

***Cortez Pickleball Club***  
**FOUNDING DOCUMENTS:**  
***Mission Statement, Objectives and Bylaws***



***October 12, 2022***

***Cortez Pickleball Club***  
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***Cortez Pickleball Club***  
**FOUNDING DOCUMENTS:**  
***Mission Statement, Objectives and Bylaws***

**Article I – GENERAL**

**1.1 Name of Organization:** Cortez Pickleball Club (CPC)

**1.2. Mission Statement and Objectives**

The mission of the Cortez Pickleball Club (CPC) is to encourage the growth and development of pickleball in the Cortez area. We see the sport as one that fosters health, enjoyment and social engagement for all ages. We support the spread of the game with information, instruction, and pickleball facility additions and improvements for the safety and increased participation of both recreational and competitive athletes.

We strive to offer pickleball events and related social activities that promote these objectives:

- |               |                 |
|---------------|-----------------|
| * fun,        | * fitness,      |
| * friendship, | * courtesy,     |
| * community,  | * fairness, and |
| * inclusion,  | * integrity.    |

**1.3 Club Status**

The CPC will operate as a nonprofit, tax-exempt social club under IRS rule 501(c)(3). Changing this status requires a unanimous vote of the Board of Directors in favor of such change.

**1.4 The CPC Year**

The CPC year runs from October 1 through September 30. The CPC budget, Board of Directors' terms of service and CPC membership are calculated using those dates.

**1.5 Uses of Revenues**

In the event revenues exceed expenditures, the profits so generated will be used to foster and promote ongoing CPC activities as defined in these bylaws.

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**Article II – CLUB MEMBERSHIP**

**2.1 Dues**

No dues are charged by the Cortez Pickleball Club. Dues may be imposed at a later date only with the approval of a majority of CPC membership.

**2.2 Membership Eligibility**

Membership is open to area residents and visitors who play pickleball at the Montezuma Avenue and/or Cortez Recreation Center courts a minimum of four times per year.

**2.3 Other Preconditions**

With the exceptions of the minimum play requirements and compliance with these bylaws, no other preconditions for CPC membership shall be mandatory. Nor shall members be expected to join any national, state, or regionally affiliated organizations.

**2.4 Members in Good Standing**

Residents and visitors who play at municipal courts in Cortez a minimum of four times a year and are in compliance with CPC bylaws are considered members in good standing. Only they are permitted to have a voice in CPC matters.

**2.5 Membership Functions**

Responsibilities of the CPC's general membership include making decisions on dues, voting on the club's fiscal priorities, nominating candidates for vacancies on the Board of Directors, and choosing among nominees to the Board of Directors.

**2.6. Resignation from Membership**

Individuals may resign from membership at any time by submitting either a handwritten or electronic notice of resignation.

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**Article III – BOARD of DIRECTORS**

**3.1 Governing Body**

The CPC's Board of Directors is the governing body of the Cortez Pickleball Club.

**3.2 No Compensation for Directors**

Members of the CPC's Board of Directors are prohibited from receiving compensation for their service.

**3.3 Board Members**

Four (4) or five (5) members constitute the CPC Board of Directors: a President, Vice President, Secretary, and Treasurer and, at the Board's discretion, a maximum of one other full-time member at large. On a majority vote by the Board, the number of directors can be modified.

The Cortez Parks & Recreation Director shall serve as a non-voting, ex officio member of the Board.

**3.4 Directors' Terms of Service**

Directors may serve up to two two-year terms consecutively. After sitting out a third two-year term, Directors may run again for up to two more two-year terms, etc. In order to maintain continuity of leadership, terms of service may be modified at the discretion of the Board.

**3.5 Reorganization of the Board**

Changing titles and responsibilities (see Article IV) will occur at least yearly at the regular October meeting of the Board. The Board may choose, at its discretion, to reorganize more than once a year.

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**Article III – BOARD of DIRECTORS (continued)**

**3.6 Removal of a Director**

Reasonable cause may result in the removal of a Director at any duly constituted meeting of the Board. Removal can only be done by majority vote of the remaining Directors. The individual subject to possible removal must be notified in writing that such action will be considered at the meeting. The Director facing possible removal shall be given an opportunity to be heard at the meeting where removal is considered.

Removal for cause can be for, but is not limited to, behavior in conflict with these bylaws, more than three absences from Board meetings in a single year, or conduct unbecoming a member of a community recreational group.

**3.7 Nomination of New Directors**

Nominations for Board vacancies may be accomplished in any of three (3) ways: 1) an expression of personal interest by a CPC member, 2) recommendation by a fellow member of CPC, or 3) recommendation by a current Board member. Potential candidates may decline nomination.

**3.8 Board Vacancies of Less Than a Year**

When a vacancy of less than a year occurs for any reason, the Board of Directors has the discretion to fill the position by Board appointment or to leave it vacant.

**3.9 Board Vacancies of a Year or More**

If a Board vacancy of more than a year occurs, the Board shall solicit nominations (as described in 3.7) for the position. Should there be none or should only one nominee volunteer, the Board shall have the option to appoint either the single nominee or a nominee of its own choosing. If, however, there are two or more candidates for the position, the CPC membership shall make the selection by majority vote of a quorum (50% or more) of the membership.

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**Article IV - BOARD DUTIES and RESPONSIBILITIES**

**4.1 Board of Directors' Functions**

In its capacity as the CPC's governing body, the Board is charged with approving, conducting, overseeing, and funding pickleball events and related activities for the benefit of CPC members. In so doing, it shall authorize and organize whatever committees it deems necessary for carrying out in a collaborative manner the activities, purposes, and objectives of the CPC.

**4.2 President's Functions**

This Director shall preside over all Club meetings (general, special and Board) and be accountable for the administration of the Club's business. She/he shall carry out the direction and policies established by the Board of Directors and shall act as the principal liaison between the CPC, the Cortez Parks and Recreation Department and other entities as deemed appropriate by the Board of Directors. In addition, all communications are funneled through the President.

**4.3 Vice President's Functions**

The Board's Vice President shall perform all duties of the President in the event of the President's absence or inability to perform said duties. She/he shall also perform such duties and responsibilities as may be needed and assigned, with the approval of the Board of Directors. She/he may also represent the CPC at meetings with the City of Cortez Parks & Recreation Department and other entities.

**4.4 Secretary's Functions**

The Secretary shall keep the Club's records, issue notices of public meetings of the Board of Directors, keep a directory of members and members' contact information, take notes at all CPC meetings, and see to the distribution of minutes to the Board and the CPC membership.



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**Article IV - BOARD DUTIES and RESPONSIBILITIES (continued)**

**4.5 Treasurer's Functions**

The Director designated as the Board's Treasurer receives and deposits all moneys paid to the CPC, pays by following standard business practices all obligations incurred, keeps an up-to-date ledger of all financial transactions, and provides financial reports as may be required at meetings of the Board of Directors and the general membership.

**4.6 Functions of the Member at Large**

If a fifth member of the Board is selected (generally in September), she/he shall perform such duties and responsibilities as may be assigned by the President, with the approval of the Board. This Director may be a specialist in technology or other area of expertise and shall be expected to either lead or serve on at least one committee.

**Article V – MEETINGS**

**5.1 Open Meetings**

Meetings of the CPC membership and Board of Directors are open to CPC members in good standing and the general public.

**5.2 Public Notice**

Public notice of regular meetings of the CPC membership and the Board of Directors shall be posted electronically at least seven (7) days prior to said meetings.

**5.3 Electronic Meetings**

Board meetings may be conducted via conference call or other electronic means.

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**Article V – MEETINGS (continued)**

**5.4 General Membership Meetings**

Meetings of the club's general membership shall be held not less than once annually. The time and place of such meetings will be determined by the Board of Directors, but generally, it will take place in June of each year. Notice of such meetings shall be provided as described in **5.2**.

**5.5 Quorums/Action at Membership Meetings**

To conduct the CPC's business at membership meetings, a quorum (3) of the Board of Directors must be present. The Directors serve as non-voting election facilitators. The CPC membership may cast its votes in person or electronically within seven (7) business days after the date of the meeting. Proposed actions are approved or candidates elected when a simple majority of those casting ballots vote in favor. A two-thirds (2/3) majority, however, is required to amend CPC Bylaws.

**5.6 Board of Directors' Meetings**

CPC Board meetings shall be held a minimum of six (6) times through the year. These meetings will take place on the second (2<sup>nd</sup>) Monday of the month. The number of meetings can be changed by majority vote of the Board of Directors. The meetings shall be conducted using a simplified version of Robert's Rules of Order.

**5.7 Quorums/Action at Board Meetings**

There must be at least three voting Directors present at Board meetings to constitute a quorum for conducting CPC business. When a quorum exists, a majority of those voting members present can approve proposed Board actions.

**5.8 Special Meetings of the Board**

The President may call a special meeting of the Board at any time. A twenty-four (24) hour notice is required by email or electronic posting.

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**Article V – MEETINGS (continued)**

**5.9 Executive Sessions**

On occasion, Board meetings may be closed temporarily to consider (1) personnel assignments, (2) the selection of outside entities to perform services for the CPC, and (3) the discussion of legal matters or potential legal matters directly involving the CPC, its officers and/or its members.

**5.10 Public Forum**

A public forum segment held at each regular Board meeting shall be available to all CPC members in good standing. Requests specifying the topic of interest must be submitted in written or electronic form to any member of the Board of Directors at least 48 hours prior to the meetings.

One five-minute maximum is allotted per topic. A single speaker may use up the entire time alone or several speakers on the same subject may split the five minutes among themselves. Multiple five-minute speakers will not be allowed to address a single topic.

In general, the Board of Directors will not respond to public forum presentations until the following meeting.

**5.11 Proxy Votes**

No proxy votes are allowed at either membership or Board meetings.

**5.12 Minutes**

The Board Secretary, or a designee chosen by the President in the absence of the Secretary, shall keep minutes of all meetings at which CPC decisions are made. Within seven (7) work days after the Board votes its approval of the minutes (generally at its next meeting), they will be made available to CPC members.

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**Article VI – FISCAL PROCEDURES**

**6.1 Annual Budget**

The Board shall prepare an annual budget to be presented for approval to the general membership at the regularly-scheduled meeting in June.

**6.2 Expenditures**

Single expenditures not to exceed \$100.00 may be made by the Treasurer at his/her sole discretion. Expenditures made under this provision shall be reported to the Board at its next regular meeting.

**6.3 Account Signatories**

The Board of Directors shall designate three (3) Board members as signatories for CPC financial accounts. The Treasurer, President and one other Board member shall be designated as the club's signatories.

**6.4 Maintenance of Financial Records**

The CPC or its fiscal sponsor shall maintain records of revenues, expenditures and other financial matters. In addition, monthly, quarterly and/or annual reports of the club's fiscal status shall be compiled by appropriate personnel and reviewed by the Board of Directors. Records must be kept for the current year and the two (2) previous years and shall be maintained by the Treasurer and/or the CPC's fiscal sponsor.

**6.5 Audits**

The club's financial records shall be audited on a regular basis by persons or organizations deemed qualified and selected by the Board of Directors.

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**Article VII – BYLAW AMENDMENTS**

**7.1 Submittal of Proposed Bylaw Amendments**

Any party proposing an amendment to the bylaws shall deliver to the President a written statement of the proposed change and the rationale for doing so.

**7.2 Prior Board Approval**

The proposed amendment must be approved by the Board of Directors at a regular Board meeting before it is presented for a vote to the general membership. If, at the sole discretion of the Board, the proposed amendment is without merit, approval may be withheld prior to a general vote.

**7.3 Notice of Proposed Amendment**

If the Board of Directors gives its approval, the proposed amendment to the bylaws shall be posted at least ten (10 ) days prior to the membership meeting. At the Board's sole discretion, the proposed amendment may be posted electronically.

**7.4 Voting on a Proposed Amendment**

The proposed amendment may then be presented to the general membership for approval at a regularly scheduled membership meeting. If it is impossible to hold a general membership meeting, a vote may be taken via electronic format such as email.

**7.5 Approval of an Amendment to CPC Bylaws**

With a minimum 50% quorum of membership voting, a two-thirds (2/3) majority vote shall be required to adopt any amendment to the bylaws. If the vote is conducted via an electronic format, a two-thirds majority of votes cast within the designated time period is required for adoption of the amendment.

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**Article VIII – DISSOLUTION**

**8.1 Payment of Debts**

The Cortez Pickleball Club may not be dissolved until all of its outstanding debts have been paid.

**8.2 Donation of Assets and Property**

Upon dissolution, all assets and all property of the CPC shall be donated at the discretion of the current Board of Directors to a charity or organization with similar aims.

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These bylaws were approved by unanimous vote of the Board of Directors  
on Wednesday, October 12, 2022.

*/S/ Vern Harrell*

DATE: October 12, 2022

Vern Harrell  
Cortez Pickleball Club  
President

*/S/ Joye McHenry*

DATE: October 12, 2022

Joye McHenry  
Cortez Pickleball Club  
Vice President

*/S/ Charles Hayes*

DATE: October 12, 2022

Charles Hayes  
Cortez Pickleball Club  
Secretary

*/S/ David Newman*

DATE: October 12, 2022

David Newman  
Cortez Pickleball Club  
Treasurer