

# **World Pickleball Federation, Inc.**

## **-BY LAWS-**

**(Final draft July 3, 2019) GP**

**Proposed By Laws. Any proposed changes should be sent to [info@wpf.com](mailto:info@wpf.com)**

### **Article 1: Mission Statement**

The mission of the World Pickleball Foundation, Inc., (WPF) is to facilitate the growth of pickleball as a globally recognized sport, and to ignite worldwide excitement in the sport by demonstrating its physical, mental and social benefits for people of all ages, abilities, sexual orientations and disabilities. Through working with other similarly directed state, national and international associations and federations, the WPF aims to represent the best interests of pickleball players from every region, nation, culture, background and economic status to assist in securing broad media coverage which in turn will generate greater financial rewards to professional players.

WPF carries out its mission by providing organizational structure and leadership support, with its Board of Directors (“Board”) reflecting regional, ethnic, cultural, gender and other broad diversities, while raising the visibility of pickleball through major international competitions and widespread media support.

WPF focuses on expanding the infrastructure of pickleball through improved coaching, rules, equipment standardisation, promoting quality refereeing, and enhancing event organization and management. It carries out its mission, in part, by managing the formula for and the announcement of the results of annual rankings of the world’s top pickleball players.

The WPF expresses its commitment to its mission through the application of the following values: integrity, mutual respect, excellence, ongoing innovation and regular collaboration, plus continual oversight of the progress and success of, and/or needs for change, in its various programmatic efforts.

The concept behind our logo is to combine the form of the pickleball with Olympic symbolism. The circles represent the holes in a pickleball, and just like the rings in the Olympic logo, represent the diverse competing continents. The colors, combined with the white background, come together to create the colors of each nation’s individual flag. The Federation aims to represent pickleball players from every nation, culture and background.

The WPF will (a) operate with transparency to its members and the public at large; and (b) act responsibly to protect and enhance the rights and interests of its members. Towards those ends, the WPF will diligently seek to collaborate with other not-for-profit and for-profit organizations and individuals who share the purposes and goals of the WPF to work for the greater good and growth of pickleball worldwide.

The federations and associations of those countries that initially commit in writing to the WPF’s goals, and support its efforts and activities through their formal membership of the WPF, on or before January 1, 2020 shall (a) be exempt from any membership dues or other fees for a two-year period ending on December 31, 2021; and (b) receive the support and assistance of the WPF to establish its own organization and a process for involvement in the elections of the WPF’s Board on or before December 31, 2019. Such exemptions and support are granted by the WPF with the understanding that each such

signatory member of the WPF in turn shall and does commit itself to providing support for the long-term growth of the WPF.

## **Article 2: Organization Structure**

The WPF is incorporated under the Illinois Nonprofit Corporation Act to provide opportunities for its members within the limitations set forth in its current Articles of Incorporation and the above Mission Statement. The WPF's Board is and shall be responsible for overall management of the WPF in compliance with these Bylaws, the Articles of Incorporation and applicable Illinois Statutes. The incorporating founder of the WPF shall initially be the President of the Board and, subject to the other operating provisions of these Bylaws, shall serve faithfully in that capacity for an initial period of up to three (3) calendar years ending on December 31 of the third year following his/her election. The Board shall elect its officers, who shall also be the officers of the WPF. Operations of the WPF shall be carried out by the officers and/or designated individuals or committees as specified in these Bylaws. Individuals or committee chairpersons heading standing committees and activities shall be appointed by the President with the advice and consent of the Board, and shall serve at the discretion of, and for the periods of time as may be set forth by, either the President acting at the direction and/or with the consent of the Board and/or by the Board itself. The Board, including its five (5) member Executive Committee, shall at any one time consist of a maximum of eleven (11) individual members, including up to six (6) individuals representing one (1) member from each of the six (6) Regional Federations of Asia, Europe, South America, North America, Oceania and Africa, with no more than five (5) such individual Board members being representatives from North America.

## **Article 3: Membership**

**Section 3.1.a. Eligibility Categories.** Membership in the WPF can and will be constituted of associations, federations and/or other such corporate for-profit or non-profit entities, as well as individuals. The Board shall be entitled to establish various levels and classes of both corporate and individual memberships, including categories of honorary and/or non-paying members, such as those organizations, entities or individuals who may have been granted free membership for certain designated periods of time in connection with their commitments to help establish the WPF in the calendar year of 2019 and/or as the Board may from time to time approve. (See **Section 3.3** below.) Memberships in the WPF shall consist initially of the following categories: (1) Countries; (2) Delegates; (3) Individuals; (4) Professional Players; (5) Tournament Directors; and (6) Corporate and/or Foundation Donors. The rights, duties and membership fees initially established for each such category are set forth in **Attachment A (2 pages)** to these Bylaws which shall be incorporated into and shall hereby be regarded as an integral part of these Bylaws, and may from time to time be amended by the Board as it sees fit. The role, rights and obligations of the individual Delegate members referenced in **Attachment A** are specifically outlined in two (2) other attachments: **Attachment B (2 pages)** (describing the Delegate Program generally, including its relationship to the WPF vision, mission and values) and **Attachment C (2 pages)** (describing the role, communication processes, responsibilities, entrepreneurial opportunities, reasons for serving as a delegate, and the delegate selection process) are each and both also hereby incorporated into and shall be regarded as integral substantive parts of these Bylaws,

**Section 3.1.b. Membership Commitment.** Each member of the WPF shall be interested in and committed in practice to the worldwide growth and enhancement of the reputation of pickleball and to its eventual inclusion as a participating member of the Olympic sports community in good standing. Organizations and individuals who desire to become members of WPF shall do so by applying for such membership, and by meeting the criteria for membership established by the Board at any given time, and (unless granted honorary membership) by paying the requisite annual dues in advance of the starting date of their respective terms of organizational or individual membership. The Board shall set the annual and/or special categories of regular dues or other required special assessments or payments to be made by members of the WPF. (See Attachment A to these Bylaws)

**Section 3.3 Honorary Members.** The Board may confer honorary membership upon any individual and/or organization, or categories of individuals or organizations, for either one year, two years or any other shorter period, based upon such criteria as the Board may from time to time determine and publicly publish in the WPF's operating documents and post on its website. (See Section 3.1.a)

**Section 3.4 Membership Property & Voting Rights.** Members of the WPF shall not, as such, have any right, title, or interest in the real or personal property of this corporation, but members shall have voting rights as set forth in **Section 3.1.a** above and in **Attachments A, B, & C**, and as may otherwise be established by the Board, unless and until any such right(s) may be expressly granted or withdrawn from time to time by the Board for a specific purpose and/or a limited period of time, if and as conspicuously published in the WPF's operating documents or amendments thereto and posted on the WPF website.

## **Article 4: Board of Directors**

**Section 4.1 Management.** The control, business and management of the affairs of WPF shall be entrusted to and vested in the Board. Given the global nature of the Board, meetings will for the most part be via telephone, unless there are opportunities for some of the Board to be co-located and conference in the remaining Board members via telephone. The Board, at all times shall be composed of an odd number of members, with a minimum of five (5) members and up to a maximum of eleven (11). A quorum shall be a majority of the then current number of eligible and voting members of the Board.

Only duly elected members of the Board in good standing shall be entitled to vote on any matter which properly comes before the Board, and in no event shall any independent contractor be a sitting member or a voting member of the Board.

Any vote requiring a majority or two-thirds (2/3) vote of the Board members present, or of the entire Board, may be made electronically. An electronic vote, in this circumstance, will be allowed if the absent member cannot be present at the meeting. To vote telephonically/electronically the absent member must first call in to be counted as part of the quorum at the start of the meeting, and upon doing so shall then forfeit her/his right to a secret ballot and confidentiality. An e-mail vote will be accepted if a member is unable to be present and is also unable to call in telephonically. In that circumstance, the e-mail will need to be sent to the entire Board and received twelve (12) hours prior to the actual vote.

**Section 4.2 Director Term of Office.** The term of each Board director shall be three (3) years and shall be staggered so that approximately one-third (1/3) of the directors are elected each year by a majority vote of those Board members present at the annual April Board meeting. A director's term of office shall terminate on the last calendar day prior to the date of the Annual meeting.

Following the first three (3) year term, a member may be re-elected to the Board for one (1) year at a time by a majority vote of those present and eligible to vote. The total consecutive years served by a Board member shall not exceed six (6) years. Any Board member who has served for six (6) consecutive years may be re-elected to the Board after at least a one (1) year interval following such service.

Upon fourteen (14) days written notice to the Board as a whole, any director may be removed, with or without cause, by a two-thirds (2/3) secret ballot vote of the entire Board. In the event that a Board member cannot be present to vote for the applicable procedure to be used, s/he shall nonetheless still be entitled to vote on any such removal effort (see Section 4.1 above). Any vacancy occurring because of the death, resignation or removal of a director may be filled by the Board for the remaining term of such director by a majority vote of those present.

Directors are expected to attend all meetings of the Board, either in person, electronically or by email as set forth above in **Section 4.1**. Two (2) or more unexcused absences from Board meetings may result in removal from the Board in accordance with the procedure described above in the preceding paragraph in this **Section 4.2**.

### **Section 4.3 Selection of Directors.**

4.3.1. All Board Director roles are voluntary. Because of the global nature of the role the Board commits to a Director Development pathway. After the initial Board of Directors is created, future Directors will have served as a Delegate for at least 12 months before they become eligible to serve on a Regional Federation Board. To be eligible for membership on the Board, a Director shall have served at least one year as a Director on a Regional Federation Board.

4.3.2. Each year a Nominating Committee shall be appointed by the President to prepare a slate of candidates to fill new directorships and/or those directorships about to expire. Notice of Board vacancies and a list of any known or declared candidates for Board service shall if practicable be communicated to the entire membership at least thirty (30) and preferably sixty (60) days prior to the completion of the final slate of new Board candidates. All members in good standing may and are encouraged to propose and submit to the Nominating Committee the name(s) of any person(s) to be considered for election to the Board, accompanied by the signatures of two seconders plus a statement of not more than one (1) single-spaced page describing the bases for the member's proposal that the potential member be so considered.

In the interests of practicality and efficiency, the Nominating Committee may in its discretion vote at any time to increase or decrease the number of candidates that have been submitted. After the Nominating Committee submits the slate of candidates, the Board shall elect candidates to fill vacant Board positions by secret ballot at its regular January or February meeting. A candidate can be elected by a majority vote of all Board members present, rather than by a majority of all serving members. New Board member terms shall begin on the day of the April Board meeting. Newly elected Board members

are encouraged to attend the February/March Board meeting prior to the formal start of their term in April.

Section 4.4 Meetings. The Board shall hold regular quarterly meetings in January, April, July and October of each calendar year, unless the Board shall decide, by a two-thirds vote of its eligible members in good standing, that there are practical and compelling circumstances which warrant meeting less or more frequently. Regular or special Board meetings may be held by electronic means as noted above in the third paragraph of Section 4.2.

Section 4.4.1 Special Meetings. A special meeting of the Board may be called by the President, or by three (3) or more members of the Board in good standing. Anyone entitled to call a special meeting of the Board shall, by telephone or email, inform the entire Board of the purpose of the meeting, and shall make a written request to the President and/or Secretary to call the meeting, which will be duly noted. The President and/or Secretary shall notify the Board members immediately of the purpose of the special meeting, which will be followed by noting the time and place of the meeting.

A special meeting, if by telephonic means, may be convened as early as forty-eight (48) hours from the date of request of the President or by the three (3) requesting Board members in good standing.

An in-person special meeting can be convened within seventy-two (72) hours from the date of request of the President or the three (3) Board members. If a member is restricted from physically being present at the in-person special meeting, s/he may call in and participate electronically in a reasonable manner intended to allow for her/his substantive input and, as may be appropriate, for the exercise of her/his voting rights. If calling in telephonically to be part of and vote in an in-person special meeting, a Board member must also first call in to be part of the quorum.

Section 4.5 Non-Board member speaking at meetings without prior request. The dates of all Board meetings shall be announced on the WPF's website, and made available through a system of publication, or email blast established by the Board that allows for direct or indirect notice being given to all members in good standing, at least thirty (30) days in advance of a regular meeting and twenty-four (24) hours in advance of a special meeting. During the first ten (10) minutes of a regular Board meeting, WPF members who have not formally requested time to speak prior to the Board meeting, may nonetheless speak for a cumulative time of ten (10) minutes. If the Board feels it is appropriate, the Board may by majority vote add that item of desired discussion to the day's meeting agenda or table it for future consideration.

Section 4.5.1 10/5/5 Rule. Non-Board member(s) requesting to be included on the agenda. Meetings of the Board shall be open to any and all members of the WPF. However, they must abide by the hereinafter stated 10/5/5 Rule if they wish to be included on the agenda in a meeting. The 10/5/5 Rule is as follows: a guest or guests may speak for a maximum cumulative time of ten (10) minutes at any meeting provided that s/he has, or they have, submitted prior written notification to the President and/or to three (3) other Board members at least five (5) days in advance of the meeting regarding their desire to address a requested agenda item. Any such communication that is so presented to the Board meeting by any such guest(s) shall be a maximum of five (5) pages. The Board by majority vote shall rule upon the request before the formal opening of the meeting and adoption of the final agenda.

4.5.2. All Board Meetings shall be supported by written minutes which shall be distributed to all members of the Board, regardless of whether they attended the meeting and shall be subject to approval by the Board by no later than its next regular meeting.

**Section 4.6 Meeting of the Board in Executive Session.** The Board may decide to go into Executive Session. If and when the Board wants to go into Executive Session, the President or any present and eligible voting member of the Board shall make a motion and state the reason for going into Executive Session. That motion shall be recorded by the Secretary in the minutes. The Board members shall discuss the motion and take a vote. A majority vote is required to go into Executive Session. If the Board goes into Executive Session, it shall be for discussion and all such discussion shall be confidential, subject to appropriate discipline for any breach of confidentiality. A straw vote (unofficial poll) may also be taken to gauge the sentiment of the Board during an Executive Session. Minutes of an Executive Session shall be taken, read, and approved only in an Executive Session, and shall remain confidential and not be part of the official approved minutes.

## **Article 5: Executive Committee of the Board of Directors**

**Section 5.1 Executive Committee.** The Board shall have an Executive Committee which shall be comprised of the President, the Vice President, Secretary, Treasurer, and one other Board member selected by the President. To the extent practicable with regard to the smooth and efficient conduct of its deliberations, it shall be the ongoing intention and reasonable effort of the Board to establish and maintain an Executive Committee which, with similar intent respecting the composition of the full Board, either reflects the global nature of the WPF's membership or, at the very least, establishes a practicable mechanism for informal input to the Board and/or the Executive Committee by broad membership representation on major substantive issues under consideration by the Board as a whole.

5.2 The President shall serve as chairperson of the Executive Committee. None of the actions of this Committee shall conflict with that of the Board as a whole. It is and always shall be a subordinate body to the Board as a whole. The Executive Committee cannot nullify or modify any action of the Board as defined in these Bylaws.

5.3 This Committee shall be responsible for the governing role of the Board of the WPF. The oversight responsibilities of the Executive Committee include the adoption and/or amendment of the Bylaws, and any Policies and Procedures Manual, as well as the establishment and maintenance of the Nominating Committees.

5.4 Minutes of the proceedings of all Executive Committee meetings, including reporting of all actions taken, shall be documented and distributed to the Board in a timely manner. Any action of this Committee shall be confirmed by a vote of the majority of the Board at a regular or special meeting if it is to be regarded as valid and operative.

## **Article 6: Officers**

**Section 6.1 Officers.** The officers of the WPF shall be the President, Vice President, Secretary, and Treasurer.

**Section 6.2 Selection of Officers.** At the October Board meeting, the Board shall elect its officers. The newly elected officers will formally assume office at the April Annual Board meeting. In the interim, the newly elected officers will be under the mentorship of the current officers. Voting will take place by secret ballot and the results shall be based upon a majority vote of all eligible and present Board members, which vote shall be determined by and following tabulation by the Secretary and/or her/his independent designee appointed by the Board in advance of the Annual meeting.

**Section 6.3 Terms of Office.** With the exception of the incorporating Founder, who shall serve as the first President of the WPF for a period of three (3) years following the adoption of these Bylaws by the founding Board of the WPF [see **Article 2** above], the terms of the officers shall normally be for two (2) years. Outgoing officers may and will serve until their successors are duly elected and installed. The term of an officer may be extended, but for no more than one (1) year at a time, by a majority vote of those Board members present, by secret ballot, subject to the officer's acceptance.

Upon fourteen (14) days written notice to the Board as a whole, any officer may at any time be removed, with or without cause, by a two-thirds (2/3) vote of the Board, following the same procedures as those set forth above in Section 4.2 of these Bylaws.

If the Board determines that it is appropriate, any one (1) Board member, except the President, may hold more than one (1) office at the same time during her/his term as a Director.

**Section 6.4 President.** In order to fulfill and enhance WPF's mission and objectives as stated in these Bylaws, the President shall preside at all meetings, enforce the observance of all Bylaws, establish and appoint the members of all Board committees where not otherwise specified. S/he shall have the authority to call special meetings of the Board, pursuant to **Section 4.4** of these Bylaws, and perform such other duties pertaining to the office as s/he may in her/his discretion decide to perform or as the Board, in collaboration with the President, may determine are necessary or appropriate to the effective carrying out of the duties of this office .

The President shall have the authority to fill all vacancies on committees, and to remove any member from any committee, subject to any subsequent decision by a two-thirds (2/3) vote of the all members of the Board. The President shall also have general supervision over the affairs of the WPF. S/he shall have signature authority to sign all checks, certificates, evidences of indebtedness, and other instruments executed by the WPF, and shall perform all other duties required by or incident to his or her office, or as determined necessary or appropriate by a majority of the Board. Expenditures of \$2,500 or more shall require the formal, written approval of the other four (4) members of the Executive Committee or a majority of the entire Board.

**Section 6.5 Vice President.** The Vice President shall preside at all meetings in the absence of the President and act for the President when the President is unavailable or is so requested by the President.

**Section 6.6 Secretary.** The Secretary shall keep accurate written minutes of all of the regular and special meetings of the Board, and s/he shall deliver copies of the minutes to all Board members as soon

as possible after each meeting and by no later than the convening of the next, following meeting of the Board. S/he will also maintain other records as may be requested by the Board.

**Section 6.7 Treasurer.** The Treasurer shall supervise custody of all the money and securities of the WPF and keep record books of the accounts in safe and secure electronic form. S/he or a designated Board member shall deposit all monies received in such bank(s) as the Board may designate. S/he shall be fully bonded by a reputable institution approved by the Board in order to protect against any malfeasance or nonfeasance in carrying out her/his duties. S/he shall have signature authority to sign checks, notes, and other evidences of indebtedness in collaboration with or with notification to the President or other appropriate officer of the Board, up to \$2,500; and s/he shall perform all other duties incident to the office that are properly required of the office. The Treasurer shall make regular accounting to the WPF Board of the WPF's finances, including income and expenses from any special social or pickleball-related activities which may be conducted or sponsored by the WPF or by other entities supporting or working with the WPF.

The Treasurer shall be authorized to select an assistant, subject to Board approval, who shall assist as appropriate as may be requested by the Treasurer and/or by the President or a majority of the Board. The Treasurer shall continue to perform all regular and special monetary duties in the absence of any determination by the President or the Board to the contrary.

**Section 6.8 Additional Officer duties.** An officer of the Board shall arrange for the Board's meeting place for any planned regular or special meeting, and shall notify the Board members in writing, at least five (5) days in advance of the meeting, of the planned meeting time, place, and purpose.

## **Article 7: Standing Committees and Activities**

**Section 7.1 Appointment and Terms.** Unless specified otherwise in these Bylaws, standing committee chairpersons and members shall be appointed for one (1) year by the President at the beginning of the President's term. The President may reappoint any standing committee chairperson or member for an additional year, unless the Board by a two-thirds (2/3) vote shall determine otherwise. The responsibility of all Committees is to make recommendations to the Board for its consideration and possible approval.

**Section 7.2.1 Bylaws Committee.** If and as the Board may determine there is a need for changes to Bylaws, a Committee to review such shall be constituted. The Committee shall be constituted of the President, Vice President, Secretary and such other members of the Board who may wish to serve and who are appointed to serve by the President at her/his discretion. This Bylaws Committee may at any time draft such changes, additions and or deletions to the Bylaws as may be regarded as necessary or appropriate, in accordance with the procedures set forth pursuant to **Section 9.3** of these Bylaws, for appropriate and timely final consideration by the Board as a whole.

**Section 7.2.2 Board of Directors Nominating Committee.** (See Section 4.3.2).

**Section 7.2.3 Policies and Procedures Manual Committee.** If and as the Board may determine a need for the adoption of various policies and/or procedures, and/or changes to any existing written Policies and Procedures (see Policies and Procedures Manual, section 9.1) the President may establish a

Committee and appoint and elicit the assistance of any members who may wish or are willing to serve to draft and/or review any such existing or new policies and/or procedures.

**Section 7.3 Budget and Finance Committee.** The members of this Committee shall be appointed by the President and shall be composed of the President, the Treasurer and at least two (2) other Board members who wish or are willing to serve on this Committee. This Committee shall:

- prepare an annual budget to be presented to the Board at its January meeting
- consider any necessary or possible modifications to the annual membership benefits or duties
- make recommendations for pricing (e.g. membership dues, roster, newsletter, website or social media presence, product or service offerings, etc.)
- evaluate available or potential investment strategies, and
- determine the feasibility of adopting any new program which would require the investment of capital or the raising of additional and independent funds.

**Section 7.4 Audit Committee.** The President shall appoint an Audit Committee of at least three (3) people, including two (2) members of the Board and an outside accounting firm or independent accountant. An audit shall take place every two (2) years. The Committee shall select a chairperson from among its members. This Committee is responsible for establishing policy in this area, defining the scope of each audit, implementing the audit and ensuring that the final audit report is provided in its entirety in a timely manner to all Board members, the IRS and other appropriate entities.

**Section 7.5 Communications Committee.** This Committee is responsible for, and shall oversee the preparation, production and content of the WPF E-Update and any and all official organizational contributions to publications such as Pickleball Magazine, social media, TV and radio media, websites, and any and all other media sites, interactive websites, blogs and all other intra- and inter-communications between the WPF and the public. The kind and frequency of and budgetary commitments to any and all printed and electronic communications shall be determined annually by the Board and reviewed at least quarterly at regular Board meetings. Expenditures for and related to all such communications shall be reported to and evaluated no less than quarterly by the Board as a standard part of its agenda topics. The WPF's website and blog shall be kept current by an appropriate webmaster and/or social media company.

**Section 7.6 Marketing & Development Committee.** This Committee shall plan, assist and coordinate promotion of the WPF and its activities globally. It shall be the prime interface with the media and be informed in advance of all other contacts with the media. This Committee shall also be responsible for development activities (e.g. fund raising, donations, etc.) All marketing and development expenditure should be evaluated and reported quarterly to the Board, evaluated annually and be the subject of a line-item commitment in the WPF's annual approved budget for the following year of operation.

**Section 7.7 Membership Committee.** This Committee shall establish and implement such membership policies and processes as the Board determines and as may be described in any Policies and Procedures Manual adopted by the Board. This Committee shall: (a) establish and maintain membership records and trend data and report this information to the Board; (b) insure that all members up for renewal are being communicated with and their renewals processed promptly; and, (c) foster communication with new members by welcoming them through written and telephonic means to inform and assist them about ways to become involved in WPF activities nationally and internationally.

**Section 7.8 Long Range Planning Committee.** This Committee shall prepare a long-range plan for the WPF and review each of the WPF's ongoing activities throughout the year to determine whether each and all of them are consistent with the fundamental goals and commitments of that plan. These reviews shall examine and evaluate the goals or objectives and finances of each activity and how well they are being met through membership participation and budgeted costs. The results of these reviews along with any recommendations for altering, eliminating any current activity, and/or establishing any new activity shall be presented to the Board in a written report to be delivered to all members of the Board annually at the November/December meeting of the Board.

This Committee shall be comprised of the President and at least two (2) other members of the Board, who will either be appointed by the President or consist of any other members of the Board who may wish to serve on it.

## **Article 8: Miscellaneous**

**Section 8.1 Annual Report to Membership.** The Board shall provide all members with an annual report in electronic or written form. This report will summarize activities of the WPF, its current status and its progress towards meeting its stated goals. This report shall also incorporate a general financial report which need not represent an audited statement.

**Section 8.2 Governing Procedures.** Robert's Rules of Order shall supplement these Bylaws and the Policy and Procedure Manual in the activities of the Board and its subsidiary committees and other activities to the extent they do not conflict with these Bylaws and the to be developed Policy and Procedure Manual (See Section 9.1)

**Section 8.3 Parliamentary Procedure and Parliamentarian.** All meetings of the Board, committees, and or subcommittees shall be governed by rules of parliamentary procedure. The Board of Directors may appoint a Parliamentarian to offer guidance in the application of Robert's Rules of Order. The Parliamentarian may be a member, or an honorary member of the WPF.

**Section 8.4 Authority to Borrow Encumber Assets.** No officer, agent, employee, or member of WPF shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of authority delegated by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances, which such instances in the Board's discretion may be determined to require independent outside oversight. The Board on an ongoing basis shall make every reasonable effort to establish and maintain a Reserve Fund which can be utilized to meet any unusual, unexpected and/or unforeseen expenditure which the Board may determine from time to time to be necessary to prudently and effectively maintain the operations of WPF.

**Section 8.5 Deposit of Funds.** All funds of the WPF shall be deposited in a timely manner to the credit of the WPF in such bank, trust companies, or other depositories as the Board may approve or designate, and all such funds may be withdrawn only in the manner or ways which are or may be authorized by the Board from time to time, in conjunction with such independent outside oversight as the Board may have established or determine to establish in connection with any particular planned deposit.

**Section 8.6 WPF Historian.** One or more members of the Board and/or a volunteer shall be responsible for maintaining a file of newspaper clippings, photographs, activities, tapes, video clips, and any and all other records or information related to the history and development of WPF.

**Section 8.7 Volunteers [and/or paid employees].** All Board Members shall give their time and expertise voluntarily, unless and until the Board by unanimous vote may determine otherwise. The President and/or Executive Committee have the discretion to authorize and/or reimburse any Board Member for expenses to be expended or made with carrying out the necessary or legitimate purposes of the WPF. The WPF Board may hire employees and/or independent contractors if and as it may determine are necessary for the effective and efficient operation of the WPF and the achievement of its goals. Any independent contractor must be agreed upon by a two-thirds (2/3<sup>rd</sup>) vote of the Board.

Section 8.8. As a global organization, the WPF intends as soon as is practicable to translate these By Laws and documents referenced herein and present its website in different languages for the convenience of the membership.

## **Article 9: Governing Documents and Amendments**

**Section 9.1 Policies and Procedures Manual.** The Board shall develop and maintain a Policies and Procedures Manual. This Manual shall include all policies of the Board and its subsidiary committees, job descriptions for all established positions and operating procedures for the Board, standing Committees and established and *ad hoc* Committees and activities. Each section of this Manual shall be reviewed and updated at least once every three (3) years. and may be amended by the affirmative vote of a majority of all the Board members present at a meeting where advance notice of the proposed changes had been provided to all Board members. If and to the extent that any of the published Policies and/or Procedures shall or may conflict with the specific language or intended meaning of any of the Bylaw(s), the Bylaw(s) in question shall be considered conclusive and shall take precedence in its meaning and/or its interpretation.

**Section 9.2 Precedence of Documents.** The order of precedence of the governing documents of the WPF is as follows:

- Articles of Incorporation, Current or as may be amended
- World Pickleball Federation, Inc. Bylaws, Current or Amended Version
- Policies and Procedures Manual, Current or Amended Version.

### **Section 9.3 Amendment of Bylaws.**

9.3.1 Within one hundred and eighty (180) days following the formal adoption and implementation of these Bylaws, the Board shall establish a fair and reasonable procedure by which the membership of the WPF will have an effective opportunity to propose and vote upon amendments to these Bylaws.

9.3.2 These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of all the members of the Board at a regular convened meeting where advance notice of the proposed changes had been provided to all Board members at least ninety (90) days in advance of such meeting.

## **Article 10: Conduct of Members**

**Section 10.1 Member Conduct.** In all activities of the WPF, including recreational play, tournaments, drills, parties, social events, Board and all other WPF meetings of every kind, WPF individual and/or organizational members shall conduct themselves in accordance with customary standards of sportsmanship, courtesy, decency, decorum and pickleball etiquette and shall abide by the Bylaws and all policies of the WPF, rules of other clubs and facilities used by the WPF nationally and/or internationally, rules, regulations and codes governing pickleball play and refereeing, as well as those of all applicable local, state and federal laws, rules, and regulations.

**Section 10.2 Authority to Sanction.** The Board as a whole (which shall include in this instance the President or Vice President), and any permanent or *ad hoc* committee that it may establish or designate with authority to act in an investigative and/or quasi-adjudicative capacity, shall have the right to investigate, hear and rule by a super-majority two thirds (2/3) vote on any alleged violation(s) of such standards; and shall have the power and discretion as a Board and/or through the determinations of any such referenced committee to impose appropriate discipline and a wide range of sanctions on violators, including but not limited to: private or public censure, warnings, withdrawal of various privileges of WPF membership, temporary or permanent withdrawal from sanctioned or unsanctioned competitive tournaments, fines or conditional or unconditional revocation of WPF membership, including any other remedial action as the Board may from time to time determine as reasonable and appropriate.

**Adopted by unanimous vote of the Board of Directors on [insert Date] [Insert Names]**