



**The Solivita Smashers  
Pickleball Club, Inc.**  
A Florida Not-For-Profit Corporation

**BYLAWS**

**Revision: 12/7/2023**

**ARTICLE I  
NAME**

**1.01 Name**

The name of this corporation shall be The Solivita Smashers Pickleball Club. The business of the corporation may be conducted as Solivita Smashers or SSPC or Smashers.

**ARTICLE II  
DURATION**

**2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III  
ORGANIZATION**

**3.01 Purpose**

Solivita Smashers is a Florida not-for-profit Corporation established by and for the benefit of its members and shall operate exclusively for education and charitable purposes in the promotion of Pickleball recreational and competitive play in the Community of Solivita.

**3.02 Goals and Objectives**

The Solivita Smashers goals and objectives are to promote the playing and enjoyment of Pickleball in the Community of Solivita and by doing so:

- develop and promulgate rules of play and a player code of conduct to maximize good sportsmanship and members' access to and use of available Pickleball facilities;
- encourage members to participate in, as well as to host, Pickleball matches or tournaments with other Pickleball enthusiasts from other locations;
- distribute donated funds for charitable purposes to charities and;
- Assist the Solivita Fitness Director in the management, operation and maintenance of the Solivita Community Pickleball facilities.

## **ARTICLE IV FISCAL MANAGEMENT**

### **4.01 Not-For-Profit**

Solivita Smashers is designated as a Florida not-for-profit corporation.

### **4.02 Not-For-Profit Nature**

Solivita Smashers is organized exclusively for educational and charitable purposes in the promotion of the sport of Pickleball among its Solivita community membership. For such purposes Solivita Smashers activities include making distributions to organizations having a charitable purpose. No part of the net earnings of Solivita Smashers shall inure to the benefit of trustees, officers, or other private persons.

Solivita Smashers is not organized and shall not be operated for the private gain of any person. The property of the corporation and its members are irrevocably dedicated to the educational and charitable pursuit of the sport of pickleball within the Solivita community. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **4.03 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Solivita Smashers of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III, Section 3.02.

## **ARTICLE V MEMBERSHIP**

### **5.01 Member Requirements and Responsibilities**

Any Solivita community resident may become a Solivita Smashers member. Members shall register with the club and pay annual membership dues.

### **5.02 Member Privileges — Member in Good Standing**

Members in good standing shall enjoy the following privileges:

- Eligible to vote in all member elections
- Eligible to play on any Solivita Smashers scheduled team courts, and member only (MOO) Courts
- Access to all Solivita Smashers tournaments, education, training, skills classes, social events and other functions as defined by the Board of Directors, based on availability
- Access to email notification of Solivita Smashers events and meetings

- Access to, and being listed in, the Solivita Smashers Membership Roster
- Eligible for member rate discounts on Solivita Smashers sponsored events

In order to maintain member in good standing status members must;

- Keep their annual club dues current,
- Not have voluntarily withdrawn their membership,
- not have received a Board directed Letter of Reprimand (LOR) and corresponding revocation of member in good standing status for the period directed in said LOR (Solivita Smasher Standing Rule: Disciplinary Process)
- Not have been expelled or suspended.

### **5.03 Membership Suspension or Termination**

Members may terminate their membership at any time. Solivita Smashers shall terminate club membership if the member moves out of the Solivita Community and/or if said member becomes delinquent in dues or fails to pay any other approved membership fees owed.

Membership, in accordance with Solivita Smashers Standing Rules may also be suspended or terminated for cause with the Board of Directors' approval for any member:

- having been issued two active letters of reprimand, or
- having incited and/ or engaged in acts of physical violence, or
- Having engaged in any other incident sufficient enough to warrant Board action.

Upon notification of any Board directed disciplinary action (letters of reprimand, suspension or termination), members may submit a written appeal to the Board of Directors within seven (7) days of the notification date. The Board shall conduct an inquiry following member appeals and will present their final decision within seven (7) days upon receipt of said appeal (Solivita Smashers Standing Rule: Disciplinary Process).

### **5.04 Membership Annual Term**

The Solivita Smashers annual membership period runs from March 1<sup>st</sup> to the last day in February.

### **5.05 Annual Dues**

Annual dues rates are approved by Solivita Smashers membership and administered by the Board of Directors. Any requests for changes to annual dues rates shall be proposed by the Board of Directors and presented to the Solivita Smashers membership for approval. Rate changes must be approved by a simple majority of Solivita Smashers members attending the Annual General Membership Meeting. Member payments for annual dues may be paid any time from January 1<sup>st</sup> through the last day in February. Annual membership dues not paid by March 1<sup>st</sup> shall be deemed delinquent and the offending member's club membership shall be terminated and remain so until the former member's dues are paid.

### **5.06 Membership Dues for First-Time Members**

First-time members joining the Club and pay membership fees after December 1<sup>st</sup> will enjoy club membership from December 1<sup>st</sup> or later, depending on the date joined, through the last day in February. This payment will also cover club membership for the entire next membership year from March 1<sup>st</sup> through the end of February.

### **5.07 Fees**

Any additional fees required to administer to the affairs of the Solivita Smashers will be levied at the discretion of the Board of Directors after gaining membership approval by a simple majority vote at a General Membership Meeting. Documentation and justification of any additional fees requested by the Board of Directors will be made available to the membership not later than 30 days prior to the General Membership Meeting.

### **5.08 Member Information and Privacy**

Members desiring email notifications shall provide their contact information upon registration with the Club. They may also desire to be placed on the Solivita Smashers public roster. In doing so members may elect which personal information listed on the membership roster they want private and what public information they are willing to make releasable to the rest of the club. The Solivita Smashers will treat personal information individual members do not desire to share with the club membership private.

## **ARTICLE VI GOVERNANCE**

### **6.01 Board of Directors**

Solivita Smashers shall be governed by a Board of Directors (Directors/ Board) elected by the Solivita Smashers membership.

### **6.02 Authorities and Responsibilities**

The Solivita Smashers Board shall perform oversight and conduct other actions necessary, under authorities and responsibilities as delineated in these bylaws, to manage and conduct the affairs and activities of the Solivita Smashers. Directors shall serve without compensation. A set of Standing Rules will be created and updated to govern changing needs of the Club outside of these Bylaws and will be available to all members upon request.

### **6.03 Number and Director Qualifications**

The Solivita Smashers Board shall consist of nine (9) Directors composed of four (4) Officers (President, Vice President, Secretary, and Treasurer) and five (5) additional Directors whose titles and responsibilities will be assigned by the Board based on club needs.

All Directors must be Solivita Smashers members in good standing and Solivita community residents with a minimum of five (5) months residency. Only full-time Solivita residents may hold one of the four (4) Director Officer positions and three (3) of the five (5) additional Directors, including the Director for Scheduling must be full-time Solivita residents.

#### **6.04 Term of Office**

Directors are elected by the Solivita Smashers membership for two (2) year terms beginning on March 1<sup>st</sup> and ending the last day of February on the two (2) year anniversary of the Director's elective term. Directors may serve one additional two (2) year term after completing their first year on the Board for a maximum of two (2) consecutive elected terms. Former Directors then may serve again following completion of two (2) consecutive terms, but only after at least one (1) year off the Board.

#### **6.05 Director Elective Term Realignment**

Board of Director experience and continuity following election cycles is vitally important. To this end, all Director's terms will be realigned to ensure that no more than one third (1/3) of the sitting Directors terms will expire yearly. During the initial transition and from time to time it may be necessary to realign some existing Board Director's terms.

Starting with the 2021 election, three (3) of the nine (9) sitting Directors terms will expire at the end of the 2020 membership year unless;

- an unexpired vacancy occurs whereupon the Directors may, as necessary and by consensus vote appoint interim Director(s) to fill the unexpired vacancy; and/ or
- a sitting Director may be required to fill a position of less than two years due to a misaligned term that doesn't comport with the new 1/3 annual rotating terms expiration.

#### **6.06 Vacancies**

Board of Director vacancies may occur at any time during the annual membership year. These vacancies shall be filled by a majority vote of the remaining Directors. The selected Director shall then serve out the remainder of the vacated Director's term. Time served while serving out a vacated Director's term will not count against the appointed Director's total time served limit. Upon expiration of the vacated term, this appointed Director may then run for, and if elected serve two consecutive two year terms as outlined in these Bylaws, Paragraph 6.04.

### **ARTICLE VII ELECTIONS**

#### **7.01 Director Elections**

The Solivita Smashers Board of Directors election shall be conducted through electronic voting and held during the January General Membership Meeting. Directors shall be elected by a plurality of the votes cast by secret ballot through electronic means. Solivita Smashers members in good standing shall have one vote to cast by participating in the electronic voting process or by submitting an absentee ballot electronically. Just prior to the January General Membership Meeting all electronic and absentee ballots will be counted, and during the meeting the votes will be recorded, and the newly elected directors will be announced. While Directors normally serve for two (2) years, under special circumstances, a director may be elected to a term less than a 2-year term.

#### **7.02 Candidate Nominating Committee**

The incumbent Directors shall appoint a nominating committee to identify candidates from among Solivita Smashers members interested in competing for positions on the Board of Directors. Members may submit prospective candidate names to the committee and the committee shall confirm candidate eligibility and prepare ballots according to guidelines detailed in these bylaws.

### **7.03 Post Election Requirements for New Directors**

Newly elected directors shall attend Board of Directors orientation and training no less than one month before they take office on March 1<sup>st</sup>.

### **7.04 Board of Directors Meetings**

The Solivita Smashers Board of Directors shall meet at least once each quarter. Directors may also request that additional meetings be convened at a date, time and place desired by a majority of the Directors. Other special meetings may be called by the President on three (3) days notice stating the date, time, place, and purpose of the meeting. Decisions reached by vote of a majority of the Directors present at all Board of Directors meetings shall constitute a quorum for the transaction of business.

## **ARTICLE 8 OFFICER SELECTION, DUTIES AND RESPONSIBILITIES**

### **8.01 : Director Officer Selection**

Following the January General Membership election, incumbent Directors whose terms haven't expired and newly elected Directors will select four of the nine (9) Directors to Officer positions. The Solivita Smashers Board of Directors Officer positions consist of President, Vice President, Treasurer, and Secretary. All four (4) Officers and the Director Scheduler must be full-time Solivita residents.

### **8.02 : Duties of the Director President**

The President shall:

- Have general and active control of the business and affairs of the Solivita Smashers;
- Preside at all meetings;
- Execute all instruments and documents on behalf of the Solivita Smashers;
- Appoint any individuals or committees deemed necessary to effectively conduct Solivita Smashers operations. These may include, but are not limited to tournament directors, league managers, liaisons with external organizations, social event chairpersons, etc. Such appointments may be for a single event, a specific term or be open-ended;
- Interact with the Solivita Fitness Director in all matters pertaining to the operation of the Pickleball courts;
- Negotiate the responsibilities the Solivita Smashers may assume with respect to Pickleball facilities and their equitable usage;
- Advocate for the members and all Pickleball playing residents.

### **8.03 Duties of the Director Vice President**

The Vice President shall:

- Perform the duties of the President in the absence or incapacity of the President or if the position of President becomes vacant;
- Assist the President with the duties of the office as requested;
- Chair the Board election nominating committee;
- Serve as Disciplinary chairperson responsible for managing and responding to Club member violations of good sportsmanship and decorum. As such and when necessary, will conduct inquiries and investigations

into addressing member code of conduct violations and other aggressive or threatening behavior (Solivita Smashers Standing Rule: Disciplinary Process.)

- Perform any other duties assigned by the President and approved by the Directors. Such duties shall not violate any other provision of these bylaws.

#### **8.04 Duties of the Director Treasurer**

The Treasurer shall:

- Keep all books of account relating to the business of the Solivita Smashers;
- Keep records of members whose dues are paid;
- Pay all legitimate bills properly submitted;
- Have the care and custody of all monies of the Solivita Smashers and shall deposit such monies in a duly established account in a registered bank. Multiple signatories shall be maintained on any and all accounts so that bills may be paid in the absence of any particular signatory. The Solivita Smashers' books shall at all times be open for inspection by any member upon written request at a time and place agreed upon;
- Report the condition of the Solivita Smashers finances at every General Membership meeting and every amount received, paid or owed;
- Be responsible for preparation and filing of any and all required tax documents;
- Perform any other duties assigned by the President and approved by the Directors. Such duties shall not violate any other provision of these bylaws.

#### **8.05 Duties of the Director Secretary**

The Secretary shall:

- Notify members of all Solivita Smashers' meetings as specified in the bylaws;
- Record minutes at all meetings of the Solivita Smashers;
- Bring the bylaws to all meetings;
- Manage the general correspondence of the Board of Directors except for such correspondence assigned to others;
- Perform any other duties assigned by the President and approved by the Directors. Such duties shall not violate any other provision of these bylaws.

#### **8.06 Duties of Other Directors**

Duties of the remaining Directors, not Officers, shall be assigned at the Directors' first meeting following the January General Membership Meeting election. Such duties shall not violate any other provision of these bylaws and shall not usurp the duties specifically conveyed to Officers unless specifically delegated.

## **ARTICLE 9 BYLAWS**

### **9.01 Acceptance**

These bylaws shall be voted on and accepted by the membership at an open General Membership Meeting and shall be published and available to all members.

### **9.02 Amendments**

Amendments (changes, deletions, or additions of Solivita Smashers bylaws) may be proposed by the Directors

at any time. Proposed amendments shall be published and made available for membership review at least thirty (30) days prior to a vote and Members shall be notified of the date, time and place said vote will occur.

### **9.03 Member Petitions**

Members with at least ten percent (10%) of Club membership concurring may present a written petition to the Board of Directors. Those members officially joining the petition must either indicate intent to do so by signing the proposed amendment or in a separate written statement supporting the petition. Properly submitted member petitions shall be submitted to the Directors for review whereupon the Directors shall then compile recommendation(s) that are to be presented for a membership vote at a General Membership Meeting. The Board's recommendation(s) on proposed amendment(s) shall be submitted to membership either in writing before or during the General Membership Meeting.

### **9.04 Quorum and Vote**

An electronic vote by two-thirds (2/3) majority of the members voting shall be required for the approval of any addition, deletion, or change to these bylaws. This vote can take place outside of the General Membership Meeting, utilizing the electronic voting system.

## **ARTICLE 10 MATTERS OF IMPORTANCE**

### **10.01 Matters of Importance**

Other significant matters may also be voted on electronically at the board's discretion, such as policy changes, financial decisions, etc... Members in good standing may cast their votes electronically for such matters. Electronic voting for these issues shall be conducted and the decisions determined by the majority of votes cast will be announced and recorded at the next General Membership Meeting.

## **ARTICLE 11 STANDING RULES**

### **11.01 Standing Rules**

The Directors may create Standing Rules (Rules) as necessary. Rules may be amended by a majority vote of the Directors and reported to the membership. New rules shall be reported to the membership no less than five (5) days following adoption and the current version of any such Rules shall be made available to all members upon request.

## **ARTICLE 12 GENERAL MEMBERSHIP MEETINGS**

### **12.01 General Membership Meetings**

Solivita Smashers General Membership meetings shall be held quarterly on a day, time and place agreed upon by the Directors. Notice shall be provided to members not later than seven (7) days prior to the meeting. Such meetings may, on occasion be suspended with concurrence of the membership.

### **12.02 Special Meetings**

The Directors may call special meetings in addition to General Membership Meetings to discuss important



issues and proposed bylaw changes. The membership shall be notified of such meetings by email, telephone, and/ or posting notices at Solivita community pickleball courts.

### **12.03 Quorum**

A quorum for any duly called Solivita Smashers decision, except for decisions for bylaw changes, shall consist of the members voting. Member votes cast in these instances shall be sufficient for approval or declination of all considerations raised. In the event of a tie, the Director President shall cast the deciding vote.

## **ARTICLE 13 RULES OF ORDER**

### **13.1 Robert's Rules**

Robert's Rules of Order, Newly Revised shall apply to all meetings unless superseded by the terms of these bylaws.