

BYLAWS

Deaf Pickleball USA

MISSION STATEMENT

The mission of Deaf Pickleball USA, as the governing and rule-setting body for the sport of pickleball, is to promote the development, growth, and competition of pickleball in the Deaf community in the United States.

ARTICLE I

Name

§ 1.01 - Name. The name of the non-profit corporation shall be the Deaf Pickleball of the United States of America, Inc. (Deaf Pickleball USA), here known as the DPUSA.

ARTICLE II

Purpose and Objectives

§ 2.01 - Purpose. The Purpose of the DPUSA is to function as the national organization of the Deaf people through the development, growth, and competition of pickleball.

§ 2.02 - Objectives. The objectives of the DPUSA are established as follows:

- ✓To unite in one national organization those Deaf persons engaged or interested in any phase of pickleball in the United States.
- ✓To act as a central clearinghouse for information relating to pickleball activities for Deaf people being conducted throughout the United States. Records may be maintained, and information may be gathered and disseminated to members of this Association.
- ✓To adhere to DPUSA's principles and standards.
- ✓To host, promote, and conduct pickleball tournaments/clinics for Deaf people.
- ✓To encourage, foster, and promote the sport of pickleball and the spirit of fellowship among Deaf people.

ARTICLE III

Non-Profit Purpose

§ 3.01 - Nonprofit Sec. 501 (c)(3). The DPUSA is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to corporations that qualify as exempt corporations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue Law.

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

ARTICLE IV

Board of Directors

§ 4.01 - Management. The business of the DPUSA shall be managed by the Board of Directors consisting of seven (7) elected members, including the officers of DPUSA as defined in § 5.01 - Officers' Duties and Responsibilities.

§ 4.02 - Members and Terms. Members of the Board of Directors shall serve a 2-year term with up to three (3) consecutive terms. The individual who seeks the office must be a member of the DPUSA for at least one year and must be identified as a deaf person.

§ 4.02(a) - Elections - Voting for officers of the Board of Directors shall be by either open or secret ballot, based on the consensus of the meeting attendees.

§ 4.02(b) - Staggered terms. In the odd years, the positions of President, Secretary, and one (1) at-large Board Director will be elected for a two-year term. In the even years, the positions of Vice-President, Treasurer, and two (2) at-large Board Director will be elected for a two-year term.

§ 4.02(c) - Staggered terms when the DPUSA Bylaws are ratified. When the DPUSA bylaws are ratified in 2022, the positions of President, Secretary, and one (1) at-large Board Director will be elected for a one-year term. The positions of Vice-President, Treasurer, and two (2) at-large Board Directors will be elected for a two-year term. The election in 2023 and on shall be in accordance with § 4.02(e) - Staggered terms.

§ 4.02(d) – Terms of the newly-elected board members shall begin immediately after the tournament.

§ 4.02(e) - In the event of the resignation or death of any member of the Board of Directors except for the President, a replacement will be elected at the next board meeting to complete the remainder of the term.

§ 4.03 - Powers and Authority. The Board is responsible for the overall policy and direction of DPUSA. The Board shall have the control and management of the affairs and business of DPUSA, including gifts, grants, sponsorships, contracts, investments, deeds, real estates, bequests, and other legible transactions and deals. The Executive Committee that only consists of the elected officers as defined in § 5.01 - Officers' Duties and Responsibilities shall have all powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors.

§ 4.04 - At-Large Board's Duties.

- ✓ The At-Large Board Directors shall exercise and assist in accordance with the section (Powers and Authority) to ensure adequate resources to carry out missions and goals of the DPUSA.

§ 4.05 - Call for Meeting. Such at-large Board Directors shall only act in the name of DPUSA when it shall be regularly convened by its President after due notice to all the directors of such meeting.

§ 4.06 - Proxy Votes. No member shall vote by proxy.

§ 4.07 - Meetings. The President shall call the Board of Directors' meetings at the annual DPUSA tournament site.

§ 4.08 - Quorum. Five (5) members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at least one (1) time every calendar year as determined by the Board of Directors.

§ 4.09 - Rules and Regulations. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

§ 4.10 - Conflicts of Interest. Whenever a member of the Board of Directors including the officer has a financial or personal interest in any matter coming before the Board of Directors, the board shall ensure that:

- ✓ The interest of such member of the Board of Directors is fully disclosed to the Board of Officers and Directors.
- ✓ No interested member of the Board of Directors may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- ✓ Any transaction in which a member of the Board of Directors has a financial or personal interest shall be duly approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so.
- ✓ Payments to the interested member of the Board of Directors shall be reasonable and shall not exceed the fair market value in accordance with terms of the agreement ratified by the Board of Directors.
- ✓ The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

§ 4.11 - Resignation. Except as otherwise required by law, a member of the Board of Directors may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

§ 4.12 - Removal of the Officer or At-Large Board Director. An Officer or At-Large Board Director may be removed by a 2/3 majority vote of the Board of Directors, when sufficient cause exists for such removal (a serious violation of the Section § 4.12 as an example) at any regularly scheduled or special meeting(s) of the Board of Directors, whenever in its judgment the best interest of the DPUSA would be served thereby.

ARTICLE V

Duties of Officers

§ 5.01 - Officers' Duties and Responsibilities. The Officers shall be composed of as follows: the President, the Vice President, the Secretary, and the Treasurer.

A. The President

- ✓ The President shall preside at all membership and board meetings.
- ✓ The President shall develop the meeting agenda of all meetings including the executive committee.
- ✓ The President shall present at each annual meeting of the DPUSA an annual report of the DPUSA.
- ✓ The President shall oversee all books, reports, and certificates required by law are properly kept or filed.
- ✓ The President shall be one of the officers who may sign the checks or drafts of the DPUSA.
- ✓ The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- ✓ The President represents the DPUSA wherever such official representation is needed, unless the President assigns one of the officers or board-at-large members to represent the DPUSA.

B. The Vice-President

- ✓ The Vice President shall in the event of the absence or inability of the President to exercise the office become acting president of the DPUSA with all the rights, privileges, and powers.
- ✓ The Vice President shall lead the Policy Committee as the Chair defined in § 9.05 - Policy Committee

- ✓ The Vice President shall be a liaison between the Board and the Tournament (Host) Director(s).
- ✓ The Vice-President shall perform such other duties as may be assigned by the Board of Directors.

C. The Secretary

- ✓ The Secretary shall keep the minutes and records of the DPUSA in the appropriate books, including in electronic formats, with the backups given to the President.
- ✓ The Secretary shall file any document required by any statute, federal, or state.
- ✓ The Secretary shall send the announcements, notifications, and updates about the DPUSA activities to members of the DPUSA.
- ✓ The Secretary shall be the official custodian of the records and seal of the DPUSA.
- ✓ The Secretary shall present to the membership at any meetings any communication addressed to the Secretary of the DPUSA.
- ✓ The Secretary shall submit to the Board of Directors any communications which shall be addressed to the Secretary of the DPUSA.
- ✓ The Secretary shall attend to all correspondences of the organization and shall exercise all duties incident to the office of Secretary.
- ✓ The Secretary shall prepare and preserve the history of the tournaments, including photographs/videos in the electronic format, and provide the backup to the President.
- ✓ The Secretary shall perform such other duties including public relations and social media as may be assigned by the Board of Directors.

D. The Treasurer

- ✓ The Treasurer shall have the care and custody of all monies belonging to the DPUSA and shall be solely responsible for such monies or securities of the DPUSA.
- ✓ The Treasurer shall provide all financial documents in the electronic format and the backup shall be given to the President up to date.
- ✓ The Treasurer shall prepare the annual filing of Form 990 on or before May 15th of the following year.

- ✓ The Treasurer shall cause to be deposited in a regular business bank a sum not exceeding \$10,000 and the balance of the funds of the DPUSA shall be deposited in savings account except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the State of Maryland.
- ✓ The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- ✓ The Treasurer shall render at stated periods as the Board of Directors shall provide the printed financial report of the DPUSA and such report shall be physically affixed to the minutes of the Board of Directors' meeting and annual meeting.
- ✓ The Treasurer shall keep an up-to-date listing of members; keep records of the annual DPUSA tournaments; and collect dues.
- ✓ The Treasurer shall prepare the annual financial report to be distributed to the Board of Directors at least thirty (30) days before the annual DPUSA Membership meeting.
- ✓ The Treasurer shall lead the Finance Committee as the chair as defined in § 9.03 - Finance Committee.
- ✓ The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

§ 5.02 - Vacancies.

§ 5.02 (a) - If there is a vacancy for any reason in the office of the President, the Vice President shall succeed to the office of the President and shall have all the powers and perform all the duties of the office.

§ 5.02 (b) - If there is a vacancy for any reason in the office of the Vice President, the Secretary, and/or the Treasurer, the President shall appoint that vacancy subject to the approval of the Board of Directors.

ARTICLE VI Members

§ 6.01 – Definition. “Deaf person” means a person who identifies self as deaf or hard of hearing, and uses American Sign Language (ASL) primarily.

§ 6.02 Deaf Members. Deaf individuals are eligible for regular membership. The member is entitled to a full voting right. For those who participate in any national tournaments, they are required to be a member of the DPUSA.

ARTICLE VII

Dues, Suspension, Expulsion

§ 7.01 – Membership Dues. The Board shall determine regular membership dues. The membership due is good from the annual national tournament to the day before the next annual national tournament.

§ 7.02 – The members who have currently paid their membership dues and are in good standing may be elected to the board and serve on committees.

§ 7.03 - Exhaustion of Administrative Remedies. By accepting DPUSA membership, a member agrees to follow its Articles of Incorporation, Bylaws, and Guidelines and to exhaust all administrative remedies provided therein in any controversy or grievance involving participation in DPUSA activities.

ARTICLE VIII

Meetings of the General Membership

§ 8.01 - Languages. American Sign Language (ASL) and English shall be both the official and the working languages at all DPUSA meetings, tournaments, and events.

§ 8.02 - Notice of Meetings. Written notice of the time, place, and purpose of any membership meeting will be mailed or sent electronically not less than ninety (90) days before any Membership meeting. All notices will be directed to the addresses or e-mail addresses then appearing in the records of the DPUSA. Membership meetings are called at the sole discretion of the Board.

§ 8.03 - The Annual Meeting. The annual meeting of the DPUSA (both general and board meetings) shall take place at the annual DPUSA tournament site, preceding the tournament activities.

§ 8.04 - The Agenda. The agenda of the annual meeting shall be as follows: (1) Call to Order; (2) Minutes; (3) Treasurer's Report; (4) Officers' Reports; (5) Committees' Reports; (6) Unfinished Business; (7) New Business; (8) Bidding for the Tournament Sites; (9) Announcements; and (10) Adjournment. The President with the approval of the Board of Directors may add a new item or category on agenda.

§ 8.05 - Special Membership Meetings. Such meetings of the DPUSA may be called by the President with the approval of the majority of the Board of Directors. The place or online of the special meeting shall be determined by the Board of Directors.

§ 8.06 - Meetings of the Board of Directors. At least thirty (30) days' notices of all meetings of the Board of Directors shall be given by the President. When the time does not permit such notice, the Board of Directors may conduct a meeting by means of a conference call through telephone/videophone/online video conference, or an electronic mail correspondence in order to deal with matters deserving the immediate attention of the Board of Directors provided that a quorum participates in the telephone/videophone/online video conference, and the electronic mail correspondences and minutes of such conferences or correspondences are taken, preserved, and distributed to the member no later than four (4) weeks.

§ 8.07 - Quorum. Whichever is larger, 25 members or 10% of the DPUSA members, shall constitute a quorum. The term “member in good standing” means a member whose dues have been paid as defined under ARTICLE VII - Dues, Suspension, and Expulsion.

§ 8.08 - Minutes. Minutes of all meetings of the membership and of the Board of Directors shall be taken, preserved, and distributed to all members of DPUSA no later than four (4) weeks.

§ 8.09 - Rules of Order. All procedural matters not specifically covered herein shall be governed by the rules of procedure as described in Robert’s Rules of Order.

ARTICLE IX Committees

§ 9.01 - Committee Formation. All committees of the DPUSA shall be appointed by the President with approval from the Board of Directors and their term of office shall be for a period of 2 years or less if sooner terminated by the action of the Board of Directors and as needed, such as fundraising, public relations, tournaments, fiscal internal controls, etc. All committees shall have a minimum of 3 members but not more than 5 members. The President shall be an ex-officio member of all committees except Nominating Committee.

§ 9.02 - Executive Committee.

a. The Executive Committee will be composed of the President, Vice President, Treasurer and Secretary. The Executive Committee will provide prompt written notice of any meeting to the Board, but in no event later than 24 hours after the end of any such meeting.

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

c. The Executive Committee will **NOT** have authority to:

- ✓ Elect, amend, alter, or repeal these Bylaws.
- ✓ Elect, appoint, or remove any member of any other committee or any director or officer of the DPUSA.
- ✓ Authorize the sale, exchange, or distribution of any assets of the DPUSA.
- ✓ Authorize the dissolution of the DPUSA.
- ✓ Amend, alter, or repeal any Board resolution which, by its terms, provides that it will not be amended, altered, or repealed by a committee; or

- ✓ Vote on and approve/disapprove any matter without full Board knowledge and approval unless the President reasonably determines the necessity of a meeting based on an emergency where the full Board or majority thereof is unable and unavailable to meet in person, by phone, through online video conference, or otherwise to discuss and approve or disapprove, as applicable, any matter within the necessary and applicable time constraints to resolve such emergency.

§ 9.03 - Finance Committee. The Treasurer is the chair of the Finance Committee, which includes two other board members and one member who is not a member of the Board. The Finance Committee is responsible for developing and reviewing fiscal policies and procedures, investment plans, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the DPUSA are public information and shall be available to the membership, board members, and the public. All income and expenditures must be audited before the annual meeting.

§ 9.04 - Nominating Committee. Only candidates nominated as provided in this Bylaw will be eligible for election.

a. Composition.

The Nominating Committee will be composed of at least two (2) members from the general membership appointed by the Board to run the nomination/election process. The Board of Directors and candidates shall not be on this committee.

b. Slate of Nominees.

At least one (1) name shall be presented to the membership of each vacancy on the Board of Directors. Names may be placed upon the ballot from the floor at the annual DPUSA meeting prior to the vote. Before a name may be placed on the slate, the members must communicate verbally or in written form-their willingness to serve.

§ 9.05 – Policy Committee.

- a) The Policy Committee is responsible for developing, amending, or altering the guidelines relevant to the tournament, including bidding.
- b) The committee is responsible for the maintenance of the Association's Bylaws. This committee also provides the necessary communication to the membership pertaining to the Bylaws including but limited to proposed amendments.
- c) The Vice-President is the chair of the Policy Committee, which includes two other board members.

§ 9.06 - Quorum. A quorum consists of a majority of the members of each committee and will be necessary for the transaction of business by that committee.

§ 9.07 - Minutes of Meetings. All committees must keep minutes of their proceedings and provide minutes to the Secretary.

§ 9.08 - No Proxies. No member of the Board or of any committee will have the power to appoint a proxy to attend any committee meeting on the member's behalf.

§ 9.09 - Video Conference Meetings. Members of the Board or of any committee may participate in a meeting by means of a video conference call or similar communications equipment where all persons participating in the meeting can see each other.

ARTICLE X

Consultants and Independent Contractors

§ 10.01 - Consultants and Independent Contractors. The DPUSA will have the authority to engage the services of communication access, publicity, social media, legal, a recognized firm of independent certified public accountants, fundraising, and other consultants and independent contractors as may from time to time be approved by the Board.

ARTICLE XI

Financial Administration

§ 11.01 - Fiscal Year. The fiscal year of the DPUSA will be January 1-December 31 but may be changed by the resolution of the Board.

§ 11.02 - Non-budgeted Expenses. All non-budgeted expenses up to \$1,000 must be approved by the President, non-budgeted expenses between \$1,000 and \$5,000 must be approved by the Executive Committee, and non-budgeted expenses over \$5,000 must be approved by the Board. For the avoidance of doubt, "non-budgeted expenses" will include any expenses that are set forth on the applicable Board-approved budget, but exceed their respective budgeted amounts set forth on such Board-approved budget.

§ 11.03 - Checks, et cetera. All checks, orders for the payment of money, obligations, and insurance certificates will be signed or endorsed by such officer or authorized agent of the DPUSA and in such manner as will from time to time be determined by resolution of the Board or of any committee to which such authority has been designated by the Board.

§ 11.04- Deposits and Accounts. All funds not otherwise employed will be deposited from time to time in general or special accounts in such banks or other depositories as the Board or any committee to which such authority has been delegated by the Board may select. For the purpose of deposit and for the purpose of collection for any DPUSA account, checks and other items may be endorsed, assigned and delivered on behalf of the DPUSA by the Officers as defined in the ARTICLE V - Duties of Officers.

§ 11.05 - Investments. The funds of DPUSA may be retained in whole or in part in cash or be invested and reinvested in such stock, bonds, or other securities as the Board in its sole discretion may deem desirable and which are permitted to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII
IRC 501 (c)(3) Tax Exemption Provisions

§ 12.01 - Limitation on Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

§ 12.02 - Prohibition Against Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

ARTICLE XIII
Indemnification

§ 13.01 - Indemnification. Every member of the Board of Directors or employee of the DPUSA may be indemnified by the DPUSA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which an individual may become involved by reason of being or having been a member of the Board of Directors, or employee of the DPUSA, or any settlement thereof unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the DPUSA. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such member of the Board of Directors or employee is entitled.

ARTICLE XIV
Parliamentary Authority

§ 14.01 – The current edition of Robert’s Rules of Order shall be the parliamentary authority over questions and procedures not covered by the DPUSA bylaws.

ARTICLE XV
Amendments

§ 15.01 - Amendments. These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than a 2/3 majority vote of the active members in attendance at the USDPA DPUSA meeting.

ARTICLE XVI
Dissolution

§ 16.01 - Dissolution of Assets. If the DPUSA should be dissolved, its remaining assets, after payment of all debts and liabilities, shall be disbursed to a choice of a national charity or any national organization in the United States, for, to, and by the deaf, which is qualified for 501(c)(3) exempt status, as determined by the membership of the DPUSA as defined in § 7.02 - Deaf Members.

Certification

These bylaws were approved and ratified at _____ in _____, a meeting of the members of the DPUSA present at the DPUSA Task Force meeting by a 2/3 majority vote on _____. The bylaws are made effective as of _____.

Name, President

Name, Secretary

Name, Vice-President

Name, Treasurer