

BYLAWS

of the

Brazos Valley Pickleball Association, L.L.C.

ARTICLE I – Name

The name of the organization shall be Brazos Valley Pickleball Association, L.L.C., hereafter referred to as the “Association.”

ARTICLE II – Purpose

The purpose of the Association is to provide fun, fellowship and fitness through the promotion and growth of pickleball in the Brazos Valley community.

ARTICLE III – Membership

Section 3.1 – Eligibility. Membership is open to any individual, age 18 or over, who abides by the Bylaws of the Association, pays the required dues, and signs a liability waiver.

Section 3.2 – Termination of Membership. Membership may be terminated voluntarily or by a majority vote by the Board of Directors for failure to maintain eligibility requirements or conduct detrimental to the Association.

Section 3.3 – Dues. Dues shall be established for each fiscal year by the Board of Directors. An increase in dues of more than 25% in one year must be approved by a vote of the membership.

Section 3.4 – Fees. Fees for special events and activities hosted by the Association shall be determined by the Board of Directors.

Section 3.5 – Rights of Members. Members shall have the right to vote on matters brought before the membership, elect the Board of Directors, receive notice of meetings and Association updates and participate in Association events and activities.

Section 3.6 – Member Contact Information. Members’ contact information shall be used to communicate BVPA sponsored activities or to schedule pickleball play between members. Members’ contact information shall not be used for business or personal solicitations unless such solicitations are specifically approved by the BVPA board.

ARTICLE IV – Board of Directors and Officers

Section 4.1 – Authority and Purpose. The Board of Directors (“the Board”) is the governing body of the Association and is responsible for overseeing the affairs, property, and business of the organization.

Section 4.2 – Composition. The Board shall consist of 5 members, including the officers (President, Vice President, Secretary, Treasurer) and one at-large director.

Section 4.3 – Eligibility. All Board members must be in good standing.

Section 4.4 – Terms of Service. Board members shall be elected to two-year terms beginning July 1st.

Section 4.5 – Election. The Board is elected by the membership at the Annual Membership Meeting.

Section 4.6 – Meetings. The Board shall meet at least quarterly.

Section 4.7 – Quorum and Voting. Meeting attendance (either in person or electronically) of a simple majority of Board members constitutes a quorum. Decisions require a majority vote of quorum. Proxy voting shall not be allowed.

Section 4.8 – Vacancies. Unfilled or vacated positions will be filled by the Board until the next scheduled election.

Section 4.9 – Removal of Board Members. A board member may be removed from office “for cause” by a majority vote of the Board. “For cause” means a violation of fiduciary duties, frequently missed board meetings, or conduct detrimental to the Association. The membership may also remove a Board member for any reason with a majority vote of the entire membership at a Special Meeting.

Section 4.10 – Communicating with the Board. Members are encouraged to communicate any ideas or concerns with Board members. While communications are typically done during play or through electronic communications, members may attend a Board meeting. To attend a Board meeting, members should notify a board member to schedule attendance. The Board will schedule a period of time for the member(s) to voice ideas or concerns at the meeting.

Section 4.11 – Duties of Officers

(a) President. Leads the Association, calls and presides over Board and membership meetings. Provides strategic leadership and vision. Ensures the association operates according to its bylaws and policies. Serves as the primary representative/spokesperson.

(b) Vice President. Assists the President in carrying out board initiatives. Presides over meetings when the President is unavailable. Supports Association coordinators. Takes on special projects as assigned.

(c) Secretary. Records and distributes meeting minutes. Maintains official documents. Tracks board votes. Manages official communications of the Association, including digital and electronic communications, as directed by the Board.

(d) Treasurer. Manages bank accounts and financial records. Tracks income and expenses. Provides financial reports to the board. Assists with budgeting and financial planning. Ensures compliance with tax or reporting requirements.

(e) At-Large Director. Represents the interests and feedback of the membership. Participates in board meetings and is a voting member. In addition, supports and serves the activities and events of the Association.

ARTICLE V – Elections

Section 5.1 - Elections Committee. At least sixty (60) days prior to the Annual Membership Meeting, the President shall appoint an Elections Committee consisting of three (3) members. Members of the Elections Committee shall not be current members of the Board of Directors, candidates for office, or relatives of candidates for office.

The Elections Committee shall be responsible for administering the election process. Duties of the Committee shall include communicating the election process to the membership, soliciting and confirming candidates for open Board positions, distributing candidate information to the membership prior to the election, and overseeing the conduct of the election.

Section 5.2 - Nominations. The Elections Committee shall present at least one (1) nominee for each open office no fewer than thirty (30) days prior to the Annual Membership Meeting. Members may nominate themselves or another eligible member. A member may not be a candidate for more than one (1) office in the same election.

Section 5.3 - Voting. If more than one (1) candidate is nominated for an office, the election shall be conducted by secret ballot. Voting shall be conducted electronically prior to the Annual Membership Meeting and may also be conducted in person at the Annual Membership Meeting.

Section 5.4 - Certification of Results. The Elections Committee shall oversee the counting of votes, verify the results by at least two (2) committee members, and announce the election results to the membership.

ARTICLE VI – Meetings

Section 6.1 – Annual Meeting. An annual meeting of the membership shall be held each calendar year during the second quarter (May – June) at a time and place determined by the Board.

Section 6.2 – Special Meetings. Special membership meetings may be called by the President, a majority of the Board, or a written petition of 10% of the membership.

Section 6.3 – Notice. Members shall receive at least 30 days' notice of the Annual Meeting and 10 days' notice of any other member meeting.

Section 6.4 – Quorum. A quorum consisting of 20% of members shall be required to hold a vote. The quorum shall be established by a combination of in-person and electronic representation.

Section 6.5 – Voting. Unless specified otherwise in this document, decisions are made by a majority vote once a quorum is met. Proxy voting shall not be allowed.

ARTICLE VII – Coordinators

The Board may appoint coordinators as needed to organize events and activities for the Association. Coordinators shall be nominated by the President and approved by the Board. Coordinator positions shall expire on June 30 of each year and may be renewed with re-appointment.

ARTICLE VIII – Financial

Section 8.1 – Fiscal Year. The fiscal year of the Association shall start on the 1st day of January and shall end the 31st day of December.

Section 8.2 – Annual Budget. An annual budget shall be approved by the Board by January 30th. The annual budget, and any amendments thereto, shall be made available to the membership.

Section 8.3 – Spending Authorization. Routine spending of under \$500, included in the Board approved budget, shall not require a separate board vote. Proposed spending on items over \$5,000 requires membership approval.

Section 8.4 – Record of Assets. All assets of the Association shall be physically inventoried each year and a written record thereof shall be maintained.

ARTICLE IX – Amendments

Amendments to these bylaws shall require a membership vote in accordance with Article V of this document and shall require a two-thirds majority vote of the quorum to pass.

ARTICLE X – Dissolution

Upon dissolution, assets shall be donated to an organization to be determined by the Board of Directors.

ARTICLE XI – Access to Records

The Association shall keep minutes of meetings, financial records and reports and other business documents for a minimum of 3 years. Such records will be made available to Association membership upon request.

ARTICLE XII – Policies

The Board may create more detailed policies in compliance with these Bylaws.