



CVE PICKLEBALL CLUB, INC.

BYLAWS

SECTION 1 – Type of Organization

The Club is a nonprofit corporation organized under Chapter 617, Florida Statutes, and shall be operated as a social club intended to qualify for federal income tax exemption under Section 501(c)(7) of the Internal Revenue Code.

SECTION 2 – Purposes and Club Operations

The Club is organized exclusively for the enjoyment of pickleball by its members. Its purposes and operations are to:

- Promote sportsmanship, camaraderie, inclusiveness, and social interaction;
- Encourage appropriate conduct and respect for pickleball etiquette;
- Work with CenClub Recreation Management, Inc. (“CenClub”) to provide suitable playing facilities;
- Advocate for suitable playing conditions and accommodations for members;
- Define the roles and responsibilities of team captains;
- Coordinate and manage court schedules for members and teams;
- Provide opportunities and resources to help players improve their skills;
- Organize activities, social events, tournaments, and outings; and
- Represent all members fairly and equitably.

SECTION 3 – Communications

All communications to the membership shall be in both English and French, to the extent reasonably practicable. This includes, but is not limited to, meeting notices and agendas, the Club’s website, meeting minutes, notices of Club events, and election ballots. In the event of any discrepancy or inconsistency between the English and French versions, the English version shall prevail.

SECTION 4 – Financial Operations

4.1 Fiscal Year. The fiscal year shall be from July 1 to June 30.

4.2 Contracts. The Board of Directors may, by resolution adopted at a Board meeting or by written consent in accordance with these Bylaws, authorize the President or another director to act on behalf of the Club in entering into contracts or executing legal instruments. The Board's authorization shall specify the nature and extent of the authority granted.

4.3 Records. The Club shall maintain the following records at its principal office or in electronic form: (1) books and accounting records; (2) minutes of meetings of the members and the Board of Directors; (3) a list of the names, addresses, telephone numbers, and email addresses of all members; and (4) a current copy of the Bylaws.

4.4 Tax Status. The Club shall be organized and operated as a nonprofit social club in a manner intended to qualify for and maintain exemption from federal income taxation under Section 501(c)(7) of the Internal Revenue Code, as amended, or any corresponding provision of future federal tax law.

4.5 Management of Funds. The Club's funds shall be maintained in a bank account in the Club's name at a financial institution located in the United States. The President, Treasurer, and one other director shall be authorized signatories on the account. Two (2) authorized signatures shall be required for checks.

4.6 Operating Funds. The Club's funds shall be used solely to further the purposes and activities of the Club. If approved by the Board, a portion of the proceeds from the Club special activities may be donated to charitable organizations.

4.7 Expenditures. The Treasurer shall be authorized to reimburse members and other persons for necessary expenditures made on behalf of the Club. Routine expenditures provided for in an approved budget, including the purchase of pickleballs and other regularly used equipment or supplies, may be paid by the Treasurer without further approval. Any unbudgeted expenditure exceeding five hundred dollars (\$500) shall require the prior approval of the President and Vice President.

SECTION 5 – Membership

5.1 Eligibility Criteria. Membership shall be open to condominium owners, residents, and tenants of Century Village East, Deerfield Beach, Florida ("CVE"), provided that they hold a valid identification card issued by CVE. Tenants must have a lease of at least three (3) consecutive months.

5.2 Structure and Rights. Membership in the Club shall be held by individuals and shall not be transferable. There shall be only one class of members, with the same rights, privileges, restrictions, and conditions as outlined in these Bylaws. Each member shall be entitled to:

- Participate in team play and other Club activities, subject to applicable rules and availability;
- Attend meetings of the members and vote on any resolution presented to the general membership; and
- Seek election as a director of the Club.

5.3 Qualification Criteria. To qualify for and maintain membership, an individual shall:

- Meet the Club's eligibility criteria outlined in Section 5.1;
- Be duly registered in accordance with the Club's registration process;
- Pay all required dues on time;
- Hold a valid CVE identification card that has not been suspended or revoked by CVE or CenClub; and
- Comply with the rules and policies of CenClub and the Club.

5.4 Membership Termination. Membership shall end upon the death or resignation of a member. Membership may also be terminated if a member fails to meet or ceases to meet the Qualification Criteria outlined in Section 5.3 or violates the Club's Bylaws, rules, or policies.

Any involuntary termination of membership shall be carried out in good faith under a fair and reasonable procedure. The member shall be informed of the reasons for the proposed termination and given a reasonable opportunity to respond before a final decision is made by the Board of Directors or a disciplinary committee authorized to act on its behalf.

SECTION 6 – Dues

Annual dues and the payment process shall be determined by the Board of Directors. All dues paid to the Club are non-refundable.

SECTION 7 – Board of Directors and Officers

7.1 Number of Directors and Terms. The Board of Directors shall consist of seven (7) voting directors elected by the members at the Annual General Meeting ("AGM"), held each year in March. Directors shall serve staggered two-year terms, with three (3) directors elected in one year and four (4) directors elected in the following year, alternating thereafter.

The terms of directors serving at the time these Bylaws are adopted shall continue until their respective terms expire. Quorum and voting requirements applicable to the election of directors are governed by Section 8.

7.2 Resignation, Removal and Vacancies.

A director may resign by providing written notice to the Board.

A director may be removed for cause by a majority vote of the remaining directors at a Board meeting called for that purpose. The director concerned shall be informed of the reasons for the proposed removal and given a reasonable opportunity to respond before the vote is taken.

A vacancy occurring between AGMs may be filled on an interim basis by a majority vote of the remaining directors. A director appointed to fill a vacancy shall serve only until the next AGM, at which time the position shall be submitted to the members for election. The director elected at the AGM shall serve the remainder of the unexpired term, if any, in order to preserve the staggered terms established under Section 7.1.

7.3 Powers and Duties of the Board. The Board of Directors shall oversee and manage the affairs of the Club, including the adoption of reasonable rules and policies to further the purposes outlined in Section 2. Such rules and policies may be adopted by the Board without approval of the members and shall be communicated to the members.

7.4 Board Meetings. The Board of Directors shall meet as needed, with one meeting to be held immediately following the AGM. Except for the meeting immediately following the AGM or an emergency meeting, notice of the date, time, and agenda shall be sent by the President, Vice President, or Secretary to all directors by email at least forty-eight (48) hours before the meeting.

Meetings may be held in person, by telephone conference, or by video conference. Special meetings may be called by the President or at the request of three (3) or more directors.

7.5 Quorum and Voting. A majority of the directors then serving shall constitute a quorum at any Board meeting. Robert's Rules of Order shall govern the conduct of Board meetings.

Each director shall have one vote. If a quorum is present, a motion shall be approved by a majority of the directors attending and voting.

7.6 Decisions Without a Meeting. Any decision that may be made at a Board meeting may also be made without a meeting if all directors consent in writing. Consent may be given electronically, including by email. The written consents shall describe the decision and shall be retained with the Club's records.

7.7 Officers. Once elected, the Board shall appoint a President, Vice President, Secretary, and Treasurer from among the directors. The Board may also appoint a Membership Coordinator, a Team Coordinator, and external advisors for specific purposes, including IT support. The officers' duties are as follows:

President

- Represent the interests of the members and the Club with internal and external partners;
- Chair Board meetings and ensure their proper conduct;
- Ensure that the AGM and other required meetings are called in accordance with these Bylaws;
- Prepare meeting agendas and follow up on decisions made;
- Delegate responsibilities and support those responsible for activities and committees;
- Oversee the Club's financial management and review financial reports;
- Ensure that members are kept informed of significant matters affecting the Club; and
- Facilitate the integration of new members and encourage their involvement.

Vice President

- Assist the President and perform the President's duties when the President is unavailable;
- Perform other duties assigned by the President or the Board;
- Assist the President with scheduling;
- Communicate with new members regarding registration and payment of dues;
- Maintain and update member information and the Club's membership database in collaboration with the Membership Coordinator; and
- Oversee the management of the membership database in collaboration with IT support.

Secretary

- Draft, maintain, and distribute minutes of meetings;
- Prepare and send meeting notices, agendas, and communications to members;
- Keep the Club's administrative records up to date;
- Work closely with the President to ensure follow-up on Board decisions; and
- Manage official communications with directors and members.

Treasurer

- Receive and deposit membership dues and other funds received by the Club;
- Maintain accurate financial records and supporting documents;
- Administer the Club's budget, assets, and expenses;

- Prepare a monthly report of revenues and expenses;
- Manage the Club's bank account and make deposits, payments, and withdrawals in accordance with Section 4;
- Follow up with the Membership Coordinator regarding unpaid dues;
- Purchase pickleballs and other Club equipment and supplies in accordance with Section 4.7;
- Prepare a proposed annual budget; and
- Assist with committees and Club activities as needed.

SECTION 8 – Meetings of the Members

8.1 General Membership. The Club shall hold an Annual General Meeting (“AGM”) in March of each year, during which directors shall be elected in accordance with Section 7.1. Other meetings of the general membership may be held whenever the Board of Directors determines that they are necessary.

For the election of directors, the candidates receiving the highest number of votes from members present and entitled to vote, up to the number of positions to be filled, shall be elected to the Board.

8.2 Meeting Notices. Notice of the time, place, or manner of the AGM and any other meeting of the members, including the purpose of any special meeting, shall be communicated to all members by email at least seventy-two (72) hours before the meeting.

8.3 Quorum and Voting. Ten percent (10%) of the members entitled to vote shall constitute a quorum at a meeting of the members. Robert's Rules of Order shall govern the conduct of all meetings. Each member present and entitled to vote shall have one vote. Proxy voting shall not be permitted.

SECTION 9 – Amendments

These Bylaws may be amended, repealed, or replaced by an affirmative vote of a majority of the Board of Directors at a duly called Board meeting at which a quorum is present.

Notice of any proposed amendment shall be provided to all directors at least seven (7) days before the meeting at which the amendment will be considered.

SECTION 10 – Indemnification

The Club shall indemnify its directors and officers to the fullest extent permitted by Florida law.

SECTION 11 – Dissolution

The Club may be dissolved only if approved by the Board of Directors and by at least two-thirds (2/3) of the members present and entitled to vote at a meeting called for that purpose.

Upon dissolution, the Club shall first pay or make adequate provision for all of its liabilities and obligations. Any remaining assets shall be distributed in accordance with a plan of distribution approved as required by Florida law, to one or more nonprofit organizations with purposes similar to those of the Club or to organizations exempt from federal income taxation under Section 501(c)(3) or 501(c)(7) of the Internal Revenue Code.

CERTIFICATION

We certify that the foregoing is a true and correct copy of the Bylaws of CVE Pickleball Club, Inc., duly adopted on August 31st, 2026.

STEPHANE DUMAS, President

KARYN MORRISON, Vice-President