

TIMBER PINES PICKLEBALL CLUB INC BY-LAWS  
Amended and Restated March 28, 2024

**Article I: Name**

The name of this organization shall be known as Timber Pines Pickleball Club Inc (“Club”).

**Article II: Purpose**

This organization is devoted to the development of pickleball as a means of healthful recreation, maintenance of fair play, and good sportsmanship. Its role is to conduct pickleball activity and encourage an atmosphere of sociability for all residents.

**Article III: Membership**

Membership is open to any “Resident” of the Timber Pines Community Association (TPCA). The definition of “Resident” is defined in the TPCA “Rules and Regulations” that states: “For the purposes of this document, will include Owner(s), Renter(s) and person(s) named on an Affidavit of Residency”. A member in good standing is one whose current Club dues are paid and who complies with the Club’s By-laws.

Membership in the Club will continue to be available to guests who were approved to join the Club prior to January 1, 2022. Continuous annual renewal by December 31<sup>st</sup> is required to maintain these memberships. These members shall enjoy all rights and privileges of Club membership.

**Article IV: Board of Directors**

Section 1: Organization

- A. The entire management of the Club, its affairs, and assets shall be vested in the Board of Directors (“Board”), consisting of seven (7) Directors, all of whom must be members in good standing.
- B. The election of the Directors of the Board shall be held at the Annual Members’ Meeting and shall be determined by a plurality vote of the members in good standing voting in person at the Annual Members’ Meeting or by absentee ballot.
- C. At the first election of Directors after the date of adoption of the March 28, 2024 Amended and Restated By-laws, three (3) Directors shall be elected to serve for a one (1) year term and two (2) Directors for a two (2) year term. Thereafter, at each Annual Members’ Meeting, as terms expire, Director’s positions shall be elected for a term of two (2) years.
- D. Any Director may be removed from the Board, with cause, by a vote of the members of the Club at a Removal of Director Meeting. In the event of death, resignation, or removal of a Director from the Board during their tenure of service, the remaining Board members shall solicit the entire Club membership for names of members who express interest in joining the Board. The remaining Board members will elect the replacement Director(s) by secret ballot. The newly elected Director shall serve until the next annual election at which time a Director will be elected by the membership for the remainder of the vacated term.

- E. At least thirty (30) days preceding the date of the Annual Members' Meeting, the current Board shall appoint a Nominating Committee for the purpose of soliciting current Club members in good standing to place their name in nomination for the upcoming election of members to the Board of Directors. The Nominating Committee shall consist of three (3) Club members, not more than one (1) of whom is a current Board member.
- F. All decisions of the Board shall be by majority vote of the Directors present in person or by teleconference except where otherwise provided in these Amended and Restated By-laws.
- G. Any Petition, Request or Proposal sent to the Board for consideration shall be signed by members in good standing and will include their readable printed first and last names, signature, TPCA account number and date signed.

**Section 2: Duties and Responsibilities – the Board shall:**

- A. Elect from its Members a President, Vice President, Secretary and Treasurer at the Annual Board Meeting which convenes after the Annual Members' Meeting.
- B. Create Committees suggested by Club or Board members that are necessary for the proper management of the Club, and to define and delegate the duties and responsibilities of such Committees.
- C. Establish membership dues and the schedule for payment.
- D. Recommend to the Membership the removal of a Director from the Board for cause. For example, the absence of a Director from four (4) consecutive meetings of the Board without permission of the Board or the President shall be considered sufficient cause for removal. Additionally, upon the receipt of a petition sent to the Board to remove a Director with cause, signed by at least one-hundred (100) members in good standing, the Board shall call for a Removal of Director Meeting. Refer to Article VI, section 3: Removal of Director Meeting.
- E. Direct the President to call additional meetings of the Club.
- F. Authorize the Board President to have the financial records of the Club audited at the end of each calendar year by an accountant or an Audit Committee, consisting of Club members in good standing.
- G. Elect from the members of the Board replacements for vacated Officer positions.

**Article V: Officers**

**Section 1: Elected Officers**

The Board of Directors elect Officers (President, Vice President, Secretary, and Treasurer) at the Annual Board Meeting which convenes following the Annual Members' Meeting.

**Section 2: Qualifications**

Any Board member in good standing.

**Section 3: Term of Office**

All Officers shall hold office for a period of one (1) year.

**Section 4: Duties**

- A. The President shall:
  1. preside at all meetings of the membership and Board of Directors
  2. appoint Committee Liaisons
  3. prepare agendas for meetings
  4. be an ex-officio member of all Committees
  5. fulfill other duties as assigned

- B. The Vice President shall:
  - 1. assume the duties of the President when the President is absent, resigns or is unable to perform
  - 2. assist the President
  - 3. fulfill other duties as assigned
- C. The Secretary shall:
  - 1. record the minutes of meetings of the Club
  - 2. post the list of nominees for the Board of Directors at least one week prior to the annual election
  - 3. prepare communication with TPCA (Friday Flash, TPCA newsletter)
  - 4. email a welcome letter to all new members
  - 5. communicate with the membership as requested by a Director
  - 6. fulfill other duties as assigned
- D. The Treasurer shall:
  - 1. maintain the Club's financial records, including proper handling, safeguarding and recording of all monies received and disbursed
  - 2. maintain control over Club funds, including receiving/depositing monies from Club activities and paying approved Club bills
  - 3. maintain the Club membership list using appropriate software
  - 4. prepare financial reports and budgets as requested by the President
  - 5. be the Liaison to the Finance Committee
  - 6. submit a year-end financial report at the Annual Members' Meeting
  - 7. prepare and submit all required annual IRS and State of Florida filings in a timely manner
  - 8. fulfill other duties as assigned

## **Article VI: Meetings**

### **Section 1: Annual Members' Meeting**

Will be held each year in March. The agenda will be posted on the bulletin board at the PARC Pickleball courts and emailed to all current Club members. The Secretary shall post the agenda at least thirty (30) days prior to the meeting. Nominations for open Director positions as well as amendments and revisions of the Club By-laws will be voted on at this meeting. After achieving quorum, two-thirds affirmative vote of the members present and voting is required to accept changes to the Club By-laws. A plurality vote of the members present and voting or by absentee ballot is required for the election of members to the open Directors' positions. A simple majority vote is required for approval of any other agenda items.

### **Section 2: Additional Member Meeting**

May be called by the President or by written request of fifty (50) members of the Club in good standing. The meeting shall be called within thirty (30) days after notice to the Board. The meeting is open to all members. The Secretary shall post the agenda ten (10) days prior to the meeting. If a quorum of members is not achieved, there will be one attempt to reschedule the meeting. A simple majority vote of members present and voting is required for approval of any agenda items.

### **Section 3: Removal of Director Meeting**

Shall be called by the President or by written request of four (4) Directors for the purpose of removal of a Director from the Board. This meeting shall be posted at least ten (10) days in advance of the meeting. The meeting is open to all members. A quorum of one-hundred-fifty (150) members in good standing must be established to proceed with the meeting. Two-thirds affirmative vote of the members present and voting is required to remove a Director.

#### Section 4: Annual Board Meeting

Shall immediately follow the Annual Members' Meeting for the purpose of electing Officers of the Board.

#### Section 5: Regular Board Meetings

Shall be held as needed, will be posted at least seventy-two (72) hours in advance of the meeting and are open to all members. A simple majority vote of Board members present in person or by teleconference is required for approval of any agenda item.

#### Section 6: Executive Session/Closed Board Meetings

May be called by the President or at the request of four (4) Directors. Executive Sessions or Closed Board Meetings are for Board Members only and their invited guests. The meeting agenda shall be posted at least twenty-four (24) hours in advance of the meeting.

#### Section 7: Order of Business

- A. All meetings of members and regular Board meetings shall follow Robert's Rules of Order for parliamentary proceedings which includes call to order, proof of notice, proof of quorum, approval of the previous meeting minutes, unfinished business, new business, and adjournment.
  1. In addition, at the Annual Members' Meeting, there shall be a report by the Nominating Committee. Candidates will be announced and nominations will be taken from the floor. The election to fill the open Director positions will follow immediately. Reading and approval of the previous year's Annual Members' Meeting minutes and reports of Officers and Committees will follow.
  2. In addition, at regular Board meetings, there shall be reports of Officers and Committees.
- B. Executive or Closed Board Meetings order of business shall be call to order, proof of notice, proof of Director quorum, new business, and adjournment.

#### Section 8: Quorums

- A. At the Annual Members' Meeting or additional meetings of the members, eighty (80) members in good standing of the Club in person shall constitute a quorum.
- B. At a Removal of Director Meeting, one-hundred-fifty (150) members in good standing shall constitute a quorum.
- C. At all Board meetings, four (4) Directors in person or by teleconference shall constitute a quorum.

#### Section 9: Parliamentary Rules

Robert's Rules of Order will govern the proceedings of the Club meetings except where otherwise provided in these Amended and Restated By-laws.

### **Article VII: Committees**

#### Section 1: Committee Members

Committee members shall be members in good standing of the Club.

#### Section 2: Standing Committees

1. Administration
2. Equipment and Facilities
3. Training and Development
4. Events
5. Communications
6. Finance
7. Membership
8. Nominations/Elections

### Section 3: Committees

All Committee Liaisons shall be appointed by the incoming President of the Club and will report Committee activities directly to the Board.

## **Article VIII: Nominations and Elections**

### Section 1: Nominating Committee

The Nominating Committee is named by the Board, per Article IV: Board of Directors, Section 1-E. At the Annual Members' Meeting, they shall be responsible for nominating members in good standing who choose to be candidates for election to serve on the Board in the open Director positions. Nominations will be accepted from the floor.

### Section 2: Election

The vote shall be by ballot which shall list all candidates for the open Directors' positions. The persons receiving the largest number of votes shall be elected. If at the close of nominations there are not more nominees than there are vacancies, the nominees for election to the Board shall be elected by acclamation and no vote of the Members shall be required.

### Section 3: Ballots

Absentee ballots are authorized for the election of open Director positions. Each member who wishes to use an absentee ballot must personally request a ballot from the Nomination/Elections Committee. When completed, the ballot shall be returned to the Nomination/Elections Committee before the election.

## **Article IX: Amendments**

Any amendment proposed to these By-laws by a member must be accompanied with fifty (50) signatures from members in good standing and presented to the Board of Directors at least sixty (60) days prior to the Annual Members' Meeting. Additional amendments to the By-laws may be introduced by the Board. After being approved for presentation by the Board, the proposed amended By-law(s) will be sent to the Club membership at least forty (40) days before the Annual Members' Meeting to allow time for member comments. Member suggestions shall be received no later than thirty (30) days before the Annual Members' Meeting. Member suggestions received may be incorporated as proposed changes to the By-laws and will require reapproval by the Board. After Board approval, the final version will be sent to the membership prior to the Annual Members' Meeting. After achieving the quorum of members at the Annual Members' Meeting, the amended By-law(s) shall be approved by a two-thirds affirmative vote of the Club members in good standing present and voting at the meeting.

Signed this twenty-eighth day of March, 2024, by \_\_\_\_\_

President, Timber Pines Pickleball Club Inc.