

**Attendees:**

Jeff Norton, President  
Joe Johnson, President-Elect  
Peter Fleming, Vice President  
Steve Ridings, Treasurer  
Pam Doane, Secretary  
Sherry Fairchild, Education and Training Activities Director  
Sharon Schneider, Membership Director  
JoAnn M. Schmitz, Attorney at Law

President Jeff Norton called the meeting to order at 12:32 pm

**Jeff Norton:** Introduced JoAnn Schmitz, attorney-at-law who specializes in working with nonprofits. JoAnn reviewed PPPA's existing by-laws and made recommendations for updating the document.

- Three differences were identified between the 5/16 document from which JoAnn worked and the 5/18 document from which the Board worked. Jeff has the list and will provide it to JoAnn. They are in sections ?????, 3/12/2 and ?????.

**JoAnn Schmitz Discussion of the law regarding nonprofits.**

- See the 'Entity Comparison' form distributed by JoAnn.
- Why form a nonprofit? To shift liability to the fictional entity.
- PPPA is a nonprofit and as such is governed by the Colorado Revised Nonprofit Act.
- PPPA Documents on file with the Secretary of State:
  - Articles of Incorporation. Filed in 2012 as Friends of Pikes Peak Pickleball.
  - Articles of Amendment. Filed in 2014 changing the name from Friends of Pikes Peak Pickleball to Pikes Peak Pickleball Association
  - Periodic Report. Annual report required of nonprofits
- 'User Manual' for nonprofits – the Bylaws
  - Bylaws must be consistent with the state statutes governing nonprofits
  - The community being served owns the nonprofit. The term 'community' is reviewed broadly - it can refer to the membership or something outside the membership.
  - A nonprofit is exempt from taxes; however, items created and sold by the non-profit (ex: a pickleball handbook) may be taxed.
  - Donations to a 501(c) (3) could be tax exempt.
- The governance of a nonprofit is the board of directors.
  - The board has fiduciary duties to the nonprofit – the duties of loyalty and care.

**Bylaw Review and Identified Amendments:**

- Non-italicized sections of the bylaws are the existing PPPA bylaws; italicized sections are new sections based on the statutes and recommended by JoAnn.
- Identified Amendments refer to the changes the board requests to made to the draft bylaws document
- **Article I: Name and Offices**
  - The principal office of the corporation shall be the Treasurers' home address.
  - Steve has a checklist for the treasurer's position. The checklist contains instructions for changing the business office address.
- **Article II: Members**
  - 2.9: The quorum of voting members is amended from 33% to 20%.

- **Article III: Board of Directors**
  - 3.2, C: The term 'election' is changed to 'appointment by the board of directors'.  
....except that any initial term of one or two years, any partial term served by reason of an increase in the number of Directors or an ~~election~~ **appointment by the board of directors** to fill a vacancy of an unexpired term....
  - 3.2, D: Insert 'who vote'. Directors shall be elected by a majority of PPPA Voting Members in Good Standing **who vote**.
  - 3.3: Change 'majority' to '75%'. Any Director may be removed at any time, with or without cause, by an affirmative vote of ~~the majority~~ **75%** of the other Directors in office.
  - 3.12.1: Add: **The Executive Committee needs full Board of Director authorization to vote.** JoAnn will provide the formal language.
  - 3.12.2: The Directors may submit candidates to **the Nominating Committee** who are not included on the Nominating Committee list.
- **Article IV: Officers**
  - 4.1: Strike the clause in the last sentence ~~'With the exception of the President'~~. The amended sentence reads 'All Officers must be Directors of the corporation and Voting Members in good-standing.'
  - 4.2: ?? JoAnn has this listed as an identified amendment but the discussion concluded with a decision to keep it in as written. ??
  - 4.3: Sentence shall be amended to state that **'Each Officer may hold office for 2 consecutive two-year terms** or until his or her successor shall have been .....
  - 4.7.3 (d): Monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in Section 501(c) (3) of the Internal Revenue Code; **including all Colorado Secretary of State filings.**
- **Article V: Contracts, Loans, Checks and Deposits**
  - 5.1: Delete **'Officer or'** and replace with **'or Directors'** Delete **'may authorize'** and replace with **'must authorize'**. The sentence reads: 'The Board of Directors must authorize any Officers or Directors, Agent or Agents, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.'
  - 5.1.1: **New section – JoAnn will draft.** Purpose is to formalize discussions with other organizations. The language will be something like: After three meetings with another organization in order to affect an action, a Board approved contract or Memorandum of Understanding/Agreement must be signed.
  - 5.6: Delete existing language and replace with: **The Board of Directors shall direct an internal audit of PPPA's financial records annually or as required. An external audit shall be conducted when a new Treasurer takes office. An audit, internal or external, may be conducted at any time, as required.**
- **Article VI: Fiduciary Matters**
- **Article VII: Records of the Corporation**
  - 7.4: Add **(h) All Federal, State and Local Tax Records for three years**
- **Article VIII: Amendment of the Bylaws**
- **Article IX: Miscellaneous**
  - 9.2 – Delete
  - 9.3 'Property of the corporation may be assigned, conveyed or encumbered by such Officers of the corporation as ~~may be~~ authorized to do so....'. Deleted **'may be'**
  - 9.5 'All references in these Amended Bylaws to provisions of the **current** Internal Revenue Code ~~of 1986~~, as amended, and....'. Added **'current'**; deleted **'of 1986'**.
  - 9.6 PRINCIPLES OF CONSTRUCTION. JoAnn will provide language to be consistent with state law.

JoAnn will reformat the bylaws document removing all italics **except** the above Identified Amendments. The Identified Amendments will be the only verbiage in italics. This will facilitate finding the changes we agreed to during discussion.

PPPA Board Meeting  
6/29/18, 12:30 pm  
Library 21C

**Motion:** Jeff Norton moves to accept the recommended changes made to the bylaws by the Board. Steve Ridings seconded. The motion carried unanimously.

**New Business:**

**Motion:** Pam Doane moves to approve the 5/18/18 minutes as written. Jeff Norton seconded. The motion carried unanimously.

The following board members submitted to the secretary signed Conflict of Interest forms dated 6/29/18:

Jeff Norton  
Joseph Johnson  
Peter Fleming  
Sharon Schneider  
Pamela Doane  
Sherry Fairchild

Steve Ridings submitted the following documents to the secretary. They will be scanned and placed in the dropbox:

**Articles of Incorporation for a Nonprofit Corporation** dated 8/14/12. Friends of Pikes Peak Pickleball

**Articles of Amendment** dated 11/18/14. Name change from Friends of Pikes Peak Pickleball to Pikes Peak Pickleball Association

**Periodic Report** dated 8/11/2017

There was general discussion around distributing information about tournaments and clinics in the region to our membership. Decision: The information should come to the board through a board member. A board member will then send the information to Brian in the form of an e-blast to be sent to the membership.

Meeting adjourned 3:15 pm

**PPPA Board of Directors Meeting Dates for 2018:**

**August 2, 2018, 1:00 pm, C 21, B-2**

**November 1, 2018, 1:00 pm**

**PPPA Social Meeting Dates for 2018:**

**August 19, Ice Cream Social**

**October 13, End of Season Celebration**