

SAN MIGUEL DE ALLENDE PICKLEBALL CLUB BY-LAWS

ARTICLE 1 - NAME

1. The name of this organization shall be the San Miguel de Allende Pickleball Club (hereinafter the “SMA Club”, “Club” or “the Club”).

ARTICLE 2 - MISSION STATEMENT AND GENERAL

1. The mission of the SMA Club is to promote and grow the game of Pickleball for its Club members and for the community of San Miguel de Allende, at large, by cultivating a fun, healthy, respectful, recreational, and social playing environment for all skill levels.

ARTICLE 3 - GENERAL PURPOSE

1. The Club is formed as a tax exempt social and recreational club, known as an Association Civil under Article 82 of the Ley del Impuesto Sobre la Renta.
2. The fiscal year of the SMA Club is January 1st - December 31st.

ARTICLE 4 - SMA CLUB MEMBERSHIP

1. The SMA Club has a policy of inclusion with regard to Club membership.
2. Members and non-members are permitted to play on the courts during Club hours.
3. Any suggested membership contributions will be determined by the Board of Directors (hereinafter the “BOD”).
4. Membership Types:
 - a. Resident Member: Any individual who is a part-time or full-time resident of San Miguel de Allende and who has completed the Resident Member application form.
 - b. Visiting Member: Any individual who visits San Miguel on a regular or extended basis, who has completed the Visiting Member application form.
5. Membership Term:
 - a. A Club membership is for a calendar year only.
 - b. All Club memberships expire on December thirty first (31st) each year.
6. Each member of the Club shall:
 - a. Abide by all rules, regulations, the Code of Conduct and best practices of the Club, of La Unidad Deportiva Municipal San Miguel de Allende, of El Modulo COMUDE San Miguel de Allende, and of El Comision Municipal del Deporte de Guanajuato.
 - b. Abide by the USAPA Pickleball “Rules and Guidelines for Pickleball Court Play”.

7. Each Resident Member shall have one vote at any general meetings, at annual meetings, at special meetings that include Resident Members, at any online meetings that include Resident Members, and for the election of BOD officers.
8. Membership may be suspended or terminated by voluntary withdrawal, violation of the provisions of these bylaws, violation of the Code of Conduct, violation of published rules, guidelines and regulations promulgated by the Club.
9. In the absence of a formal complaint being filed against a Club member, the BOD, at its discretion, may warn any member in writing, not abiding by these rules. Upon a member receiving a second written warning for the same type of offense, the BOD may remove that member from the Club by majority vote when a quorum is present.
10. At the end of membership, any Club keys or Club property held by the member will be returned to a BOD member.

ARTICLE 5 - NOMINATION AND ELECTION OF BOD

1. SMA Club shall be administered by a BOD consisting of a President, a Vice-President, a Secretary, a Treasurer, and three (3) Members-at-Large.
2. A BOD candidate must be a full-time resident of San Miguel de Allende and a Resident Member of the Club.
3. The term of office for each BOD position is 2 years with staggered elections in opposite years.
 - a. Year 1: The President, Secretary, and one (1) Member-at-Large are up for election.
 - b. Year 2: The Vice-President, Treasurer, and the other Members-at-Large are up for election.
4. BOD officers may serve a maximum of two consecutive terms in their current position. They are not prohibited from running for other positions.
5. BOD candidates may be self-nominated or nominated by other Club members.
6. The slate of candidates will be communicated to the general membership by the fifteenth (15th) day of November. All membership ballots should be received by the BOD no later than November thirtieth (30th).
7. The BOD may conduct the election vote in person or via online voting as specified in Article nine (9).
8. Election results will be announced at the December Annual Meeting and the elected members of the BOD shall assume their duties on January first (1st).

ARTICLE 6 – DUTIES OF THE BOD, INDEMNIFICATION AND REMOVAL

1. The BOD is the governing entity for the organization and oversees the operations of the Club. The BOD must at all times function in a manner consistent with the laws of the

Republic of Mexico and ensure the actions taken are in line with the Club bylaws and Mission.

2. These functions shall include but not be limited to:
 - a. Maintain liaison with of La Comisión Municipal del Deporte del Municipio de San Miguel de Allende, Guanajuato.
 - b. Maintain membership rolls and provide for the collection of contributions.
 - c. Consider the comments and viewpoints of members before voting on matters being considered by the BOD.
 - d. Provide publicity and outreach activities to attract new members.
 - e. Maintain rules of play as established by the USA Pickleball Association (USAPA).
 - f. Organize periodic social activities for club members.
 - g. Ensure adherence to any published requirements of the La Comisión Municipal del Deporte del Municipio de San Miguel de Allende, Guanajuato.
 - h. Establish committees as needed for the operation of the Club (i.e. Tournament committee, Fund Raising, etc.).
 - i. Fill vacancies on committees as appropriate.
 - j. Appoint members to serve in capacities that the BOD believes will be beneficial to the operation of the Club.
 - k. Provide communication with the membership on items of interest.
 - l. Develop and promulgate a Code of Conduct and other appropriate regulations for members.
 - m. Take action as needed to enforce the Code of Conduct and regulations of the Club in accordance with due process and hearing.
3. The specific duties of the BOD officers are as follows:
 - a. The President shall:
 - i. Be the chief executive officer of the Club;
 - ii. Have general supervision and provide direction of the affairs of the Club, subject to the control of the BOD;
 - iii. Preside at all meetings of the members and of the BOD; and
 - iv. Work with designated employee(s) of La Comisión Municipal del Deporte del Municipio de San Miguel de Allende, Guanajuato regarding court times, operations and maintenance of the courts.
 - b. The Vice-President shall:
 - i. Work with designated employee(s) of La Comisión Municipal del Deporte del Municipio de San Miguel de Allende, Guanajuato regarding court times, operations and maintenance of the courts;
 - ii. Perform all the duties of the President in the absence or disability of the President; and
 - iii. Assist in duties as requested by the BOD

- c. The Secretary shall:
 - i. Prepare and keep minutes of all meetings and send them to BOD within 7 days of said meetings;
 - ii. Archive all approved meeting minutes to the club's cloud storage;
 - iii. Enforce Robert's Rules of Order;
 - iv. Maintain updated Bylaws on the Club's cloud storage; and
 - v. Assist in duties as requested by the BOD
 - d. The Treasurer shall:
 - i. Maintain accurate records of all financial affairs of the Club for a period of five (5) years prior to the current year;
 - ii. Issue a written report to the BOD of account(s) balance(s) which includes changes from the last report on a quarterly basis, and provide a summary financial report to the President upon request;
 - iii. Provide an annual budget to be presented at the Annual Meeting;
 - iv. Establish/manage a checking account and any other required bank accounts;
 - v. Ensure Club has a minimum of two club officers' signatories on file with the bank and updates the signatories as officer's change;
 - vi. Ensure that all applicable State and/or Federal financial documentation are filed in a timely manner as required by law;
 - vii. Archive all financial records to the club's Cloud storage.
 - viii. Authorize Club expenditures less than two thousand five hundred (\$2,500) pesos. Anything over two thousand five hundred (\$2,500) pesos shall be approved by the BOD.
 - ix. Assist in duties as requested by the BOD.
 - e. The Member at Large positions shall:
 - i. Assist in duties as requested by the BOD.
4. Non-Liability of Officers
- a. The Officers shall not be personally liable for the debts, liabilities, or other obligations of the Club
5. Indemnification by The Club of officers and other agents
- a. To the extent that a person, who is, or was, an officer, or other agent of this Club has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of The Club, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding to the extent permissible by law..
6. Board Member Removal:

- a. A Board Member may be removed, for cause, by a quorum vote of the BOD.
- b. Cause is recognized as:
 - i. Conduct that is in violation of the Club's Code of Conduct, the Club's Bylaws, or that brings disrepute to the Club;
 - ii. Non-participation in the work of the BOD, including missing two BOD meetings in a twelve-month period without notification or other sufficient cause.
- c. Prior to a Board Member being removed by the BOD, a special meeting must be called for the purpose of removing the director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director. The impugned director must be given a reasonable opportunity to make a presentation at the special meeting before the vote to remove the director is made.
- d. Any BOD member not able to be present for the meeting shall still be entitled to vote by proxy.
- e. Any vacancy occurring because of the death, resignation or removal of a director, may be filled by the BOD for the remaining term by a majority vote of the remaining BOD. Any tie that can't be resolved by a revote of the BOD, will be put to vote with the Resident Members.

ARTICLE 7 – COMMITTEES

1. The BOD may create committees, as necessary, and assign a purpose, responsibilities, and if appropriate, a timeframe for presenting its recommendations to the BOD.

ARTICLE 8 – MEETINGS AND QUORUM

1. Procedure - Robert's Rules of Order, Newly Revised will be the final authority as to parliamentary procedures at all meetings of the members, insofar as they do not conflict with any provisions of the Bylaws.
2. The Club may hold five (5) types of meetings with a quorum defined as follows for each specific type:
 - a. Annual Meeting: a quorum consists of three or more officers and 10% of the Resident Club Membership. For these meetings, officers are considered Resident Members and shall be included in the 10% requirement.
 - b. General Meetings: a quorum consists of three or more officers and 10% of the Resident Club Membership. For these meetings, officers are considered Resident Members and shall be included in the 10% requirement.

- c. BOD Meetings, including the Annual Board meeting: a quorum consists of two-thirds of officers.
 - d. Special Meetings where members are included: a quorum consists of three or more officers and 10% of the Resident Club Membership. For these meetings, officers are considered Resident Members and shall be included in the 10% requirement.
 - e. Special Meetings where Resident Members are not included: a quorum consists of two-thirds of the BOD officers.
3. A quorum must be present at any meeting in order to vote on club business.
4. Meetings may be held in person or online.
5. Member Meetings will be held at least four (4) times per year and may include General Meetings, Annual Meetings, and any Special Meetings where Resident Members are included.
 - a. The exact date, time, and place for all meetings will be determined by the President.
 - b. Members shall be given at least ten (10) days' notice of general membership meetings.
6. General membership meetings are open to all members.
 - a. Members can submit topics for discussion in writing, online, beforehand so that the BOD may review and may decide to add to the agenda.
7. The President may call BOD meetings at any time.
 - a. BOD meetings may be open to the Club membership at the discretion of the BOD.
 - b. Club members who are not officers can participate in discussions at BOD meetings, but cannot make motions or vote.
8. Special Meetings may be called by the President; by the majority of the officers; or by a written request signed by 10% or more of Resident Members indicating the purpose of the special meeting.
 - a. The call for a Special Meeting of the Club shall set forth the purpose of the meeting, and written notice given to the membership at least three (3) days prior to the meeting regarding time, place, and agenda.
 - b. No business shall be transacted at a Special Meeting of the Club except that specified in the notice.
 - c. In the event the President fails to issue the call for the Special Meeting within three (3) days after being requested to do so, the Secretary shall, in accordance with the above provision, send the necessary notices. If the Secretary does not call said meeting, any other BOD member may do so.

9. An Annual Meeting shall be held in the month of December every year, for the purpose of announcing the elected officers and may be combined with a General meeting. Members shall be given at least ten (10) days' notice for the Annual Meeting regarding time and place.
10. An annual BOD planning meeting shall be held in the month of January each year, to integrate the new BOD officers, and for the purpose of needs assessment and general planning for the upcoming season's activities and events.

ARTICLE 9 – VOTING

1. A quorum shall be required to either pass or to defeat any item called for a vote.
2. A voted-on item shall be passed or defeated by a simple majority of those voting unless otherwise specified by these Bylaws.
3. Online vote: At the discretion of the BOD, items requiring a vote by the Resident Members may be conducted by an online vote.
 - a. The BOD will determine the best method for conducting the online voting.
 - b. For online voting, at least ten (10) percent of the Resident members must cast a vote.
 - c. A voted-on item shall be passed or defeated by a simple majority of those voting online.

ARTICLE 10 – NOTICES

1. The preferred method of providing meeting notices and other information to Club members or to the BOD members shall be by e-mail to their last known e-mail address or through the SMA Pickleball WhatsApp Community. All such notices shall be posted on the Club website.
 - a. It is the member's responsibility to notify the Membership Director of any changes to their contact information.

ARTICLE 11 – PRIVACY OF MEMBERS

1. The BOD shall implement the following policies to protect the privacy of the members.
 - a. Lists of members with information about the members (e.g. addresses, email addresses, phone numbers, etc. If provided by the member) is the property of the Club and won't be shared.
 - b. Emails to members shall be sent using the BCC (Blind Carbon Copy) feature
 - c. Only members designated by the BOD shall have the authority to send emails to the general membership
 - d. Membership addresses and/or email addresses will be used to relay Pickleball Club-related events and will not be used by any person for commercial or political purposes, or to promote any personal causes not related to the business of the Club

ARTICLE 12 - DISSOLUTION

1. If the club disbands, all club assets will be disposed of as follows:
 - a. All physical assets belonging to the club such as balls, paddles, nets, ball machines etc. shall be made available to the club membership for purchase. All proceeds from this sale shall be deposited into the club's treasury
 - b. All improvements made on any of La Comisión Municipal del Deporte del Municipio de San Miguel de Allende, Guanajuato pickleball courts, paid for by the club such as shade screens, benches etc. shall remain at the courts and become property of La Comisión Municipal del Deporte del Municipio de San Miguel de Allende, Guanajuato
 - c. All monies in the club's treasury shall be donated to The San Miguel Sporting Club. If The San Miguel Sporting Club is no longer in existence at the time of dissolution, the BOD will vote on a youth sports organization to receive the funds.

ARTICLE 13 – Revisions

1. Revisions to these Bylaws shall be voted upon and approved by the BOD and then presented to and approved by an in person or online vote of the members.
 1. The President shall have the responsibility to submit the revised Bylaws to the Club membership.
 2. Revisions to the Bylaws shall not be effective until the revisions are approved by the Club membership.
 3. The Secretary shall have the responsibility to update the Bylaws if a revision is approved within 7 days of approval.