

AMENDED AND RESTATED
BYLAWS
OF
THE UNITED STATES PADEL ASSOCIATION
a Texas Nonprofit Corporation

ARTICLE I

Name and Offices

- 1.01 **Corporation.** The name of this organization, incorporated in the state of Texas, shall be THE UNITED STATES PADEL ASSOCIATION (the “Corporation”), also referred to as USPA.
- 1.02 **Jurisdiction.** The Corporation shall enforce and comply with all rules and regulations of the International Padel Federation (“FIP”/“IPF”). The Corporation shall have exclusive jurisdiction to nominate individuals who will represent the United States in the Pan-American games. The Corporation shall enforce with respect to such nominations the definition of an eligible athlete adopted by the IPF.
- 1.03 **Business Offices.** The principal office shall be located at 5900 Balcones Drive, Suite 100, Austin, Texas, 78731. The Board of Directors of the Corporation (the “Board”) may change the location of the principal office. The registered office of the Corporation may be, but need not be, the same as the principal office.

ARTICLE II

Definitions

- 2.01 **Definitions.** As used in these Bylaws the term –
- A. “Board” refers to the Corporation’s Board of Directors;
 - B. “Corporation” refers to The United States Padel Association or USPA;
 - C. “IPF” or “FIP” refers to the International Padel Federation, the world governing body for the sport of padel
 - D. “10-Year Elite Athlete” means a United States citizen or a United States legal resident who is at least 18 years old and meets any of these requirements:
 - i. within the last ten years has represented the United States as a member of the Olympic, Pan American, Paralympic, or Parapan American Games (each, a “Delegation Event”), FIP World Championships, Padel America Absolute Championships (or prior to the formation of Padel America, the predecessor sponsoring organization), Padel America Cat Libres Championships, or any other event designated as an elite-level event by the Corporation;
 - ii. within the last 24 months has reached the second round of division 1 of the US Open Padel Championships;
 - iii. within the last ten years was ranked in the top 50 of the USPA Circuit Rankings at the end of a calendar year; or
 - iv. within the last ten years was ranked in the top ten of the FIP Men’s or Women’s Rankings at the end of a calendar year.
 - E. “10-Year-Plus Elite Athlete” means a United States citizen or a United States legal resident who is at least 18 years old and has, at any point, but not within the ten years prior to election, selection or appointment, met the requirements of the 10-Year Elite Athlete definition.

ARTICLE III

Purposes and Limitations

Section 3.1 The Corporation. The United States Padel Association (the “Corporation” and, or, the “USPA”) is organized and will be operated exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation’s purposes include, but are not limited to, any purposes set forth specifically in its Certificate of Formation, as may from time to time be amended (the “Certificate”).

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Texas Business Organizations Code, as may from time to time be amended (the “TBOC”), not outside the scope of the Certificate.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers, or other private persons, except that the Corporation will 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 Certificate.

No substantial part of the activities of the Corporation may be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will 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 other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; and/or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

Section 3.2 Mission. The mission of the USPA is:

- A. To encourage and develop the widest participation and highest proficiency of padel in the United States.
- B. To coordinate and assist players, coaches, managers, and trainers in pursuit of excellence in padel locally, regionally, nationally, and internationally.
- C. To organize instructional, training and competitive padel events and establish and maintain player rankings.
- D. To promote the sport of padel in the USA through its members and to the public at large.
- E. To unify and coordinate the efforts of all players, coaches, managers, trainers, and officials in the USA.
- F. Publish an official bulletin or publication and/or website.

- G. To improve the skill and technical knowledge of players, coaches, managers, trainers and officials in the USA.
- H. To provide all players, coaches, managers, trainers and, officials and other representatives a voice in the Padel America, IPF, with the USPA being the sole representative of these bodies in the USA.
- I. To enforce these bylaws, recognize the rules of play for padel as set out by the IPF and Padel America, and establish the regulations governing competitions, ensuring they are properly applied and unifying their content.
- J. Endeavor to increase participation at all levels and the popularity of Padel in the United States, identify and develop new sources of revenue, and manage Padel through a systematic planning process.
- K. Promote gender equality and equality among players across all levels.

Section 3.3 International Governing Body Affiliation. The USPA shall be an affiliated member of the IPF and based on such affiliation:

- A. Is recognized by the IPF and Padel America as the sole representative of the sport of padel in the United States.
- B. Recognizes the IPF's role as the governing body of padel worldwide.
- C. The USPA and its future membership hereby adopts and recognizes the IPF Bylaws, and all rules, regulations, restrictions and interpretations as set out by the IPF.
- D. All international padel events organized by the USPA must be approved by the IPF or Padel America.

ARTICLE IV

Members

Section 4.1 Members. The Corporation will have voting members ("Voting Members") who will be admitted as set forth in Section 4.2. The Voting Members will elect the Board at the annual meeting of the Voting Members and fulfill all other duties as may be required under the Bylaws, the Certificate and the TBOC. The Corporation may have non-voting members upon approval of, and subject to the criteria established by, the Board. Nonvoting members will have no voting rights or any other rights or privileges with respect to the governance of the Corporation.

Section 4.2 Admission to Membership. Voting Members shall be individuals that have an interest in playing, teaching, and/or promoting the sport of Padel in the United States. All prospective Voting Members will be required to submit a completed application for membership and pay the designated membership dues. The admission of an applicant for membership will be subject to the approval of the Board.

Section 4.3 Membership Dues. Dues will be established by the Board. By resolution of the Board, the annual dues may be modified from time to time to reflect the needs of the Corporation.

Section 4.4 Annual or Regular Meetings. The annual meeting of the Voting Members will be held during the fourth quarter of each calendar year as the Board may determine (the "Annual

Members Meeting”), which meeting will be held for the purpose of electing the Board of the Corporation. If the day fixed for the Annual Members Meeting is a legal holiday, such meeting will be held on the next succeeding business day or at such other date and time as it will be designated from time to time by the Board and stated in the notice of the meeting. The Annual Members Meeting may be held either within or outside the State of Texas. Members may attend in person or virtually. The Voting Members may provide, by resolution, the time and place, either within or without the State of Texas, for the holding of regular meetings, either monthly or bi-monthly, without notice other than such resolution.

Section 4.5 Special Meetings. A special meeting of Voting Members may only be called by the President, or by the Board. Only those matters that are within the purpose(s) described in the meeting notice required by these Bylaws may be conducted at a special meeting of Voting Members.

Section 4.6 Notice. Written notice of any meeting of the Voting Members, stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, will be delivered to each Voting Member not later than the 10th day and not earlier than the 60th day before the date of the meeting. Notice of a meeting that is: (a) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the Corporation; and (b) transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

Section 4.7 Waiver of Notice. A Voting Member may waive any notice required by these Bylaws, before or after the date and time stated in the notice. The waiver must be in writing, signed by the Voting Member entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Voting Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Voting Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Voting Member objects to considering the matter when it is presented.

Section 4.8 Quorum and Voting. Ten percent (10%) of the Voting Members will constitute a quorum for the transaction of business at any meetings of the Voting Members; provided, however, that if less than said threshold of the Voting Members for quorum are present at said meeting, then another meeting shall be called, with proper notice given. At the second meeting, five percent (5%) of the Voting Members will constitute a quorum for the transaction of business; provided, however, that if no quorum is reached in the first and second call, then another meeting shall be called, with proper notice given. At the third meeting, the Voting Members present at said meeting will vote the corresponding transaction of business without a quorum requirement. Each Voting Member in good standing and present at any such meeting of the Voting Members will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. A Voting Member may vote in person, by proxy executed by the Voting Member or the Voting Member's attorney-in-fact, or online via electronic voting as provided by the USPA.

Section 4.9 Meeting by Remote Communications Technology. A meeting of the Voting Members may be held by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at such meeting, the Corporation shall implement reasonable measures to verify that every person voting by means of remote communications is sufficiently identified and shall keep a record of any vote or other action taken. A Voting Member's participation in a meeting held in a manner provided for in this section constitutes that Voting Member's presence at the meeting.

Section 4.10 Manner of Acting. Except as otherwise provided herein, in the Certificate or in the TBOC, the act of the majority of the Voting Members present at a meeting of the Voting Members at which a quorum is present will be the act of the Voting Members.

Section 4.11 Removal; Vacancies. A Voting Member may be removed, with or without cause, upon the affirmative vote of a majority of the remaining Voting Members. A Voting Member who is convicted of a serious crime, who has committed acts involving moral turpitude, or who violates the Corporation's code of ethics (as may be amended from time to time), in each case as determined by the Board in its sole discretion, will be subject to immediate removal as a Voting Member. In addition, a Voting Member may voluntarily cease to be a Voting Member by notifying the Board, pursuant to written notice to the President of its resignation as a Voting Member. In the event of the removal of a Voting Member, or in the event of the death or resignation of a Voting Member, the remaining Voting Members may fill such vacancy or vacancies upon the affirmative vote of a majority of the remaining Voting Members.

Section 4.12 Compensation. Voting Members will not receive any compensation for serving as a Voting Member, but by resolution of the Directors they may be reimbursed for their expenses for attendance at meetings of the Voting Members, if any. No Voting Member will receive compensation for any personal services rendered unless otherwise approved by vote of the Board.

ARTICLE V

Board of Directors

Section 5.1 General Statement. The Board, in the furtherance of the specific and primary purpose of the Corporation, as expressed in its Articles of Incorporation and these Bylaws, may perform such acts as necessary to exercise the powers of the Corporation.

Section 5.2 General Powers. The Board shall oversee the management of the Corporation and its affairs. The Board shall represent the interests of the padel community in the United States and its athletes and members by providing policy, guidance, and strategic direction. The Board shall focus on long-term objectives rather than day-to-day management.

Section 5.3 Composition. The number of Directors may be changed from time to time by resolution of the Board, provided that the number of Directors will be set at not fewer than six (6) and not more than thirteen (13). No decrease in the number of Directors will have the effect

of decreasing the term of any incumbent Director. At least one-third of the members of the Board shall be At Large Directors (*as defined below*). In addition, at least twenty percent (20%) of the members of the Board shall be 10-Year Elite Athletes or 10-Year-Plus Elite Athletes, provided, however, that the President may waive this requirement for good cause, including without limitation, if there have been resignations from the Board. For the purpose of meeting the Board composition requirements set forth in this Section, the number of At Large Directors, 10-Year Elite Athletes or 10-Year-Plus Elite Athletes shall be calculated upon the initial day of the annual commencement of the first Board meeting of the calendar year, provided that in the event the At Large Directors requirement is not met, the Board shall cure this situation within ninety (90) days thereof, notwithstanding section 5.13 of these Bylaws.

Section 5.4 Qualifications. Each Director shall possess the following general qualifications.

1. Be a lawful resident of the United States.
2. Be at least eighteen years of age;
3. Be judged qualified and appropriate for the particular Board position based on, but not necessarily limited to:
 - a. Possessing good characters; and,
 - b. Possessing appropriate communication and interpersonal skills.
4. Be committed to the principles and policies of the Corporation and serving the best interests of the Corporation and the sport regardless of the constituency which (s)elects the Board Member.
5. Directors need not be residents of the State of Texas.
6. Candidates for Director are required to have been Voting Members in the two (2) previous calendar years.

Section 5.5 Election and Term of Office. The members of the Board will be elected in accordance with the following:

- A. At Large. At least one-third (1/3) of the Board will be elected through the following at large election process (the “At Large Process”):
 - (a) The names of all eligible candidates will be put forward for a vote of the Voting Members via electronic voting and the results shall be declared at the Annual Members Meeting. A candidate will be deemed eligible if he or she possesses the qualifications set forth in Section 5.4. of these Bylaws and submits his or her candidacy no later than a date prescribed by the Board of Directors.
 - (b) Each Voting Member is entitled to one vote. The candidates receiving the highest number of votes shall be extended an invitation to join the Board for the upcoming term (the “At Large Directors”). In the event of a tie for the final Board position, a run-off election shall be conducted involving only the tied candidates. The subsequent voting will also be carried out electronically and will be limited to resolve the tie.
- B. Nominating Slate. The Board seats not elected through the At Large Process, will be elected through the following nominating slate process (the “Nominating Slate Process”):

(a) Nominations for the Board will be made by the Nominating Committee. Prior to the Annual Members Meeting, the Nominating Committee will propose a complete slate of Directors for all upcoming vacancies of the Board not to be elected through the At Large Process, to be voted on by the Voting Members, and the Nominating Committee will forward such recommendations to the Board for certification. The Nominating Committee will also be responsible for establishing policies regarding consideration of Director candidates recommended by the Members as well as the procedures to be followed by Voting Members that desire to submit such a recommendation *provided that* the consideration of any candidates recommended by any Voting Member is at the sole discretion of the Nominating Committee. All candidates to the Board must provide a completed candidate application, along with any supporting materials requested by the Nominating Committee, to the Nominating Committee no later than a date to be set by the Board in order to be eligible for consideration by the Nominating Committee. The Nominating Committee shall seek to interview each candidate that it considers for the slate of nominees.

(b) The slate of nominees for Directors shall be reported by the Nominating Committee to the Board for certification of each nominee at least three (3) months before the Annual Members Meeting, or as established by the Board. The Board will certify a nominee unless there is a manifest error. For purposes of this Section, “manifest error” means that a nominee is an ineligible candidate under these Bylaws. After Board certification, the slate will be submitted to the Voting Members for approval and election at the Annual Members Meeting

(c) If before the vote of the Voting Members a nominee dies, becomes incapacitated, declines nomination, or is otherwise disqualified, a new nominee will be vetted and selected as promptly as possible by the Nominating Committee for submission to the Board Voting and, subject to the approval of the Board, to the Voting Members for their approval *provided that* if a new nominee is not identified and approved by the Board in time for the Annual Members Meeting, then the vacant Board seat shall be filled by a majority vote of the Board. Each Voting Member is entitled to one vote, and the Voting Members shall vote on each candidate separately. Each candidate who receives a majority of the votes of the Voting Members approving such candidate’s nomination to the Board shall be extended an invitation to join the Board of Directors for the forthcoming term.

(d) In the event that a candidate does not receive a majority of the votes of the Voting Members, then such candidate will not be elected to the Board, and the vacant Board seat shall be filled by a majority vote of the Board provided that the vacant Board seat may not be filled by such candidate. The person elected to fill the Board seat under this section shall serve for an interim period of one (1) year.

The election of the Directors under the processes indicated in sections A and B above (*At Large Process and Nominating Slate Process*) will be conducted via electronic voting and the results of each election process shall be declared at the Annual Members Meeting. A candidate to the Board that under the Nominating Slate Process was not selected by the Nominating Committee for the final slate submitted for the vote of the Voting Members, may still submit a candidacy under the At Large Process. The number of Directors elected under each process will be

determined by the number of Directors at the time of the election. When electing Directors, there is no requirement for a minimum number of votes to be cast by the membership as a whole.

In order to provide for staggered terms of office, up to four of the Directors, selected by a majority vote of the Board, will remain as Directors until the annual election to be held in the year 2026. The term of the remaining Directors will expire at the annual election to be held in the year 2025. At each Annual Members Meeting, the Directors elected and qualified to succeed the Directors of any class will be elected for a term of two (2) years expiring with the conclusion of the Annual Members Meeting occurring the second year thereafter (provided that the Directors of any class will remain in office until their successors have been elected and qualified), so that the term of office of one class of Directors will expire each year. If the total number of Directors is changed, any increase or decrease in Directors will be apportioned among the classes so as to maintain all groups of Directors as nearly equal in number as possible, and any additional Director elected to any group of Directors will hold office for a term which will expire with the term of the Directors in such group.

Directors are eligible for four (4) consecutive terms followed by a one-year sabbatical at the end of which such Director may be re-elected to the Board. Except for any Board vacancies filled pursuant to items B(c) and B(d) above, if a Director is elected to fill a vacancy, the remainder of the original term shall not be counted for the purpose of the limitations on consecutive terms provided herein.

Section 5.6 Annual and Regular Meetings. The annual meeting of the Board will be held each year in the month of December or at a time that will coincide with the annual meeting of the Voting Members, as may be determined by the Board. Such meeting will be held for the transaction of such other business as may come before the meeting. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. The Board may provide, by resolution, the time and place, either within or without the State of Texas for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

Section 5.7 Special Meetings. Special meetings of the Board may be called by the President or by any three (3) Directors.

Section 5.8 Notice; Waiver of Notice; Place of Meetings. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened. Meetings of the Board, annual, regular or

special, shall be held at the principal office or place of business of the Corporation or such other place either within or without the State of Texas, as may be specified in the respective notices or waivers of notice, thereof.

Section 5.9 Quorum and Voting. A simple majority of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 5.10 Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the TBOC or the Certificate.

Section 5.11 Meeting by Remote Communications Technology. A meeting of the Board (or any committee thereof) may be held by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. A Director's participation through an electronic communications system in a Board or committee meeting (whether such meeting is otherwise held in person or by an electronic communications system) constitutes that Director's presence at the meeting for purposes of determining a quorum and for purposes of voting.

Section 5.12 Action Without Meetings. Any action required or permitted by law to be taken at any meeting of the Board or any committee thereof may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken is signed by a majority of all the members of the Board or a majority of all of the members of such committee, as the case may be, unless the act of a greater number is required by statute, by the Certificate or by these Bylaws, in which case the signatures of such greater number shall be requisite to constitute the act of the Board or the committee. Such written consent shall be filed in the minutes or proceedings of the Board or committee, as appropriate, and a copy of same shall be sent to each member of the Board or committee, as the case may be, who did not sign such consent.

Section 5.13 Removal; Vacancies. The Board may, with cause, remove one or more Directors. For purposes of this Section, "with cause" means breach of fiduciary duty or gross misconduct (including, without limitation, conviction of a felony or other serious crime). A vacancy on the Board may be filled by the affirmative vote of the majority of the remaining Directors, regardless of whether that majority is less than a quorum. In electing the Directors to fill a vacancy on the Board, the Board shall observe and ensure that the Board composition requirements as set forth in these Bylaws are met. The Board will have a ninety (90) days cure period to appoint a Director to fill any vacancy on the Board. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor. A vacancy on the Board occasioned by a resolution of the Board to increase the number of Directors may be filled at a special meeting of the Board called for such purpose. Any Director elected to fill a vacancy created by an increase in the number of Directors

shall serve until the next annual election of Directors or until his or her successor is elected and qualified.

Section 5.14 Resignation. A Director may resign at any time by delivering a written resignation to the President of the Board. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5.15 Compensation. Directors will not receive any compensation for their services as Directors, or any other services provided to the USPA by such Directors, or a company that they own, or are associated with, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE VI

Committees of the Board

Section 6.1 Committees Generally. The Board has the authority to establish committees to undertake specific tasks on behalf of the Corporation. The formation of such committees will require a resolution passed by a majority of Directors present at a meeting where a quorum is achieved. While these committees serve to support the Board, they shall not possess nor exercise the full authority of the Board in the management of the Corporation. Any powers and responsibilities delegated to a committee are intended to assist the Board in its governance and oversight duties, and do not absolve the Board or its individual members from their legal responsibilities. At least twenty percent (20%) of the members of a committee established by the Board, shall be 10-Year Elite Athletes or 10-Year-Plus Elite Athletes, provided, however, that the President may waive this requirement for good cause, including without limitation, if there have been resignations from that committee. Individuals appointed to serve on any committee established by the Board pursuant to this Bylaws shall not be required to be a member of the Board.

Section 6.2 Notice; Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Section 6.3 Term of Office. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee, unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 6.4 Removal; Vacancies. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable) or by the respective Committee Chair. Any vacancy on a committee, either occasioned by the death, incapacity, resignation or removal of a committee member will be filled by the Board. In electing the members to fill a vacancy in a Committee, the Board shall comply with the committee's composition requirements as set forth in Section 6.1 of these Bylaws. The Board will have a ninety (90) days cure period to appoint committee members to fill a vacancy on a committee of the USPA. Any committee member elected or appointed to fill a vacancy on a

committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 6.5 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 6.6 Committee Rules. Each committee may adopt rules for its own governance that shall be consistent with these Bylaws or with any other rules adopted by the Board from time to time, and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under Article V of these Bylaws.

Section 6.7 Nominating Committee. The Nominating Committee shall be comprised of the current President of the Board and at least four members selected by the Board, of which at least two (2) members must be At Large Directors, and at least one member shall not be a Director. The Board has the authority to expand the number of members of the Nominating Committee. The Board shall appoint the Chair of the Nominating Committee. Nominating Committee members shall serve no more than two-year terms. Except as provided herein, no person shall be allowed to serve on consecutive terms, except for the person on the old Nominating Committee who is elected to be the Chair of the new Nominating Committee, and the immediate past President of the Board. In the event that a member of the Nominating Committee for any reason cannot serve, their replacement shall be made by the Chair of the Nominating Committee, or if the Chair for any reason cannot serve, the remaining members of the Nominating Committee will select a Chair from their existing members and shall appoint an additional member for the Nominating Committee. Any prior member of a Nominating Committee shall wait the lapse of two (2) years to become eligible again to serve as a member of the Nominating Committee. Except for the current president of the Board, all persons who are candidates for the new Nominating Committee agree not to be a candidate for election to the Board in the upcoming election.

The Nominating Committee shall research, analyze and identify potential candidates for members of the Board to consolidate a slate of candidates that will be submitted to the Board for approval. The Board shall provide the criteria by which the Nominating Committee will identify potential candidates for the Board, among others, the Nominating Committee may consider: (i) past service to the USPA; (ii) familiarity with the sport of padel; (iii) professional background; (iv) financial or commercial experience; (v) prior experience in non-profit companies; (vi) corporate governance experience; (vii) experience in sport associations; and (viii) geographical mix. In addition, the Nominating Committee may also issue a public call for nominees for the potential slate of Board members. The Nominating Committee shall verify that each and every candidate on the slate meets the qualifications provided in Section 5.4 of this Bylaws.

ARTICLE VII

Officers

Section 7.1 Elected Officers. The elected officers of the Corporation shall minimally consist of a president (the “President”) and a secretary (the “Secretary”). The Corporation may also have

such other officers, both active and honorary, as the Board may from time to time deem advisable, such as vice presidents or a treasurer. To hold the position of elected officer, a Board member is required to have served a minimum of one year on the Board. Such officers will be elected by the Board at its annual meeting. The elected officers will hold office for one-year terms until their successors are elected at the next annual meeting of the Board or at such other Board meeting as the Board may deem advisable, and are elected and qualified, unless they earlier die, resign, or are removed from office. Elected officers may serve longer than one year but must seek reelection at each Board annual meeting. Any person may simultaneously hold more than one office, except that the offices of President and Secretary shall not be held by the same person. Elected officers shall not serve more than six (6) consecutive one-year terms, but after a lapse of two (2) years shall again be eligible to serve as an elected officer.

Section 7.2 Appointed Officers. The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he or she may deem necessary or advisable.

Section 7.3 Duties of President. The President must be a member of the Board. He or she will preside all Board and Voting Members meetings, may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He or she will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

Section 7.4 Duties of Secretary. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He or she will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law. In the absence of the President, the Secretary will preside the Board and Voting Members meetings. When authorized and directed by the Board, he or she will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation. The Secretary will attend to such correspondence as may be incidental to his or her office and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

Section 7.5 Duties of Treasurer. If a Treasurer is elected, the Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation. The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation. In addition, the Treasurer will perform such other and further duties as the Board may from time to time direct, and he or she will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer. The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he or she will have no direction or control.

Section 7.6 Executive Director. The Board may appoint a person with the title of Executive Director of the Corporation or an association management company to manage the administration and operations of the Corporation under the directions of the Board, and to perform such other duties as may be prescribed by the Board. The Executive Director or the association management company shall report to and be subject to the direction and control of the Board, and will be compensated for his or her services, as shall be approved by the Board. The Executive Director or association management company shall serve as a nonvoting member of the Board.

Section 7.7 Resignation and Removal. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer does not in itself create contract rights.

Section 7.8 Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Board, and such person or persons elected to fill such vacancy, or vacancies will serve for the unexpired term of his or her predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President, and such person or persons appointed to fill such vacancy, or vacancies will serve for the unexpired term of his or her predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 7.9 Compensation. Except as otherwise provided in this Bylaws, Officers will not receive any compensation for their services as Officers, or any other services provided to the USPA by such Officers, or a company that they own, or are associated with, but by resolution of the Board they may be reimbursed for their expenses of attendance at meetings of the Board. The Corporation shall not loan money or property to, or guarantee the obligation of, any Officer.

ARTICLE VIII

General Provisions

Section 8.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2 Loans. No loans may be contracted on behalf of the Corporation and no evidence of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Corporation is prohibited from making loans to its Directors or officers under any circumstances.

Section 8.3 Checks, Drafts, and Similar Instruments. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board.

Section 8.4 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.5 Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 8.6 Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by the Certificate, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

Section 8.7 Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of January in each year and end on the last day of December in each year.

Section 8.8 Interpretation. The terms “include”, “including” and similar terms shall be construed as if followed by the phrase “without being limited to”. The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 8.9 Limitation on Liability and Indemnification. Limitations on liability and indemnification of officers and Directors of the Corporation shall be as provided in the Certificate.

Section 8.10 Property Devoted to Corporate Purposes. All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Certificate and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Certificate and these Bylaws.

Section 8.11 Amendments. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at a meeting of the Board called for that purpose and, by approval of the Voting Members by majority of the Voting Members in attendance, given that a quorum is achieved.

ARTICLE IX EQUAL OPPORTUNITY

Section 9.1 The Corporation shall provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, sex, disability, age or national origin.

Section 9.2 Grievances regarding violations of Article IX, 9.1 shall be dealt with by presenting the matter before the proper committee.

ARTICLE X INDEMNIFICATION

Section 10.1 To the fullest extent permitted by law, the Corporation shall indemnify each of its present or former Directors, officers, employees, or official representatives, or any person who is or was serving a corporation or other entity in any capacity at the request of the Corporation, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation, which is compromised or settled, including amounts paid in settlement, if the Corporation shall approve such settlement as provided in these Bylaws. Such a person may only be indemnified if he or she acted in good faith and in a manner he or she reasonably believed to be in, and not opposed to, the best interests of the Corporation.

Section 10.2 Any amount payable as indemnification under this Article shall be determined and paid by the Corporation pursuant to a determination by a majority vote of a quorum of the Board, consisting of members of the Board who have not incurred expenses in connection with the litigation for which indemnification is sought. If such a quorum is not obtainable, or even if obtainable, such determination shall be made either:

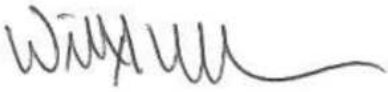
- A. By the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this Article has been met; or,
- B. By a majority vote of the members of the Board upon a finding that the person seeking indemnification has met the applicable standard of conduct set forth in this Article.

Section 10.3 The right of indemnification under this Article shall be in addition to, and not exclusive of, all other rights to which such person may be entitled.

CERTIFICATION

The undersigned, being duly qualified and acting as the Secretary of The United States Padel Association, a duly organized and existing Texas nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted as the Bylaws of the Corporation.

Effective Date: **January 1, 2026**

A handwritten signature in dark ink, appearing to read "Bill Ullman", with a long, sweeping horizontal stroke extending to the right.

Bill Ullman
President