

USAPA BYLAWS

Mission Statement

The mission of the 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**

The USAPA is incorporated in the state of Washington. The principal office of the USAPA will be located in the state of Arizona or such other location as the Board of Directors (Board) may select. The 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)**

This corporation is organized exclusively for fostering and promoting amateur and general 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, the corporation 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 – The USAPA may be divided into geographical “Regions.” Each Region will be identified by the USAPA, form a non-profit 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 the USAPA to fulfill the mission of the USAPA in the Region’s geographical area in accordance with these Bylaws and 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 the USAPA is eligible for an individual membership.

Honorary Members – Honorary Membership may be conferred upon such worthy persons as may be so elected by the Executive Committee (see Article IX Committees) or the Board. Members who serve on the Board of Directors for six or more years will be Honorary Members. Honorary members will be exempt from paying membership dues.

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

Discrimination Prohibited – Membership and all rights of participation in the 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 the 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 the USAPA and at the location(s) designated on the USAPA website.

Exhaustion of Administrative Remedies – By accepting USAPA membership, a member agrees to follow 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 cause. 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 General Membership of the USAPA will be mailed or sent electronically not less than 30 days before any General Membership meeting. All notices will be directed to the addresses or e-mail addresses then appearing in the records of the USAPA. General Membership meetings are called at the sole discretion of the Board.

Article VIII
Board of Directors and Officers

1. **Board of Directors**

a. *Responsibilities*

The USAPA will be managed by its Board, which will establish, regulate and direct the policies and objectives of the USAPA. The Board will direct, review, and approve budgets. Board members (including a Chair and Vice Chair) and officers (including a Secretary) will be elected by a majority vote of the Board at a meeting held in November or December of each year.

b. *Composition*

The members of the Board will be the Treasurer and additional members that will be designated as at-large members of the Board. The number of Board members will be not less than nine or more than 19, as determined by a majority of the members of the Board. All members of USAPA in good standing are eligible to become Board members. The Board should include members with diverse skills, ages and backgrounds who are also geographically dispersed.

2. **Officers and Terms** – The officers of the USAPA will be a Chief Executive Officer, Secretary and Treasurer. The Chief Executive Officer may be compensated, as determined by the Board. The Secretary and Treasurer will serve without compensation. The Treasurer, Secretary and all at-large Board members will take office on January 1 and will serve two-year terms. Elections will be staggered so that elections occur annually. The Nominating Committee and the Board may determine which officers and Board members will run for election in even or odd numbered years. Each officer and Board member of the USAPA may be re-elected for an additional term or terms.

3. **Chair** – The Chair must be a 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, and will take effect on January 1. The Chair will develop and send out to Board members the agenda at least seven days prior to any Board meeting and preside at all Board meetings and meetings of the General 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 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 the USAPA or the Board at which the Chair is not present.

5. **Chief Executive Officer** – The 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 the 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 the 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 Executive Committee and 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. The Chief Executive Officer will be an ex-officio member of all committees, except the Nominating and Grievance Committees.

6. Treasurer – The Treasurer will monitor the financial management and controls of the 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.

7. Secretary – The Secretary must be a member of the Board, who has or will have served as a Board member. The Secretary will record the Bylaws and minutes of meetings of the Board. Storage 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.

8. Vacancies – If a vacancy will occur on the Board (including any vacancy of the Chair, Vice Chair or the Secretary), the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term.

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 Directors present may 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 Officer or Director – At any meeting of the Board, any officer or member of the Board (including any vacancy of the Chair, Vice Chair or the Secretary) may, by a vote of not less than two-thirds of the whole Board, be removed from office, with or without cause, and a successor may be elected pursuant to the provisions of these Bylaws.

ARTICLE IX **Committees**

1. Committees – The USAPA may have an Executive Committee, Nominating Committee, Grievance Committee, and any other committee(s), including, without limitation, advisory and/or ad hoc committee(s), recommended by the Chair and approved by the majority of the Board. All committee members will serve without compensation and must be individual members of the 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. 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. Executive Committee

a. The Executive Committee will be composed of the Chair, Vice Chair, Treasurer and up to two other Board member(s) appointed by the above three Executive Committee position holders. The purpose of the Executive Committee is to act as an advisory committee to the full Board. The Executive Committee will meet at the will of the Chair. Executive Committee notes or minutes will be maintained by the Chair (or such other Board member designated by the Chair) and maintained within the secure board private file, and the Executive Committee will provide prompt written notice of any meeting to the Board, but in no event later than 24 hours after the end of any such meeting.

b. The Executive Committee will provide feedback and advice to the Chair in the management of the corporation between Board meetings where time restraints make it difficult to convene the full Board, subject to subsection (c) below and subject to such limitations as may be prescribed by the Board and by applicable law.

- c. The Executive Committee will not have authority to:
- Amend, alter or repeal these Bylaws;
 - Elect, appoint or remove any member of any other committee or any director or officer of the USAPA;
 - Authorize the sale, exchange or distribution of any assets of the USAPA;
 - Authorize the dissolution of the USAPA;
 - Amend, alter or repeal any Board resolution which, by its terms, provides that it will not be amended, altered or repealed by a committee; or
 - Vote on and approve/disapprove any matter without full Board knowledge and approval unless the Chair reasonably determines the necessity of a meeting based on an emergency where the full Board or majority thereof is unable and unavailable to meet in person, by phone, or otherwise to discuss and approve or disapprove, as applicable, any matter within the necessary and applicable time constraints to resolve such emergency.

3. Nominating Committee

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

a. *Composition*

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

b. *Nominations*

The Nominating Committee will nominate the officers and the members of the Board.

4. Grievance Committee

a. *Composition*

The Grievance Committee will be composed of at least three USAPA members as chosen by the Board. One of those three or more members will be the General Counsel. The other members may change or alternate depending on the nature of the grievance.

b. *Chairperson*

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. *Jurisdiction and responsibilities*

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 participating in competitions;
- Appeals from tournament disciplinary decisions imposed under the 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. 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 the 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 the 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. 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 the USAPA Rules and Regulations*

The Grievance Committee may make an initial decision on an appeal involving a suspension under the 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 or an appeal to the Board.

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.

j. *Reinstatement*

Any person who has been suspended pursuant to this Bylaw may be reinstated at any time by the Grievance Committee upon written application and presentation of satisfactory evidence that reinstatement is merited.

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 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, other than the Executive 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 Other Than Executive Committee

Meetings of any committee other than the Executive Committee will be held on not less than ten or more than 60 days of written, telephonic or electronic notice to each member. 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 the Board or of any committee, other than the Grievance Committee or the Nominating 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, the 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

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

Article X
Staff and General Counsel

1. Executive Director

The USAPA may employ an Executive Director, as determined by the Board, who will, subject to the direction of the Chief Executive Officer, manage certain day-to-day operational programs, policies, and procedures of the USAPA, including, without limitation, the recreation, tournament, and membership departments and functions. The Executive Director will perform additional duties as may be requested by the Chief Executive Officer. The Executive Director will be appointed by and will serve at the pleasure of and at the compensation fixed by the Board.

2. Directors and Staff

The 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.

3. Consultants and Independent Contractors

The 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.

4. General Counsel

The Chair may, with the consent of the Board, appoint a general counsel, who will, when called upon by the Chair, the Board, or the Chief Executive Officer, advise or represent the USAPA on legal matters. The General Counsel may serve as a member of the Board and will be a licensed attorney in good standing and will serve without compensation except by special authorization of the Board.

Article XI
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 the USAPA may be adopted and amended from time to time by a majority vote of the Board. Amendments to the 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 XII
Financial Administration

1. Fiscal Year

The fiscal year of the USAPA will be January 1-December 31, but may be changed by resolution of the Board.

2. Non-budgeted Expenses

All non-budgeted expenses between \$1.00 and \$10,000 must be approved by the Chair, non-budgeted expenses between \$10,000 and \$25,000 must be approved by the Executive Committee, and non-budgeted expenses over \$25,000 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. Checks, Etc.

All checks, orders for the payment of money, obligations, and insurance certificates will be signed or endorsed by such officer or authorized agent of the 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 the USAPA by the Chief Executive Officer or authorized agent of the USAPA.

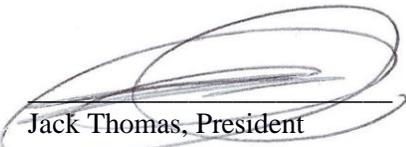
5. Investments

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 XIII
Books and Records

Correct books of account of the activities and transactions of the 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 October 25, 2019 but adopted and made effective as of January 1, 2020.



Jack Thomas, President



Laura Patterson, Secretary