA Elections

A MPA election will be held annually to elect new MPA officers as positions become open. The election will be completed as follows:

A) Approximately three months prior to the Annual Membership Meeting and election, the Board will establish a nominating committee of three people.

B) This committee will determine the positions to be filled and will attempt to identify at least two candidates for each position meeting any general or specific qualifications defined and approved by the Board.

C) Open positions may be filled by MPA members nominating themselves or the committee may recruit individuals for the pending open position.

D) MPA members will be notified two to three weeks before the Annual Membership Meeting of all positions to be voted upon and the respective candidates for each position.

E) At the annual meeting, attending members will vote to select a person for each open position. MPA members unable to attend the annual meeting may vote by informing the secretary by email or other suitable form of communication that is documented.

Article 9 – Officers - Board Members

A) Elected Officers (in order of hierarchy President, Vice-President, Treasurer, Secretary and, three Members at Large) may be referred to as the “Board”. Any member in good standing may be nominated and voted to any board position. The MPA does not have a “Board of Directors”. Officers are expected to be

available for meetings, including by electronic means if departing the Medina area for an extended time.

- B) Voting Board members are the President, Vice-Presidents, Treasurer, Secretary, and the three members at large. Certain Committee members may be added to Board voting privileges (see Article 10 below). In the event there are two or more co-chairs for a committee, only one (as approved by the Board) has voting privileges.

- C) The members of MPA serve as voluntary participants representing themselves individually. The MPA needs to ensure that this voluntary participation does not create any liability, expense or financial obligation for such individuals. MPA shall, by resolution of the Voting Board Members , provide for indemnification by the MPA of any and all of its Officers, Members, or former Officers or Members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been an Officer or Member of MPA, except in relation to matters as to which such Officer or Member shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

- D) President. (Two year term, elected on even years)
Commences at the end of the annual meeting holding such election. May not hold the President's office more than two consecutive terms.

Responsibilities:

- 1) Presides over all meetings.
- 2) Sets MPA goals and objectives with Board approval.
- 3) Enforces/approves MPA policies and procedures.
- 4) Appoints committee Chairmen with consultation and approval of two-thirds of the Board.
- 5) Approves all MPA expenditures over \$200 as written by the Treasurer.

- 6) Coordinates/interfaces with local governmental units and others as needed.
- 7) Performs other functions as may be necessary for the efficient and effective operation of MPA activities.
- 8) Stays on the current board in a consulting capacity for six months in a nonvoting capacity after election of a new president.

D. Vice President. (Two year term, elected on odd years)

Elected odd years. Commences at the end of the annual meeting holding such election. Acts for the President in his/her absence.

Responsibilities:

- 1) Oversees Treasurer, Secretary, and MPA committees.
- 2) Provides adequate and effective guidance to committees as needed.
- 3) Ensures MPA assets and properties (real and virtual) are properly safeguarded.
- 4) Ensures MPA records are maintained and effectively protected.
- 5) Ensures all governmental reporting requirements are timely met.
- 6) Handles the disciplinary process if needed for MPA members.
- 7) Assists and develops MPA playing policies as may be needed for training and regular play.
- 8) Ensures the MPA is in compliance with all applicable rules, policies, and other requirements when the MPA uses public parks and other established playing areas.
- 9) Ensures all necessary resources are available for MPA member play as may be needed.

E. Treasurer. (Two year term, elected on even years)

Responsibilities:

- 1) Properly maintains financial accounts.
- 2) Ensures MPA expenses do not exceed MPA revenues.
- 3) Completes timely deposits for any revenues.
- 4) Reimburses members for approved expenses in a timely manner.
- 5) Prepares an annual budget, and provides written budget status at any board or member meeting.

- 6) Accurately records revenue and expense transactions in MPA records and safely maintains said records for a sufficient period of time as to meet all legal requirements. Reports shall be in spreadsheet format.
- 7) Accurately prepares and submits required reports in a timely manner to appropriate legal authorities as to comply with City, County, State and Federal requirements, if any.
- 8) Performs other treasury functions as may be necessary for the well being of MPA.

F. Secretary. (Two year term, elected on odd years)

Responsibilities:

- 1) Accurately records and maintains the minutes of all Board meetings.
- 2) Safely retains said minutes to meet any legal requirements as may be applicable.
- 3) Signs legal documents as may be necessary for MPA.
- 4) Performs other functions as may be periodically requested by the President and Vice-President.
- 5) Shall determine if a quorum is present for official business to commence

G. Members at Large (three). (Three year term, rotating terms, one new Member at Large elected every year)

- 1) Responsibilities: Reports to the entire Board. Represent members on issues at board meetings.

H. Vacancies

- 1) Should a vacancy occur for any Board position, the President with the concurrence of at least two-thirds of the remaining Board members may appoint an individual (meeting election requirements) to the position to fill out the term.
- 2) The Secretary will accurately document the details for each appointment.

I. Removal

- 1) Board members may be removed from office by either (a) a majority of the Board members voting to remove said member or by (b) participating MPA members in good standing (at least 20% of membership) casting a majority of votes to remove said member.

- 2) The board member under question may present their own comments/findings to the Board prior to any votes cast. The presentation must be within ten calendar days from the notification (verbal or written) of pending removal.

- 3) Removed board members may not actively participate in the MPA for one year or longer as determined by the remaining Board members.

J. Compensation

No Board or committee members may be compensated with MPA funds for any services rendered.

K. Conflict of Interest

- 1) Board and committee members are required to report to the President and other Board members as soon as possible any conflict of interest or potential conflict of interest.

- 2) The President and Vice-President will determine the validity of any alleged conflict within ten business days. Within that ten day period, no transactions pertaining to the alleged conflict may transpire.

- 3) Board members determined to have a conflict of interest will be required to either remove/eliminate the item(s) in question or to resign from his/her position.

Article 10 - Finances

The Board shall prepare an annual budget. MPA expenditures shall be considered authorized by adoption of the budget and expenditures shall be tracked against the budget.

- B. Expenditures over \$200.00 must be approved by the Board. The President must approve expenditures up to \$200.00.
- C. Financial records and related documentation must be kept for the current year as well as the previous seven years shall be maintained by the Treasurer.
- D. Qualified persons or organizations, at the discretion of the Board may audit the MPA's financial records.

Article 11 - Committees

Committees may be established as needed by the Board to help the MPA. The board will approve the chair. Committee members may be removed with the approval of at least two thirds of the Board. A committee may have no more than two Co-Chairmen. Committee Chairmen are expected to attend all Board meetings. If desirable, committee Chairmen may report to other committee Chairmen as determined by the voting members of the Board.

Ad Hoc Committees.

Ad Hoc Committees may be formed at the discretion of the President, with the approval of MPA's Voting Board Members. An Ad Hoc Committee, by its nature, is created for the purpose of completing a special assignment, and the committee's duration shall be limited to that assignment, or for a period of one year at which time the Voting Board Members may extend its standing.

Article 12 – Books and Records

Due to legal requirements and other considerations, individuals responsible for record keeping must ensure that said records are prevented from error, loss, theft, and manipulation. Each person is responsible for the completeness and accuracy of the records. When an individual leaves a MPA position, MPA records must be turned over to the President or incoming individual within ten calendar days from the position vacancy.

Article 13 – By-law Availability

A copy of these approved by-laws shall be available to the MPA membership at all meetings. All elected board members and committee chairpersons shall be familiar with the current MPA by-laws. Current MPA by-laws shall remain on the MPA website.

Article 14 – By-law Amendments

As times and conditions change, by-law amendments may be necessary. The Board is responsible for any such recommendations with specific wording to same. On an interim basis, a majority vote of the Board will be sufficient to enact the by-law change until the next annual or special meeting. At that time, members will vote to either approve or disapprove said change. By-law changes may be made up to six months retroactive.

Addendum: MPA Play adopted Guidelines

The Guidelines listed below have been adopted to ensure a safe, smooth, enjoyable experience while playing Pickleball at MPA events.

TBD

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MPA adopted these by-Laws on: Aug-2-2021

Amendments:

1.

Old language:

New Language:

Adoption Date: