

# **Bylaws for the Eagle River Pickle Ball Association, Inc.**

## **Article I. General**

- Section A.** Name of the Club shall be: Eagle River Pickle Ball Association, Inc. (hereinafter referred to as the "Club").
- Section B.** Purpose of the Club: To promote the sport of pickleball in the greater Eagle River, Wisconsin, area.
- Section C.** The Club shall be operated as a non-profit association and shall be so recognized under present Internal Revenue laws. The Club will not discriminate on any basis. All actions of the Club will conform to Wisconsin laws. Any net gain in funds shall be used by the Club to foster the growth of the sport.

## **Article II. Membership**

- Section A.** Membership shall be open to all individuals interested in promoting the sport of pickleball.
- Section B.** There shall be no preconditions to membership and no requirement shall be made to join any other association.
- Section C.** Dues: Annual dues in an amount set by the association's Board of Directors are payable in advance. Payment of dues is required for membership in the Club. There is no pro-ration of dues. A member in good standing is one that has paid the current annual membership dues and is in compliance with the Club bylaws.
- Section D.** Membership termination: A member may be terminated by a majority vote of the membership voting at a regular meeting or at a special meeting.

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**Article III. Board of Directors**

- Section A.** Board of Directors: The Board of Directors (hereinafter referred to as the "Board"), shall be comprised of seven (7) members, of which shall be a president, vice president, secretary, treasurer (officers) and three members-at-large. The Board shall be charged with the responsibility for the overall operation of the Club. All Board members shall be members in good standing of the Club. They shall serve without compensation.
- Section B.** No member of the Board may derive any personal benefits directly or indirectly from the Club funds, reimbursement for personal expenses excepted.
- Section C.** Election: All Board members, which include officers and members-at-large, shall be elected by a majority vote of those members voting at the annual membership meeting. A member must in good standing to be eligible to vote in Board members' elections or on any Club business. Prior to the annual meeting, the president will request nominations to the Board from the general membership; the list of prospective board candidates will be emailed to all members. Nominations may also be taken at the annual meeting.
- Section D.** Term of office: All Board members are elected for a two (2) year term. The term of office shall begin at the end of the meeting at which they are elected. Terms will be staggered such that three positions will be elected one year and four positions will be elected the following year.
- Section E.** The members of the Board shall not be personally liable for the debts, liabilities, or other obligations of the Club.
- Section F.** The Club shall indemnify the members of the Board against all reasonable expenses incurred by them in defending claims or suits, irrespective of the time of occurrence of the claims or causes of actions in such suits, or brought against them in defending claims brought against the Club.
- Section G.** The Board may, from time to time, establish and implement policies or procedures to further the Club's mission or enhance its operations.

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### **Section H. Duties and responsibilities:**

**President:** Shall preside over all called meetings and be accountable for the administration of the Club business. The president shall carry out the direction and policies established by the Board. The president shall have the authority to appoint all committees, with Board approval, as necessitated to carry out the Club's functions. In the event of a vacancy on the Board, the president shall appoint, with Board approval, an interim replacement until expiration of the departing member's term. In the event of the vacancy of the president's position, the vice-president will assume the office until the expiration of the departing president's term. The president shall act as the primary liaison between the Club and the City of Eagle River, Vilas County, or other governmental bodies, organizations, or companies that may conduct business with the Club. The president may also assign specific duties or responsibilities to another member of the Club.

**Vice-president:** Shall perform all the duties of the president in the event of the president's absence or inability to perform, and shall also perform such duties and responsibilities as may be assigned by the president.

**Secretary:** Shall prepare and maintain minutes of all meetings, conduct any correspondence relating to Club business, maintain all governing records of the Club, and shall perform such other duties as assigned by the president or the Board. Upon approval of the minutes by the Board, the secretary shall distribute the minutes to all members and post them on the Club website.

**Treasurer:** Shall receive and deposit all monies due the Club. Shall pay all obligations of the Club. Shall maintain accurate and current records of all financial transactions. Shall maintain all membership records. Shall provide current financial reports to the Board, at a minimum, on a quarterly basis.

**Members-at-Large:** Shall perform such duties as assigned by the president or Board, address the needs of the Club as a whole, and serve as liaisons to the general membership.

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## **Article IV. Meetings**

**Section A. Meeting of the members:** An annual meeting of the members shall be held once per year, at a time and place to be determined by the Board. Notice of the meeting and agenda will be forwarded to the members in advance of the meeting. All pertinent business of the Club may be discussed. Special meetings of the membership may be called as needed and as determined by the Board.

If a member is not able to attend the annual membership meeting or special meeting, the member may email their specific vote on any Club business or Board members' elections to the current Board secretary for vote inclusion at the meeting. Any such vote must be received prior to the meeting. A member must be in good standing to be eligible to vote.

The president, or vice president in the absence of the president, shall preside at all meetings.

**Section B. Meetings of the Board:** The president may call meetings of the Board at any time giving notice in writing or email. The time and place may be determined by the president, including whether the meeting shall be in person, or by electronic means. A member of the Board may attend the called meeting in person or by electronic means. The existence of a majority (four members) of the Board will allow it to conduct any business brought before the Board at such meetings. All Board meetings shall be open to any member; notice of any meeting and agenda will be forwarded to the "Club" members in advance of the meeting.

The Board may hold an Executive Session during a meeting, as necessary, to conduct bonified sensitive business. Only Board members, and any persons as may be requested by the Board, will be allowed to attend the Executive Session. Minutes of the Executive Session will be recorded by the secretary, and reviewed and approved by the Board, but will not be distributed to the membership.

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If a physical meeting of the Board is not feasible, the Board may take a vote by email, within a specified timeframe. This email vote will occur if a decision must be made prior to the next Board meeting. The vote will be noted in the minutes of the next Board meeting.

- Section C. Committees:** The president, with the concurrence of the Board, may appoint committees as needed to effectively conduct the business of the Club. The president may assign, as a representative of the Board, a member of the Board to any committee. Each committee will be given direction as to its duties, responsibilities, duration and authority. All committee members shall serve without compensation.

### **Article V. Financial**

- Section A.** Financial records shall be kept for a minimum of four years.
- Section B.** Any unbudgeted expenditure exceeding \$100.00 must be approved by The Board. Any unbudgeted expenditure exceeding \$10,000 must be approved by both the Board and a majority vote of those members voting on the expenditure.
- Section C.** The financial records of the Club may be audited by the Board, or a committee appointed by the Board.
- Section D.** The Board shall prepare a budget to present to the general membership for approval at the annual meeting.
- Section E.** All monies shall be kept in a checking, savings, money market or equivalent account, or Certificate of Deposit, wherein all funds are secured by FDIC insurance, or equivalent insurance.
- Section F.** The Board may implement, from time to time, additional "best practice" financial policies to further safeguard the Club's financial assets.

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**Article VI. Amendments**

**Section A.** Any member in good standing may propose an amendment to the bylaws. The proposed amendment shall be presented to the Board at least 30 days prior to the annual membership meeting, in writing, with a statement setting forth the reason for the proposed amendment. The annual meeting shall include the proposed amendment and explanation of the proposed amendment. A two-thirds vote of the total membership voting shall be required to adopt any amendment to the bylaws.

**VII. Dissolution of the Association**

**Section A.** The Club may be dissolved by Board recommendation, and approval by majority of the membership voting at a meeting. In the event the Club is dissolved, all monies in the treasury will be distributed to a non-denominational charity chosen by the Board and approved by the membership.

Signed

x Gandy Harbath  
President

x Bob Rader's  
Vice president

x Jane Jones  
Secretary

Susan M. Behrens  
Treasurer

(Date) August 9, 2025