

GREATER TERRE HAUTE PICKLEBALL ASSOCIATION BYLAWS

Article I – Name

Section 1. The name of this organization shall be the Greater Terre Haute Pickleball Association, Inc. (GTHPA).

Article II – Purpose and Powers

Section 1. GTHPA is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Without limiting the foregoing Greater Terre Haute Pickleball Association, Inc. is further established for the purpose of providing a fun, healthy, recreational activity for all members, to plan for and stimulate the growth of pickleball in the greater Terre Haute area, and to partner with the Terre Haute Parks and Recreation Department for the improvement and maintenance of the Terre Haute Parks and Recreation pickleball facilities.

Section 2. Priority will be given to the maintenance and improvement of a primary pickleball facility. The primary pickleball facility will be defined as the pickleball location offering the most usable courts with a corresponding level of amenities (i.e., parking, restrooms). At present, Brittlebank Park is deemed to be our primary pickleball facility.

Article III – 501(c)3 Status

Section 1. GTHPA shall be operated as a Nonprofit Organization in accordance with Indiana and other applicable statutes. GTHPA is an Indiana nonprofit public benefit corporation and has applied to be recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Section 2. Notwithstanding any other provision of these Bylaws, no director, officer, employee or agent, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the

benefit or be distributable to any director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Article IV – Membership

Section 1. Eligibility for Membership

Any individual 18 years of age or older is eligible for membership.

Section 2. Member Privileges and Responsibilities

- a. A “Member” shall be an individual satisfying the criteria for eligibility and having paid the dues for the current fiscal year.
- b. Members shall abide by the GTHPA Bylaws, and the Policies and Procedures established by GTHPA.
- c. All Members in good standing shall have the opportunity to actively support and participate in appropriate GTHPA functions.
- d. Each Member in good standing eighteen (18) years of age or older shall have one vote and shall have the right to vote on any matter put to a vote of the general membership.
- e. It is strongly recommended that each Member have an active email account because most or all GTHPA correspondence shall be sent or posted electronically.

Section 3. Membership Dues

The Board of Directors shall determine annual dues for each fiscal year. Each Member must pay the established dues annually in order to maintain good standing as a Member. Annual dues will be due by the end of May each year.

Section 4. Termination of Membership

Membership in GTHPA may be terminated by any of the following means: voluntary withdrawal, failure to pay membership dues within 15 calendar days past the due date, or violation of any of the provisions of these Bylaws or the Policies and Procedures of GTHPA. A failure to timely pay membership dues may be cured by bringing delinquent past due dues current.

Article V – Meetings

Section 1. The Board will hold a minimum of four (4) Board meetings per year, as deemed necessary by the Board.

Section 2. Special meetings may be called by the president or upon request of a majority of the board members.

Section 3. A Membership meeting shall be held once each year.

Section 4. Members will be given the opportunity to provide agenda items for all meetings. Members must provide agenda items a minimum of three (3) days prior to the scheduled meeting.

Section 5. A legal quorum for a board meeting shall be a majority of the voting members of the Board in office immediately before the meeting. A legal quorum for the annual Membership meeting shall be 10% of the paid-up membership over 18 years of age.

Section 6. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 7. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. A director participating in a meeting by this means is considered to be present in person at the meeting.

Article VI – Nomination and Election Process

Section 1. A Nominating Committee shall be appointed by the Board each year. Any eligible Member of GTHPA may be nominated for a Board position.

Section 2. Elections shall be held before or at the annual Membership meeting. All eligible Members may vote in the annual elections.

Section 3. Election of Board Members will be done by paper or electronic ballot.

Article VII –Board Members and their Duties

Section 1. Composition of the Board of Directors

The Board shall consist of at least five (5) and no more than nine (9) active members and must include the following positions: President, Vice President, Secretary, Treasurer, and Members-At-Large. The Secretary and Treasurer positions may be held by one person, if necessary.

Section 2. Election of the Board

The Board will be elected from among the Membership by the Membership at or before the annual meeting.

Section 3. Term Limits of Board Members

- a. The term of each Board member will be two years in length. Board members may serve three (3) consecutive terms.
- b. The terms of office will be staggered. In the even numbered years, four (4) Members will be elected to the Board. In the odd numbered years, five (5) Members will be elected to the Board.

Section 4. Governing Authority of the Board

The Board shall have overall governing authority of GTHPA consistent with the provision of these Bylaws and may appoint (by majority vote) any committees deemed necessary to carry out the functions and objectives of the Board. All official business of the Board shall be conducted at a regular or special meeting of the Board. The Board shall approve the establishment of, modification of, and deletion of all Policies and Procedures of GTHPA.

Section 5. Filling Vacancies on the Board

Unless a vacancy causes the number of board members to fall below the minimum of five (5) the vacancy shall not be filled until the regular term rotation for the position.

Section 6. Compensation/Reimbursement of Board Members

No Board member shall receive compensation for any services that may be rendered to GTHPA. However, any Board member may be reimbursed for any actual expenses for materials incurred in the performance of their duties.

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Section 7. Removal of Directors

A director may be removed by two-thirds (2/3) vote of the Board of Directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve (12) month period. The Board President is empowered to excuse directors from attendance for a reason deemed adequate by the Board President (the President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice President shall excuse the President); or

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

Article VIII – Duties of Officers

Section 1. President

Shall assume leadership of GTHPA A, write the meeting agendas, preside at all meetings, call special meetings as needed, carry out the directions and policies established by the Board, and act as the official spokesperson for GTHPA. The President or his/her designee shall be responsible for coordination with City officials, facility representatives, other pickleball clubs, vendors, etc., as needed.

Section 2. Vice-President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall assume the duties of the President. The Vice President shall perform other such duties and responsibilities as may be assigned from time to time by the President and generally assist GTHPA in all functions as necessary.

Section 4. Secretary

Shall take, disseminate, and maintain the minutes of all Board and Membership meetings as well as handle all GTHPA correspondence. Minutes, as well as other pertinent records, shall be retained for a period of three (3) years and files shall be

turned over to the succeeding secretary. The secretary is responsible for determining if a quorum exists any time a vote is being taken and shall notify Members of changes in GTHPA's officers. Other Board members should coordinate with the secretary prior to sending out any communication related to GTHPA.

Section 5. Treasurer

Shall maintain the GTHPA checking account, pay all GTHPA -related bills, provide an oral financial report for each regular meeting, and provide a written financial report for viewing at the annual Membership meeting. The treasurer or his/her designee shall collect the Membership dues. Any expenditure which exceeds \$500 shall require two (2) authorized signatures on the check. There shall be three (3) Board members on the signature card at the bank.

Section 5. Member-at-Large

Shall serve as a voting member of the GTHPA Board and assist as needed for any board-related tasks.

Article IX – Committees

Section 1. The Board (on majority vote) may create any committees deemed necessary to carry out the functions and objectives of the Board.

Section 2. Nominating Committee

The Nominating Committee shall seek out prospective candidates to fill open GTHPA Board positions at election time.

Section 3. Membership Director/Committee

The Membership Director shall be responsible for maintaining a roster of all GTHPA members and shall send an annual renewal notice of Membership dues to the Members with payment instructions.

Section 4. Facilities Director/Committee

Shall seek to partner with organizations providing pickleball facilities for use by GTHPA by supporting them in maintaining their facilities and helping to keep them in playable condition.

Article X- Insurance

Section 1. GTHPA may maintain an insurance policy to protect the club and its officers from lawsuits. Payment of this insurance policy shall initially be approved by a vote of the board members. A vote shall not be required for annual policy renewal as long as there are no substantial changes to the terms or conditions of the policy, excluding standard renewal increases. Prior to each policy renewal, the board shall compare existing policy costs to those from other providers in an effort to keep this expenditure in line.

Article XI – Expectations and Code of Conduct for Board and GTHPA Members

Section 1. All GTHPA members pledge to support and abide by all Bylaws, published rules, expectations, and code of conduct as established by GTHPA. Board members will refrain from publicly criticizing GTHPA, rules, projects, officers, or members.

Section 2. Members should be actively involved on a regular basis in GTHPA activities including scheduled play, mentoring new players, and assisting in sponsored tournaments.

Section 3. Members will also promote and solicit membership with GTHPA, support the goals of GTHPA, and promote the growth and development of the game of pickleball to people of all ages.

Section 4. Members must model good behavior, lead by example, display respect of fellow members, the Board, and other GTHPA members.

Section 5. All GTHPA members must abide by the following:

- a. Rules and regulations established by all facilities including but not limited to: All facilities used by GTHPA.
- b. Not engage in unsportsmanlike conduct.
- c. Not use excessive profanity.
- d. Treat others with respect.
- e. Exhibit fairness and honesty in dealing with other GTHPA members.

Section 6. Any GTHPA member or board member can be held accountable and subject to action taken by the board if expectations and code of conduct are not followed.

Article XIV – Amendments

Section 1. Bylaws may need to be updated or modified as GTHPA grows, and our requirements change.

Section 2. The Bylaws may be amended by two-thirds majority vote of the Board members after an explanation and discussion of the proposed changes, provided, however:

- a. that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code;
- b. that an amendment does not affect the voting rights of directors (an amendment that does affect the voting rights of directors further requires ratification by a two-thirds (2/3) vote of a quorum of directors at a Board meeting); and
- c. that all amendments be consistent with the Articles of Incorporation.

A motion must be made and seconded prior to any vote to amend the Bylaws.

Article XV – Dissolution

Section 1. Upon dissolution of Greater Terre Haute Pickleball Association, Inc. assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, to local Vigo County, Indiana non-profit entities as determined by the Board at the time of dissolution. Any assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2. Any equipment lent to GTHPA shall be returned to the lender. All other equipment purchased or donated to GTHPA shall be given to the Terre Haute Parks and Recreation.

ARTICLE XVI – CONTRACTS (CHECKS, LOANS, INDEMNIFICATION,
AND RELATED MATTERS)

Section 1. Contracts and other Writings.

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Board President or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 2. Checks, Drafts.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

Section 4 Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances. The corporation may not lend money to or guarantee the obligation of a director or an officer of the corporation.

Section 5. Indemnification

- a. Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the

defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

- b. Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- c. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of **(i)** a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and **(ii)** an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- d. Indemnification of Officers Agents and Employees or Agents. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Indiana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XVIII. MISCELLANEOUS

Section 1. Books and Records.

The corporation shall keep at 1725 West Winds Ct, West Terre Haute, Indiana 47885 correct and complete books and records of account, the corporation's Articles of Incorporation and Bylaws as amended to date, a list of the names and business or home addresses of the corporation's current directors and officers, and the

corporation's most recent biennial report delivered to the Indiana Secretary of State under Indiana Code 23-17-27-8. The corporation shall also keep ballots from any election for one (1) year after the date the ballot was received. Additionally, the corporation shall keep as permanent records a record of the following:

- a. Minutes of meetings of the corporation's board of directors.
- b. A record of actions taken by the directors without a meeting.
- c. A record of actions taken by committees of the Board of Directors as authorized under Indiana law.

Section 2. Nondiscrimination Policy.

The officers, directors, committee members, employees or agents, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of GTHPA not to discriminate on the basis of race, creed, ancestry, marital status, gender (to include gender identification), sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE XIX. DOCUMENT RETENTION POLICY

Section 1. Purpose.

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of the GTHPA's records.

Section 2. Policy

- a. General Guidelines. The corporation shall maintain the corporation's records in written form or in another form capable of conversion into written form within a reasonable time. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

From time to time, the GTHPA may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 3. Exception for Litigation Relevant Documents.

GTHPA expects all officers, directors, and employees or agents to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees or agents should note the following general exception to any stated destruction schedule: If you believe, or GTHPA informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 4. Minimum Retention Periods for Specific Categories

- a. Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that Form 1023 be available for public inspection upon request.
- b. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.
- c. Employment Records/Personnel Records. Reserved.

- d. **Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the corporation's minute book.
- e. **Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- f. **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.
- (g) **Marketing and Sales Documents.** Reserved.
- (h) **Development/Intellectual Property and Trade Secrets.** Reserved.
- (i) **Contracts.** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- (j) **Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.
- (k) **Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- (l) **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (m) **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

Section 7. Electronic Mail. E-mail that needs to be saved should be either:

(a) printed in hard copy and kept in the appropriate file; or

(b) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XX. TRANSPARENCY AND ACCOUNTABILITY

Disclosure of Financial Information with the General Public

Section 1. Purpose.

By making full and accurate information about its mission, activities, finances, and governance publicly available, GTHPA practices and encourages transparency and accountability to the general public. This policy will:

- a. indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public;
- b. indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public;
- c. specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

Section 2. Financial and IRS documents (The Form 1023 and the Form 990).

GTHPA shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

Section 3. Means and Conditions of Disclosure.

GTHPA shall make widely available the aforementioned documents on its internet website: [internet website address] to be viewed and inspected by the general public.

- a. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- b. The website shall clearly inform readers that the document is available and provide instructions for downloading it, or, if such document is not able to be posted to the website, the website shall state where and how such document is available for public inspection.
- c. GTHPA shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- d. GTHPA shall inform anyone requesting information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

Section 4. IRS Annual Information Returns (Form 990).

GTHPA shall submit Form 990 to its board of directors prior to the filing of Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Director's via (hard copy or email) at least ten (10) days before the Form 990 is filed with the IRS.

Section 5. Board

- a. All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.

- b. All Board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- c. All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

Section 7. Staff Records. Reserved.

Section 8. Donor Records

- a. All donor records shall be available for consultation by the donors concerned or by their legal representatives.
- b. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- c. Within the corporation, donor records shall be made available only to the board when requested.

ARTICLE XX. AMENDMENT OF ARTICLES OF INCORPORATION

Section 1. Amendment.

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

Bylaws adopted by the by the GTHPA Board of Directors on February 21, 2024.