

International Pickleball Federation, Inc.

A Maryland Nonprofit Corporation

BYLAWS

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be International Pickleball Federation, Inc. The corporation's business may be conducted as the International Pickleball Federation, Inc. or IPF.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

International Pickleball Federation, Inc. is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 of the International States of America or the corresponding section of any future Federal tax code.

The mission of the International Pickleball Federation, Inc. is to promote the development and growth of pickleball globally and be recognized by the International Olympic Committee (IOC) as the international federation for the sport of pickleball.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The corporation's powers may include but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. International Pickleball Federation, Inc. is a Maryland nonprofit public benefit corporation recognized as tax-exempt under Section 501(c)(3) of the International States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or another private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the International Pickleball Federation, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving the corporation.

The organization to receive the assets of the International Pickleball Federation, Inc. hereunder shall be selected at the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected according to a verified petition in equity filed in a court of proper jurisdiction against the International Pickleball Federation, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. Upon finding that this section is applicable, the court shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the State of Maryland.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it that has a charitable purpose, which, at least generally, includes a purpose similar to the International Pickleball Federation, Inc. then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Maryland to be added to the general fund.

ARTICLE III **MEMBERSHIP**

3.01 Eligibility for Membership

Application for voting membership shall be open to any recognized national federation, association, league, or other recognized national body. Provisional Membership is granted after completing, receiving, and approving a membership application. Full Membership is granted after approval of a membership application and payment of annual dues. All memberships are granted upon a majority vote of the Board.

3.02 Annual Dues

The amount required for annual dues shall be defined in the federation's Operation Manual 100-1. The yearly membership dues can only be changed bi-yearly by a majority vote of the Board of Directors. Continued Membership is contingent upon being up to date on membership dues.

3.03 Rights of Members

Each provisional and full member representing a country shall be eligible to appoint one voting representative to cast the member's vote in federation elections and at the Annual Meeting of the Members. If more than one organization represents a country, the organizations from the same country must caucus and select one voting representative to represent the county during voting.

3.04 Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their Membership terminated by a majority vote of the Board.

3.05 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with board policy shall have the authority to admit any individual or organization as an affiliate, recognize affiliates' representatives, and make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events, or at the corporation website. Affiliates have no voting rights and are not members of the corporation.

ARTICLE IV **MEETINGS OF MEMBERS**

4.01 Annual Meetings

One annual meeting of the members shall take place yearly. The Annual Meeting of the Members Chairperson will designate the date, time, and location. The Board may determine that the Annual Meeting of the Members may be conducted virtually using remote or electronic communication. At the Annual Meeting of the Members, designated representatives shall elect board directors and officers, receive reports on the federation's activities, and determine the direction of the federation for the coming year.

4.02 Notice of Meetings

Notice of each meeting shall be given to each voting member by postal mail or email not less than three weeks before the meeting.

4.03 Quorum

The members present at any properly announced meeting shall constitute a quorum.

4.04 Voting

A simple majority of those present shall decide all issues to be voted on at the meeting in which the vote takes place.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Number of Directors

International Pickleball Federation, Inc. shall have a Board of Directors consisting of at least four and no more than 20 directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board to stagger the terms of directors.

5.02 Powers

All corporate powers shall be exercised by or under the authority of the Board, and the affairs of the International Pickleball Federation, Inc. shall be managed under the direction of the Board, except as otherwise provided by law.

5.03 Terms

- (a) All directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the directors will end their terms in any given year.
- (c) Directors may serve no more than two terms in succession.
- (d) The term of office shall be considered to begin when installed during the Annual Meeting of the Members until two years in office unless the term is extended until a successor has been elected.

5.04 Qualifications and Election of Directors

To be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and a provisional or full-member national organization member. The Membership elects directors by the majority vote of the national voting representatives. The election of directors to replace those who have fulfilled their term of office shall take place as determined by the Board of Directors each year.

5.05 Vacancies

The Board of Directors may fill vacancies due to the resignation, death, or removal of a director for the balance of the term of the director being replaced. The Board of Directors may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

5.06 Removal of Directors

A director may be removed by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors and then in office if:

(a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse themselves from the board meeting attendance; in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the director in question is given electronic or written notification of the Board's intention to discuss their case and is allowed to be heard at a meeting of the Board.

5.07 Board of Directors Meetings.

(a) Regular Meetings. The Board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, facsimile transmission, or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the meeting's place, day, and hour. The purpose of the meeting need not be defined.

(b) Special Meetings. Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least two days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting under Maryland law.

5.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the business transaction at that board meeting. The Board shall consider no business at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act

of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(C) Hung Board Decisions. On the occasion that directors of the Board cannot decide based on a tied number of votes, the president or treasurer, in the order of presence, shall have the power to swing the vote based on their discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

5.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

5.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved under the Board's Conflict of Interest policy and state law.

ARTICLE VI **COMMITTEES**

6.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also require board members' approval or the approval of a majority of all members.
- (b) fill vacancies on the Board of Directors of any committee which has the authority of the Board.
- (c) amend or repeal Bylaws or adopt new Bylaws.
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

- (e) appoint any other committees of the Board of Directors or the members of these committees.
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction.
- (i) to which the corporation is a party, and one or more directors have a material financial interest; or
- (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

6.2 Meetings and Action of Committees

Meetings and actions of the committees shall be governed by and held and taken following the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special committee meetings may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all committee meetings. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for governing the committee not inconsistent with the provision of these Bylaws.

6.3 Informal Action By The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed to by the consensus of a quorum. For this section, an email transmission from an email address on record constitutes a valid writing. This provision intends to allow the Board of Directors to use email to approve actions as long as a quorum of board members gives consent.

ARTICLE VII

OFFICERS

7.01 Board Officers

The corporation's officers shall be a board president, vice president, secretary, and treasurer. The president, vice president, and secretary shall be chosen by the members. The treasurer shall be selected by and serve at the pleasure of the Board of Directors. Each board officer shall have authority and perform the duties outlined in these Bylaws by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and other officers as it deems

expedient for the proper conduct of the corporation's business, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where the action of two or more officers is required.

7.02 Term of Office

Each officer shall serve a two-year term of office and may not serve more than two (2) consecutive terms of office. Unless elected by the members at the end of their two (2) year term or to fill a vacancy in an officer position, each elected board officer's term of office shall begin upon the installation of officers at the annual meeting of the members.

7.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the corporation's rights, if any, under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice unless otherwise specified. The acceptance of the resignation shall not be necessary to make it effective.

7.04 Board President

The board president shall be the Chief Executive Officer of the corporation. The board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

7.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the board president.

7.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held per the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the board president. With the approval of the Board, the secretary may appoint a

director to assist in the performance of all or part of the duties of the secretary.

7.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Board informed of the corporation's financial condition and audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer may appoint, with the approval of the Board, a qualified fiscal agent or staff member to assist in performing all or part of the duties of the treasurer.

7.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VIII **CONTRACTS, CHECKS, LOANS,** **INDEMNIFICATION AND RELATED MATTERS**

8.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

8.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner, as shall from time to time be determined by resolution of the Board.

8.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board or a designated committee of the Board may select.

8.04 Loans

No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be

general or confined to specific instances.

8.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they are or were a director of the corporation against reasonable expenses incurred by them in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because they are or were a director of the corporation against liability incurred in the proceeding if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of their good faith belief that they are entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents, and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Maryland Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

(e) Directors & Officers Insurance. The corporation shall maintain D&O insurance with liability limits of \$1million for each occurrence and \$2million aggregate.

ARTICLE IX MISCELLANEOUS

9.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

9.02 Fiscal Year

The corporation's fiscal year shall be from January 1 to December 31 of each year.

9.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when contemplating any transaction or arrangement that may benefit any director, officer, employee, affiliate, or committee member with board-delegated powers.

9.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the International Pickleball Federation, Inc. not to discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

9.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of a majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986 of the International States of America or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of members. An amendment that does affect the voting rights of members further requires ratification by a unanimous vote of all directors at a Board of Directors meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE X

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, International Pickleball Federation, Inc. shall stipulate how the funds will be used and require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, International Pickleball Federation, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and

suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

International Pickleball Federation, Inc. shall also comply with and put into practice the federal guidelines, suggestions, laws, and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which includes, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) regarding its foreign activities.

ARTICLE XI

DOCUMENT RETENTION POLICY

11.01 Purpose

This document retention policy aims to establish standards for document integrity, retention, and destruction and to promote the proper treatment of International Pickleball Federation, Inc. records.

11.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense that can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, International Pickleball Federation, Inc. may establish retention or destruction policies or schedules for specific categories of records to ensure legal compliance and accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents specified below and those not included in the identified categories should be determined primarily by applying the general guidelines affecting document retention and the exception for litigation-relevant documents and any other pertinent document factors.

Section 2. Exception for Litigation Relevant Documents. International Pickleball Federation, Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the International Pickleball Federation, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws, IRS Form 1023, and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain information on recruitment, employment, and personnel. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book or an online repository. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that it should have its own copy to test the accuracy of any document a public member can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal records should generally be maintained for ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips, and checks (unless for substantial payments and purchases) should be kept for three years. Any inventories of products, materials, supplies, and invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc., should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. Email that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file; or

(iii) Uploaded to an online repository. The retention period depends upon the email's subject matter, as covered elsewhere in this policy.

ARTICLE XII

Transparency and Accountability

Disclosure of Financial Information With The General Public

12.01 Purpose

By publicly making complete and accurate information about its mission, activities, finances, and governance publically available, the International Pickleball Federation, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and the public
- (c) specify the procedures for altering the open/closed status of documents and materials.

The details of this policy are as follows:

12.02 Financial and IRS documents (Form 1023 and Form 990)

International Pickleball Federation, Inc. provides its Internal Revenue forms 990, 990-T, 1023, and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

12.03 Means and Conditions of Disclosure

International Pickleball Federation, Inc. shall make "Widely Available" the documents mentioned on its website: <https://theipf.org> to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall inform readers that the document is available and provide instructions for downloading it.
- (c) International Pickleball Federation, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format requiring special computer hardware or software (other than software readily available to the public free of charge).
- (d) International Pickleball Federation, Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven days for mailed requests.

12.04 IRS Annual Information Returns (Form 990)

International Pickleball Federation, Inc. shall submit Form 990 to its Board of Directors before filing Form 990. While neither the approval of Form 990 nor a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Directors via (hard copy or email) at least ten days before Form 990 is filed with the IRS.

12.05 Board

- (a) All board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once the Board accepts, except where the Board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to

make any specific paper or material confidential.

12.06 Staff Records

- (a) All staff records shall be available for consultation by the concerned staff member or their legal representatives.
- (b) No staff records shall be made available to anyone outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the Board when requested.

12.07 Donor Records

- (a) All donor records shall be available for consultation by the members, donors concerned, or their legal representatives.
- (b) No donor records shall be made available to anyone outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the Board when requested.

ARTICLE XIII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

13.01 Purpose

International Pickleball Federation, Inc. requires and encourages directors, officers, and employees to observe and practice high business and personal ethics standards in their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their duties and comply with all applicable laws and regulations. International Pickleball Federation, Inc. intends to adhere to all laws and regulations that apply to the corporation. The underlying purpose of this policy is to support the corporation's goal of legal compliance. All corporate staff support is necessary to comply with various laws and regulations.

13.02 Reporting Violations

Suppose any director, officer, staff or employee reasonably believes that some policy, practice, or activity of International Pickleball Federation, Inc. violates the law. In that case, a written

complaint must be filed by that person with the vice president or the board president.

13.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must act in good faith and have reasonable grounds for believing the disclosed information indicates a violation. Any allegations that prove not substantiated and have been made maliciously or knowingly false shall be subject to civil and criminal review.

13.04 Retaliation

Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of the International Pickleball Federation, Inc. and provide the International Pickleball Federation, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

International Pickleball Federation, Inc. shall not retaliate against any director, officer, staff, or employee who, in good faith, has made a protest or raised a complaint against some practice of International Pickleball Federation, Inc. or of another individual or entity with whom International Pickleball Federation, Inc. has a business relationship, based on a reasonable belief that the practice violates the law or a clear mandate of public policy.

International Pickleball Federation, Inc. shall not retaliate against any director, officer, staff, or employee who discloses or threaten to disclose to a supervisor or a public body any activity, policy, or practice of International Pickleball Federation, Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

13.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

13.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. The Board and its appointed committee shall promptly investigate all reports, and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff, or employees, and they shall have the opportunity to ask questions about the policy.

ARTICLE IVX
AMENDMENT OF ARTICLES OF INCORPORATION

14.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that the above-stated Bylaws of International Pickleball Federation, Inc. were approved by the International Pickleball Federation, Inc. board of directors on XX, XX, 20XX and constitute a complete copy of the Bylaws of the corporation.

[Secretary's Name], Secretary

Date: _____