

NWBA Bylaws
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**BYLAWS
OF THE
NATIONAL WHEELCHAIR BASKETBALL ASSOCIATION**

ARTICLE ONE

Name

Section 1.1: Name.

The name of the corporation shall be the National Wheelchair Basketball Association, Inc. (referred to in these Bylaws as “NWBA”). The NWBA may establish such acronyms or abbreviations as may be appropriate for business use, and may establish any logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2: Non-profit Status.

The NWBA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Illinois. The NWBA shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of wheelchair basketball. The NWBA shall operate and shall maintain a tax-exempt status in accordance with section 501(c) (3) of the Internal Revenue Code.

ARTICLE TWO

Office

Section 2.1: Business Offices.

The principal office of the NWBA shall be in Colorado Springs, Colorado. The NWBA may at any time and from time to time change the location of its principal office. The NWBA may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of the NWBA may require.

ARTICLE THREE

Mission

Section 3.1: Mission Statement.

In its pursuit of excellence, the National Wheelchair Basketball Association provides persons with physical disabilities the opportunity to play, learn and compete in the sport of wheelchair basketball.

ARTICLE FOUR
Core Values and Purposes

Section 4.1: Core Values.

The core values of the NWBA are:

- 1) To value unequivocal excellence in all aspects of the organization.
- 2) To strive for excellence with integrity and respect.
- 3) To recognize the rich tradition of the NWBA as a solid foundation.
- 4) To celebrate the development of the membership of the organization and the community.
- 5) To embrace the pursuit of competitive excellence.

Section 4.2: Purposes.

The purposes of the NWBA are:

- 1) To establish strategic plans and national goals for the promotion and continued growth of the sport of wheelchair basketball, and for participation and competition at all levels.
- 2) To act as the national governing body for the sport of wheelchair basketball in the United States and to be recognized as such by national and international sports organizations; also, to act as the governing body for the interpretation, standardization, and enforcement of wheelchair basketball, and its rules and regulations.
- 3) To protect the interests of the NWBA membership:
 - a. By creating a fiscally stable environment and ensuring sound financial decisions.
 - b. By establishing governance best practices.
 - c. By creating and maintaining a professional, effective, and efficient management structure and environment.
 - d. By ensuring good communications with all NWBA constituencies.
 - e. By ensuring national competitive excellences through the development of players, coaches, and teams.
 - f. By ensuring international competitive excellence, including sanctioning international amateur athletic competition in wheelchair basketball and by allowing member teams and athletes to compete in sanctioned competitions.
 - g. By ensuring adequate resource development by identifying, increasing, and acquiring revenue streams.
 - h. By fostering, celebrating, and augmenting the NWBA tradition.

- i. By creating comprehensive and effective compliance and monitoring programs to promote knowledge of and adherence to USOC, IWBF, federal, state, and other applicable agencies' rules and laws.

ARTICLE FIVE **Membership**

Section 5.1: Types of Membership

There shall be two types of NWBA membership:

A. Active Members (Voting)

Any group of individuals organized as a team or club for the purpose of playing wheelchair basketball, which accepts and observes the principles of, and functions in accordance with, the Bylaws of the NWBA, is eligible for active membership.

1. As a condition of membership, active members and their players and staff agree to establish and maintain high standards of eligibility, ethical conduct, and fair play. In particular:
 - a. All members will adhere to the NWBA Code of Conduct and the NWBA Code of Ethics.
 - b. All players will be persons with physical disabilities resulting in at least some functional limitations of the lower extremities, who meet the NWBA player eligibility rules and policies.
2. Active members shall have voting privileges through their chosen representatives at the NWBA Annual Assembly.

B. Active Members (Non-Voting)

Any person or i.e. historical participants, whether athlete or coach, or a current athlete or coach, who pays dues, but is not affiliated with a team. MUST pay dues (think Tim Nugent)

C. Affiliate Members (Non-Voting)

1. Affiliate members will include those who seek to support the mission, purpose, and programs of the NWBA.
2. Affiliate members shall be composed of individuals and organizations.

3. Affiliate members shall not have voting privileges, but may participate in the Annual Assembly general session.

ARTICLE SIX **Dues and Player Eligibility**

Section 6.1: Membership Requirements and Dues

Membership in the NWBA is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the prorating or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 6.2: Suspension and Termination of Membership

The membership of any member may be terminated at any time with cause by the Board of Directors. A member shall have the right to a hearing prior to termination. Cause may be determined to be violations of the NWBA Code of Conduct, or repeated and/or egregious violations of NWBA rules and policies.

ARTICLE SEVEN **Board of Directors**

Section 7.1: General Powers

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the NWBA shall be governed by its Board of Directors.

Section 7.2: Function of the Board

The NWBA Board of Directors shall represent the interests of the wheelchair basketball community for the NWBA and its athletes by providing the NWBA with policy, guidance and strategic direction. The Board shall oversee the management of the NWBA affairs, and the Executive Director shall oversee the day-to-day management of the NWBA. The Board shall select a well-qualified Executive Director and empower the Executive Director to manage a staff-driven organization with effective Board oversight.

In addition, the Board performs the following specific functions, among others:

- 1) implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of the NWBA, and to evaluate Board performance;
- 2) selects, compensates, and evaluates the Executive Director and plans for management succession;
- 3) reviews and approves the NWBA's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- 4) sets policy and provides guidance and strategic direction to management on significant issues facing the NWBA;
- 5) reviews and approves significant corporate actions;
- 6) oversees the financial reporting process, communications with stakeholders, and the NWBA's legal and regulatory compliance program;
- 7) oversees effective corporate governance;
- 8) approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- 9) reviews and approves financial statements, annual reports, audit and control policies, and selects independent auditors;
- 10) monitors and properly protects the NWBA's assets;
- 11) monitors the NWBA's compliance with laws and regulations and the performance of its broader responsibilities;
- 12) ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
- 13) makes interpretations and decisions on matters not covered by the published NWBA rules and regulations and communicates those decisions to the NWBA membership;
- 14) presents an annual "State of the NWBA" report at the Annual Assembly.

Section 7.3: Diversity of Discussion

The NWBA's Board shall be sensitive to the desirability of diversity at all levels of the NWBA, including among the membership of the Board and among its athletes. The NWBA Board shall favor open discussion and favor the presentation of different views

Section 7.4: Qualifications

Each director of the Board of Directors must be twenty-five (25) years of age or older.

In addition, a director shall:

- a) have the highest personal and professional integrity,
- b) have demonstrated exceptional ability and judgment,
- c) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the NWBA,
- d) possess an understanding of athletic competition and the Paralympic ideals,

- e) have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, sport, and other challenges that face the NWBA.

Section 7.5: Composition.

The Board of Directors shall consist of between seven (7) and and thirteen (13) members, as follows:

- 1) Seven (7) directors will be elected by the voting membership at the Annual Assembly. At least two and no less than twenty (20) percent of these elected directors will be athlete representatives.
- 2) Up to six (6) additional At-Large directors may be elected by the elected board members. Each of the At-Large directors will serve a At least two of the At-Large directors should be from outside, and thus independent, of the NWBA organization.
- 3) The Executive Director of the NWBA shall also be considered a non-voting, ex officio member of the Board of Directors.

Section 7.6: Election of Board Members and Board Terms of Office.

The NWBA Board of Directors shall be elected as follows:

- 1) The initial Board shall be selected as follows:
 - a. Board Directors—all Board Directors shall be elected directly by the voting membership.
 - b. Athlete Directors—each Athlete Director shall be elected directly by the voting membership.
- 2) The initial Board shall serve staggered terms in the following manner:
 - a. Each of the Board Directors shall be elected for four-year terms.
 - b. One Athlete Director shall be elected for a four-year term.
 - c. All other Athlete Directors shall be elected for a two-year term.
- 3) Subsequent NWBA Boards of Directors shall be elected for full four year terms.

Section 7.7: Athlete Directors.

The designated Athlete Directors of the Board of Directors shall be rostered athletes on any active NWBA team. Each Athlete Director must have been rostered with an active NWBA team for at least the preceding five year period before his or her election to the Board of Directors.

Section 7.8: Appointment of Board of Directors Members.

The elected members of the Board of Directors may choose to appoint up to six additional Board of Directors members.

The appointed Directors shall serve two (2) year terms.

Additional one (1) year terms may be served at the pleasure of the elected members of the Board of Directors.

Section 7.9: Independence.

In order to maintain and ensure the independence of the Board of Directors, all members of the Board of Directors must be determined to have no material current relationship with the NWBA, either directly or through any organization that has a material relationship with the NWBA.

A director will be determined to meet the “*no material relationship*” standard if he or she:

- a) is not, and has not been, employed by the NWBA or any of its related parties at any time during the last two years;
- b) is not, and has not been, affiliated with any significant customer or supplier of the NWBA or its related parties at any time during the past two years;
- c) does not currently have, nor had, any personal service contracts with the NWBA, its related parties, or its senior management at any time during the past two years;
- d) is not, nor has been at any time during the past two years, affiliated with or employed by a present or former external auditor of the NWBA or auditor of any related party.

Section 7.10: Tenure.

The term of office for an elected director of the Board of Directors shall be four (4) years. A director shall hold office until the director’s successor is elected and qualified, or until the director’s earlier resignation, removal, incapacity, or death.

The term of office for an appointed director of the Board of Directors shall be two (2) years. A director shall hold office until the director’s successor is elected and qualified, or until the director’s earlier resignation, removal, incapacity, or death.

Section 7.11: Director Attendance.

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may

participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person.

Section 7.12: Director Access to Management and Outside Advisors.

The NWBA's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion and information resource, and shall also be available to Board directors outside of meetings. All Board director contact with members of the NWBA's management team, other than the Executive Director, outside of Board meetings, shall be directed to the Executive Director, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board directly of appropriate matters.

Section 7.13: Resignation, Removal and Vacancies.

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, or death. Any director shall resign at any time by giving written notice to the President of the NWBA, except the President's resignation shall be submitted to the entire Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Directors may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director).

Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election or appointment of the directors of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Upon notification of a vacancy in any elected Board of Directors position, the Board of Directors will appoint a replacement until an election to fill the unexpired term can be conducted at the next Annual Assembly (see Article Ten).

Similar rules will apply to resignations, removals, and vacancies in the office of President.

Upon notification of a vacancy in any appointed Board of Directors position, the Board of Directors will appoint a replacement at its pleasure.

Section 7.14: Regular and Special Meetings.

The NWBA's Board shall meet at regularly scheduled meetings at least two (2) times per year in person and two (2) times per year by phone, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year.

Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

One of the annual Board meetings shall be held in conjunction with the Annual Assembly.

Section 7.15: Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the President of the Board. Notice may be given either in writing or orally.

Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address.

Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. The method of notice need not be the same as to each director.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.16: Quorum.

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board, provided the notice requirements of Section 7.15 have been satisfied..

Section 7.17: Voting by Proxy.

No director may vote or act by proxy at any meeting of the NWBA Board of Directors.

Section 7.18: Presumption of Assent.

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting, or unless the director shall file a written dissent to such action with the Executive Director before the adjournment thereof or shall forward such dissent by registered mail to the Executive Director immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.19: Agenda.

The President, in consultation with the Executive Director and other Board Directors, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 7.20: Questions of Order and Board Meeting Leadership.

Questions of agenda order shall be decided by the President of the Board unless otherwise provided in advance by the Board of Directors. The President shall lead meetings of the Board. If the President is absent from any meeting of the Board, then the designated Vice President shall preside. If the Vice President is unable to make or the President has not made a designation of an alternative Board member to preside, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 7.21: Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 7.22: Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, the President of the Board, with the consent of a majority of the directors of the Board in attendance, may specifically designate and call an executive session if it is deemed appropriate:

- i. to exclude non-members at an open meeting for any reason, or

- ii. to consider and discuss matters relating to personnel, nominations, discipline, salary, litigation or other sensitive matter.

Section 7.23: Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on the NWBA's member website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

Section 7.24: Compensation.

Directors of the Board of Directors shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with the NWBA's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of the NWBA in any other capacity (except active athletes or coaches may receive standard payments for performing services as a coach and athletes may receive athlete support payments).

ARTICLE EIGHT
Officers

Section 8.1: Designation.

The officers of the NWBA shall be a President, a Vice President, a Treasurer, and a Secretary who shall be elected by the Board of Directors. The Chair of the Governance Committee shall be the elected Secretary, and the Chair of the Audit Committee shall be the elected Treasurer.

Section 8.2: Election.

The Board of Directors of the NWBA shall elect the Officers of President, Vice President, Treasurer, and Secretary at the first Board Meeting subsequent to the Annual Assembly.

Section 8.3: Authority and Duties of the President and Vice President.

The President of the NWBA shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or this document, except that in any event the President shall exercise such powers and perform such duties as may be required by law:

The President shall:

- i. set all meeting and meeting agendas,

- ii. make all committee appointments, with approval of the full board of directors, as provided in this document,
- iii. submit an annual report to the Board of Directors for inclusion in the Board of Director's annual "State of the NWBA" presentation to the Annual Assembly,
- iv. with approval of the Board, appoint Divisional Commissioners of the NWBA based on the recommendations of the specific division,
- v. with the approval of the Board, appoint Conference Commissioners of the NWBA based on the recommendations of the specific conference,
- vi. fulfill all other duties as provided in this document.

The Vice President(s) in the absence of the President or in the event of his/her inability or refusal to act (or in the event there is more than one Vice President, the Vice Presidents, in the order designated, or in the absences of any designation then in the order of their election), shall:

- vii. 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;
- viii. perform such other duties as from time to time may be assigned to him/her by the President of the Board of Directors.

Section 8.5: Restrictions.

Officers of the NWBA shall perform their functions with due care. No individual may serve simultaneously as an officer of the NWBA and as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

Section 8.6: Resignation, Removal and Vacancies.

An officer's position with the NWBA may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. In the event that the officer leaving is the President, the Vice President will serve as the interim President for the remainder of the term until the next annual meeting.

Section 8.7: Duties of the Secretary and Treasurer:

Treasurer

The Treasurer shall:

- i. in consultation with the members of the Audit Committee, review and recommend the independent auditors of the NWBA, review the report of the independent auditors and the management letter, and recommend action as needed,
- ii. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors,
- iii. perform such other duties as assigned by the Board of Directors.

Secretary

The Secretary shall:

- i. oversee the minutes of the proceedings of the Board,
- ii. ensure, in conjunction with the Executive Director, that all required notices are duly given in accordance with the provisions of these Bylaws or as required by law,
- iii. ensure, in conjunction with the Executive Director, oversight of the corporate records located at the corporate headquarters,
- iv. perform all duties incident to the office of Secretary,
- v. perform such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

ARTICLE NINE **Meetings**

Section 9.1: The NWBA Annual Assembly.

There shall be an NWBA Annual Assembly at which all individual and organization members and other NWBA constituencies in the United States wheelchair basketball family shall gather and provide input to the Board of Directors on important issues confronting the organization.

At the NWBA's Annual Assembly, the Board of Directors shall provide a report on the "*State of the NWBA.*" The Executive Director shall also provide a managerial report addressing issues of concern and importance to the NWBA. Individual and organization members and other constituencies may pose questions to the Board and Executive Director for response.

At the annual NWBA Assembly the voting membership of the NWBA shall elect new members of the Board of Directors as provided in these Bylaws.

At the annual NWBA Assembly the voting membership of the NWBA may amend these Bylaws as provided in Article Twenty of these Bylaws.

Section 9.2: Location of NWBA Annual Assembly.

The NWBA Annual Assembly shall be held in conjunction with a regularly scheduled Board of Director's meeting.

The Board meeting shall take place after the NWBA Annual Assembly. If practicable, the NWBA Annual Assembly meeting may also be held in conjunction with a major NWBA competition.

Section 9.3: Notice of NWBA Annual Assembly.

Notice of the NWBA Annual Assembly stating the place, date and time of the meeting shall be posted on the website of the NWBA and also be distributed to the membership by mail no fewer than ninety (90) days before the date of the meeting.

Section 9.4: Elections.

At least thirty (30) days prior to the scheduled Annual Assembly, the Governance Committee (see Article Ten of these Bylaws) shall submit a slate of nominees for Board offices to the Executive Director for publication and distribution to the voting membership of the organization.

The Governance committee shall submit all nominations received from the voting membership, as well as the nominations of the committee. Nominations for board offices shall be closed thirty days prior to the Annual Assembly and no nominations from the floor of the Annual Assembly shall be permitted, except in the circumstance where the Governance Committee fails to submit nominations for a particular Board office.

At the Annual Assembly, the chair of the Governance Committee, in conjunction with the Executive Director, shall prepare ballots for the voting membership which list all nominees by the Board office for which the candidates were nominated.

The chair of the Governance Committee, in conjunction with the Executive Director, shall also prepare ballots for any amendment issues that have been submitted as provided in Article Twenty of this document.

The voting membership shall cast their votes for all offices and all amendment issues on a single, secret ballot at the Annual Assembly, and the results shall be tabulated and announced immediately.

Voting members of the NWBA who cannot attend the Annual Assembly may alternatively request an absentee ballot from the Chair of the Governance Committee.

The request for an absentee ballot must be received at least thirty (30) days prior to the Annual Assembly. The completed absentee ballot must then be received by the Chair of the Governance at least five (5) days prior to the commencement of the Annual Assembly. Absentee ballots shall be tabulated at the same time as other ballots during the Annual Assembly.

ARTICLE TEN
Committees

Section 10.1: Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board.

The NWBA shall have at least the following standing committees: Governance Committee, Hall of Fame Committee, Audit Committee, Ethics Committee, and Judicial Committee.

- A. The President of the NWBA shall appoint the Chairperson of each committee. At least one (1) member of each committee will be an active player/athlete in the NWBA, whose name appears on an NWBA team roster.
- B. The President of the NWBA shall name such *ad hoc* committees and task forces as deemed necessary.
- C. All committee chairpersons shall serve at the pleasure of the NWBA President.
- D. The appointed Chair of the Audit Committee shall serve as Treasurer and the appointed Chair of the Governance Committee shall serve as Secretary.

Section 10.2: Assignments.

Committee assignments shall be made annually by the President. Assignments shall be made based on a combination of factors including each individual member's expertise, the interest in achieving a diversity of the membership of committees, and the needs of the NWBA.

Section 10.3: Committee Composition.

Membership on standing committees shall not exceed five (5) individuals.

NWBA committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on *ad hoc* committees and task forces shall not exceed five (5) individuals.

The President shall be an *ex officio* member of all committees, and not be included in maximum membership count.

Section 10.4: Athlete Representation.

All committees and task forces shall have at least twenty (20) percent athlete membership and voting representation so as to comply with the Ted Stevens Paralympic

and Amateur Sports Act and the USOC Bylaws. The athlete eligibility will be based on the stipulations of Article Five and Article Seven of this document.

Section 10.5: Tenure.

The term for all standing and *ad hoc* committee members shall be one (1) year. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of one (1) year.

Section 10.6: Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12)-month period.

Section 10.7: Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the President if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12)-month period, unless they are able to demonstrate that the presence of exigent circumstances caused and excused the absences.

Section 10.8: Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on the NWBA website.

Section 10.9: Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to members, and where appropriate, non-members.

However, in the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude non-members at an open meeting for any reason, then the chair may

- i. declare that the meeting is closed, or
- ii. convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter.

Section 10.10: Minutes of Meetings.

Each committee and task force shall take and maintain minutes of its meetings. Such minutes should be submitted to the Executive Director within 30 days of the meeting.

Section 10.11: Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with NWBA policies.

Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of the NWBA in any other capacity, provided the Board gives explicit approval.

Section 10.12: Ethics Committee.

The Ethics Committee shall be appointed and have the responsibilities as follows:

The President shall appoint the chair of the Ethics Committee, who shall be a member of the Board of Directors. The chair of the Ethics Committee shall appoint the additional committee members.

The Ethics Committee shall:

- i. ensure that all members of the Board of Directors fulfill the requirements of independence as outlined in Section 7.9 of these Bylaws, especially regarding questions of “material benefit”,
- ii. report to the Board on all ethical issues,
- iii. develop and review, on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff, players, and member organizations for adoption by the Board,

- iv. generally administer and oversee compliance with the Code of Ethics,
- v. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board,
- vi. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and NWBA members,
- vii. perform such other duties as assigned by the Board.

Section 10.13: Judicial Committee.

The Judicial Committee shall be appointed and have the responsibilities as follows.

The President shall appoint the members of the Judicial Committee and its chair. No director of the Board shall be appointed to the Judicial Committee.

The Judicial Committee shall:

- i. generally administer and oversee all administrative grievances and right to compete matters filed with the NWBA,
- ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels,
- iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters,
- iv. perform such other duties as assigned by the Board.

Section 10.14: Governance Committee.

The Governance Committee shall be appointed by the President and have the responsibilities as follows:

- i. identify and evaluate prospective candidates for the Board,
- ii. nominate individuals to serve on the Board of Directors,
- iii. solicit nominations from the voting membership for potential members of the Board of Directors,
- iv. consult with the Ethics Committee to review the compliance of potential candidates with Section 7.9 of these Bylaws,

- v. present the voting membership with a slate of potential Board of Directors nominees at the NWBA Annual Assembly each year,
- vi. establish procedures for monitoring and evaluating the Executive Director.
- vii. accept and evaluate proposed changes to the NWBA rules and regulations and make recommendations for changes to the Board of Directors,
- viii. in conjunction with the President, provide rules interpretations and clarifications as required,
- ix. provide guidance and oversight to NWBA staff regarding publication and distribution of NWBA rules and regulations.

Section 10.15: Hall of Fame Committee.

The Hall of Fame Committee shall be appointed by the President and have the responsibilities as follows:

- i. solicit and receive nominations from the membership for Hall of Fame designees,
- ii. make selections from nominees based on NWBA Hall of Fame criteria,
- iii. serve as the NWBA liaison with the National Basketball Hall of Fame.

Section 10.16: Audit Committee.

The Audit Committee shall be appointed by the President.

All members of the Audit Committee shall be members of the Board of Directors. At least one member of the Audit Committee shall be an independent At-Large director.

The Audit Committee shall have the responsibilities as follows:

- i. recommend the independent auditors of the NWBA, review the report of the independent auditors and management letter, and recommend action as needed,
- ii. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors,
- iii. perform such other duties as assigned by the Board of Directors.

ARTICLE ELEVEN
Divisions

Section 11.1: Definition.

A Division is an organizational group of six (6) or more NWBA active teams established to promote and administer competition in the U.S. Divisions will be established when a subgroup of six (6) or more of the NWBA member teams choose to affiliate to compete with other teams with similar characteristics or purpose (i.e., gender, age, level of competition, educational affiliation).

Section 11.2: Administration.

The Divisions shall be governed and administered by a Division Committee, elected by the voting membership of the particular Division, and by a Division Commissioner, appointed by the President of the Board of Directors.

The Divisions will be administered in accordance with these NWBA Bylaws. At no time will a Division establish regulations or policies that are inconsistent with the NWBA Bylaws.

Section 11.3: NWBA Divisions.

All Active NWBA teams shall participate in a designated and approved NWBA Division.

Section 11.4: Division Committees.

The composition of each Division Committee shall be determined by the voting membership of each individual Division.

Section 11.5: Division Commissioners.

Division Commissioners shall be appointed by the President of the Board of Directors and shall serve at the pleasure of the President of the Board of Directors.

Division Commissioners shall administer the rules and regulations of the NWBA, and in particular:

- i. make, enforce, and communicate decisions based upon interpretations of the Bylaws, and rules and regulations established by the NWBA,
- ii. keep the Board of Directors apprised of decisions made and interpretations rendered,
- iii. maintain, record, and distribute administrative forms, proceedings, correspondence and other materials relating to competition and player eligibility,

- iv. submit an annual report to the President for inclusion in the President's annual report to the Board of Directors,
- v. other duties as assigned by the President of the Board of Directors.

ARTICLE TWELVE
Executive and Management Staff

Section 12.1: Designation.

The NWBA shall have an Executive Director who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Executive Director shall not be a voting director of the Board.

The Board shall hire and oversee the Executive Director, who shall be responsible for all staff functions.

The Executive Director shall oversee the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of the NWBA.

Section 12.2: Responsibilities.

The Executive Director shall, either directly or by delegation:

- i. manage all staff functions,
- ii. determine the size and compensation of, hire and terminate the professional staff in accordance with the NWBA compensation policies and guidelines (established by the Board), to effectively accomplish the NWBA's mission, goals, and objectives, within the NWBA's budget,
- iii. develop a strategy for achieving the NWBA's mission, goals and objectives and present the strategy for approval by the Board,
- iv. be responsible for resource generation and allocation and allocation of those resources,
- v. coordinate international activities of the NWBA,
- vi. in conjunction with the President of the Board of Directors, act as the NWBA's spokesperson,

- vii. serve as director of basketball operations for the NWBA, and as such, serve as a technical advisor and resource person to the NWBA,
- viii. prepare and submit quadrennial and annual budgets to the Board for approval,
- ix. convene, as necessary, working groups to assist in examining issues identified by management,
- x. perform all functions as usually pertain to the office of Executive Director,
- xi. perform all other duties as assigned by the Board of Directors.

Section 12.3: Secretary General.

The Executive Director shall serve as Secretary General of the NWBA and in that capacity shall represent the NWBA in relations with the international sports federation for wheelchair basketball recognized by the International Paralympic Committee and at international wheelchair basketball functions and events.

ARTICLE THIRTEEN
Grievance Procedures

Section 13.1: Designation of Complaints.

The following kinds of complaints may be filed with the NWBA:

Administrative Grievance

The NWBA or any member of the NWBA may file a complaint pertaining to any matter within the cognizance of the NWBA, including but not limited to any alleged violation of or grievance concerning:

- i. any NWBA rule or regulation,
- ii. any provision of the NWBA Bylaws, or
- iii. any provision of the Ted Stevens Paralympic and Amateur Sports Act relating to the NWBA's recognition as a National Governing Body.

Right to Compete

Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to compete in a NWBA sanctioned competition.

Section 13.2: Manner of Filing.

The complainant shall file the complaint with the Judicial Committee.

The complaint shall set forth in clear and concise language, preferably in numbered paragraphs:

- i. the alleged violation, grievance, denial or threat to deny, and
- ii. the remedy requested.

Section 13.3: Filing Fee.

A complaint filed by an individual shall be accompanied with a filing fee established by the NWBA Board of Directors in the Policies and Procedures of the organization. The fee shall be reasonable and consistent with principles of fairness and equity, and not prohibitive.

A complaint filed by an organization shall be accompanied with a filing fee established by the NWBA Board of Directors in the Policies and Procedures of the organization, except that the NWBA is not required to pay a filing fee.

Successful grievances shall have the entire filing fee returned.

The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

Section 13.4: Statute of Limitations.

A complaint filed under these Bylaws shall be filed within ninety (90) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

Section 13.5: Field of Play Decisions.

The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be eligible for appeal through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is:

- i. outside the authority of the referee to make, or
- ii. the product of fraud, corruption, partiality or other misconduct of the referee.

For purposes of this Section, the term “referee” shall include any individual with discretion to make field of play decisions.

Section 13.6: Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with the NWBA.

The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner.

The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with the NWBA.

Section 13.7: Hearing Panel.

Upon the filing of a complaint, the President of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members may also be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of the NWBA or involved in the sport of wheelchair basketball.

Section 13.8: Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters pertinent to the proceeding. If the complaint is not dismissed, the panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 13.9: Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that

compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 13.10: Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint.

The hearing panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, that individual shall also be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 13.11: Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 13.12: Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

ARTICLE FOURTEEN
Recognition as Paralympic Sport Organization

Section 14.1: Recognition as a Paralympic Sport Organization.

The NWBA shall seek and attempt to maintain recognition by the United States Olympic Committee as the Paralympic Sport Organization for the sport of wheelchair basketball in the United States.

In furtherance of that purpose, the NWBA shall comply with the requirements for recognition as a Paralympic Sport Organization as set forth in the Ted Stevens

Paralympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time.

In fulfilling those requirements the NWBA shall:

- i. be a member of only one (1) international sports federation, which is recognized by the International Paralympic Committee as the worldwide governing body for the sport of wheelchair basketball;
- ii. be autonomous in the governance of the sport of wheelchair basketball by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- iii. maintain the managerial and financial competence and capability to establish national goals for wheelchair basketball relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the Paralympic Sport Organization for the sport of wheelchair basketball;
- iv. provide for individual and organizational membership;
- v. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in athletic competition in wheelchair basketball within the preceding five (5) years, and ensures that the membership and voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors;
- vi. provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of wheelchair basketball, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of wheelchair basketball in the United States;
- vii. be governed by a diverse Board of Directors whose members are selected without regard to disability, race, color, religion, national origin, sex or sexual orientation, with reasonable representation on the Board of both males and females;
- viii. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in wheelchair basketball competitions

without discrimination on the basis of disability, race, color, religion, age, sex, national origin, or sexual orientation;

- ix. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;
- x. provide procedures for the prompt and equitable resolution of grievances of its members;
- xi. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- xii. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a Paralympic Sport Organization, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in wheelchair basketball, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Paralympic and Amateur Sports Act;
- xiii. perform all other obligations and duties imposed by the Ted Stevens Paralympic and Amateur Sports Act and by the USOC on a Paralympic Sport Organization.

ARTICLE FIFTEEN **Sanctioning Events**

Section 15.1: Prompt Review of Request.

The NWBA shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request:

- i. to hold an international or national amateur athletic competition in the United States, or
- ii. to sponsor United States wheelchair basketball athletes to compete in an international athletic competition held outside the United States.

Section 15.2: Standard for Review.

If the NWBA, as a result of its review:

- i. does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States wheelchair basketball, and
- ii. confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws,

then the NWBA shall grant the sanction requested by the amateur organization or person.

Section 15.3: Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- i. must submit, in the form required by the NWBA, an application to hold such competition;
- ii. must pay to the NWBA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- iii. must submit to the NWBA an audited or notarized financial report of similar events, if any, conducted by the organization or person;
- iv. demonstrates that appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
- v. demonstrates that appropriate provisions have been made for validation of records which may be established during the competition;
- vi. demonstrates that due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
- vii. demonstrates that the competition will be conducted by qualified officials;
- viii. demonstrates that proper medical supervision will be provided for athletes who will participate in the competition; and
- ix. demonstrates that proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 15.4: Requirements for Sponsoring United States Wheelchair Basketball Athletes to compete in an International Athletic Competition held outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States wheelchair basketball athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- i. submits, in the form required by the NWBA, an application to hold such competition;
- ii. pays to the NWBA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- iii. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- iv. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
 - a. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - b. appropriate provision has been made for validation of records which may be established during the competition;
 - c. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - d. the competition will be conducted by qualified officials;
 - e. proper medical supervision will be provided for athletes who will participate in the competition; and
 - f. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE SIXTEEN
Records of the Corporation

Section 16.1: Minutes.

The NWBA shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

Section 16.2: Accounting Records.

The NWBA shall maintain appropriate accounting records.

Section 16.3: Membership List.

The NWBA shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by category.

Section 16.4: Records In Written Form.

The NWBA shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 16.5: Website.

The NWBA shall maintain a membership website for the dissemination of information to its members. NWBA shall publish on its membership website:

- i. its Bylaws;
- ii. the NWBA's rules and regulations
- iii. a procedure for communicating with the Board of Directors regarding accounting, internal accounting controls, or audit-related matters,
- iv. its most recent annual financial statement, and
- v. its most recent 990 form filed with the Internal Revenue Service

So as to facilitate the ability of interested parties to communicate their concerns or questions, the NWBA shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

Section 16.6: Records Maintained at Principal Office.

The NWBA shall keep a copy of each of the following records at its principal office:

- i. the articles of incorporation;
- ii. these Bylaws which shall govern the conduct of the NWBA, the NWBA's Board and Committees and the NWBA's members ;
- iii. rules and regulations that govern the technical conduct of Wheelchair Basketball's events in the United States as the NWBA Board determines is appropriate in their sole discretion;
- iv. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- v. all written communications within the past three (3) years to the members generally as the members;
- vi. a list of the names and business or home addresses of the current directors and officers;
- vii. a copy of the most recent corporate report delivered to the secretary of state of the state of corporate registry;
- viii. all financial statements prepared for periods ending during the last three (3) years;
- ix. the NWBA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- x. all other documents or records required to be maintained by the NWBA at its principal office under applicable law or regulation.

Section 16.7: Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

A. Records Maintained at Principal Office

A member shall be entitled to inspect and copy (at member's expense), during regular business hours at the NWBA's principal office, any of the records of the NWBA described in Section 17.6., provided that the member gives the NWBA written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

B. Financial Statements

Upon the written request of any member, the NWBA shall mail to such member the most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

C. Membership List

Preparation of Membership Voting List: After determining the members entitled to vote in an election the NWBA shall prepare an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.

D. Right of Inspection

A member shall be entitled to inspect and copy, during regular business hours at the NWBA's principal office, a list of members who are entitled to vote in an election, provided that

- i. the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy,
- ii. the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member,
- iii. the member gives the NWBA written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list,
- iv. the member describes with reasonable particularity the purpose for the inspection, and
- v. the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by the NWBA limiting the use of such list in accordance with Section 17.7.c.3.

E. Limitation on Use of Membership Voting List:

Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be:

- i. used to solicit money or property;

- ii. used for any commercial purpose; or
- iii. sold to or purchased by any person.

F. Scope of Members' Inspection Rights

- i. Agent or Attorney: The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
- ii. Right to Copy: The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
- iii. Reasonable Charge for Copies: The NWBA may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
- iv. Litigation: Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with the NWBA, or the power of a court to compel the production of corporate records for examination.

ARTICLE SEVENTEEN
Code of Ethics

Section 17.1: Code of Ethics.

The NWBA shall adopt a Code of Ethics and an Ethics and Conflicts of Interest Policy (the "Code") applicable to all NWBA, employees, Board Directors, committee members, and volunteers. The Code shall be approved by the USOC, if necessary for NGB determination. Each NWBA employee and volunteer shall annually certify compliance with the Code.

ARTICLE EIGHTEEN.
Fiduciary and Financial Matters

Section 18.1: Indemnification.

The NWBA shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with the NWBA, unless such claims, charges

and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 18.2: Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties:

- i. in good faith,
- ii. with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and
- iii. in a manner the director or officer reasonably believes to be in the best interests of the NWBA.

Section 18.3: Conflicts of Interest.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving the NWBA, or has an interest adverse to the NWBA's business affairs, or has any other business interest in the sport governed by the NWBA and that individual is in a position to influence a determination with regard to the contract, transaction, business affair, or business interest, such individual shall:

- i. disclose the conflict of interest,
- ii. not participate in the evaluation of the contract, transaction, business affair, or decision that affects the business interest and
- iii. not vote on the contract, transaction, business affair, or decision that affects the business interest.

Section 18.4: Prohibited Loans.

No loans shall be made by the NWBA to the President of the Board, to any director of the Board, or to any committee or task force member or to any NWBA employee.

Any President, director, committee or task force member or NWBA employee, who assents to or participates in the making of any such loan, shall be liable to the NWBA for the amount of such loan until it is repaid.

Section 18.5: Fiscal Year.

The fiscal year of the NWBA shall begin on the first day of January and end on the last day of December in each year. Upon transitioning from its previous fiscal year, the NWBA will retroactively apply the calendar year for that year.

Section 18.6: Budget.

The NWBA shall have an annual budget.

Section 18.7: Audit.

Each year the NWBA shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee.

The Audit Committee shall provide the auditors report to the Board of Directors upon completion.

Section 18.8: Individual Liability.

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of the NWBA pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 18.9: Irrevocable Dedication and Dissolution.

The property of the NWBA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the NWBA shall inure to the benefit of private persons. Upon the dissolution or winding up of the NWBA, its assets remaining after payment, or provision for payment, of all debts and liabilities of the NWBA, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code, as amended.

ARTICLE NINETEEN
Miscellaneous Provisions

Section 19.1: Severability and Headings.

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

Section 19.2: Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

ARTICLE TWENTY **Amendment of the Bylaws**

Section 20.1: Amendments.

These NWBA Bylaws may be amended at the NWBA Annual Assembly by a two-thirds (2/3) majority of the voting membership present and voting provided that the proposed amendment is submitted in writing to the Executive Director and the chair of the Governance Committee at least ninety (90) days preceding the annual meeting.

Upon receipt of a properly submitted amendment proposal:

- i. the staff of the NWBA, with the oversight of the Board of Directors, shall electronically mail a copy of the proposed amendment to all active members of the NWBA at least sixty (60) days before the annual meeting,
- ii. a copy of the proposed amendment shall be posted on the NWBA website (www.NWBA.org) not later than sixty (60) days before the annual meeting, and
- iii. all amendments, unless otherwise specified, shall become effective 30 days following adoption at the NWBA Annual Assembly.

ARTICLE TWENTY ONE **Effective Date and Transition Process**

Section 21.1: Effective Date and Election/Selection of Board of Directors

These amended Bylaws shall become effective when adopted by the voting membership.

Section 21.2 Transitional Board of Directors

Upon the adoption of these amendments and Bylaws, by the voting membership of the NWBA, the elected and appointed officers shall serve as the “transitional” Officers until the Board of Directors’ mid-year meeting, which will take place in June 2014. At the mid-year meeting all officer positions will be “vacated” and the offices of the President, Vice President, Secretary, and Treasurer will be elected by the Board of

Directors. The election of the officers and the terms of each officer will be compliant with Section 8.2 of these amended Bylaws.

Section 21.3: Implementation of Provisions

To the maximum extent practicable, the Board of Directors will implement the provisions of the amended Bylaws during the transitional period prior to the election of the new officers at the Board of Directors' mid-year meeting.