HEART OF WISCONSIN PICKLEBALL ASSOCIATION, INC.
ORGANIZATION CHARTER

Adopted: 04/10/2023
Revised: 07/02/2026

1. Organization & Purpose

1.1 Organization: The Heart of Wisconsin Pickleball Association, Inc. (heretofore known as HOWPA), is herewith organized and established as corporation operating in the state of Wisconsin as a charitable, non-profit entity under Article 501(C)3 of the Internal Revenue Service tax code (FEIN: 39 – 5091081) dedicated to the sport of pickleball.

1.2 Purpose: The purposes of HOWPA shall include but not necessarily be limited to: Promoting the physical and mental health of central Wisconsin community through pickleball; and/or Driving educational programs to introduce and improve the skills and abilities of pickleball players of all ages and abilities; and/or Creating opportunities within central Wisconsin and especially within the communities of Stevens Point and Plover with frequent opportunities for informal, open pickleball play, as well as organized league, tournament, and other pickleball play; and/or Driving efforts to improve current pickleball facilities locally, which may include raising public or private funds for such facilities; and/or Driving efforts to construct and expand the availability of indoor and outdoor pickleball facilities locally by reducing local government burden, which may include raising public or private funds for public-use facilities; and/or Promoting a positive climate and culture for pickleball play at both public and private facilities; and/or Working positively with government agencies, public and private entities, and other organizations to promote the benefit of pickleball for all ages, skills, and abilities including those with diminished mental or physical capabilities. HOWPA is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code or codes.

2. Membership & Dues

2.1 Membership: Membership in HOWPA is open to anyone who desires to be active in the pickleball community.
Establishing Membership: Membership in HOWPA shall be accomplished by written submission of the HOWPA Application for Membership Form available on the HOWPA website: *www.howpainc.org/*.

2.3 Annual Membership Dues: Membership dues shall be determined on an annual basis by HOWPA Executive Board. As of 04/01/2026, annual membership dues in HOWPA shall be $25.00 per member per year. Membership shall be effective from April 1 to March 31 of the subsequent year. Since the Executive Board serves in a non-compensatory capacity, annual dues for Executive Board members are waived during each member's term of office.

3. Principal Officers, Committee Chairs & Executive Board

3.1 Principal Officers: The Principal Officers of HOWPA shall be:

3.1.1 President: The President shall be the executive director of HOWPA meetings, activities and the like subject to the influence of the Executive Board. In general, the President shall oversee, supervise and handle all of the business and affairs of the association. The President shall have the power to set Executive Meetings, and when present, preside at all meetings of the Executive Board. The President shall have authority, subject to such rules as may be prescribed by the Executive Board, to appoint such agents and employees (as needed) of the association as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall handle their duties at the discretion of the President. The President and two officers shall have authority to sign, execute and acknowledge, on behalf of the association, contracts or other instruments necessary or proper to be executed in the course of the association's regular business, or as shall be authorized by resolution of the Executive Board; and, except as otherwise provided by law or the Executive Board, he or she may authorize any other officer or agent of the association to sign, execute and acknowledge such documents or instruments in his or her place and stead. The President shall, in

general, perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time.

3.1.2 Vice President: In the absence of the President or in the event of his or her untimely death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Executive Board, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority from time to time as may be delegated or assigned to him or her by the President or by the Executive Board. The execution of any instrument of the association by any Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the President.

3.1.3 Secretary: The Secretary shall: (a) Keep a permanent record (minutes) of all meetings of the Executive Board in the form provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of the organizational charter or as required by law; (c) Act as custodian of all corporate records; (d) Maintain and/or arrange for the keeping of a register of the post office address of each member of the Executive Board which shall be furnished to the Secretary by each Executive Board member; (e) Sign, as Secretary, documents and instruments authorized by the Executive Board; and (f) Perform duties consistent with the office of Secretary and have such other duties and exercise such authority from time to time as may be delegated or assigned by the President or by the Executive Board.

3.1.4 Treasurer: The Treasurer shall: (a) Maintain charge and custody of, and be responsible for all funds and securities of HOWPA; (b) Provide receipts for moneys due and payable to the association from any source whatsoever and deposit all such moneys in the name of the association in such banks, financial institutions (such as the Community Foundation of Central Wisconsin), trust companies, or other depositories as shall be selected in accordance with the applicable provisions of this Charter; and (c) Perform duties consistent with the office of Treasurer and have such other duties and exercise such other authority from time to time as may be delegated or assigned by the President or the Executive Board. If required by the Executive Board, the Treasurer shall provide to HOWPA, a surety bond to ensure the faithful discharge of his or her duties in such sum and with such surety or sureties as the Executive Board shall deem appropriate. Any expense incurred for such bond shall be borne by HOWPA funds.

3.2 Other Assistants and Acting Officers: The Executive Board shall have the power to appoint any person to act as assistant to any officer, or as agent for the association in his or her stead, or to perform the duties of such officer whenever, or for any reason, it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Executive Board shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Executive Board. Other officers and/or Committee Chairs may be added as deemed appropriate by simple majority vote of the Executive Board. Officers may also hold the position of not more than one Committee Chair.

3.3 Committee Chairs: In addition to Principal Officers, there shall also be the following Standing Committee Chairs:

3.3.1 Fundraising Committee: The Fundraising Committee is a standing committee of HOWPA with the on-going goal of raising funds to ensure the financial viability and stability of pickleball related projects in Central Wisconsin. The Fundraising Chair shall sit on the Executive Board.

3.2.3 Competition & Education (Comp/Ed) Committee: The Comp/Ed Committee of HOWPA is a standing committee with the on-going goal to organize and manage open, league, and tournament play, as well as educational opportunities

for lessons, workshops, and the like within the local pickleball community. The Comp/Ed Committee shall also be responsible for organizing local public events and maintaining liaison with local municipal officials when and where required. The Comp/Ed Committee Chair will sit on the Executive Board.

3.3.3 Social Committee: The Social Committee is a standing committee of HOWPA with the on-going goal to organize social activities for the local pickleball community. Activities may be organized for the singular benefit of HOWPA members, or may be organized for both members and non-members. The Social Committee Chair will sit on the Executive Board and shall be responsible for liaison with municipal officials for all social events.

3.3.4 Facilities Committee: The Facilities Committee is a standing committee of HOWPA with an on-going goal to research and recommend potential options for courts, grounds and facilities for area pickleball projects. The Facilities Committee Chair will sit on the Executive Board. The Facilities Committee Chair shall also endeavor to maintain a working relationship with local officials of any municipality in which new or existing pickleball facilities are or will be located.

3.3.5 Communications Committee: The Communications Committee is a standing committee of HOWPA with the on-going goal to establish and maintain regular communications with HOWPA members and all of the local pickleball community through the use of (but not limited to) letters, posters, telephone contact, blast-emails, and social media accounts such as Sign-Up Genius, Discord, and the like with information regarding the pickleball community, while ensuring information being distributed is accurate and up-to-date. The Communications Committee shall also be responsible for timely responses to inquiries from HOWPA members, news media, or the public at-large. The Communications Committee may also delve into the use of local news reports, advertising, marketing efforts, and the like to publicly promote the benefits of pickleball. The Communications Committee Chair will sit on the Executive Board.

3.3.6 Non-Compulsory Youth Member: The Non-Compulsory Youth Member shall be any member of HOWPA aged 17 or under that can provide insights and input into how HOWPA can serve its youth members and any other youth within the pickleball community. While this board member shall have no voting rights within the Executive Board, participation is considered to be valuable resource to help engender interest and participation in pickleball by those under the age of 18.

3.4 Executive Board: The Executive Board shall be made up of the Principal Officers, the Committee Chairs, and up to one non-voting member aged 17 or younger to serve as a Non-Compulsory Member to provide input to the HOWPA Executive Board. All business and affairs of HOWPA shall be managed by the Executive Board. The number of members of the Executive Board shall not be more than thirteen (13) nor less than three (3). The Executive Board may fix or change the number of members of the Executive Board, within the minimum and maximum limitations as needed.

3.5 Compensation: The Executive Board shall serve without compensation.

3.6 Initial Selection of Executive Board: At the inaugural meeting of the Executive Board in which the HOWPA Organization Charter is adopted, the members of the Executive Board shall confirm all Principal Officers and Committee Chairs by simple majority vote. The initial term of the Principal Officers and Committee Chairs shall be in accordance with Section 4.1 of this Charter.

3.7 Resignation from Office: Any member of the Executive Board may resign his or her position at any time by submission of the resignation, in writing, directed to the organization President. The Executive Board shall act to accept the written resignation at the next regularly scheduled meeting of the Executive Board. Acceptance of the resignation shall be made by simple majority vote of the Executive Board.

3.8 Removal from Office: Any member of the Executive Board may be removed from his or her office, with cause, by the affirmative vote of a majority of the members of the Executive Board entitled to vote for the election of such office,

such vote to be taken at a special meeting of the members of the Executive Board of HOWPA called especially for that purpose.

4. Elections And Terms of Office

4.1 Initial Elections and Terms of Office: In accordance with Sections 3.1 and 3.3 above, Principal Officers and Committee Chairs shall be confirmed at the inaugural meeting of the Executive Board. The term of office for the inaugural Executive Board shall expire according to the following schedule:

4.2 President: The President shall serve from the date of the initial Executive Board confirmation through December 31, 2026.

4.3 Vice President: The Vice President shall serve from the date of the initial Executive Board confirmation through December 31, 2025.

4.4 Secretary: The Secretary shall serve from the date of the initial Executive Board Confirmation through December 31, 2024.

4.5 Treasurer: The Treasurer shall serve from the date of the initial Executive Board confirmation through December 31, 2026.

4.6 Committee Chairs: Committee Chairs shall serve from the date of the initial Executive Board confirmation through December 31, 2024.

4.7 Non-Compulsory Youth Member: Non-Compulsory Youth Member shall serve from the date of the initial Executive Board confirmation through December 31, 2024.

4.8 Subsequent Election of Principal Officers: After the initial term of office, all Principal Officers of HOWPA shall serve for a term of three years.

4.9 Subsequent Election of Committee Chairs: Subsequent to the initial term of office, Committee Chairs shall serve for a term of one year.

4.10 Subsequent Election of Non-Compulsatory Youth Member: Subsequent to the initial term of office, Non-Compulsory Youth Member shall serve for a term of one year.

4.11 Terms of Office: All Executive Board members shall be elected to serve beginning on January 1 and ending on December 31.

4.12 Candidates and Elections: The President shall be responsible to present a slate of candidates eligible for election to the Executive Board at the regularly scheduled November meeting. If the election of officers cannot be held at the November meeting, then such election shall be held at a special meeting of the Executive Board to be scheduled as soon thereafter as may be convenient. Each officer shall hold office until his or her successor has been duly elected or until his or her death, resignation or removal from office. Prior to the end of the calendar year, the Executive Board shall present the slate of upcoming Principal Officers and Committee Chairs to the HOWPA membership in the most convenient way possible.

4.13 Removal from or Resignation from Office: Any Principal Officer or Committee Chair may be removed from office for any reason, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. Any officer may resign at any time by giving written notice to President of the organization. Any such resignation shall take effect at the time the notice of resignation is delivered, unless the notice identifies a specific effective date.

4.14 Board Vacancies: Any vacancy of any Principal Officer or Committee Chair created due to death, resignation, removal, disqualification, or any other reason shall be filled by the Executive Board for the unexpired term as soon as

possible. A vacancy in any other office, as created under Section 4.13 of this Charter, because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term. Any person elected or appointed to fill any vacancy of any Principal Officer, Committee Chair, or other office pursuant to this section shall be elected for the unexpired term of his or her predecessor in office and shall remain in that position until re-election or the election of his or her successor.

5. Organization Business

5.1 Regular Meetings: The President of HOWPA shall have the power to set the time, date, and location of all meetings, regular or otherwise, of the Executive Board and the general membership of HOWPA. Any member of the Executive Board may call for, by resolution the time, date and place for a regular meeting of the Executive Board without notice other than by passage of such resolution. Any general member of HOWPA may request the scheduling of a regular meeting of HOWPA members as long as the request is made in writing, submitted to a member of the Executive Board, and allows the scheduling of such meeting to be in a timely manner.

5.2 Special Meetings: The President of HOWPA shall have the power call and to set the time, date, and location of any special meeting of the Executive Board. Any member of the Executive Board may also call for by resolution a special meeting of the Executive Board. Such resolution shall include the reason, a proposed time, date and place for a special meeting or meetings of the Executive Board. Establishment of the special meeting may be made without notice other than by passage of such resolution.

5.3 Meeting Quorum: Except as otherwise provided by law or by this Charter, a majority of the number of members as set forth in Section 3.4 of this Charter, shall constitute a quorum for the transaction of business at any meeting of the Executive Board. However, a majority of the members present, in person or virtually, though less than such quorum, may adjourn the meeting with an allowance that such meeting be rescheduled in a timely manner. If a quorum is present at any meeting, the affirmative vote of the majority of the members present shall be binding unless a greater number is required by law or by this document.

5.4 Conduct of Meetings: The President, or in the absence of the President, the Vice President or any other officer chosen by simple majority of Executive Board members present, shall call meetings of the Executive Board to order and shall act as Chairman of the meeting. The Secretary shall act as secretary to record the minutes of all meetings of the Executive Board. In the absence of the Secretary, the presiding chairman may appoint any other person present to act as secretary of the meeting. Roberts Rules Of Order shall be utilized in the conduct of all meetings.

5.5 Voting Rights: Each member of the Executive Board shall be entitled to one (1) vote upon any matter submitted to a vote of the Executive Board even if one or more of the Executive Board members hold or holds multiple positions on the Executive Board. Other than the Executive Board, the members of HOWPA shall have no voting rights or authority. The results of any voted decision shall be administered by the Executive Board.

5.6 Vacancies: Any vacancy that occurs on the Executive Board, including a vacancy created by an increase in the number of members of the Executive Board, shall be filled at the next succeeding Executive Board meeting by the affirmative vote of a majority of the members then in office and present. Any officer elected to fill such a vacancy shall be elected for the unexpired term of his or her predecessor.

5.7 Action Without Meeting: Any action required or permitted by this Charter or any provision of law to be taken by the Executive Board at a meeting or by resolution may be taken without a meeting if a consent in writing (digital acceptable), setting forth the action so taken, shall be signed by all of the members then in office.

5.8 Indemnity of Officers: The officers and members of the association shall be indemnified as provided by Wisconsin Statutes.

5.9 Meeting Attendance: Attendance at any meeting of HOWPA is acceptable either in person or virtually.

6. Conflicts Of Interest

6.1 Conflict Defined: A *conflict of interest* is considered to exist when the interests or activities of any member, Principal Officer, or Committee Chair is perceived as competing with the interests or activities of HOWPA, the duties established for the Principal Officer, Committee Chair, or member, or if a financial or other material gain as a result of a direct or indirect relationship or involvement in HOWPA.

6.2 Disclosure Required: Any possible conflict of interest shall be disclosed to the Executive Board by the person concerned or any member having specific knowledge of the conflict of interest as soon as possible.

6.3 Abstinence From Vote: When any conflict of interest is relevant to a matter requiring action by the Executive Board, the interested person shall call it to the attention of the Executive Board, preferably in writing, or its appropriate committee and such person shall not vote on the matter; provided, however, any member disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Executive Board.

6.4 Absence from Discussion: Unless requested to remain present during the meeting, the person having the conflict shall retire from the session in which the Executive Board is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Executive Board with any and all relevant information and facts.

6.5 Minutes: The minutes of the meeting of the Executive Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote, and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person concerning whose situation the doubt has arisen.

7. Contracts And Finances

7.1 Contracts: The Executive Board, and only the Executive Board may authorize any officer or officers, agent, or agents, member or members to enter into any contract or to execute any contract, or to deliver any instrument in the name of and/or on behalf of HOWPA. Such authorization may be general or confined to specific instances or items. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by HOWPA shall be executed in the name of the association by the President and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

7.2 Loans: No indebtedness for borrowed money shall be contracted or construed on behalf of the association and no evidences of such indebtedness shall be issued in the name of HOWPA unless authorized by or under the authority of a resolution of the Executive Board. Any such authorization(s) may be general or confined to specific instances or items.

7.3 Distributions: All checks, drafts or other instruments for the payment of money, notes, or other evidence of indebtedness issued in the name of HOWPA shall be signed by the President, Vice President or Treasurer of the organization. All distributions shall be monitored by the HOWPA Executive Board. The Facilities Committee shall insure that all fund distributions are used for the intended and proper use by recipients.

7.4 Deposits: All funds of HOWPA not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, financial institutions, trust companies or other depositories as may be selected by or under the authority of a resolution of the Executive Board. All deposits shall be made by the President, Vice President or Treasurer. All deposits shall be monitored by the HOWPA Executive Board.

7.5 Contributions, Gifts, Bequests, or Devices: Financial support of HOWPA may derived from gifts, contributions, grants, bequests or other financial devices. The President may approve contributions up to $5,000 without prior approval from the Executive Board. The Executive Board may accept on behalf of the association any contribution, gift, bequest, or device for the general purposes or for any special purpose of HOWPA. The HOWPA Executive Board shall be monitored by HOWPA Executive Board.

7.6 Special Funds: If deemed necessary or advisable by the Executive Board, special funds may be raised by the organization.

7.7 Earnings: No part of the net earnings of the association shall inure to the benefit of, or be distributed to its officers, or any other private individual, except that the Executive Board is empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Charter.

8. Ad Hoc Groups

8.1 Appointment: The Executive Board may from time to time appoint any ad hoc groups it deems necessary to properly carry out the business of HOWPA, and shall affix the number of members, the terms of office, and duties of the respective members provided. However, any such ad hoc group shall have a minimum of three (3) members. These ad hoc groups are to be used to research and/or study specific aspects or features of the operation of HOWPA. It is the duty of such ad hoc group(s) to make recommendations to the Executive Board for action, as needed.

8.2 Qualification: The Executive Board shall appoint as members of such ad hoc groups any persons felt best qualified by the Executive Board to serve on the specified ad hoc group(s). The Executive Board shall designate one of the members of each such ad hoc group as its chairperson for such period of time as shall be established or revised, from time to time, by the Executive Board. Any such ad hoc group may be discharged at any time by the Executive Board from further consideration of any matter previously submitted to it for study.

9. Non-Discrimination, Amendments, Dissolution of the Organization

9.1 Non-Discrimination: Members of HOWPA shall not discriminate on the basis of age, disability, religion, sexual orientation, gender identity, race, color, national or ethnic origin in administration of its purposes as set forth in this document.

9.2 Amendments: This Charter may be amended, altered, repealed and/or have new sections added as may be adopted by affirmative vote of a majority of the members of the Executive Board.

9.3 Dissolution: In the event of voluntary or involuntary dissolution or liquidation of HOWPA, any remaining operating fund assets of the organization shall be distributed to or for the benefit of any non-profit organization or organizations as deemed appropriate by the HOWPA Executive Board.