USAPA BYLAWS

Mission Statement

The mission of USAPA, as the governing and rule-setting body for the sport of pickleball, is to promote the development and growth of pickleball in the United States and its territories.

Article I
Name

The name of this corporation is USA Pickleball Association, abbreviated “USAPA.”

Article II
Offices

USAPA is incorporated in the state of Washington. The principal office of USAPA will be located in the state of Arizona or such other location as the Board of Directors (Board) may select. USAPA may have additional offices at such other locations as the Board may from time to time determine.

Article III
Nonprofit Sec. 501(c)(3)

USAPA is organized exclusively for fostering and promoting national and international amateur athletics within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. To this end, USAPA will promote the development of pickleball as a means of sportsmanship, physical fitness and healthful recreation; foster and promote national amateur sports competition in pickleball; establish and maintain official rules of pickleball play; encourage, sanction and conduct pickleball tournaments and exhibitions; promote, sponsor and advertise pickleball to the general public to accomplish these objectives; and carry on other similar activities permitted by such a nonprofit corporation.

Article IV
Affiliates

Regions – USAPA may be divided into geographical “Regions.” Each Region will be identified by USAPA, form a nonprofit corporation, and sign an Affiliation Agreement with USAPA setting forth 1) governance of the Affiliate, 2) grants to the Affiliate, 3) the relationship between the parties, 4) the obligations of each party, and 5) other interrelationship matters. The geographical area assigned to each Region will be determined by the Board.

Governance – Each Affiliate will be empowered by USAPA to fulfill the mission of USAPA in the Region’s geographical area in accordance with these Bylaws and USAPA rules, policies, regulations and procedures (referred to herein as the “USAPA Regulations”). The Board will select and appoint a Regional Director for each Affiliate, who will serve a term of one year, renewable annually on January 1st of each year at the discretion of the Board. The Regional Director will maintain a residence in the geographical area that he/she represents.
Article V
Members

Individual Members – Any individual interested in the purposes of USAPA is eligible for an individual membership.

Other Members – An individual or entity interested in the purposes of USAPA may be eligible for other types of membership, as made available by USAPA, from time to time, in USAPA’s sole discretion.

Discrimination Prohibited – Membership and all rights of participation in USAPA, including all tournaments and other events conducted or sanctioned by it, will be open to all persons without regard to race, age, religion, creed, sexual orientation, color, national origin, disability or sex. Nonetheless, participation in divisions of tournaments and other events may be restricted and apportioned on the basis of sex and/or age.

Article VI
Dues, Suspension, Expulsion

Membership Dues – The Board establishes the amount of the membership dues.

Members – The members of USAPA will be individuals and entities that have currently paid their membership fees and are in good standing.

Application for Membership – Application for membership will be submitted in the proper form (electronically or paper) to USAPA and at the location(s) designated on USAPA website.

Exhaustion of Administrative Remedies – By accepting USAPA membership, a member agrees to follow, comply with and be bound by its Articles of Incorporation, Bylaws and USAPA Regulations and to exhaust all administrative remedies provided therein in any controversy or grievance involving participation in USAPA activities.

Suspension or Expulsion of Members – The Board will have the power to suspend or expel any member for violation of these Bylaws or one or more USAPA Regulations. Any member who fails to pay dues when they are due will automatically be suspended from membership.

Article VII
Meetings of the General Membership

Notice of Meetings – Written notice of the time, place, and purpose of any meeting of the Members of USAPA will be mailed or sent by electronic mail not less than 30 days before any Members meeting. All notices will be directed to the addresses or electronic mail addresses then appearing in the records of USAPA. Members meetings may be called as provided below.

Special Meetings. Special meetings of the members, for any purpose or purposes allowed under these Bylaws, may be called by the Chair, or shall be called by the Chief Executive Officer if USAPA receives a written demand or demands stating the purpose or purposes for which the special meeting is to be held, signed and dated by at least twenty percent (20%) of the members described in Article VI.
Article VIII
Board of Directors

1. Board of Directors

   a. Responsibilities

USAPA will be managed by its Board, which will manage and oversee the activities, policies and objectives of USAPA. The Board will direct, review, and approve budgets. Board members (including a Chair and Vice Chair) and officers (including a Secretary) may be elected by a majority vote of the Board at a meeting designated by the Board.

   b. Composition

1. Board Composition. The members of the Board will be designated as at-large members of the Board. The number of Board members will be not less than five or more than 19, as determined by a majority of the members of the Board. All members of USAPA in good standing and who meet the qualifications to serve on the Board of Directors are eligible to become Board members. The Board shall endeavor to include members with diverse skills, ages and backgrounds who are also geographically dispersed.

2. Qualifications to Be a Board Member. In order to serve on the Board of Directors, a Director must (i) be at least eighteen (18) years of age or older; (ii) be a U.S. citizen; (iii) be a member of USAPA in good standing; (iv) not have a felony conviction of any kind, or moral turpitude; (v) not have any conviction (misdemeanor or otherwise) for sexual abuse, sexual assault of any kind; (vi) not have served a period of ineligibility for a violation of athlete safety rules of USAPA and/or a Safe Sport Code violation as defined by the U.S. Center for SafeSport; and (vii) not have been adjudicated to have violated these Bylaws or USAPA Regulations within the last two (2) years. Any individual found not to meet these qualifications by the Board of Directors will be ineligible to run for election, or to be appointed, to the Board. In case a sitting Board member is found to no longer meet these qualifications by the Board of Directors, that Director will automatically be ineligible to serve on the Board and will automatically be removed.

3. Terms – Those Board members of USAPA who were elected to serve two-year terms that began prior to 2022 may be considered for election to serve one additional, consecutive three-year term when their terms expire in either 2022 or 2023, after which any such Board member must take at least one year off in order to be considered again for election to the Board. Commencing with those Board members whose initial terms began or begin on or after January 1, 2022, each such Board member is elected to serve a three-year term and may be re-elected for one, additional consecutive, three-year term, after which any such Board member must take at least one year off in order to be considered again for election to the Board. For purposes of this Section 3, if a Board member is appointed or elected to fill a vacancy, that Board member will be considered to have completed a full (i.e. three year) term if he or she serves at least one and one-half years to fill such vacancy.

4. Elections. Elections will be staggered so that elections occur annually, and approximately one-third of the Board seats will be up for election in any given year. The Board, with the input of the Nominating and Governance Committee shall determine the initial staggering and which Board seats will be up for election in particular years. Board members shall be elected by a vote of the Board, which shall
occur on the date(s) established by the Board. Current Board members being considered for reelection are eligible to cast a vote for their own reelection.

5. **Vacancies** – If a vacancy occurs on the Board, the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term.

6. **Regular Meetings; Action.** The Board of Directors shall hold at least two regular meetings per year. No Board member may be present by proxy or vote by proxy at a Board meeting. Except as otherwise provided herein, all matters brought before the Board are to be decided by a majority vote of those Directors present at the meeting (provided that the meeting is otherwise properly called and held). In lieu of a meeting, the Board may act by unanimous written consent.

7. **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair, and shall be called by the Chair at the request of at least a majority of Directors.

8. **Notice.** Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each Director at such Director's business address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery of written notice or by electronic mail or facsimile notice (and the method of notice need not be the same as to each Director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by electronic mail or facsimile, such notice shall be deemed to be given when the transmission is complete without error or failure to deliver messages. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

9. **Quorum.** A quorum of the Board consists of a majority of the Board members in office and is required to conduct business. If less than a quorum is present, a majority of the Board members present shall adjourn the meeting without further notice.

10. **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing, including electronic mailing (e-mail), to taking the action without a meeting and to approving the specific action. Such consents will have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

11. **Removal of Director.** At any meeting of the Board, any member of the Board may be removed (i) without cause by a vote of not less than two-thirds of the entire Board, or (ii) with cause by a vote of a majority of the entire Board, and a successor may be elected pursuant to the provisions of these Bylaws. The member of the Board who is the subject of the motion to remove may cast a vote on that resolution. For purposes of this section, the term "with cause" means (i) violation of fiduciary duties, (ii) frequently missed Board meetings without the absence being excused, (iii) disclosing confidential or sensitive information about USAPA to unauthorized persons, (iv) conviction of any felony or conviction of a misdemeanor involving moral turpitude, or (v) material violation of a USAPA Regulation.

12. **Indemnification of Board Members.** USAPA will indemnify the members of the board to the fullest extent permitted under the laws of the state of Washington.
ARTICLE IX
Officers

1. Officers and Term. The officers of USAPA will be a Chair, Vice Chair, Chief Executive Officer, Secretary and Treasurer. The Officers will be elected by the Board. The Chief Executive Officer may be compensated, as determined by the Board. The Treasurer and Secretary will take office on January 1 and will serve two-year terms.

2. Elections. Elections will be staggered so that election of one of the Treasurer and Secretary will occur annually. The Nominating and Governance Committee and the Board shall determine which individuals will run for election in even or odd numbered years.

3. Chair – The Chair must be a current member of the Board who has or will have served as a Board member for at least one year before assuming the Chair position. The Chair will be appointed annually by the Board for one-year terms, which will take effect on January 1. The Chair will develop and send out to Board members the agenda prior to any Board meeting and preside at all Board meetings and meetings of the Membership. The agenda may be amended at any time before the meeting. The Chair will appoint, with approval of the Board, committee chairpersons and committee members whose appointments are not otherwise provided for in these Bylaws. The appointees will serve at the Chair’s pleasure.

4. Vice Chair – The Vice Chair must be a current member of the Board, who has or will have served as a Board member for at least one year before assuming the Vice Chair position. The Vice Chair will be appointed annually by the Board for one-year terms, and will take effect on January 1. The Vice Chair will assist the Chair in the performance of the Chair’s duties and will exercise all the powers of the Chair in the case of the Chair’s resignation, incapacity, removal, or death. The Vice Chair will preside over all meetings of USAPA Members or the Board at which the Chair is not present.

5. Chief Executive Officer – USAPA may employ a Chief Executive Officer, as determined by the Board. The Chief Executive Officer will, subject to the direction of the Board and fully accountable to it, manage the day-to-day business and operations of USAPA. The Chief Executive Officer will be responsible for executing all Board decisions; employing and terminating USAPA personnel with advice and consent of the Board; managing budgetary and contract processes; and performing additional duties as may be requested by the Board. The Chief Executive Officer may authorize the reimbursement of reasonable amounts paid by staff for travel and other expenses in connection with official USAPA business. The Chief Executive Officer will carry out the operational responsibilities of financial management and controls of USAPA, the budgeting process including the development of its annual budgets, the keeping of membership records and the giving of notice and keeping of minutes of meetings of the Board. The Chief Executive Officer will be appointed by and will serve at the pleasure of and at the compensation fixed by the Board, and may not be a Board member while serving in this role. The Chief Executive Officer will be an ex-officio member of all committees and may be a member of the Nominating and Governance Committees, unless a conflict of interest arises.

6. Treasurer – The Treasurer will monitor the financial management and controls of USAPA and its budgeting process, including the development of the annual budget, the annual filing of Form 990, and the investment of funds. The Treasurer will perform such other duties as may be assigned by the Board. The Treasurer is not required to be a Board member to serve in that office.
7. **Secretary** – The Secretary will record the Bylaws and minutes of meetings of the Board. Storages of official Board documents will be jointly managed by the Chair and the Chief Executive Officer. The Secretary will perform such other duties as may be assigned by the Board. The Secretary is not required to be a Board member to serve in that office.

8. **Vacancies** – If a vacancy will occur in an Officer position, the members of the Board may, by a majority vote, elect a successor for the unexpired term.

9. **Removal of Officer** – At any meeting of the Board, an Officer may be removed (i) without cause by a vote of not less than two-thirds of the entire Board, or (ii) with cause by a vote of not less than a majority of the entire Board, and a successor may be elected pursuant to the provisions of these Bylaws. For purposes of this section, the term “with cause” shall have the meaning set forth in Article VII, Section 11.

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**ARTICLE X**

**Committees**

1. **Committees** – USAPA shall have three standing committees, a Nominating and Governance Committee, a Grievance Committee, and a Finance Committee (collectively the “Standing Committees”) and any other committee(s), including, without limitation, other advisory and/or ad hoc committee(s), recommended by the Chair and approved by the majority of the Board. For purposes of these Bylaws, Standing Committees and all other committees will collectively be referred to as “committees.” Committees have those duties (or additional duties) which shall be delegated by the Board. No action of the Committees shall be effective or binding on USAPA until ratified by the Board.

All committee members will serve without compensation and must be individual members of USAPA. All committees are advisory committees and serve at the pleasure of the Chair and report to the Board or as designated by the Chair. Committee members should be geographically diverse to the extent reasonably possible. Board members may be a member of any committee established by the Board or Chair. Board members may chair any committee with the Chair’s recommendation and approval of the Board, provided that the chairs of the Standing Committees shall be Board members. All committees expire at the end of January of each year. Committee chairs will submit their recommendation to the Chair for the upcoming year. The Chair will then recommend final committee members to the Board for approval for the forth coming year.

2. **Nominating and Governance Committee**

Only candidates nominated as provided in this Bylaw will be eligible for election.

a. **Composition**

The Nominating and Governance Committee will be composed of at least two Board members chosen by the Board. Nominating and Governance Committee members will serve until they resign or are replaced by the Board. The chairperson of the Nominating and Governance Committee must be a member of the Board. The chairperson of the Nominating and Governance Committee and each member of the Nominating and Governance Committee will vote on all matters that come before the Nominating and Governance Committee.

b. **Duties**
The Nominating and Governance Committee will nominate the officers and the members of the Board. The Nominating and Governance Committee will also be responsible for monitoring governance and compliance.

3. **Grievance Committee**

   a. **Composition**

   The Grievance Committee will be composed of at least one Board member, one staff member and one USAPA member as chosen by the Board. The other members may change or alternate depending on the nature of the grievance.

   b. **Chairperson**

   The chairperson of the Grievance Committee must be a member of the Board. The chairperson will preside at all Grievance Committee meetings and hearings and will have the additional powers set forth below. In the absence of the chairperson or at the request of the chairperson, the vice chairperson will have the same powers as the chairperson.

   c. **Duties**

   The Grievance Committee will be responsible for deciding matters related to the Bylaws and the standards of conduct, fair play, and good sportsmanship. Its responsibilities include, but are not limited to, deciding:

   - Grievances arising out of or concerning tournaments;
   - Grievances concerning USAPA players, coaches, officials and other USAPA members participating in competitions;
   - Appeals from tournament disciplinary decisions imposed under USAPA rules and regulations; and
   - Grievances arising out of national committee business.

   Other matters as designated in USAPA Regulations and for conducting such other business requested by the Board or necessary to accomplish its responsibilities; provided, however, that the grievance process discussed in this Section may not be used to challenge “field of play” decisions made by officials. Beyond the jurisdiction of the Grievance Committee are grievances filed by non-members, grievances filed by vendors or their representatives, grievances filed against Board officers and directors, grievances within the disciplinary jurisdiction of USAPA’s Ambassador program, and grievances challenging decisions, including those relating to Rules, made by the Board.

   d. **Filing a grievance**

   Any written grievance will be sent by first-class or certified mail, or by e-mail to the Grievance Committee chairperson, as designated on USAPA’s website, within 30 days following the date on which the alleged violation occurred. Grievances not mailed or emailed within 30 days are barred.

   e. **Investigation and initial decision**
The Grievance Committee may decide the grievance based on such investigation as the Grievance Committee deems appropriate. The Grievance Committee has the discretion to take the disciplinary action it deems appropriate, which may include a temporary suspension if determined to be necessary to protect the safety of a member. This includes, but is not limited to:

- Issuing verbal or written reprimands;
- Imposing conditions upon the acceptance of entry into any tournament;
- Suspending a player from participation in any tournament or competition, and
- Terminating a USAPA membership.

The chairperson will notify in writing the person who is the subject of the grievance and the person who filed the grievance of the initial decision. The initial decision will become effective upon the date of mailing unless otherwise stated or unless a stay is granted.

f. **Appeals involving suspension under USAPA Rules and Regulations**

The Grievance Committee may make an initial decision on an appeal involving a suspension under USAPA Rules and Regulations. The initial decision will become effective upon the date of mailing unless otherwise stated or unless a stay is granted.

g. **Stay**

Upon written request and good cause shown, the chairperson may stay the imposition of any discipline or suspension pending outcome of a request for a hearing before the Grievance Committee.

h. **Request for hearing before Grievance Committee**

Within 30 days after the chairperson mails the initial decision to the person penalized and the person who filed the grievance, either person may mail to the Grievance Committee chairperson a written request for a hearing by the Grievance Committee. Absent good cause shown, requests for a hearing not mailed within 30 days are barred. Upon receipt of a timely request for hearing, the chairperson will set an appropriate time and place for a hearing considering the nature of the case and the discipline imposed. The chairperson will give not fewer than eight days written notice of the hearing date.

i. **Grievance Committee hearing**

The chairperson will decide whether the hearing is in person or by telephone. Committee members may participate in any hearing by telephone. Evidence may be presented by letter or email attachment, by affidavit, by telephone, or in person. Strict rules of evidence will not apply. The Grievance Committee will give such weight as it deems appropriate to the evidence. The person disciplined may appear in person, by telephone, or by representative and may present testimony and cross-examine other witnesses who appear at the hearing in person or by telephone. The Grievance Committee may affirm, modify, or reject the initial decision and may impose any additional penalties that it deems appropriate. The Grievance Committee will prepare a written decision that includes findings of fact and mail the decision to the person penalized and the person who filed the grievance. The decision of the Grievance Committee is final and non-appealable.

4. **Finance Committee.**

a. **Composition**
The Finance Committee will be composed of at least two Board members chosen by the Board. Finance Committee members will serve until they resign or are replaced by the Board. The chairperson of the Finance Committee must be a member of the Board. The chairperson of the Finance Committee and each member of the Finance Committee will vote on all matters that come before the Finance Committee.

b. Duties

The Finance Committee shall assist senior management in the development, preparation and presentation of the annual budget of USAPA; have the authority to approve an interim annual operating budget and approve revisions to the annual budget in accordance with the policies specified by the Board; supervise the preparation, filing and posting of USAPA’s tax reporting documents; conduct periodic reviews of USAPA’s financial statements to ensure that significant variances from budget do not occur; discuss with management and the independent auditor the annual audited financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements; discuss with management and the independent auditor, as appropriate, USAPA’s financial information provided to the public; recommend the independent auditor to examine USAPA’s accounts, controls and financial statements; and such other duties as may be assigned by the Board from time to time.

5. Appointment of Committees and Duties of Committee Chairpersons

The Chief Executive Officer will be an ex-officio member of all committees, and may be a member of the Nominating and Governance Committee and the Grievance Committee unless a conflict of interest exists. The Chair, with approval of the Board, will appoint the chairperson of each committee. In the event of the Chair’s failure to make such appointments, the Board will do so. The chairperson of each committee will preside at all committee meetings, be responsible for the functioning of the committee, and, unless the chairperson appoints a secretary to the committee, the chairperson will be responsible for giving notice of all meetings and will be responsible for keeping a record of its proceedings. The chairperson may be responsible for creating an executive summary of each meeting.

6. Meetings

Meetings of any committee will be held at such place and at such time as may, from time to time, be fixed by its chairperson. One-half of the members of any committee will have the power to call a meeting.

7. Notice of Committee Meetings

Meetings of any committee will be held on not less than ten or more than 60 days of written, telephonic or electronic notice to each member, except in case of an emergency hearing or session of the Grievance Committee, in which case one (1) day notice is required. Notice of meetings may be waived by a written or electronic waiver executed before or after the meeting. Attendance at a meeting will constitute waiver of notice as to the attending members at which time the minutes are approved.

8. Quorum

A quorum consists of a majority of the members of each committee and will be necessary for the transaction of business by that committee.

9. Action of Committee
Except as otherwise provided, whenever a quorum is present, the vote of a majority of the members will constitute the action of the committee. If in connection with any proposed new Bylaw or USAPA Regulation a vote is conducted by telephone, mail or e-mail, a majority of all committee members will constitute the action of the committee.

10. Minutes of Meetings

All committees must keep minutes of their proceedings and provide minutes to the Chief Executive Officer or designee.

11. Written Consents

Any action required or permitted to be taken at any meeting of any committee, other than the Grievance Committee or the Nominating and Governance Committee, may be taken without a meeting if a written consent thereto is signed or e-mailed by not fewer than one-half of all the members of the committee and such written consent is filed with the minutes of the proceedings of the committee.

12. No Proxies

No member of the Board or of any committee will have the power to appoint a proxy to attend any committee meeting on the member's behalf.

13. Telephone Conference Meetings

Members of the Board or of any committee may participate in a meeting by means of a conference telephone call or similar communications equipment where all persons participating in the meeting can hear each other.

14. Reimbursement of Expenses

On application for reimbursement, USAPA will, subject to its reimbursement policy, reimburse authorized persons (including, but not limited to, members of the Board, staff, special committees and the chairpersons and other committees) as designated by the Chief Executive Officer for reasonable amounts paid by such persons for authorized trips to meetings. In addition, the Chief Executive Officer or the Board, may authorize the reimbursement of any reasonable amounts paid by any individual for travel or other expenses in connection with official USAPA business.

15. Indemnification of Committee Members

USAPA will indemnify the members of its committees to the same extent as officers of USAPA may be indemnified pursuant to the Bylaws of USAPA and the laws of the state of Washington.
1. **Directors and Staff**

USAPA will have the authority to employ individuals as may from time to time be approved by the Board. The Board will determine the lines of reporting of each position, as well as approve the various duties and responsibilities of each such position.

2. **Consultants and Independent Contractors**

USAPA will have the authority to engage the services of a recognized firm of independent certified public accountants and such other legal, accounting, financial, software and other consultants and independent contractors as may from time to time be approved by the Board.

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**Article XII**

**Adoption and Amendment of Bylaws and USAPA Regulations**

1. **Bylaws**

These Bylaws will be subject to amendment and new Bylaws not inconsistent with any provision of the Articles of Incorporation must be adopted by the affirmative vote of a majority of the members of the Board. No proposed amendment of these Bylaws will be adopted by the Board unless the Board will have been given notice of the proposed amendment on the Board Agenda at least 10 days prior to a scheduled Board meeting.

2. **Process for Submitting Amendment of Bylaws**

A proposed bylaw or amendment may be submitted by any member in good standing to the Board or any Board member.

3. **USAPA Regulations and Resolutions**

USAPA Regulations and Resolutions not inconsistent with the Articles of Incorporation or these Bylaws setting forth rules, regulations, and policies of USAPA may be adopted and amended from time to time by a majority vote of the Board. Amendments to USAPA Regulations will be adopted in accordance with the Bylaws.

4. **Gender and Titles of Chairpersons**

All references to the male gender in the Bylaws and USAPA Regulations will refer to and mean equally the female gender, and the singular will include the plural, each where the context so indicates. Any chairperson or vice chairperson may use any commonly recognized title such as “chairperson,” “chairman,” “chairwoman,” or “chair.”
Article XIII
Financial Administration

1. Fiscal Year

The fiscal year of USAPA will be January 1-December 31, but may be changed by an amendment to this Section by the Board.

2. Non-budgeted Expenses

All non-budgeted expenses up to and including $5,000 must be approved by the CEO, non-budgeted expenses between $5,000.01 and $10,000 must be approved by the Chair, and all non-budgeted expenses in excess of $10,000 must be approved by the Board. For the avoidance of doubt, “non-budgeted expenses” will include any expenses that are set forth on the applicable Board-approved budget, but exceed their respective budgeted amounts set forth on such Board-approved budget.

3. Authorized Signatories.

All checks, orders for the payment of money, obligations, and insurance certificates will be signed or endorsed by such officer or authorized agent of USAPA and in such manner as will from time to time be determined by resolution of the Board or of any committee to which such authority has been designated by the Board.

4. Deposits and Accounts

All funds not otherwise employed will be deposited from time to time in general or special accounts in such banks or other depositories as the Board or any committee to which such authority has been delegated by the Board may select. For the purpose of deposit and for the purpose of collection for any USAPA account, checks and other items may be endorsed, assigned and delivered on behalf of USAPA by the Chief Executive Officer or authorized agent of USAPA.

5. Investments

The funds of USAPA may be retained in whole or in part in cash or be invested and reinvested in such stock, bonds or other securities as the Board in its sole discretion may deem desirable and which are permitted to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Article XIV
Books and Records

Correct books of account of the activities and transactions of USAPA will be kept at the offices of USAPA. These will include a minute book, which will contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board. In addition to Board minutes, all official Board documents, contracts, affiliation, and official records will be maintained by the Secretary or Chief Executive Officer in an electronic and secure file. Board records will be made available to Board members upon request. Board records that are not generally publicly available will be deemed confidential and may only be released with approval of the Chair or the Chief Executive Officer.
APPROVED by the BOARD OF DIRECTORS on September 27, 2022, but adopted and made effective as of December 9, 2022.

Robert Quicksilver, Chair

Dan Ellsworth, Secretary