

# USA PICKLEBALL ASSOCIATION BYLAWS

## **Mission Statement**

The mission of the USA Pickleball Association (USAPA) 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 shall be located in 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 shall 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 shall 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 shall be determined by the Board.

*Governance* - Each Affiliate shall be empowered by the USAPA to fulfill the mission of the USAPA and to manage the sport of pickleball 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 shall serve a term of one year, renewable annually on January 1<sup>st</sup> of each year at the discretion of the Board. The Regional Director shall 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.

*Discrimination Prohibited* - Membership and all rights of participation in the USAPA, including all tournaments and other events conducted or sanctioned by it, shall 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 shall be individuals who have currently paid their membership fees and are in good standing.

*Application for Individual Membership* - Application for Individual Membership shall 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 shall have the power to suspend or expel any member for cause. Any member who fails to pay dues when they are due shall 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 shall be mailed or sent electronically not less than 30 days before any General Membership meeting. All notices shall 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 shall be managed by its Board, which shall establish, regulate and direct the policies and objectives of the USAPA. The Board shall direct, review, and approve budgets. Board members and officers 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 shall be the four officers (see Sec. 2 immediately below), the Immediate Past President, and a minimum of four additional members that will be designated as at-large members of the board. The number of Board members shall be not less than nine or more than 19. A President who does not complete the term of office shall not, however, be a member of the Board as Immediate Past President unless confirmed by a majority of the other members of the Board. The Immediate Past President shall serve only two years beyond the elected term as President. 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 shall be a President, Vice President, Secretary and Treasurer, all of whom shall serve without compensation. All officers and board members shall take office on January 1<sup>st</sup> 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. An exception is the Immediate Past President, who may only serve a two-year term in that position.
3. *President* - The President shall be the chief executive officer and main contact with the Executive Director. The President shall 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 adoption of the agenda. The President shall appoint, with approval of the Board, committee chairpersons and committee members whose appointments are not otherwise provided for in these Bylaws. The appointees shall serve at the President's pleasure.

4. *Vice President* - The Vice President shall assist the President in the performance of the President's duties and shall exercise all the powers of the President in the case of the President's resignation, incapacity, removal, or death. The Vice President shall preside over all meetings of the USAPA or the Board at which the President is not present. The Vice President shall be the primary board contact with the staff regarding the Ambassador program.
5. *Immediate Past President* – The immediate Past President will serve as a member at-large of the Board and perform duties as assigned and with the approval of the President or Board.
6. *Treasurer* - The Treasurer shall 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 shall perform such other duties as may be assigned by the President or the Board.
7. *Secretary* – The Secretary shall record the Bylaws and minutes of meetings of the Board. Storage of official Board documents shall be within the Board Private file and jointly managed by the President and Executive Director. The Secretary shall perform such other duties as may be assigned by the President or the Board.
8. *Vacancies* - If a vacancy shall occur on the Board, the remaining members of the Board may, by a majority vote, elect a successor for the unexpired term, except that a vacancy in the office of the Immediate Past President shall not be filled, and except that a vacancy in the office of the President shall be filled by the Vice President in accordance with Sec. 4 above.
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 shall 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* - Whenever, in the judgment of the Board, the best interests of the organization will be served, any Board member or officer may be suspended or removed from office by the affirmative vote of two-thirds of the Board. A successor may be elected pursuant to the provisions of these Bylaws.

## **ARTICLE IX**

### **Committees**

#### *1. Committees.*

The USAPA may have the following committees:

Executive Committee, Nominating Committee, Grievance Committee, Rules Committee,

Membership Committee, Rating Committee, Ambassador Committee, Tournament Committee, Communication Committee, Training Committee, Grant Committee, Officiating Committee, Juniors Committee, and Advisory Committee.

The USAPA may have such other committees including ad hoc committees as recommended by the President and approved by the Board. All committee members shall serve without compensation and must be individual members of the USAPA. All committees are advisory committees and serve at the pleasure of the President and report to the Board or as designated by the President. 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 President. Board members may chair any committee with the President's recommendation and approval of the Board. All committees expire at the end of January of each year. Committee chairs shall submit their recommendation to the President for the upcoming year. The President will then recommend final committee members to the Board for approval for the forth coming year.

## *2. Executive Committee*

- a. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and another Board member appointed by the President. The purpose of the Executive Committee is to act as an advisory committee to the full Board. The Executive Committee shall meet at the will of the President. Executive Committee minutes will be maintained by the Secretary and maintained within the secure board private file.
- b. The Executive Committee shall contain a majority of individuals who are actively engaged in national or international pickleball.
- c. The Executive Committee shall have and exercise the authority of the Board in providing feedback and advice to the President, in management of the corporation between Board meetings where time restraints make it difficult to convene the full Board, and subject to such limitations as may be prescribed by the Board and by applicable law.

The Executive Committee shall 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 shall not be amended, altered or repealed by a committee.
- Vote on and approve/disapprove any matter without full Board knowledge and approval unless the President determines the necessity of a meeting based on an emergency.

## *3. Nominating Committee*

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

### *a. Composition*

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

*b. Nominations*

The Nominating Committee shall nominate the officers and other members of the Board.

*c. President Elect*

The person nominated as President by the Nominating Committee may use the designation of "President Elect" after the date for filing a nomination petition, if no petition is filed.

*4. Grievance Committee*

*a. Composition*

The Grievance Committee shall 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 shall preside at all Committee meetings and hearings and shall have the additional powers set forth below. In the absence of the Chairperson or at the request of the Chairperson, the Vice Chairperson shall have the same powers as the Chairperson.

*c. Jurisdiction and responsibilities.*

The Committee shall 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.
- 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 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 shall be sent by first-class or certified mail, or by e-mail to the Grievance 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 Committee may decide the grievance based on such investigation as the Committee deems appropriate. The 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 Termination of USAPA membership.

The Chairperson shall 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 shall 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 Committee may make an initial decision on an appeal involving a suspension under the USAPA Rules and Regulations. The initial decision shall 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 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 shall set an appropriate time and place for a hearing considering the nature of the case and the discipline imposed. The Chairperson shall give not fewer than eight days written notice of the hearing date.

*i. Grievance Committee hearing*

The Chairperson shall 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 shall not apply. The Committee shall 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 Committee may affirm, modify, or reject the initial decision and may impose any additional penalties that it deems appropriate. The Committee shall 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. Rules Committee*

The Rules Committee shall examine pickleball rules and recommend their adoption, amendment or elimination to the Board. Geographical diversity, playing experience, refereeing experience, tournament experience, multi-sport experience, and a thorough knowledge of the present rules will be sought from the members of this committee. It is charged with drafting a comprehensive set of official USAPA pickleball rules to recommend to the Board and to update and interpret those rules as needed. It is intended for rules to be published on the USAPA website and in an official USAPA written publication of the rules.

#### *6. Membership Committee*

The Membership Committee is responsible for developing and implementing ideas designed to attract new USAPA members and retaining current ones. The committee is also the repository of information and statistics regarding existing members of the USAPA. This committee is also responsible for reviewing the various membership packages and corresponding dues on a regular basis and will make recommendations to the board for any changes or adjustments that would benefit.

#### *7. Rating Committee*

The Rating Committee will create and administer the official USAPA rating system for individual players. The committee will coordinate and review any proposed changes to the rating system and will inform the Board of any potential changes to the rating system. The committee will be responsible for updating player ratings and tracking statistics regarding number of players rated, number of annual rating changes, etc. The committee will also review and decide on rating appeals submitted by individual players.

#### *8. Ambassador Committee*

The Ambassador Committee is responsible for the initiation, promotion, and coordination of all activities of USAPA and for reporting those activities to the Board. The committee will function as the liaison between the Board and its Affiliates. The terms “Affiliate” and “Region” may be used interchangeably to designate the affiliate non-profit corporations operating in each region.

#### *9. Tournament Committee*

The primary responsibility of the Tournament Committee is to oversee the application process for sanctioning pickleball tournaments, as well as encourage and guide prospective tournament directors through the process. Along with other staff members, the tournament committee will watch tournaments for possible sanctioning violations and assist in approving tournament results.

#### *10. Communication Committee*

The Communication Committee supports the overall comprehensive communication strategy as approved by the Board.

#### *11. Training Committee*

The Training Committee is responsible for developing programs that are designed to educate new players and enhance pickleball skills of existing players. Responsibilities includes, but are not limited to, updating and maintaining various training materials and developing programs for teaching pickleball. The committee is also responsible for informing and educating the membership regarding any new training-related initiatives or programs as well as the proper launch and promotion at both the local and national level.

#### *12. Grant Committee*

The Grant Committee's primary responsibility is to manage and monitor the Community Grant Program in alignment with USAPA mission to promote the growth and development of pickleball. The Grant Committee works to ensure timely grant processing and adherence to USAPA grant policies and procedures with a focus to make the grant administration processes as efficient and effective as possible and to seek other grant and community opportunities in alignment with the USAPA mission.

### *13. Officiating Committee*

The Officiating Committee works to ensure that the USAPA has the highest quality officiating standards and personnel.

### *14. Juniors Committee*

The primary responsibility of the Juniors Committee is to foster the development of pickleball among players between the ages of 6 and 18. The committee shall serve as an advisor to the USAPA Juniors programs and website. The composition of the Juniors Committee should include to the extent possible parents, USAPA Board members, USAPA staff, pickleball players, sponsors and individuals dedicated to promoting Junior pickleball programs.

### *15. Advisory Committees*

The Board may establish one or more Advisory Committees. The size, duration, and responsibilities of such committees shall be established by the President and approved by a majority vote of the Board.

### *16. Appointment of Committees and Duties of Committee Chairpersons*

The President shall 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 President, with approval of the Board, shall appoint the chairperson of each committee, other than the Executive Committee. In the event of the President's failure to make such appointments, the Board shall do so. The chairperson of each committee shall 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 shall be responsible for giving notice of all meetings and shall be responsible for keeping a record of its proceedings. The chairperson may be responsible for creating an executive summary of each meeting.

### *17. Meetings*

Meetings of any committee shall 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 shall have the power to call a meeting.

### *18. Notice of Committee Meetings Other Than Executive Committee*

Meetings of any committee other than the Executive Committee shall 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 shall constitute waiver of notice as to the attending members at which time the minutes are approved.

### *19. Quorum*

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

### *20. Action of Committee*

Except as otherwise provided, whenever a quorum is present, the vote of a majority of the members shall 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 shall constitute the action of the committee.

*21. Minutes of Meetings*

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

*22. 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.

*23. No Proxies*

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

*24. 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.

*25. Reimbursement of Expenses*

On application for reimbursement, the USAPA shall, 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 President for reasonable amounts paid by such persons for authorized trips to meetings. In addition, the President and 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.

*26. Indemnification of National Committee Members*

The USAPA shall indemnify the members of its national 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 who shall be the chief operating officer. The Executive Director shall, subject to the direction of the Board and fully accountable to it, manage the day-to-day operational programs, policies, and procedures of the USAPA and the functioning of the office or offices of the USAPA. The Executive Director shall be directly responsible for executing all Board decisions; employment and dismissal of USAPA personnel with advice and consent of the Board; managing budgetary and contract processes; and shall perform additional duties as may be requested by the President or the Board. The Executive Director may authorize the reimbursement of reasonable amounts paid by Staff for travel and other expenses in connection with official USAPA business.

The Executive Director shall 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 Executive Director shall be appointed by and shall serve at the pleasure of and at the compensation fixed by the Board. The Executive Director shall be an ex-officio member of all committees, except the Nominating and Grievance Committees.

*2. Managing Director of Competition*

The Managing Director of Competition will report to the Executive Director and be responsible for those programs assigned by the Executive Director or the Board.

*3. Managing Director of Recreation Programs*

The Managing Director of Recreational Programs will report to the Executive Director and be responsible for those programs assigned by the Executive Director or the Board.

*4. Consultants and Independent Contractors*

The USAPA shall have the authority to employ 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.

*5. General Counsel*

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

## **Article XI**

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

*1. Bylaws*

These Bylaws shall 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 shall be adopted by the Board unless the Board shall 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 shall 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 shall refer to and mean equally the female gender, and the singular shall 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 shall be January 1-December 31, but it may be changed by resolution of the Board.

#### *2. Non-budgeted Expenses*

All non-budgeted expenses between \$1.00 and \$1,000 must be approved by the President, non-budgeted expenses between \$1,000 and \$2,500 must be approved by the Executive Committee, and non-budgeted expenses over \$2,500 must be approved by the Board.

#### *3. Checks, Etc.*

All checks, orders for the payment of money, obligations, and insurance certificates shall be signed or endorsed by such officer or authorized agent of the USAPA and in such manner as shall 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 shall 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 President 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.

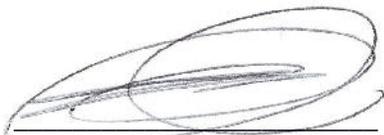
## **Article XIII**

### **Books and Records**

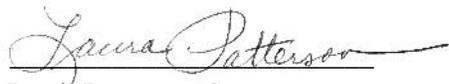
Correct books of account of the activities and transactions of the USAPA shall be kept at the offices of USAPA. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board. In addition to Board minutes, all official Board documents, contracts, affiliation, and official records will be maintained by the Secretary or Executive Director in an electronic and secure file. Board records shall be made available to

Board members upon request. Board records that are not generally publicly available shall be deemed confidential and may only be released with approval of the President or Executive Director.

ADOPTED by the BOARD OF DIRECTORS on February 20, 2018.

A handwritten signature in black ink, appearing to read "Jack Thomas", written over a horizontal line.

Jack Thomas, President

A handwritten signature in black ink, appearing to read "Laura Patterson", written over a horizontal line.

Laura Patterson, Secretary