



USOPC Membership Application

National Wheelchair Basketball Association Membership Application

PREPARER:	REVIEWER:	DUE DATE:	
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SUBMITTED BY:	SUBMITTED DATE:	CERTIFIED BY:	CERTIFIED DATE:
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Introduction & Instructions

Welcome to the online application for membership in the USOPC as an Olympic Sport Organization, Pan American Sport Organization, or Paralympic Sport Organization all collectively referred to as a National Governing Body (NGB).

Please see the document attached outlining all required documents and questions to be answered within this system. Additionally, the overview of the recognition process, including NGB requirements and support is attached.

Thank you in advance for taking the time and effort to complete the application process. We look forward to working with you throughout this process.

If needed, please find helpful instruction videos at the link below for your reference.

SECTION 1: REQUIRED ATTACHMENTS

Please provide the following attachments. If your organization does not have one of the listed required documents, please upload an explanation as to why your organization does not have the document, why it may not be relevant and/or the steps to which your organization is taking in order to obtain the document.

1. Bylaws

1 file(s) attached:
NWBA Bylaws.pdf

2. Articles of Incorporation

1 file(s) attached:
Articles of Incorporation.pdf

3. Code of Conduct(s)

1 file(s) attached:
Code of Conduct.pdf

4. Grievance Procedures, if separate from Bylaws

1 file(s) attached:
NWBA Bylaws.pdf

5. Most recent IRS Form 990

1 file(s) attached:

2019 IRS Form 990.pdf

6. Most recent Audited Financial Statements with management letter

2 file(s) attached:

NWBA FIN STMTS 12-31-19 - FINALIZED.pdf

NWBA REC LTR 12-31-19 - FINALIZED.pdf

7. Organizational Structure of the Board of Directors with corresponding names and designated positions (e.g. Athlete Representative, Independent Director).

1 file(s) attached:

Organizational Structure of Board of Directors (1).pdf

8. Organizational Chart of Staff

1 file(s) attached:

Organizational Chart of Staff.pdf

9. Organizational Chart of members, clubs, state organizations, regions, etc.

1 file(s) attached:

Organizational Chart of members clubs state organizations regions.pdf

10. List of Committees

1 file(s) attached:

List of Committees.pdf

11. Criminal Background Check Policy

1 file(s) attached:

NWBA Policies and Procedures.pdf

12. Athlete Safety Policy

3 file(s) attached:

2020_Minor_Athlete_Abuse_Prevention_Policies (1).pdf

Concussion Safety.pdf

NWBA Policies and Procedures.pdf

13. Strategic Plan, or anticipated Strategic Plan

1 file(s) attached:

NWBA Strategic Planning Draft Final.docx

SECTION 2: GENERAL QUESTIONS

14.

Explain why your Sports Organization desires to become a member of the USOPC and indicate the benefits that your organization can bring to the USOPC as a member.

Response:

The NWBA, established 1949, is interested in remaining a member of the USOPC because of the synergistic benefits that we can have in the pursuit of our missions. In particular, the NWBA benefits with the opportunity to build our sports management and administration acumen, such that we can reach, develop and retain more people in the pursuit of our mission.

We also feel that we are better able to optimize our High Performance goals through this relationship. In so doing, we are able to help Team USA achieve more podium success in high profile world competitions. When we do so in Wheelchair Basketball, we are delivering success to one of the highest visibility Paralympic Sports.

15.

How many members does your organization have?

Response:

We have nearly 2,400 athletes and 600 non-athletes

16.

What is the mission statement of your organization?

Response:

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.

17. Have you reviewed, and will your organization comply with applicable anti-doping rules, policies and procedures?

Response:

Yes

18. Have you reviewed, and will your organization comply with applicable US Center for SafeSport requirements and USOPC Athlete Safety policies?

Response:

Yes

19.

Do you know of any other national sports organizations in the sport for which your organization is seeking membership? If so, please include details about the sport organizations involvement, along with the contact information.

Response:

The NWBA is unaware of any other national sports organization that is focused on the mission of the NWBA.

20.

Please provide information on your office facilities. Indicate whether your organization utilizes a home office, shares an office with another organization or has an office dedicated solely to your organization.

Response:

The NWBA National Office is located at 1130 Elkton Drive, Suite A; Colorado Springs, CO, 80907

The space utilized by the NWBA is fully dedicated to our organization. We rent a unit within a multi-unit commercial facility. Our unit includes a security system.

The NWBA CEO works virtually from Cleveland, OH (area). In a Non-COVID environment, this role travels extensively for programming, partner and donor meetings.

During COVID, tele-commuting has been more the norm than not. This has proven an ability to meet the needs of membership in either format

SECTION 3: SPORT PERFORMANCE QUESTIONS

21.

What does your high performance program look like?

Response:

Please reference our 2021 High Performance Plan (attached)

22.

If you hold a national championships for your sport, please explain the structure and the number of participants. If not, do you have plans to do so?

Response:

Annually, the NWBA hosts a National Tournament Series. We have 8 Divisions, each of which conducts a National Tournament

This series typically takes place in the March / April timeframe and is spread across multiple weekends

We typically host a 96 team combined youth and adult Championship weekend, which covers 3 distinct adult levels of play (each has 16 teams). There are two levels of Junior / Youth Championships (Grade School age and High School age). Both groups also have 16 invited teams, based on performance during the season. Lastly, we include 16 additional high school age Youth Teams for a National Invitational Tournament

We host a Women's Division National Tournament on its own weekend, as our women are allowed to play across multiple divisions to drive development of our female pipeline. The numbers fluctuate for this division, but on average in recent years this is a 10 team tournament

Lastly, we host an Intercollegiate Division Tournament, which hosts a championship for our Men's Teams and Women's Teams in the Intercollegiate Division. On average in recent years, this has been a 15 team tournament.

Our Divisional Leadership Teams have a role in defining the above structure, although final approval is made by NWBA Board of Directors.

Depending on the feedback, there can be changes to the format, although the intent of a championship for the various divisions will remain. The format (single elimination vs double elimination) can be influenced based on feedback

When you add the numbers of our Series, that equates to 120+ Teams; with a simple average of 10 athletes / team, that equates to a 1,200 athlete event series. Ticket sales are typically between 3,000-5,000

23. Do you have a national team?

Response:

Yes

Comment:

Yes, we have a Men's and Women's National Team. We also oversee the process for our U23 (Men) and U25 (Women) Teams.

More information can be found in our 2021 High Performance Plan (attached)

24.

Please describe your current method of how you select athletes to compete in international competitions.

Response:

Please see the enclosed 2020 Athlete Selection Procedures. They reflect how a typical selection process is designed and executed.

25.

What activities and programs do you support to help grow and promote your sport (grassroots)?

Response:

With the support of a USOPC American Development Model (ADM) and Coach Education grant, we are articulating our model for development within the NWBA.

This model will help our talent (athletes and coaches) understand a pathway for their desired level of progression

We are in the process of developing training materials that can be attached to the different stages

We are also using the Mobile Coach app to publish training tools for our athletes to learn the fundamentals of the game

A next phase activity for the ADM Committee is to define a camp / clinic structure to drive learning experiences, and coaching certification

There is no larger determinant to grassroots development than the effectiveness of our coaches. That will impact our ability to retain and attract talent in the game

An example of creative approaches to growing the sport is the CAF NWBA Training Zone, Presented by Nike

We leveraged Mobile Coach and developed tools that are designed for all levels of talent (novice to expert), such that they can train virtually

This removes the financial barriers that typically hinder people from participating

We've also launched a Webinar Series to help our member programs build their capabilities. With their feedback, we decided on topics and have been delivering on those. The first priority in growing the sport is not losing existing talent / teams.

We are slowly rebuilding our relationship with other stakeholders (e.g. NBA Naismith Hall of Fame), which will allow us to amplify information on our sport with the intent to bring more people into the game

26.

Please explain any future plans for your sport performance program.

Response:

Please reference 2021 High Performance Plan (attached)

27. Please attach any supporting documents that provide context for your sport performance program.

2 file(s) attached:

2020 BSK_P Athlete Selection Procedures Fully Executed.pdf

2021 NWBA High Performance Plan V7.docx

SECTION 4: REVIEW AND CERTIFICATION OF RESPONSES

28.

I certify that these answers accurately represent the current, or anticipated, state of the organization.

Name

Response:

Tina Cain

Reviewers

Bridget Toelle

Bridget Toelle on 2020-11-02 04:22 pm ✓

NWBA Bylaws
Adopted April 3, 2008

Revised March 22, 2009
Revised April 11, 2010
Revised January 12, 2013
Revised March 29, 2017
Revised June 16, 2018
Revised March 12, 2020

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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 or in the state in which the principal office is located. 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 determined by the Board of Directors. The NWBA may have such other offices, as the Board of Directors may designate or as the affairs of the NWBA may require.

**ARTICLE THREE
Mission, Core Values, and Purpose**

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.

Section 3.2: Core Values.

The core values of the NWBA are to:

- 1) Strive for excellence in all aspects of the organization;
- 2) Act with integrity and respect;
- 3) Embrace diversity; and
- 4) Recognize the tradition of the NWBA.

Section 3.3: Purposes.

The purposes of the NWBA are to:

- 1) 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;
- 2) Establish strategic plans and national goals for the promotion and growth of the sport of wheelchair basketball;
- 3) Act as the national authority for the interpretation, standardization, and enforcement of wheelchair basketball, and its rules and regulations; and
- 4) To serve the interests of the NWBA membership by: creating a fiscally stable organization and ensuring sound financial decisions; following governance best practices; and providing effective communications with NWBA constituencies.

ARTICLE FOUR **Membership**

Section 4.1: Membership Categories.

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 NWBA Bylaws, is eligible for active membership.

An individual may belong to more than one membership category. The NWBA shall have individual, team and affiliate organization categories each requiring the qualifications and have the voting and other rights and privileges indicated:

1. Individual Membership Categories
 - a. Athlete Members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in wheelchair basketball.
 - b. Coach Members. Coach members are those individuals who register as active coaches and who are certified by the NWBA, or are certified as active coaches by the NWBA.

- c. Official Members. Official members are individuals who register as officials with the NWBA, and who are certified as officials to officiate wheelchair basketball games.
 - d. Classification Members. Classification Members are those individuals who register as NWBA Classifiers and attend at least one Classification Clinic every two years.
 - e. Team Representative Members. These are individuals that support NWBA teams in at least one of the below categories:
 - i. Statistician.
 - ii. Athletic Trainer Members.
 - iii. Team Classification Reviewer.
 - iv. Equipment Manager.
 - v. Administrator.
 - vi. Volunteer
 - f. Divisional and Conference Leadership Members. These are individuals who serve in a position on Divisional Committees and/or Conference Committees who may not have a direct affiliation with a NWBA team.
 - g. Board of Directors Members. These are individuals who are members of the NWBA Board of Directors and/or NWBA Committees who may not have a direct affiliation with a NWBA Team.
 - h. Hall of Fame Members. Hall of Fame Members are individuals who have been inducted into the NWBA Hall of Fame. These members, once inducted, will be considered lifetime members.
 - i. Lifetime Members. These are individuals who pay a one-time membership dues fee.
 - j. Family Members. Family Members are those who have at least three or more individuals who participate in the NWBA and reside in one location.
 - k. Affiliate or other members. The Board of Directors may establish other non-voting membership categories as it deems appropriate.
2. Team Membership Categories
- a. Team Members. Team Members are any group of individuals organized as a team or club for the purpose of playing wheelchair basketball.
3. Affiliated Organization Membership Categories
- a. Affiliated Organization Members are those amateur or commercial sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sport of wheelchair basketball in the United States or which otherwise support the sport of wheelchair basketball in the United States.

Section 4.2 Eligibility.

- 1. Eligibility
 - a. 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. All members 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.

Section 4.3. Voting and Other Rights of Members.

Individuals who are U.S. citizens, at least 18 years of age, and are the Team Representative for their respective NWBA Registered Team shall be entitled to one vote in all matters submitted to a vote of the membership. No other voting privileges are conferred upon these members. All voting delegates shall be a member of the NWBA at least sixty (60) days prior to the date of the election or membership vote (Annual Assembly date) in order to be eligible to vote in such election and/or membership vote.

Section 4.4. Non-Voting Members.

All individual membership categories and affiliate organizational members described in Section 4.1 of these Bylaws shall be considered non-voting members for purposes of these bylaws. Each category of membership shall have only those qualifications, rights and privileges as set forth herein.

Athlete voting rights are contained in Section 23 and 26 of these NWBA Bylaws.

Section 4.5: Membership Requirements and Dues.

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

Any member who is in arrears in the payment of dues shall be dropped from the membership rolls and all benefits and privileges associated with that membership will cease.

Section 4.6: Suspension and Termination of Membership.

No membership or rights may be terminated or suspended, unless the expulsion, suspension or termination is done with the fair notice and an opportunity for a hearing as provided in Article 14 of these bylaws. Any member may be suspended or have their membership in the NWBA terminated for violation of these By-Laws or any rules, policies or procedures of the corporation, in the following manner. The member shall be given reasonable prior written notice of the proposed suspension or termination and the

reasons therefore. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the NWBA's records. Any member who is suspended or has their membership terminated is liable to the corporation for dues, assessments or fees incurred or commitments made prior to suspension or termination.

Section 4.7: Transfer of Membership.

Members may not transfer their membership in the NWBA. Members shall have no ownership rights or beneficial interests of any kind in the property of the NWBA.

ARTICLE FIVE **Board of Directors**

Section 5.1: General Powers.

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

Section 5.2: Function of the Board.

The NWBA Board of Directors shall represent the interests of the NWBA membership 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 and effective governance;
- 6) oversees and reviews the financial reporting process (financial statements, annual reports, audit and control policies), communications with stakeholders, and the

- NWBA's legal and regulatory compliance program;
- 7) approves and reviews capital structure, financial strategies, borrowing commitments, long-range financial planning, and selects independent auditors;
 - 8) monitors and properly protects the NWBA's assets;
 - 9) ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
 - 10) makes interpretations and decisions on matters not covered by the published NWBA Policies and Procedures, and communicates those decisions to the NWBA membership; and
 - 11) presents an annual "State of the NWBA" report at the Annual Assembly.

Section 5.3: Qualifications.

1. General Qualifications:
 - a. Each director of the Board of Directors must be twenty-one (21) years of age or older.
 - b. 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.

2. 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; 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 5.4: Composition.

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

- 1) Seven (7) directors shall be elected by the voting membership
- 2) Up to six (6) additional At-Large directors may be selected by the active NWBA Board of Directors. At least two (2) of the At-Large directors should have no direct affiliation with the NWBA.
- 3) No less than twenty (20) percent of the total members, shall be athlete representatives.
- 4) The Executive Director of the NWBA shall also be considered a non-voting, ex officio member of the Board of Directors.

Section 5.5: Election and Selection of Board Members.

The NWBA Board of Directors shall be elected as follows:

- 1) The Board shall be elected or selected as follows:
 - a. Board Directors—seven (7) Board Directors, except athlete directors, shall be elected directly by the voting membership.
 - b. Athlete Directors— The Athlete Directors shall be elected by the NWBA Elite Athletes, as defined in Section 11.3 of these Bylaws, from among such group of Elite Athletes. One of the three Athlete Directors will be the NWBA's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 12.3 of these Bylaws. The other two (2) Athlete Directors shall be elected by the NWBA Athlete's Advisory Council pursuant to Section 11.7 of these Bylaws.
 - c. At-Large – The Board of Directors may select up to six (6) At-Large Members.

Section 5.6: Board Terms and Tenure.

- 1) The Board shall serve staggered terms in the following manner:

- a. Each of the Board Directors, including the President, 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.
 - d. The At-Large 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.
- 2) 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 5.7: 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 5.8: 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 5.9: 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 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.

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 5.10: 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).

Section 5.11: 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 5.12: Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties: in good faith; with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and in a manner the director or officer reasonably believes to be in the best interests of the NWBA.

Section 5.13: 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.

ARTICLE SIX **Board of Directors Officers**

Section 6.1: Designation.

The o of the NWBA shall be a President, a Vice President, a Treasurer, and a Secretary. The Chair of the Governance Committee shall be the elected Secretary, and the Chair of the Audit Committee shall be the elected Treasurer.

Section 6.2: Election and Term of Office.

The Membership of the NWBA shall elect the Officers of President. The President shall serve for four years and take office at the first Board Meeting following the Annual Assembly. The Board of Directors of the NWBA shall elect the Officers of Vice President, Treasurer, and Secretary at the first Board Meeting following the Annual Assembly and those officers shall hold office for two years from being appointed until its successor are elected.

Section 6.3: 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. Furthermore, no individual may serve simultaneously as an officer of the NWBA and as an officer of the International Paralympic Committee (IPC), International Wheelchair Basketball Federation (IWBF), and/or the U.S. Olympic Committee/U.S. Paralympics.

Section 6.4: Authority and Duties of the President and Vice President.

The President of the NWBA shall have the authority to perform the duties specified below, and those additionally specified by the Board of Directors or this document, except that the President shall also perform 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 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 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 6.5: Authority and Duties of the 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; and
- iii. perform such other duties as assigned by the Board of Directors.

Section 6.6: Authority and Duties of the 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; and
 - v. perform such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

Section 6.7: 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 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.

ARTICLE SEVEN **Board of Directors Meetings**

Section 7.1: 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 7.2: Notice of Meetings.

(A) **Requirements:** Notice of each regular and special meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) two (2) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

Section 7.3: Action Without a Meeting.

- (A) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each Director who delivers a writing described in this Section 7.3 (A) to NWBA shall be deemed to have waived the right to demand that action not be taken without a meeting.
- (B) Action is taken under this Section 7.3 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.
- (C) No action taken pursuant to this Section 7.3 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 7.3 (A), signed by all Directors and not revoked pursuant to Section 7.3 (D), are received by the NWBA. Any such writing may be received by the NWBA by electronically transmitted facsimile or other form of wire or wireless communication providing the NWBA with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 7.3 shall be effective when the last writing necessary to effect the action is received by the NWBA unless the writings describing the action taken set forth a different effective date.
- (D) Any Director who has signed a writing pursuant to this Section 7.3 may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by the NWBA before the last writing necessary to effect the action is received by the NWBA.
- (E) Action taken pursuant to this Section 7.3 has the same effect as action taken at a meeting of Directors and may be described as such in any document.
- (F) All signed written instruments necessary for any action taken pursuant to this Section 7.3 shall be filed with the minutes of the meetings of the Board of Directors.

Section 7.4: 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 that the notice requirements have been satisfied.

Section 7.5: Voting by Proxy.

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

Section 7.6: 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 7.7: 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 7.8: 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 7.9: 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 7.10: 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 7.11: 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.

ARTICLE EIGHT **Committees**

Section 8.1: 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:

- i. Governance Committee
 - ii. Audit Committee
 - iii. Ethics Committee
 - iv. Judicial Committee
 - v. High Performance Committee
 - vi. Hall of Fame Committee
- A. The President of the NWBA shall appoint the Chairperson of each committee (with the exception of the NWBA Athletes Advisory Committee, who shall select a Chairperson per Article 11 of the NWBA Bylaws).
 - B. The President of the NWBA shall name *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.
 - E. The appointed Chair of the Governance Committee shall serve as Secretary.

Section 8.2: 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 8.3: 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 8.4: Athlete Representation.

All committees and task forces shall have at least twenty (20) percent athlete membership and voting representation to comply with the Ted Stevens Olympic and Amateur Sports Act.

Section 8.5: 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 case shall not exceed a period of one (1) year.

Section 8.6: 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 8.7: 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 8.8: 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 8.9: 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 8.10: 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 8.11: 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 8.12: 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 8.13: 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.

Section 8.14: 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,

perform such other duties as assigned by the Board.

Section 8.15: 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 8.16: High Performance Committee.

The purpose of the High Performance Committee shall be to support the efforts of the NWBA to develop the NWBA's elite athletes and national team staff to their highest capabilities. The High Performance Committee shall be appointed by the President and have the responsibilities:

- i. Make proposals to the NWBA Board of Directors for further enhancement of athlete and coach development and the elite athlete and coach pools;
- ii. Evaluate the development of the emerging elite athlete pool and pipeline athlete development;

- iii. In conjunction with National Team staff, evaluate elite athlete development and resource utilization;
- iv. Review and comment on the NWBA Selection Procedures for Elite Athletes for World Championships, Para Pan American Games, Paralympic Games, and all other NWBA sanctioned international competitions;
- v. Review and comment on the NWBA Selection Procedures for Head Coaches and Team Managers for World Championships, Para Pan American Games, Paralympic Games, and all other NWBA sanctioned international competitions;
- vi. Review and comment on the NWBA Selection Procedures for all national team staff members;
- vii. Evaluate the Elite Athlete Code of Conduct, oversee and enforce any disciplinary infractions as may be necessary from time-to-time; and ensure the protection of athletes; and
- viii. perform other duties as assigned by the Board of Directors

8.16 (1) High Performance Committee Composition

The High Performance Committee shall be appointed as follows:

- A) The President shall appoint the Chair and other members of the High Performance Committee;
- B) At least one elite male and one elite female athlete representative, as defined in section 1.3.1 of this section of the NWBA Policies and Procedures, shall be appointed to the High Performance Committee;
- C) The Men's and Women's National Team Coaches shall serve as ex officio members of the High Performance Committee;
- D) The Executive Director of the NWBA shall serve as an ex officio member of the High Performance Committee.

Section 8.17: 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.

ARTICLE NINE **Divisions**

Section 9.1: 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 9.2: 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 9.3: NWBA Divisions.

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

Section 9.4: Division Committees.

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

Section 9.5: 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 TEN
Annual Assembly

Section 10.1: The NWBA Annual Assembly.

There shall be an Annual Assembly at which all members and other NWBA constituencies shall gather and provide input to the Board of Directors on matters relating to the organization. The Annual Assembly meeting may be held in conjunction with a major NWBA competition.

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

At the Annual Assembly:

1. The Board of Directors shall provide a report on the “*State of the NWBA;*”
2. The Executive Director shall provide a managerial report;
3. Members may pose questions to the Board and Executive Director for response;
The voting membership shall elect new members of the Board of Directors as provided in these Bylaws; and
4. The voting membership may amend these Bylaws as provided in these Bylaws.
5. The annual assembly will be video-conferenced and the voting membership, not able to send a physical representative to the annual assembly, may participate electronically in real time.
6. The annual assembly will be streamed on the website in real time so the voting membership that does not have video-conferencing capabilities, may view the annual assembly.
7. The voting membership that is participating via video-conferencing or live streaming, may vote using email to the annual assembly “voting email address” (to be established upon adoption of this change) if they wish to hear the discussions of the topics on which to be voted, prior to casting a vote.

Section 10.2: Notice of NWBA Annual Assembly.

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

Section 10.3: Amendments of NWBA Bylaws.

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 sixty (60) 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 thirty (30) 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 thirty (30) days before the annual meeting, and
- iii. all amendments, unless otherwise specified, shall become effective 30 days following adoption at the Annual Assembly, and will be implemented as soon as practical.

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.

Section 10.4: Board of Directors Elections.

1. The Governance Committee shall submit a list of open Board of Directors positions to the Executive Director to be posted on the NWBA Website no later than 90 days before the Annual Assembly.
2. At least sixty (60) days prior to the scheduled Annual Assembly, the Governance Committee shall submit a slate of nominees for open Board of Director positions to the Executive Director for publication and distribution to the voting membership.
3. Governance Committee reviews and submits slate of nominates to Executive Director no later than 45 days prior to Annual Assembly. No nominations from the floor of the Annual Assembly shall be permitted. The chair of the Governance Committee, shall prepare ballots for the voting membership which lists all nominees by the Board office for which the candidates were nominated.
4. Absentee ballots shall be sent to the voting members at least 30 days prior to the Annual Assembly. For Absentee Ballots, see Section 10.4 of these Bylaws.
5. The Absentee ballots shall be returned to the NWBA Governance Committee at

the NWBA Headquarters at least 15 days prior to the Annual Assembly.

6. The voting membership shall cast their votes for all positions and all amendments on a single, secret ballot at the Annual Assembly, and the results shall be tabulated and announced during the called meeting of the voting delegates.

Section 10.5: Absentee Ballots.

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

The request for an absentee ballot must be received at least thirty (30) days prior to the Annual Assembly by the NWBA Executive Director via mail and/or electronic transmission. The completed absentee ballot must then be received by the Chair of the Governance at least fifteen (15) 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 ELEVEN **Athlete's Advisory Council**

Section 11.1: Designation.

Objectives: The purpose of the AAC is to advocate the interests of athletes in all areas of wheelchair basketball. The AAC shall ensure twenty (20) percent athlete representation in all decision-making bodies of the NWBA including the Board of Directors and any Committees.

Section 11.2: Qualifications.

Those individuals: (i) who have represented the United States as athletes in the Paralympic Games, the ParaPan American Games, World Championships or other major international competitions in the sport of wheelchair basketball within the ten (10) year period prior to December 31 of the year in which the election is held, or (ii) who have competed in and finished in the top half of National Wheelchair Basketball Tournament in Adult and Collegiate Divisions as athletes within the two year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 11.3: Election/Selection.

Six individuals shall be elected to the Athletes Advisory Council as follows.
Those individuals:

- (i) Who have represented the United States as athletes in the Paralympic Games, the ParaPan American Games, World Championships or other

major international competitions in the sport of wheelchair basketball within the ten (10) year period prior to December 31 of the year in which the election is held, or

- (ii) Who have placed in the top half of their respective division at the National Wheelchair Basketball Tournament as athletes within the two year period prior to December 31 of the year in which the election is held (each an “Elite Athlete”) shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held.

Further, an individual shall be a member of the NWBA sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in the election.

The election shall take place after conclusion of the National Wheelchair Basketball Tournament, but prior to January 1 of the year following the National Wheelchair Basketball Tournament.

The six individuals with the highest vote totals shall be elected to the Athletes’ Advisory Council.

The seventh position on the Athletes’ Advisory Council shall be filled by the NWBA’s representative to the USOC Athletes’ Advisory Council.

Section 11.4: Tenure.

The term for members of the Athletes’ Advisory Council shall be for four years. A member shall remain on the Athletes’ Advisory Council until the member’s successor is elected and qualified, or until the member’s earlier resignation, removal, incapacity, disability or death.

Section 11.5: Term Limits.

No Athletes Advisory Council member shall serve for more than two consecutive terms.

Section 11.6: Chair.

The Athletes’ Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four years. The newly elected chair shall take office immediately. The chair shall hold office until the chair’s successor is elected and qualified, or until the chair’s earlier resignation, removal, incapacity, disability or death.

Section 11.7: Board of Directors.

The NWBA Board of Directors shall have three (3) or twenty (20) percent of the positions available to the NWBA Athlete Advisory's Council as follows:

1. The USOC Athlete Advisory's Council member shall serve on the NWBA Board of Directors;
2. Chair of the NWBA Athlete Advisory's Council; and
3. Vice Chair of the NWBA Athlete Advisory's Council.

Section 11.8: Procedures.

The Athletes Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on the NWBA website.

Section 11.9: Open and Executive Meeting Sessions.

Ordinarily, all Athlete Advisory Council meetings shall be open to NWBA members. In the event the Athletes Advisory Council chair, with the consent of a majority of the Athletes Advisory Council members in attendance, deems it appropriate:

- (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or
- (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Alternatively, the Council may upon its own motion, convene an executive session. Further, the chair may open a meeting of the Athlete's Advisory Council to non-NWBA members, with the consent of a majority of the members of the Council in attendance.

Section 11.10: Compensation.

Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. NWBA shall pay for the reasonable expenses of all members of the Athletes Advisory Council to attend Athletes Advisory Council meetings. In addition, NWBA shall pay for the reasonable expenses of the three athlete Board directors to attend NWBA Board meetings.

ARTICLE TWELVE
USOPC Athletes' Advisory Council

Section 12.1: Designation.

NWBA shall have a representative and an alternate representative to the USOC Athletes' Advisory Council, who will be elected by NWBA athletes.

Section 12.2: Qualifications.

Those individuals who compete in wheelchair basketball and who have represented the United States as athletes in the Paralympic Games, the ParaPan American Games, World Championships or other major international competitions in the sport of wheelchair basketball within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOC Athletes' Advisory Council.

Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Athletes cannot be paid employees of the USOC or the NWBA and simultaneously serve on the AAC. The representative and alternate must be of the opposite sexes in a sport in which men's and women's teams are represented by the NWBA.

Section 12.3: Election/Selection.

All such members identified in 12.2 shall be automatically nominated for election to this position provided they agree in writing to serve in such position if elected. Those individuals who have represented the United States as athletes in the Paralympic Games, the ParaPan American Games, World Championships or other major international competitions in the sport of wheelchair basketball within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election.

Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Paralympic Games, but prior to January 1 of the year following the Summer Paralympic Games.

The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council. Only athletes eligible to run for the AAC position are eligible to vote for the AAC position.

Section 12.4: Tenure.

The term for all representatives to the USOC Athletes' Advisory Council shall be for four years. A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death. Athlete term beginning and end dates may be modified to align with USOC requirements.

Section 12.5: Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two consecutive terms. There is no term limit restriction for the position of alternate representative.

Section 12.6: Resignation, Removal and Vacancies.

An AAC representative's position with the NWBA may be declared vacant upon the athlete's resignation, removal, incapacity, disability or death. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. The AAC representative may be removed for cause upon the affirmative vote of at least two-thirds of the total voting power of the eligible AAC athletes (excluding the voting power of the athlete in question). Any vacancies in either the primary or alternate AAC representative will be filled by the election procedures outlined in Section 12.3 above.

ARTICLE THIRTEEN **Executive and Management Staff**

Section 13.1: Designation.

The NWBA shall have an Executive Director, who may be titled Chief Executive Officer, 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 Executive Director shall oversee the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of the NWBA.

Section 13.3: Responsibilities.

The Executive Director shall, either directly or by delegation:

- i. develop a strategy for achieving the NWBA's mission, goals and objectives and present the strategy for approval by the Board,
- ii. manage all staff functions, and 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. be responsible for resource generation and allocation of those resources,
- iv. coordinate international activities of the NWBA,
- v. act as the NWBA's spokesperson, in conjunction with the President of the Board

of Directors,

- vii. serve as director of basketball operations for 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 the Board of Directors,
- x. serves as the primary liaison to the U.S. Olympic Committee, U.S. Paralympics, USA Basketball, NCAA, Veterans Affairs, and National Basketball Association.
- xi. perform all other duties as assigned by the Board of Directors.

Section 13.3: 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 FOURTEEN **Grievance Procedures**

Section 14.1. Designation of Complaints.

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

- A. Administrative Grievance. The NWBA or any member of the NWBA may file a complaint pertaining to any matter within the cognizance of NWBA, including but not limited to any alleged violation of or grievance concerning:
 - (i) any NWBA policy rule or regulation,
 - (ii) any provision of the NWBA's Bylaws,
 - (iii) any provision of the NWBA Code of Ethics, or
 - (iv) any provision of the Ted Stevens Amateur and Olympic Sports Act relating to the NWBA's recognition as a National Governing Body;
 - (v) 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 individual's opportunity to compete in a NWBA sanctioned competition or in a protected competition as referred to in the Ted Stevens Amateur and Olympic Sports Act and the USOC Bylaws.

Section 14.2. Jurisdiction.

Any member of the NWBA, by reason of membership, agrees to be subject to these complaint procedures and, subject to any right to proceed to arbitration as referred to in this Article 14, agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 14.3. Manner of Filing.

Except in the case of expedited procedures, the complainant shall file the complaint with the NWBA Executive Director who shall forward the complaint to the Chair of the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs:

- A. the name and address of the parties,
- B. the alleged violation, grievance, denial or threat to deny, and
- C. the remedy requested.
- D. The complainant shall sign the complaint under oath.
- E. Any party filing a counterclaim shall sign the counterclaim under oath.
- F. Except for complaints involving selection to participate in a competition as referred to in Section 14.11, the parties to the proceeding shall be limited to the parties identified as parties in the complaint, or in any amendment to the complaint pursuant to which any party has affirmatively named an additional party.

Section 14.4. Documents Provided to Panel.

Within ten (10) days of the appointment of the Hearing Panel, the CEO (or his or her designee) will provide to the Chair of the Hearing Panel a copy of each of the following documents: (i) the Complaint; (ii) all materials filed with the Complaint, if any; and (iii) any relevant documents in the possession of NWBA. The Hearing Panel shall ensure that all relevant parties have been provided with the relevant materials described in Section 14.3 of this Policy.

Section 14.5. Affected Parties.

The Hearing Panel shall ensure that any affected parties are provided with the relevant materials described in Section 14.3. The Hearing Panel may also determine that individuals not listed by either the Complainant or NWBA as an affected party shall be given notice. Any party named as an affected party shall be eligible to participate fully in the Grievance, including the Hearing. Any party notified of the Complaint as a

potentially affected party shall be bound by the decision of the Hearing Panel, even if he or she chooses not to participate.

Section 14.6. Filing Fee.

Except in the case of expedited procedures, a complaint filed by an individual shall be accompanied with a filing fee in an amount to be established from time-to-time by the Board of Directors. A complaint filed by an organization shall be accompanied with a filing fee in an amount to be established from time-to-time by the Board of Directors, except that the NWBA is not required to pay a filing fee.

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. If the complaint is upheld by the Judicial Committee, the fee will be returned.

Section 14.7. Statute of Limitations.

A complaint filed under this Article 14 must be filed within the following time frames based on the type of complaint:

- A. An Administrative Grievance must be filed within sixty (60) days of the occurrence of the alleged violation or grievance, except as provided below.
- B. A Right to Compete complaint must be filed within six (6) months of the denial or threat to deny.
- C. Complaints alleging misconduct within the NWBA's Safe Sport Policy:
 - i. Must be filed within five (5) years of the occurrence of the alleged violation, incident or grievance. In the case of a person who was a minor at the time of the occurrence of the alleged violation, incident or grievance, the complaint must be filed no later than five (5) years following the person's eighteenth (18th) birthday.
 - ii. However, grievances alleging sexual misconduct as defined in the NWBA's Safe Sport Policy are not subject to any statute of limitations.

Section 14.8. Field of Play Decisions.

The final decision of a Judge 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 Judge) shall not be reviewable 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 Official/Referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the Official/Referee.

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

Section 14.9. 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, but which may not conflict with any provisions of these Bylaws, for the effective administration of complaints filed with the NWBA.

Section 14.10 Hearing Panel.

Except in the case of an expedited procedure, upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of at least three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members and members of the Ethics Committee may 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, or advise the hearing panel. At least one (1) member or twenty (20) percent of the hearing panel shall be an athlete. Members of the panel need not be members of USAA or involved in the sport of wheelchair basketball. All members of any hearing panel shall be disinterested individuals without conflict of interest to the individuals or situations being heard.

Section 14.11. Conduct of the Proceeding.

Except in the case of expedited procedures, the Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules, not inconsistent with the provisions of this Section 14.9, 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 and all transcript shall be paid for by the party requesting the transcript.

Section 14.12. 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 14.13. Complaints Involving Selection to Participate in a Competition.

Except in the case of expedited procedures, 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, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 14.14. Decision.

All decisions, including those of panels appointed for expedited procedures, shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties. The Hearing Panel's decision will be final and binding upon the parties unless a party is entitled to seek arbitration as referred to in Section 14.15. Where a Hearing Panel decision has been rendered in a matter where the discipline imposed is suspension, permanent expulsion or permanent ineligibility.

Section 14.15. Arbitration.

Any party may pursue arbitration with the American Arbitration Association in the event the decision involves the opportunity of the party to participate or to seek to participate in a protected competition (Zone Qualification, Parapan American Games, World Championships and Paralympic Games), as referred to in and in accordance with applicable provisions of the Ted Stevens Amateur and Olympic Sports Act and the USOC Bylaws.

ARTICLE FIFTEEN

Recognition as Paralympic Sport Organization

Section 15.1: 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 SIXTEEN **Sanctioning Events**

Section 16.1: 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 16.2: 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 16.3: 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 16.4: 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 SEVENTEEN **Records of the Corporation**

Section 17.1: Minutes.

The NWBA shall keep as permanent records minutes of all official 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 17.2: Accounting Records.

The NWBA shall maintain appropriate accounting records.

Section 17.3: 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 17.4: 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 17.5: Website.

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

- i. its Bylaws, policies, and divisional guidelines posted to the website within 60 days after the annual delegates meeting;
- ii. the NWBA's rules and regulations for conduct of the game
- iii. a procedure for communicating with the Board of Directors regarding accounting, internal accounting controls, or audit-related matters,
- iv. its most recent audited financial statement; and
- v. its most recent 990 form filed with the Internal Revenue Service

Section 17.6: 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 membership;

- 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 17.7: 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 audited financial statements showing in reasonable detail its assets and liabilities and results of its operations.

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 EIGHTEEN **Code of Ethics**

Section 18.1: Code of Ethics.

The NWBA shall maintain 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 NINETEEN. **Fiduciary and Financial Matters**

Section 19.1: 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 19.2: Budget.

The NWBA shall have an annual budget.

Section 19.3: Audit.

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

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

Section 19.4: 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 19.5: 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 19.6: 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 TWENTY
Miscellaneous Provisions

Section 20.1: 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 20.2: 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 Board of Directors do not cause substantial injury to the rights of the members, shall not invalidate the actions or proceedings of the Board of Directors at any meeting.

Section 20.3: Conveyances and Encumbrances.

Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 20.4: Designated Contributions.

The corporation may accept any designated contribution, grant, bequest or devise

consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Version 12-15-2015 51 corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 20.5: References to Internal Revenue Code.

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.