



BYLAWS

OF

GLOBAL PICKLEBALL FEDERATION

MARCH 7, 2024

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ARTICLE I

OFFICES

Section 1.1 Business Offices. The initial principal office of the Global Pickleball Federation (“GPF” or the “corporation”) shall be as stated in the articles of incorporation. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office required by the Colorado Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be changed from time to time by the Board of Directors or by the officers of the corporation, or to the extent permitted by the Act by the registered agent of the corporation.

ARTICLE II

PURPOSES

Section 2.1 Organization and Operation. This corporation is organized and operated exclusively for educational, scientific and charitable purposes, and to foster and promote national and international amateur athletic competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The specific purposes of the corporation shall include, without limitation, the following:

- to encourage the international development of the sport of Pickleball;
- to promote the sport of Pickleball as a sport of international standing and recognition;
- to promote Pickleball as a sport for Olympic status;
- to promote Para Pickleball as a sport for Paralympic status;

- to organize for its member federations:
 - World Championships,
 - any major events related to Pickleball or Para Pickleball with international impact;
- to act as the International Federation for Pickleball in the Olympic movement and Para Pickleball in the Paralympic movement. In this capacity, the corporation will establish and enforce, in accordance with the Olympic Charter and International Paralympic Committee Handbook the rules concerning the playing of Pickleball with the intention to be part of the Olympic Games, and of Para Pickleball in the Paralympic Games. The corporation will also fulfill, in respect of the sport of Pickleball and of Para Pickleball, the mission and role of an International Federation within the Olympic movement and within the Paralympic movement;
- to coordinate efforts for safe and healthy development of Pickleball across all nations;
- to assist in the formation and work of Continental and Regional Federations by maintaining effective communications and support with those bodies;
- to support equity, diversity and inclusion with Pickleball around the world;
- to encourage and support measures among its competitions and members (and their athletes) that safeguard the integrity of Pickleball, and Para Pickleball, and protect clean athletes through the fight against doping and the prevention of the manipulation of competitions;
- to encourage and support measures related to the medical care and health of the athletes that participate in GPF competitions; and
- to secure the enjoyment of the rights and freedoms set forth in these Bylaws without discrimination of any kind, such as age, race, color, gender, sexual orientation, language, religion, disability, political or other opinion, national or social origin, property, birth or other status.

ARTICLE III

MEMBERS

Section 3.1 National Federations. The corporation shall have one class of voting members made up of National Federations approved by the corporation as provided herein and which may be referred to herein as National Federation members or Class A members. In addition, the corporation will have two classes of non-voting members referred to herein as National Association Members or Class B and Class C members. Class A members, and only Class A members, shall be entitled to vote on the election of Directors as provided in these bylaws. Class A members, and only Class A members, shall also be entitled to vote on matters as provided in Section 3.8. Class B and Class C members shall have no voting rights in the corporation unless and until they are recognized as Class A members. Only one member (regardless of whether a Class A, Class B or Class C member) may be admitted per country.

(a) Qualifications for Class A Membership. A national organization may qualify for Class A membership only if it submits, and complies with, the following:

- (1) A written application with a copy of its own minutes showing that authorization for the application was approved by an appropriate body of the organization and acknowledging acceptance of GPF's Bylaws and rules;
- (2) A copy of its governing documents, such as its Articles of Incorporation, constitution, bylaws, statutes, rules and other documents;
- (3) Evidence that the organization is an established national governing body for the sport of Pickleball in its country and/or is the leading governing body for the sport of Pickleball in its country;
- (4) A list of Directors and officers;
- (5) A formal board resolution and a signed, binding commitment to observe and abide by these Bylaws, and the rules, regulations, policies, procedures and decisions of GPF;
- (6) A signed, binding commitment to observe and abide by the World Anti-Doping Code as well as the jurisdiction and decisions of the Court of Arbitration for Sport;
- (7) The appropriate membership fee;
- (8) A minimum of 1,000 active, dues-paying members of the National Federation;

(9) Demonstrating to the corporation that the organization is capable of choosing a national team and sending that national team to certain international events; and

(10) Such other qualifications as determined by the Board and published by the corporation from time to time.

(b) Qualifications for Class B and Class C Membership. A national organization that does not satisfy all of the requirements listed in Section 3.1(a) above may apply for Class B or Class C membership by submitting as much of the information listed in Section 3.1(a) as possible. Those organizations that meet the requirements listed in subsections (1) – (7) and (10) of Section 3.1(a) will be eligible for Class B membership. Any organization that does not meet the requirements for Class B membership will be eligible for Class C membership as long as the organization meets the requirements listed in subsections (1), (2), (4), (5), (7) and (10) of Section 3.1(a).

(c) An organization may be approved for membership according to this Section 3.1 upon (i) certification by the Membership Committee that it has met the applicable requirements listed above and is the most qualified organization to serve as the National Federation for that particular country, and the (ii) the ratification of the Membership Committee's recommendation by the Board of Directors at a duly called and noticed meeting. An applicant whose membership application is denied may appeal the decision to the Board of Directors according to procedures to be established by the Board.

(d) The corporation reserves the right to require a member to provide relevant information relating to a country's membership, including proof of the number of active, dues-paying memberships. The corporation may also conduct an audit or review of a member's applicable information, including proof of the number of active, dues-paying memberships, to confirm compliance with membership requirements.

Section 3.2 Ongoing Member Obligations. Each Class A, B and C member is required to submit membership reports and copies of any changes in its Articles of Incorporation, bylaws, constitution, statutes and/or other organizational documents to GPF each year or more frequently as specifically requested by the corporation. Each member is also required to:

(a) Adhere to these bylaws and other rules or decisions made by GPF, including but not limited to the Congress and the Board;

(b) Adopt bylaws, statutes, rules, and other organizational documents in such a way that they are not in contradiction with these bylaws and other rules, policies, procedures, or decisions made by GPF;

(c) Adhere to GPF's sport policies at international sports events;

- (d) Promptly pay all GPF dues and fees, including a one-time initiation fee;
- (e) Promptly supply any information reasonably requested by GPF;
- (f) Promptly inform GPF of all changes of address;
- (g) Encourage friendly relationships between GPF members, with the goal of involving representative(s) from many National Federations in governance positions like the Board of Directors, committees and sub-committees; and
- (h) Become and remain a member of the applicable Continental Federation once it has been formed.

Section 3.3 Dues. Membership fees and/or dues shall be as set by the Board from time to time. Failure to pay membership fees and/or dues may result in suspension or termination of membership.

Section 3.4 No Transfer of Membership. Membership in the corporation may not be transferred. Members shall have no ownership rights or beneficial interests of any kind in the property of the corporation.

Section 3.5 Annual Meeting of Members. An annual meeting of the members will be held every year as provided in Article IV of these bylaws, provided, however, that failure to hold such annual meeting will not affect the validity of any corporate action.

Section 3.6 Special Meetings. A special meeting of the members for any purpose or purposes may be called by the President and shall be called by the President upon the written request of Class A members having at least one-third of the weighted votes entitled to be cast at such meetings.

Section 3.7 Voting Rights; Weighted Votes; No Proxies. During Phase 1 and Phase 2, Class A members will be entitled to the corresponding weighted vote as provided in Section 3.8. Once the corporation has advanced to Phase 3, each Class A member will be entitled to one vote on each matter submitted to a vote of the Class A members.

(a) Voting for Board of Directors. During Phase 1, there will be no voting for Directors. For election of each of the Continental Directors and At-Large Directors, the following will apply. During Phase 2, National Federations will vote by weighted voting and cumulative voting. This means that each National Federation is given its corresponding weighted vote multiplied by the number of seats on the Board of Directors that are up for election, and the National Federation may give all of its cumulative weighted votes to one candidate or split its cumulative weighted votes among the number of candidates as it chooses,

provided that there will be no fractional votes allowed. During Phase 3, National Federations will vote by cumulative voting.

(1) By way of example, in Phase 2 if a National Federation has a weighted vote of two as calculated according to Section 3.8, and if there are five (5) seats on the Board of Directors up for election, then that National Federation will have a total of 10 cumulative weighted votes. The National Federation could allot all 10 cumulative weighted votes to one candidate or split the 10 votes among up to 10 candidates.

(2) In Phase 3, if there are five (5) seats on the Board of Directors up for election, then a National Federation could allot all five cumulative weighted votes to one candidate or split the five votes among up to five candidates.

(b) Proxy votes are not allowed in any votes of Class A members.

Section 3.8 Phases of the Corporation. The corporation and the voting rights of Class A members will be subject to the following Phases:

(a) Phase 1. During Phase 1, there will be no voting on the Directors. The Board of Directors will be as provided in Schedule B. Any votes of the Class A members during Phase 1 will be advisory only and will not be binding on the corporation or the Board of Directors, except for those votes expressly required of the voting membership under the Act. For any Class A membership votes during Phase 1, National Federations will receive the following weighted votes based on their active, dues-paying membership:

<u>Active Dues-Paying Members</u>	<u>Weighted Votes</u>
25,000 or more	4
15,000 – 24,999	3
5,000 – 14,999	2
1,000 – 4,999	1

(b) Phase 2. During Phase 2, Class A members shall be entitled to vote (i) for the Board of Directors, (ii) on any other matter required to be submitted to the Class A members either under the Act or these bylaws, or (iii) on any matter submitted to the Class A members for a vote by resolution of the Board of Directors. For any Class A membership votes during Phase 2, National Federation members will receive the following weighted votes based on their active, dues-paying membership:

<u>Active Dues-Paying Members</u>	<u>Weighted Votes</u>
25,000 or more	2
1,000 – 24,999	1

(c) Phase 3. During Phase 3, Class A members shall be entitled to vote (i) for the Board of Directors, (ii) on any other matter required to be submitted to the Class A members either under the Act or these bylaws, or (iii) on any matter submitted to the Class A members for a vote by resolution of the Board of Directors, all subject to the limitations set forth in Section 5.2(e). For any Class A membership votes during Phase 3, each Class A member will have one vote.

Section 3.9 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Class A members may be taken without a meeting either by unanimous written consent or by written ballot. Action by unanimous written consent is taken when a consent in writing, setting forth the action to be taken, is signed by all of the Class A members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Class A members entitled to vote thereon.

Section 3.10 Resignation. A member may voluntarily surrender its membership by notifying the President, in writing, of its desire to do so.

Section 3.11 Termination.

(a) The Board may suspend or terminate a member's membership, or impose other sanctions, for the following causes:

- (1) Failure to pay its GPF dues or fees for at least one year;
- (2) Violation of these bylaws or other rules, regulations, policies, or procedures of GPF;
- (3) Failure to satisfy the membership admission criteria on an ongoing basis;
- (4) Failure to satisfy the ongoing member obligations;
- (5) Action or inaction that the Board determines brings discredit to GPF;

(6) Any other causes as may be set out by the Board in written policies of GPF.

(b) The Board shall notify a member that its suspension, termination, or sanction is under consideration and accord the member an opportunity to address the issues for which its membership may be suspended or terminated, or the member sanctioned. A two-thirds vote of the total members of the Board will be necessary for any suspension, expulsion, or sanction.

ARTICLE IV

CONTINENTAL FEDERATIONS

Section 4.1 Continental Federations. The corporation shall recognize five (5) Continental Federations approved by the corporation as provided herein and representing the following five (5) geographic regions: the Americas, Europe, Africa, Asia and Oceania. The exact makeup of each region and Continental Federation will be determined by the Board of Directors from time to time. Only one organization per region may be recognized as the Continental Federation by the corporation. The Continental Federation members will not have any voting rights within the corporation but will serve as administrative bodies to organize and carry out activities at the regional level. The corporation recognizes that it will take time to organize these Continental Federations and will recognize a Continental Federation for each region once an organization satisfies the qualifications and is approved as provided below.

(a) Qualification. A continental organization may qualify to be a Continental Federation only if it submits the following documentation and its application for recognition as a Continental Federation is approved by the corporation:

(1) A written application with a copy of its own minutes showing that authorization for the application was approved by an appropriate body of the organization and acknowledging acceptance of GPF's Bylaws and rules:

(2) A copy of its own Articles of Incorporation, constitution, bylaws, statutes, rules and other organizational documents;

(3) Evidence that the organization is an established continental governing body for the sport of pickleball, which is recognized as such by multiple National Federations, Class B members and/or Class C members within its region;

(4) A list of Directors and officers;

(5) A formal board resolution and a signed, binding commitment to observe and abide by these Bylaws, and the rules, regulations, policies, procedures and decisions

of GPF, including abiding by the World Anti-Doping Code as well as the jurisdiction and decisions of the Court of Arbitration for Sport;

(6) The appropriate fee.

(7) Such other qualifications as determined by the Board and published by the corporation from time to time.

(b) Continental Federations may be approved pursuant to this Section 4.1 upon (i) certification by the Membership Committee that the applicant has met the requirements set forth above and is the most qualified organization to serve as the Continental Federation for that particular region, and (ii) confirmation by the Board of Directors at a duly called and noticed meeting.

ARTICLE V

CONGRESS

Section 5.1 Annual Congress. The Class A members shall meet annually in a Congress. Class A members may attend and will have the opportunity to speak and vote in the Congress. Class B may attend and may speak at the Congress but will have no vote in the Congress. Class C members may attend but will have no voice or vote in the Congress. Every year the Congress will be held in at such time and place as shall be set by the Board. The Continental Federations will hold their own Continental Congresses in conjunction with the GPF Congress, unless otherwise approved by the Board.

Section 5.2 Proposed Topics. Topics will be presented at any annual or special meeting of the Congress provided that:

(a) All proposals must be submitted to the President at least sixty (60) days before the Congress;

(b) The agenda and the proposals are to be submitted to each member and to each member of the Board no later than forty-five (45) days before the Congress; and

(c) Only proposals submitted in due time will be addressed by the Congress, unless the proposal is duly recognized by the Congress as an emergency proposal.

(d) As noted in Section 3.8 above, any votes of the Class A members during Phase 1 will be advisory only and will not be binding on the corporation or the Board of Directors, except for those votes expressly required of the voting membership under the Act.

(e) The matters submitted to the members for a vote will be limited to the following: (i) election of Directors, (ii) consideration of amendments to the Bylaws impacting voting rights of members and/or the election of Directors, (iii) mergers or combinations involving the corporation; and (iv) dissolution, winding up or termination of the corporation.

Section 5.3 Notice. The President shall advise each member of the time and location of an annual Congress at least six months in advance of that Congress.

Section 5.4 Quorum. One-half of the number of Class A members present shall constitute a quorum for the transaction of business at any meeting of the members.

Section 5.5 Manner of Acting. Subject to instances where weighted voting is used as provided in these bylaws, the act of the majority of Class A members present at a Congress at which a quorum is present shall be the act of the Congress, except that the act of a weighted majority of Class A members will be required during Phase 2.

Section 5.6 Meetings by Telephone, Teleconference, etc. Class A members may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its Board of Directors.

Section 6.2 Qualifications, Number, Classification, Election and Tenure.

(a) Qualifications. Each Director must be a natural person who is eighteen years of age or older, and meets such other qualifications as set out below and as may be set by the Board from time to time. A Director need not be a resident of Colorado.

(b) Number. The number of Directors of the corporation shall be 15. The Directors will be elected as follows:

(1) Phase 1. Phase 1 will be in place until such time as the key performance indicators to move to Phase 2, which are set forth in Schedule A-1, are satisfied. For the movement from Phase 1 to Phase 2 only, the Board may waive one or more key performance

indicators. During Phase 1 and Phase 2, the Directors identified in the Articles of Incorporation and/or Schedule B attached hereto will serve as the Board of Directors.

(2) Phase 2 and Phase 3. Phase 2 will be in place until such time as the key performance indicators to move to Phase 3 (subject to amendment by the Board as provided in subsection (1) above), which are set forth in Schedule A-2, are satisfied. In Phases 2 and 3, five (5) Directors will be elected by the Continental Federations (“Continental Directors”) and ten (10) elected by the Class A members as At-Large Directors, using weighted voting in Phase 2 and cumulative voting in Phases 2 and 3 as provided in Section 3.8.

(c) Change in Number of Directors. Any action of the voting members to change the number of Directors to a number outside the number specified in this subsection (b), whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these bylaws changing the number of Directors, provided such action otherwise satisfies the requirements for amending these bylaws as provided in the Act, the articles of incorporation or these bylaws.

(d) Classification. At the first meeting of the Board of Directors in Phase 2, and Phase 3, if necessary, classification of the Directors shall be made by dividing them into two classes, each class to be as nearly equal in number as possible, and each class including at least two Continental Directors. The term of office of the Directors of the first class shall expire at the end of the second Congress held after such classification; the term of office of the Directors of the second class shall expire at the end of the fourth Congress thereafter.

(e) Election of Directors. Except in Phase 1, Director elections will occur in conjunction with the annual Congress and may be conducted online. Nominations for the Director positions must be made by the nominee’s National Federation and must be received by the Secretary General at least 60 days prior to the Congress where the election will occur (or the date the online election will occur) and then circulated to member National Federations with the agenda.

Section 6.3 Continental Directors. In Phases 2 and 3, Continental Directors will be elected by the National Federation members of the corporation within their Continental Federation territory. The candidate with the most votes will be deemed to have won the election. If there is a tie, there will be a run-off between the tied candidates until there is a single winner. A Continental Director or candidate must be and remain a member in good standing of a National Federation in his/her Continental Federation, and likewise his/her National Federation must remain the recognized Continental Federation at all times during his/her term. Each Continental Director will serve for a four-year term. Each Director so elected shall hold office until such Director's term expires or until such Director's successor shall have been appointed and qualified, whichever is later, or until such Director's earlier death, resignation or removal.

Section 6.4 At-Large Directors. In Phases 2 and 3, ten (10) At-Large Directors shall be elected by the National Federation members of the corporation. The At-Large Director positions shall be filled by those candidates receiving the most votes. If there is a tie for the final open At-Large Director position(s), there will be a run-off between the tied candidates until there is a winner. Except in Phase 1, and in Phase 2 in the initial classification of Directors (see above for the terms of Directors in Phase 1), each At-Large Director will serve for a four-year term. Each Director so elected shall hold office until such Director's term expires or until such Director's successor shall have been appointed and qualified, whichever is later, or until such Director's earlier death, resignation or removal.

Section 6.5 Term Limits. Directors may not serve more than two consecutive four-year terms. Any Director who has served two consecutive four-year terms must take at least four years off the Board before being eligible again to serve on the Board. For purposes of this Section 6.5, where a Director fills a vacancy on the Board, the period during which the Director fills the vacancy will count towards the term limit only if such period is for more than two years.

Section 6.6 Resignation; Removal; Vacancies. Any Director may resign at any time by giving written notice to the President or to the Secretary General of the corporation. A Director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director shall be deemed to have resigned in the event of such Director's incapacity as determined by a court of competent jurisdiction. The National Federations qualified to vote for that position may remove any Continental Director at any time, with or without cause. Any At-Large Director may be removed at any time, in the manner provided by the Act. Any vacancy may be filled by in the same manner as that Director position would be filled normally. A Director elected to fill a vacancy shall hold the office for the unexpired term of such Director's predecessor in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 6.7 Regular Meetings. A regular annual meeting of the Board of Directors shall be held during a month designated by the Board of Directors at the time and

place, either within or outside Colorado, as determined by the Board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 6.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary General, or a majority of the total number of Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, either within or outside Colorado, for holding any special meeting of the Board called by them.

Section 6.9 Notice of Meetings. Notice of each meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least (i) five days prior thereto by the mailing of written notice by first class, certified or registered mail, or (ii) at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission (email) or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or by other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting except as otherwise provided in the Act.

Section 6.10 Quorum and Voting. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.11 No Voting by Proxy. No Director may act by proxy on any matter.

Section 6.12 Compensation. Directors shall not receive compensation for their services as such. However, the reasonable expenses of Directors of attendance at Board

meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 6.13 Meetings by Telephone, Teleconference, etc.. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 6.14 Action without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the Directors and all of any non-Director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

(b) All the approvals evidencing the consent shall be delivered to the Secretary General to be filed in the corporate records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

Section 6.15 Policies. The Board shall adopt those policies necessary for the operation of the corporation, including without limitation a policy governing discipline and grievances.

ARTICLE VII

COMMITTEES AND ADVISORY BOARDS

Section 7.1 Standing Committees. The corporation shall have six Standing Committees: (i) the Executive Committee, (ii) the Nominating and Governance Committee, (iii) the Finance and Audit Committee, (iv) Membership Committee, (v) the Sport Development Committee and (vi) the Judicial Committee. The President shall appoint members of the Standing Committees, subject to ratification by the Board of Directors. The chairperson of each Standing Committee shall be named by the President, subject to ratification by the Board of Directors. All members of a Standing Committee must meet the Qualifications of Directors set forth in Section 5.2(a) to serve or continue to serve on a Standing Committee but need not be Directors of the corporation.

Section 7.2 Terms and Term Limits. Each Standing Committee member appointed pursuant to Section 6.1 shall serve for a term of four years each or until his or her

successor has been elected and qualified. Standing Committee members may not serve more than two consecutive four-year terms. Any Standing Committee member who has served two consecutive four-year terms must take at least four years off the Standing Committee before being eligible again to serve on that Standing Committee. For purposes of this Section 6.2, where a Standing Committee member fills a vacancy on the Committee, the period during which the Standing Committee member fills the vacancy will count towards the term limit only if such period is for more than two years. Terms and term limits for other committees and advisory boards will be as set by the President, subject to ratification by the Board of Directors.

Section 7.3 Committee Procedures. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the Board of Directors unless the Board or the committee itself determines otherwise.

Section 7.4 No Compensation. Members of a Standing Committee, other committees, or advisory boards will not receive any compensation for their service, but nothing in this paragraph will prevent them from being reimbursed by the corporation for expenses related to such service, if approved by the corporation.

Section 7.5 Executive Committee. The Executive Committee shall consist of the President, the Vice-President, the Secretary General, the Treasurer, and up to two additional Directors.

(a) The Executive Committee shall: (i) advise the President in the management of the corporation between Board meetings; and (ii) perform such other duties as assigned by the Board or as set forth in these bylaws.

Section 7.6 Nominating and Governance Committee. The Nominating and Governance Committee shall consist of between three and six persons.

(a) No individual serving on the Nominating and Governance Committee may serve or be eligible to serve on the then-current or next-elected Board of Directors. Further, members of the Nominating and Governance Committee shall be precluded from serving as a Director or in any other capacity with the corporation, whether governance or on staff, for a period of one year after their service on the Nominating and Governance Committee ends.

(b) The Nominating and Governance Committee shall: (i) vet and recommend nominee(s) for the At-Large Board of Directors positions to be filled pursuant to Section 5.4; (ii) vet and recommend nominees for officer(s) of this corporation (including the President and any others as may be appointed); (iii) vet nominees for the Continental Director positions and present qualified nominees to the National Federations entitled to vote thereon for election; and (iv) perform such other duties as assigned by the Board or as set forth in these Bylaws.

Section 7.7 Finance and Audit Committee. The Finance and Audit Committee shall consist of between three and six persons.

(a) The Finance and Audit Committee may not act on behalf of the corporation or bind it to any action, and it is prohibited from exercising any authority of the Board of Directors. The Finance and Audit Committee shall serve in an advisory capacity to the Board and may make recommendations to the Board.

(b) At least one member of the Finance and Audit Committee must be a member of the Board.

(c) The Finance and Audit Committee shall: (i) recommend the independent auditors of the corporation, review the report of the independent auditors and management letter, and recommend action as needed; (ii) investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and (iii) perform such other duties as assigned by the Board.

Section 7.8 Sport Development Committee. The Sport Development Committee shall consist of between three and six persons.

(a) The Sport Development Committee may not act on behalf of the corporation or bind it to any action, and it is prohibited from exercising any authority of the Board of Directors. The Sport Development Committee shall serve in an advisory capacity to the Board and may make recommendations to the Board.

(b) At least one member of the Sport Development Committee must be a member of the Board.

(c) The Sport Development Committee shall: (i) recommend to the Board from time-to-time actions to grow or develop the sport of Pickleball; and (ii) perform such other duties as assigned by the Board.

Section 7.9 Membership Committee. The Membership Committee shall consist of between three and six persons.

(a) The Membership Committee may not act on behalf of the corporation or bind it to any action, and it is prohibited from exercising any authority of the Board of Directors. The Membership Committee shall serve in an advisory capacity to the Board and may make recommendations to the Board.

(b) At least one member of the Membership Committee must be a member of the Board.

(c) The Membership Committee shall: (i) evaluate membership applications, determine whether applicants comply with the applicable membership requirements, and certify qualified applicants to the Board of Directors; and (ii) perform such other duties as assigned by the Board.

Section 7.10 Judicial Committee. The Membership Committee shall consist of between three and six persons.

(a) The Judicial Committee may not act on behalf of the corporation or bind it to any action, and it is prohibited from exercising any authority of the Board of Directors. The Judicial Committee through its adjudicatory panels described in subsection (c) below may fully and finally resolve matters referred to the Judicial Committee according to the procedures developed by the Judicial Committee.

(b) Members of the Judicial Committee are preferred to have, but are not required to have, background in legal affairs, whether as attorneys, judges, arbitrators or otherwise.

(c) The Judicial Committee shall (i) develop policies and procedures for the resolution of grievances against the corporation and between members of the corporation; (ii) develop policies and procedures for the appeal of disciplinary actions taken by the corporation against a member; (iii) create and implement a sitting pool of adjudicators, a subset of which will be appointed as adjudicatory panels of three to hear matters involving subsections (i) and (ii) of this subsection (a); and (iv) undertake such other matters as referred to the Judicial Committee by the Board of Directors.

Section 7.11 Other Committees. By one or more resolutions adopted by the vote of a majority of the Directors present in person at a meeting at which a quorum is present, the Board of Directors may designate one or more other committees, each of which shall have and may exercise all of the authority provided in the resolution establishing such committee, except as prohibited by the Act, the articles of incorporation, or these bylaws. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility or standard of conduct imposed by law or these bylaws. In the case of a committee that may exercise any authority of the Board, such committee shall have two or more Directors, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board. Any committee not exercising the authority of the Board shall have at least one Director on such committee. However, committees appointed by the Board or otherwise authorized by the bylaws relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors must be composed entirely of non-Directors.

Section 7.12 Commissions, Advisory Boards. The Board of Directors may from time-to-time form one or more advisory boards, commissions or other bodies composed of such members, having such rules of procedure, and having such chair, as the Board of Directors shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Board of Directors. An advisory board may provide such advice, service and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the Board of Directors; except that, such advisory board may not exercise any power or authority reserved to the Board of Directors by the Act, the articles of incorporation, or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the Board of Directors or the President of the corporation.

ARTICLE VIII

OFFICERS AND AGENTS

Section 8.1 Designation and Qualifications. The elected Officers of the Board shall be a President, a Vice-President, a Secretary General, and a Treasurer, provided, however, that the title of President shall change to Chair, the title of Vice-President shall change to Vice-Chair, and the CEO will be referred to as the President and CEO, once the corporation hires a CEO. The Board of Directors may also appoint, designate or authorize such other officers, assistant officers and agents of the corporation, including an executive director, a chief financial officer, a controller, assistant secretaries and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time, provided that the President, Treasurer and Secretary General may not be the same person. All officers must be Directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

Section 8.2 Election and Term of Office. The Board of Directors shall elect or appoint the officers at or in conjunction with the first meeting of the Board of Directors, and then at or in conjunction with the first Board meeting after each quadrennial Congress thereafter. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 8.3 Compensation. The compensation, if any, of each officer of the corporation shall be as determined from time to time by the Board of Directors, provided that Officers of the Board shall not be compensated. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers of the corporation holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination, including the comparison data used, the requirements of the position, and the evaluation of the officer's performance and experience. No officer shall be prevented from receiving a salary by reason of the fact that the officer is also a Director of the corporation. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 8.4 Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 8.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the President or to the Board of Directors. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 8.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the members and of the Board of Directors; (iii) see that all resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of President and as from time to time may be assigned to such office by the chair of the Board or by the Board of Directors.

(b) Vice-President. The Vice-President shall assist the President and shall perform such duties as may be assigned to him or her by the President or by the Board of Directors. The Vice-President shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) Secretary General. The secretary shall (i) be the chief administrative officer of the corporation (ii) be responsible for the promotion, supervision and direction of pickleball worldwide, including such projects of technical and medical assistance that GPF may be able to provide for Continental Federations or National Federations; (iii) keep the minutes of the proceedings of the members, the Board of Directors and any committees of the members or the Board; (iv) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (v) be custodian of the corporate records and of the seal of the corporation; (vi) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all members entitled to vote; and (vii) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the President or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary General.

(d) Treasurer. The Treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and

file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code and as a private foundation described in section 509 of the Internal Revenue Code; (v) upon request of the Board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or the Board of Directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

ARTICLE IX

FIDUCIARY MATTERS

Section 9.1 Indemnification.

(a) Scope of Indemnification. The corporation shall indemnify each Director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 9.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under

similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc. In discharging duties, a Director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation or Its Members. A Director or officer shall not be liable as such to the corporation or its members for any action taken or omitted to be taken as a Director or officer, as the case may be, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Section 5.2.

(d) Director Not Deemed to Be a "Trustee." A Director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 9.3 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A Director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors set forth in Section 5.2.

(b) Contribution. A Director who is liable under Section 5.3(a) for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under Section 5.3(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 9.4 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

Section 9.5 Insurance. The corporation shall purchase and maintain in force (i) General Liability insurance and (ii) Directors and Officers insurance, as well as such other policies as directed by the Board of Directors.

ARTICLE X

RECORDS OF THE CORPORATION

Section 10.1 Minutes, etc. The corporation shall keep as permanent records minutes of all meetings of the members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the corporation, and a record of all waivers of notices of meetings of the members and of the Board of Directors or any committee of the Board of Directors.

Section 10.2 Accounting Records. The corporation shall maintain appropriate accounting records.

Section 10.3 Membership List. The corporation shall maintain a record of the members as required by the Act.

Section 10.4 Records in Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 10.5 Records Maintained at Principal Office. The corporation shall keep a copy at its principal office of all records required to be maintained by either the Act or the Internal Revenue Code.

ARTICLE XI

MISCELLANEOUS

Section 11.1 Fiscal Year. The fiscal year of the corporation shall be as established by the Board of Directors.

Section 11.2 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to

do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 11.3 Designated Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 11.4 Languages. GPF's official language shall be English.

Section 11.5 Discrimination. GPF does not allow any discrimination for reasons of politics, race, gender, religion or any other reason.

Section 11.6 Playing Rules, Equipment and Officiating. The U.S. Pickleball Association ("USAPA") has licensed the corporation the right to use USAPA's Rules of the Sport, Equipment Rules and Specifications, and Officiating Program and Guidelines (the "USAPA Rules and Guidelines") for an initial period of ten (10) years. The corporation will use the USAPA Rules and Guidelines, and only the USAPA Rules and Guidelines, in its operations and governance of Pickleball throughout the world for this ten (10) year period or such time as the corporation has advanced to Phase 3, as determined by the Board in consultation with the USAPA. No modifications, amendments or changes may be made to the USAPA Rules and Guidelines by corporation or any of its members without the prior written consent of USAPA during this period of time.

Section 11.7 Anti-Doping. GPF recognizes and will abide by the World Anti-Doping Code.

Section 11.8 Amendments. The Board of Directors may at any time and from time to time alter, amend or repeal these bylaws and adopt new bylaws, provided, however, that the Board may not amend any Bylaw that impacts the voting rights of voting members or the structure of the Board of Directors. The voting members may amend these bylaws from time-to-time by a vote of three-fourths (3/4) weighted vote of all voting members.

Section 11.9 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 11.10 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words “pay” and “distribute” shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

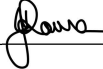
Section 11.11 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

BYLAWS CERTIFICATE

The undersigned certifies that [he] [she] is the Secretary of Global Pickleball Federation, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: March 7, 2024.



Jen Ramamurthy
Secretary General

SCHEDULE A-1

KEY PERFORMANCE INDICATORS TO MOVE FROM PHASE 1 TO PHASE 2

In order to move from Phase 1 to Phase 2, the corporation must meet all of the following three requirements:

1. There are at least 20 members of the corporation, of which at least five (5) will be National Federation/Class A members;
2. There are at least three (3) National Federation/Class A members of GPF with at least 2,500 active, dues-paying members; and
3. There are at least two (2) National Federation/Class A members of GPF from each of the five Continental Federations.

SCHEDULE A-2

KEY PERFORMANCE INDICATORS TO MOVE FROM PHASE 2 TO PHASE 3

In order to move from Phase 2 to Phase 3, the corporation must meet all of the following three requirements:

1. There are at least 40 members of the corporation, of which at least 10 will be National Federation/Class A members;
2. There are at least five (5) National Federation/Class A members of GPF with at least 2,500 active, dues-paying members; and
3. There are at least four (4) National Federation/Class A members of GPF from each of the five Continental Federations.

SCHEDULE B

INITIAL 15 MEMBER BOARD OF DIRECTORS

Phase I

5 CONTINENTAL BOARD CHAIRS



USA AND CANADA MEMBERS



6 AT-LARGE, DUTY-SPECIFIC MEMBERS

