

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

ARTICLE ONE

Name

Section 1.1: Name.

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

Section 1.2: Non-profit Status.

The NWBA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Illinois 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.

Section 2.2: Registered Office.

The registered office of the NWBA required by the Nonprofit Corporation Act of Illinois shall be documented on the NWBA Website. The registered office may be changed from time to time by the Board of Directors or by the officers of NWBA, or to the extent permitted by the laws of the state of Illinois, by the registered agent of the NWBA. The registered office may be, but need not be, the same as the principal office.

ARTICLE THREE

Mission, Values, and Purpose

Section 3.1: Mission Statement.

Lead the sport of wheelchair basketball through increased participation and representation, while fostering a lifelong community of impact for our members and their families.

Section 3.2: Values.

At the National Wheelchair Basketball Association, our values are lived on and off the court of play. This is how we play:

- We play with purpose. – We selflessly serve others to create lasting positive impact for our community.
- We play together. – We are champions for inclusion and exemplify collaborative spirit to win as a team.
- We play hard. – We face challenges head-on and fearlessly push boundaries through a relentless commitment to the pursuit of excellence.
- We play the right way. – Our decisions and actions are guided by integrity and transparency.

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 and requirements 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 membership 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/Voting Delegate Members. Team Representative/Voting Delegate members are those individuals who are a team leader, the liaison to NWBA National Office / Leadership and/or recognized as the voting delegate for their team.
- f. Team Support Staff Members. Team Support Staff members are individuals that support NWBA teams in at least one of the below categories:
 - i. Statistician.
 - ii. Medical Professional.
 - iii. Team Classification Reviewer.
 - iv. Equipment Manager.
 - v. Administrator.
 - vi. Personal Care Attendant.
 - vii. Other.
- g. Divisional and Conference Leadership Members. These are individuals who serve in a position on Divisional Committees and/or Conference Committees.
- h. Board of Directors Members. These are individuals who are members of the NWBA Board of Directors.
- i. Committee Members. These are individuals who are members of an NWBA Committee (e.g., Standing Committee, Ad hoc, task force, etc.).
- j. Hall of Fame Members. Hall of Fame Members are individuals who have been inducted into the NWBA Hall of Fame.
- k. Event Directors / Sanction Holder Members. Event Directors / Sanction Holder members are those individuals who host an NWBA event.
- l. 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
2. NWBA will implement a National Classification Policies & Procedures which will include requirements of the International Wheelchair Basketball Federation and the IPC Athlete Classification Code.

Section 4.3. Voting Rights of Members.

The Team Representative/Voting Delegate for their respective NWBA Registered Team, who are U.S. citizens and at least 18 years of age, shall be entitled to one vote in all matters submitted to a vote of the membership (organizational and/or divisional). 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/Divisional Annual Meeting date) in order to be eligible to vote in such election and/or membership vote.

Certain athletes have voting rights as set forth in Articles 11 and 12 of these NWBA Bylaws.

No other voting privileges are conferred upon these members.

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.

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. Further details are outlined in the NWBA Policies and Procedures.

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 Bylaws or any rules, policies or procedures of the NWBA, U.S. Olympic and Paralympic Committee and/or U.S. Center for SafeSport. 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 Email, 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 focus on long-term objectives and impacts and 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, evaluates, and may terminate the Executive Director and plans for management succession;
- 3) reviews and approves the NWBA's strategic plan and the annual operating plans, annual 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 and approves 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 upon the recommendation of the Audit Committee, 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;
- 11) presents an annual "State of the NWBA" report at the Annual Assembly.
- 12) ensures that the NWBA adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the U.S. Olympic & Paralympic Committee and U.S. Center for SafeSport; and
- 13) monitors NWBA's compliance with laws and regulations and the performance of its broader responsibilities.

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,
 - f) have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations.
2. Independence

At least one (1) member of the Board of Directors must be determined to be independent by the Governance Committee.

A director will be determined to meet the “*independence*” standard if in the previous two (2) years they have not:

- a) been employed by or held any governance position (whether a paid or volunteer position) with NWBA, IWBF, USOPC, IPC, or any sport family entity connected with the NWBA (Individuals serving as an independent member of an NWBA committee may continue to be considered as having an independent perspective if they stand for election/selection to a board seat reserved for a member with an independent perspective following committee service without stepping away from the NGB for two years if they have continued to meet all other criteria for an independent perspective.);
- b) been affiliated with or employed by the NWBA’s outside auditor or outside counsel;
- c) been a member of the NWBA’s Athletes’ Advisory Council;
- d) been a member of any constituent group with representation on the Board of Directors;
- e) received any compensation from the NWBA, directly or indirectly;
- f) been an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the NWBA;
- g) been the parent or close family member or coach of an athlete that has competed in a Protected Competition; or
- h) been a member of the NWBA in a membership category that participates in Protected Competitions.

Additionally, such director’s immediate family may not have been:

- i) been employed by or held any governance position (whether a paid or volunteer position) with NWBA, IWBF, USOPC, IPC, or any sport family entity connected with the NWBA; or
- j) been affiliated with or employed by the NWBA’s outside auditor or outside counsel as a partner, principal or manager.

The director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with exceptions related to their service on the Board:

- k) An independent member is excepted from the requirement prohibiting them from holding any governance position with the NWBA or IWBF, provided the only

governance position they hold is their board position or related to their board position (e.g., a board member does not lose their independence as a result of serving successive terms or serving as a board liaison to the IWBF)

- 1) A serving independent member is excepted from the requirement prohibiting them from accepting any payment from the NWBA, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.

Section 5.4: Composition, Election and Selection of Board Members.

The Board of Directors shall consist of between seven (7) and fifteen (15) members, as follows:

- 1) Elected Directors: Five (5) directors, including the President, shall be elected by the voting membership
- 2) Appointed Directors: Up to five (5) At-Large directors may be selected by majority vote of the active NWBA Board of Directors.
- 3) Athlete Directors:
 - a. At least one third of the total number of Directors (33.3%) shall be Athlete Directors. All Athlete Directors must be directly elected by the voting pool of member athletes that meet NWBA 10 Year Athlete eligibility in a manner consistent with the directives of the Team USA Athletes' Commission. Athlete Directors shall be on the Board of Directors (in the following order until the 33.3% athlete representation requirements are met):
 - i. NWBA's Team USA Athletes' Commission primary representative
 - ii. NWBA's Team USA Athletes' Commission alternate representative
 - iii. Chair of the NWBA Athletes' Advisory Council
 - iv. Eligible NWBA 10 Year or 10 Year + Athletes (in alignment with Section 5.4 (3) a.-c. and Section 5.4 (5) d. and e.)
 - b. At least 20% of the total board representation shall be 10 Year Athletes, as defined in the USOPC Bylaws. The remaining Athlete Directors to bring the total to 33.3% must be comprised of either 10 Year Athletes or 10 Year + Athletes, as defined in the USOPC Bylaws.
 - i. An athlete who is a 10 Year Athlete at the time of their election shall remain a 10 Year Athlete for the purposes of calculating the percentage representation on the board for the full duration of their term as an Athlete Director, even if the athlete no longer meets the requirement at some point during their term (i.e., the athlete's most recent qualifying competition ages beyond the ten year mark during their term).
 - ii. An Athlete Director elected as a 10 Year Athlete whose most recent qualifying competition was more than ten years prior shall not remain a 10 Year Athlete for the purposes of this requirement in a subsequent terms if they continue to serve beyond the term where they were first elected as a 10 Year Athlete.

- c. At least half of these Athlete Directors shall have obtained 10 Year or 10 Year+ Athlete representative eligibility through having been selected to compete at an event that, at the time of election/selection, is on a Delegation Event program as defined by the USOPC Bylaws,
- 4) The Executive Director of the NWBA shall also be considered a non-voting, ex officio member of the Board of Directors.
- 5) Additional Board of Directors requirements as referenced in Article 15 which include, but are not limited to:
 - a. At least one (1) of the directors must be from an Affiliated Organization that meets the definition in the Ted Stevens Olympic and Amateur Sports Act. If there is no Affiliated Organization member, then the Affiliated Organization Director seat may remain vacant or be otherwise filled by another board member, so long as the board seat remains immediately available if an affiliated organization qualified to elect a member is identified.
 - b. At least one (1) member of the Board of Directors must be determined to be independent as outlined in Section 5.3.2.
 - c. All Directors shall be selected without regard to disability, race, color, religion, national origin, sex or sexual orientation, with reasonable representation of both males and females.
 - d. NWBA Governance Committee shall oversee the election/selection for all Directors ensuring that the procedures are followed and handled fairly, consistently, and appropriately (e.g. free of conflicts, voter eligibility is reviewed and validated, etc.).

The NWBA AAC and Governance Committee shall jointly develop a process to identify and vet candidates to serve as Athlete Directors. In addition to the NGB 10 Year Athlete and NGB 10 Year+ Athlete requirements, all applicable eligibility requirements, the conflict of interest policies, and code(s) of conduct of all relevant stakeholders (i.e., NGB, Team USA Athletes' Commission, and/or USOPA) apply in determining the eligibility of a candidate.

Section 5.5: Board Terms and Tenure.

- 1) The Board shall serve staggered terms in the following manner:
 - a. Each of the Elected Directors, including the President, shall serve a four (4) year term.
 - b. Athlete Directors shall serve a four (4) year term.
 - c. Appointed Directors shall serve a two (2) year term.
- 2) Elected Directors shall serve no more than two (2) consecutive elected terms. Appointed Directors shall serve no more than three (3) consecutive appointed terms.

For the initial Board, 50% or more of a term shall constitute a full term.

- 3) The term limits for Athlete Directors are outlined in Articles 11 and 12.
- 4) 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 5.6: 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. In person may mean via teleconference if determined by the Board in the notice of the meeting or in exigent circumstances.

Section 5.7: 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 5.8: 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 (i.e., teleconference) 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 may 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.

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

Section 5.9: 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; coaches may receive standard payments for performing services as a coach and athletes shall be entitled to obtain compensation and benefits as outlined in Articles 11 and 12).

NWBA shall pay for the reasonable travel expenses of all Athlete Directors to attend NWBA Board meetings.

Section 5.10: 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 or acts beyond the scope of such director's or officer's duties.

Section 5.11: 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 5.12: Conflicts of Interest and Other Policies.

All Board members and Officers will comply with the Policies established by NWBA as outlined in Article 18.

Section 5.13: Diversity of Discussion.

NWBA's Board shall be sensitive to the desirability of diversity at all levels of NWBA, including among its athletes. NWBA's Board shall encourage diversity at all levels of NWBA, supported by meaningful efforts to accomplish that diversity. NWBA's Board shall develop norms that favor open discussion and the presentation of different views.

ARTICLE SIX
Board of Directors Officers

Section 6.1: Designation.

The officers of the NWBA shall be President/Chair, Vice President, Treasurer, and 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 as outlined in Section 4.3 shall elect the President in accordance with Section 10.4: Board of Directors Elections. The President shall serve for four (4) years and take office at the first Board Meeting following the Annual Assembly. The Board of Directors of the NWBA shall elect the Vice President, Treasurer, and Secretary at the first Board Meeting following the Annual Assembly and those officers shall hold office for two (2) years from being appointed until its successor are elected.

There are no term limits for service as officers, except that if their position as a Director terminates, then their position as an officer will also terminate as outlined in Section 5.6.

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 USOPC 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 & Paralympic Committee.

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. appoint Divisional Commissioners of the NWBA with approval of the Board, and with input from the respective Divisional Executive Committee,

- v. appoint Conference Commissioners of the NWBA with the approval of the Board, and with input from the respective Divisional Commissioner,
- 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:

- i. 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;
- ii. 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 Assembly. Any vacancy occurring in the Vice President, Treasurer or Secretary positions shall be filled by the Board, by majority vote. A Vice President, Treasurer or Secretary elected to fill a vacancy shall be elected for the unexpired term of such predecessor in office.

The President of the Board, Vice President, Treasurer or Secretary may resign at any time by giving written notice to the Board. 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 President, Vice President, Treasurer or Secretary may be removed for cause 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). The President, Vice President, Treasurer or Secretary may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). The removal of an officer from his or her position as officer does not necessarily require removal from his or her position on the Board.

Section 6.8. Compensation.

Officers shall not receive compensation for their services as officers, although the reasonable expenses may be paid or reimbursed in accordance with the NWBA's policies. Officers 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; coaches may receive standard payments for performing services as a coach and athletes shall be entitled to obtain compensation and benefits as outlined in Articles 11 and 12).

ARTICLE SEVEN **Board of Directors Meetings**

Section 7.1: Regular and Special Meetings.

The NWBA's Board shall meet at least four (4) times per year 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.

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 and purpose of the meeting shall be given to each Director at least two (2) days prior thereto by 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 when the transmission is complete.

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

Section 7.3: 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: (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 Email 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: 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 approval of the minutes by the Board. Meeting minutes shall make note of: the attendees at meetings, motions taken and when individuals recuse themselves due to a conflict of interest. If an executive session is called, the meeting minutes should state the high-level topics discussed in the course of that session.

Section 7.11: Transacting Business by Mail, Email, Telephone, or Video Conference.

The Board shall have the power to transact its business by mail, email, telephone, video conference or such other means to be developed, if in the judgement of the President of the Board the urgency of the case requires such action.

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
- vii. Eligibility Committee
- viii. Classification Committee
- ix. Rules Committee

A. The President of the NWBA shall name ad hoc committees and task forces as deemed necessary.

B. All committee chairpersons shall serve at the pleasure of the NWBA President.

Section 8.2: Appointments.

Committee and Task Force appointments shall be made based on a combination of factors including each individual member's expertise and skillset, the interest in achieving a diversity of discussion, within the membership of committees, and the goals of the NWBA.

NWBA Governance Committee shall oversee the appointment for all committee and task force members ensuring that the procedures are followed and handled fairly, consistently, and appropriately (e.g. free of conflicts).

Section 8.3: Committee Composition.

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

The President and/or the Executive Director may be an *ex officio* member

of all committees, and not be included in maximum membership count, nor have a vote in the ex officio role.

Section 8.4: Athlete Representation.

Athlete Representatives must equal at least thirty-three and one-third percent (33.3%) of all committees and task forces to comply with the Ted Stevens Olympic and Amateur Sports Act.

At least half of the athlete representatives on Designated Committees (i.e., Governance, Audit, Ethics, Judicial and High Performance Committees) must be 10 Year Athletes; the remainder must be either 10 Year Athletes or 10 Year+ Athletes. For Designated Committees which oversee the selection of athletes, coaches, and/or staff for Protected Competitions, at least half of the athlete representatives shall have obtained 10 Year or 10 Year+ Athlete representative eligibility through having been selected to compete at an event that, at the time of election/selection, is on a Delegation Event program as defined by the USOPC Bylaws.

Athlete Representatives on other committees and task forces shall be filled by 10 Year Athletes, 10 Year + Athletes or Actively Engaged Athletes. Athlete Representative Definitions are as follows:

(i): 10 Year Athlete Representative: athletes who have represented the United States as athletes in a delegation event--the Paralympic Games or the Parapan American Games, or an elite protected competition--World Championships (excludes age-restricted competitions, e.g., U25 and U23 World Championships) or Zonal Qualifier 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.

(ii): 10 Year + Athlete Representative: athletes who meet the 10 Year Athlete Representative definition but not within the previous 10 years.

(iii): Actively Engaged Athlete Representative: athletes who have competed in their respective division NWBA National Tournament 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 (which may include events that categorize entrants in age-restricted classifications).

Athlete representation on all committees and task forces shall be selected and appointed as follows:

- NWBA AAC and NWBA Governance Committee shall jointly develop a process to identify and vet athlete representative candidates based on those who meet the relevant requirements, skillset and fit for specific committee or task force. In addition to the NWBA 10 Year Athlete, NWBA 10 Year+ Athlete and/or NWBA Actively Engaged Athlete representative requirements, all applicable eligibility requirements, the conflict of interest policies, and code(s) of conduct of all relevant stakeholders (i.e., NGB, Team USA Athletes' Commission, and/or USOPA) apply in determining the eligibility of a candidate.
- NWBA AAC selects candidate from the identified and vetted candidates

Section 8.5: Tenure.

The term for all committee members shall be four (4) years..

The term for all task force members shall be until their assignment is concluded, but in any case shall not exceed a period of two (2) years.

A member of a committee or task force shall be permitted to serve up to two (2) consecutive terms with the same committee/task force, after which he or she is ineligible for service on such committee or task force for a period of two (2) years. After the two (2) year gap, the individual shall be eligible for reappointment to the committee or task force.

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. In person may mean via teleconference if determined by the committee or task force in the notice of the meeting or in exigent circumstances.

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 Board if they fail to attend in person (i.e., teleconference) 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 to the Board of Directors or to the Executive Director, if appointed by the Executive Director, that the presence of exigent circumstances caused and excused the absences. . In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a Director). Committee or task force members may also be removed for cause 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 committee member in question, if also a Director). Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director).

Section 8.8: 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 8.9: 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 8.10: Conflicts of Interest and Other Policies.

All committee or task force members will comply with the Policies established by NWBA as outlined in Article 18.

Section 8.11: Governance Committee.

The Chair of the Governance Committee shall be the elected Secretary. The additional Governance Committee members shall be appointed by the President with input from the Chair of the Governance Committee in accordance with Section 8.2; except that athlete representatives shall be selected and approved according to Section 8.4.

The Governance Committee shall:

- 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. ensure the compliance of Board of Directors with Section 5.3 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. establish procedures for monitoring and evaluating the Board of Directors;
- viii. accept and evaluate proposed changes to the NWBA Bylaws and when necessary make recommendations for Policies & Procedures changes to the Board of Directors;
- ix. in conjunction with the President, provide Policies & Procedures and Bylaws interpretations and clarifications as required;

- x. provide guidance and oversight to NWBA staff regarding publication and distribution of NWBA Policies & Procedures and Bylaws; and
- xi. perform such other duties as assigned by the Board

Section 8.12: Audit Committee.

The Chair of the Audit Committee shall be the elected Treasurer. The additional Audit Committee members shall be appointed by the President with input from the Chair of the Audit Committee in accordance with Section 8.2; except that athlete representatives shall be selected and approved according to Section 8.4. All members of the Audit Committee shall be members of the Board of Directors including one independent director.

The Audit Committee shall:

- 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. review, approve and submit an annual budget to the Board of Directors;
- iv. review monthly financial statements; and
- v. perform such other duties as assigned by the Board of Directors.

Section 8.13: Ethics Committee.

The Chair of the Ethics Committee shall be appointed by the President, with the approval of the Board in accordance with Section 8.2. The Chair shall be a member of the Board of Directors. The additional Ethics Committee members shall be appointed by the President with input from the Chair of the Ethics Committee in accordance with Section 8.2; except that athlete representatives shall be selected and approved according to Section 8.4.

The Ethics Committee shall:

- i. review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving the NWBA;
- ii. evaluate requests for approval under NWBA's Gift and Entertainment Policy;
- iii. review, evaluate and accept or deny participation due to a flagged background check under NWBA's Background Check Policy

- iv. review, evaluate and accept or deny participation related to any alleged violation of the Minor Athlete Abuse Prevention Policies or U.S. Center for SafeSport's rules, policies, and procedures over which the U.S. Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in the NWBA's Policies and Procedures
- v. report to the Board on all ethical issues;
- vi. review on an annual basis, oversee implementation of, and compliance with, the NWBA's Code of Conduct, Conflict of Interest, Gifts and Entertainment and Background Check Policies;
- vii. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- viii. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and NWBA members; and
- ix. perform such other duties as assigned by the Board.

Section 8.14: Judicial Committee.

The Chair of the Judicial Committee shall be appointed by the President, with approval of the Board in accordance with Section 8.2. The additional Judicial Committee members shall be appointed by the President with input from the Chair of the Judicial Committee in accordance with Section 8.2; except that athlete representatives shall be selected and approved according to Section 8.4.

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; and
- iv. perform such other duties as assigned by the Board.

Section 8.15: 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 have the following 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 Athlete Agreement, 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.

8.15 (1) High Performance Committee Composition

The Chair of the High Performance Committee shall be appointed by the President with approval of the Board in accordance with Section 8.2. The additional High Performance Committee members shall be appointed by the President with input from the Chair of the High Performance Committee in accordance with Section 8.2; except that athlete representatives shall be selected and approved according to Section 8.4 considering that the High Performance Committee should include at least one male and one female athlete representative who are not pursuing team selection.;

The Men's and Women's National Team Coaches shall serve as ex officio members of the High Performance Committee; and

The Executive Director of the NWBA shall serve as an ex officio member of the High Performance Committee.

Section 8.16: Hall of Fame Committee.

The Chair of the Hall of Fame Committee shall be appointed by the President with approval of the Board in accordance with Section 8.2. The additional Hall of Fame Committee members shall be appointed by the President with input from the Chair of the Hall of Fame Committee in accordance with Section 8.2; except that

athlete representatives shall be selected and approved according to Section 8.4.

The Hall of Fame Committee shall:

- 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; and
- iii. serve as the NWBA liaison with the National Basketball Hall of Fame.

Section 8.17: Eligibility Committee.

The Chair of the Eligibility Committee shall be appointed by the President, with the approval of the Board in accordance with Section 8.2. The additional Eligibility Committee members shall be appointed by the President with input from the Chair of the Eligibility Committee in accordance with Section 8.2; except that athlete representatives shall be selected and approved according to Section 8.4.

All members of the Eligibility Committee should have a classification and/or medical background.

The Eligibility Committee shall:

- i. review and approve all Applications for Consideration of Eligibility
- ii. review and approve petitions for an NWBA player classification review

Section 8.18: Rules Committee.

The Chair of the Rules Committee shall be the Director of Officials who is appointed by the President with the approval of the Board in accordance with Section 8.2. The additional Rules Committee members shall be appointed by the President with input from the Chair of the Rules Committee in accordance with Section 8.2; except that athlete representatives shall be selected and approved according to Section 8.4.

The Rules Committee shall:

- i. edit, maintain, print and distribute the NWBA rulebook annually;
- ii. develop and oversee the annual Officials test;
- iii. provide rules interpretations and develop a casebook of examples to provide clarification;
- iv. accept and evaluate proposed rule changes, and make recommendations for changes in the rules to the NWBA Board of Directors; and
- v. other duties as assigned by the Board.

Section 8.19: Classification Committee.

The Chair of the Classification Committee shall be appointed by the President, with the approval of the Board in accordance with Section 8.2. The additional Classification Committee members shall be appointed by the President with input from the Chair of the Classification Committee in accordance with Section 8.2; except that the athlete representatives shall be selected and approved according to Section 8.4.

The Classification Committee shall:

- i. edit, maintain, print and distribute the NWBA classification standards annually;
- ii. develop and oversee the coursework for the Team Reviewer certifications;
- iii. provide classification interpretations and develop a casebook of examples to team reviewers and team administrators;
- iv. accept and evaluate proposed classification changes, and submit and make recommendations for changes in the Classification Policies and Procedures to the NWBA Board of Directors; and
- v. other duties as assigned by the Board.

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 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 Divisions shall be governed and administered by a Division Committee, elected by the voting membership of the particular Division, and by a Division Commissioner. The Division Committee composition shall include: Chair, Vice Chair, Secretary, and Treasurer positions as well as 33.3% athlete representation.

Section 9.5: Division Commissioners.

Division Commissioners shall be appointed by the President of the Board of Directors, with approval of the Board and with input from the respective Divisional Executive Committee, 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; and
- 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.

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;
4. The voting membership shall elect new members of the Board of Directors as provided in these Bylaws; and
5. The voting membership may amend these Bylaws as provided in these Bylaws.
6. The annual assembly will be hosted in-person and/or by video-conference
7. The voting membership that is participating via video-conference may vote electronically through the means provided by the NWBA.

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, repealed, or altered, in whole or in part 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 before the Annual Assembly.

Upon receipt of a properly submitted amendment proposal:

- i. the Governance Committee shall review the amendments to resolve issues/contradictions and submit the proposed amendments to the Executive Director to be posted on the NWBA website at least thirty (30) days before the Annual Assembly,
- ii. all amendments, unless otherwise specified, shall become effective 30 days following adoption at the Annual Assembly, and will be implemented as soon as practical.
- iii. These NWBA Bylaws may be updated for errors that do not affect the meaning such as formatting, grammar, punctuation and to update or add article / section references as needed. Such changes must be approved by the Board of Directors and Governance Committee, and if approved shall become effective within 30 days following the approval and updated on the NWBA website.
- iv. 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.

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 at least ninety (90) days prior to the Annual Assembly.
2. At least sixty (60) days prior to the scheduled Annual Assembly, candidates must submit interest and resume to the Governance Committee.
3. Governance Committee shall review and submit a slate of eligible candidates in accordance with Section 5.4 (5) to the Executive Director at least thirty (30) days prior to Annual Assembly to be posted on the NWBA website.

4. No nominations from the floor of the Annual Assembly shall be permitted. In the event that only one candidate is running for any Board of Directors open position, that candidate must receive a vote of confidence (i.e., majority vote of the membership present and voting).
5. 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.

Section 10.5: Ballots.

The voting membership shall cast their votes for all open Board of Directors positions and all Amendments of NWBA Bylaws during the Annual Assembly, and the results shall be tabulated and announced immediately.

Voting members of the NWBA who cannot attend the Annual Assembly may request an absentee ballot. 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 electronic mail. The completed absentee ballot must then be returned to the Chair of the Governance Committee via electronic mail 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 **NWBA Athletes' Advisory Council**

Section 11.1: Designation.

Objectives: The purpose of the NWBA Athletes' Advisory Council (AAC) is to lead, serve and engage athletes to communicate and advocate the interests and protect the rights of athletes in all areas of wheelchair basketball.

Responsibilities: The NWBA AAC shall have the following responsibilities:

- Serve as a vehicle for athlete engagement;
- Endeavor to protect the rights of athletes;
- Provide athlete feedback;
- Build and establish relationships among all the athletes of the NWBA;
- Assist in identifying potential future athlete board representative candidates and introduce athletes to the NWBA's governance structure;
- Serve as SafeSport and USADA ambassadors and advocates; and
- Develop pathways for athletes within the structure of the NWBA.

Section 11.2: Qualifications.

To be eligible to serve on the NWBA AAC, individuals must meet the 10 Year Athlete Representative or 10 Year + Athlete Representative definitions as outlined in Section 8.4. Additionally, in order to be eligible to serve on the AAC, an individual shall

be a citizen of the United States of America and eighteen (18) years of age or older by December 31 of the year in which the Athlete is elected.

Efforts shall be made to ensure that the NWBA AAC has equal representation of gender.

Before the election, athlete representative candidates must disclose any felony convictions, or any other period of ineligibility served in sport such as violations of anti-doping codes, the Athlete Classification Code or SafeSport violations.

Section 11.3: Election/Selection.

Individuals who meet 10 Year Athlete Representative definition as outlined in Section 8.4 are eligible to vote in the NWBA AAC election.

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

NWBA Governance Committee shall oversee the election/selection for all NWBA AAC members ensuring that the procedures are followed and handled fairly, consistently, and appropriately (e.g. free of conflicts, voter eligibility is reviewed and validated, etc.).

The NWBA AAC and Governance Committee shall jointly develop a process to identify and vet candidates to serve as members of the NWBA AAC. In addition to the NGB 10 Year Athlete and NGB 10 Year+ Athlete requirements, all applicable eligibility requirements, the conflict of interest policies, and code(s) of conduct of all relevant stakeholders (i.e., NGB, Team USA Athletes' Commission, and/or USOPA) apply in determining the eligibility of a candidate.

Section 11.4: Positions.

At least 80% of the NWBA AAC are NWBA 10 Year Athletes and the remainder are NWBA 10 Year or 10 Year+ Athletes as required by the USOPC Bylaws.

The NWBA AAC shall include five (5) positions. Three of those positions will be filled by the the NWBA's Team USA Athletes' Commission primary representative and Alternate who are elected as discussed in Article 12 and the NWBA AAC Chair who are elected by highest vote total and shall be an individual who meets the 10 Year Athlete definition as outlined in Section 8.4.

The remaining positions of the NWBA AAC are elected by highest vote total of athletes eligible to vote outlined in Section 11.3.

The NWBA AAC Vice Chair will be elected by majority vote from among the NWBA AAC members.

Section 11.5: Term and Term Limits.

The term for members of the NWBA Athletes' Advisory Council shall be for four (4) years.

No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms.

The term of office of the NWBA AAC Chair and Vice Chair shall be four (4) years.

NWBA AAC members, including Chair and Vice Chair shall take position/office immediately upon being elected (or appointed as outlined in Section 11.10). NWBA AAC members, including the Chair and Vice Chair shall hold position/office until the successor is elected and qualified, or until the earlier resignation, removal, incapacity, disability or death.

Section 11.6: Procedures.

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

Section 11.7: Minutes of Meetings.

NWBA AAC shall take and maintain minutes of its meetings. Meeting minutes shall make note of: the attendees at meetings, motions taken and when individuals recuse themselves due to a conflict of interest. If an executive session is called, the meeting minutes should state the high-level topics discussed in the course of that session. Such minutes should be submitted to the Executive Director within 30 days of the meeting.

Section 11.8: Committee Member Attendance.

NWBA AAC members are expected to attend in person all regularly scheduled meetings. Each NWBA AAC member must attend a minimum of at least one half (1/2) of the meetings during any twelve (12)-month period. In person may mean via teleconference if determined by the AAC in the notice of the meeting or in exigent circumstances.

Section 11.9: Compensation.

While members of the NWBA Athletes' Advisory Council shall not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from the NWBA in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold.

Section 11.10: Resignation, Removal and Vacancies.

An NWBA Athletes' Advisory Council position may be declared vacant upon the athlete's resignation, removal, incapacity, disability or death. An AAC member may resign at any time by giving written notice to the President. 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.

AAC members may be removed if they fail to attend in person (i.e., teleconference) more than one half (1/2) of the meetings during any twelve (12)-month period, unless they are able to demonstrate to the Directors of the Board, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the AAC member shall be removed upon the affirmative vote of a majority of the total voting power of the eligible AAC athletes (not including the voting power of the absent committee member in question).

In addition, AAC members may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the eligible AAC athletes (excluding the voting power of the athlete in question). AAC members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the eligible AAC athletes (excluding the voting power of the athlete in question).

In the event the vacancy is the Chair, the Vice Chair will serve as the interim NWBA AAC Chair for the remainder of the term until the next election and the Board of Directors position occupied by the Chair will be filled by the Vice Chair or by election to meet the 10 Year Athlete requirements outlined in Section 5.4. In the event that the vacancy is the Vice Chair, the position shall be filled by appointment from among the AAC members in accordance with the qualifications outlined in ARTICLE 11 by the majority vote of the AAC members. Any other vacancies will be filled by appointment of any eligible AAC athletes in accordance with the qualifications outlined in ARTICLE 11 by majority vote of the AAC members. Any vacancies shall be selected for the remainder of the term until the next election.

Section 11.11: Conflicts of Interest and Other Policies.

Athlete Representatives will comply with the Policies established by NWBA as outlined in Article 18.

ARTICLE TWELVE

Team USA Athletes' Commission

Section 12.1: Designation.

NWBA shall have a representative and an alternate representative to the Team USA Athletes' Commission, who will be elected by NWBA athletes.

Section 12.2: Qualifications.

To be eligible to serve on the Team USA Athletes' Commission, athlete

representatives must meet the qualifications and be elected consistent with the Team USA Athletes' Commission Bylaws.

Section 12.3: Election/Selection.

Election timing and voter eligibility will be implemented consistent with the Team USA Athletes' Commission Bylaws.

The individual with the highest vote total is elected as NWBA athlete representative to the Team USA Athletes' Commission. The individual with the second highest vote total of the opposite team/gender, is elected as the NWBA alternate representative to the Team USA Athletes' Commission.

Section 12.4: Tenure.

The term for all representatives to the Team USA Athletes' Commission shall be for four (4) years. Athlete term beginning and end dates are set forth in the Team USA Athletes' Commission Bylaws.

Section 12.5: Term Limits.

No representative to the Team USA Athletes' Commission shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

Section 12.6: Resignation, Removal and Vacancies.

A Team USA Athletes' Commission representative's and alternate's position 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. Any vacancies shall be filled immediately, or as soon as practicable. In any of these instances, the process for replacing such individual is set forth in the Bylaws of the Team USA Athletes' Commission.

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 but shall be permitted and is expected to attend Board meetings.

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 13.2: 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;
- vi. serve as director of basketball operations for the NWBA;
- vii. prepare and submit quadrennial and annual budgets to the Board for approval;
- viii. convene, as necessary, working groups to assist in examining issues identified by the Board of Directors,
- ix. serves as the primary liaison to the U.S. Olympic & Paralympic Committee, USA Basketball, NCAA, Veterans Affairs, and National Basketball Association and International Wheelchair Basketball Federation
- x. 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.

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

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

alleged violation of or grievance concerning:

A. Administrative Grievance.

- (i) any NWBA policy rule or regulation, including, but not limited to the NWBA Athlete Safety Policy, NWBA Rules and NWBA Policies and Procedures,
- (ii) any provision of the NWBA's Bylaws,
- (iii) any provision of the NWBA Code of Conduct, or
- (iv) any provision of the USOPC Bylaws or the Ted Stevens Olympic and Amateur Sports Act relating to the NWBA's recognition as a National Governing Body;

B. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a grievance pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete or otherwise participate in a NWBA sanctioned competition or in a protected competition as referred to in the Ted Stevens Olympic and Amateur Sports Act and the USOPC Bylaws.

Section 14.2. Jurisdiction.

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

Section 14.3. Manner of Filing.

Except in the case of expedited procedures, the complainant shall file the grievance with the NWBA Executive Director and the Chair of the Judicial Committee. If the grievance involves the Executive Director, the complainant may file the grievance directly with the Chair of the Judicial Committee and an employee of the NWBA National Office Staff (who is not the Executive Director). If the grievance involves the Executive Director and/or the Chair of the Judicial Committee, the complainant may file the grievance with the President of the Board and an employee of the NWBA National Office Staff (who is not the Executive Director). The grievance shall set forth in clear and concise language, preferably in numbered paragraphs:

- A. the name, contact and membership (if possible) information of the parties,
- B. the alleged violation or noncompliance, grievance, denial or threat to deny participation,
- C. the remedy requested, and
- D. evidence/documentation to support the allegation.

- E. The complainant shall sign the grievance under oath.
- F. Any party filing a counterclaim shall sign the counterclaim under oath.
- G. Except for grievances involving selection to participate in a competition as referred to in Section 14.13, the parties to the proceeding shall be limited to the parties identified as parties in the grievance, or in any amendment to the grievance pursuant to which any party has affirmatively named an additional party.

Section 14.4. Pre-Hearing Process and Affected Parties.

Upon the filing of a grievance, the chair of the Judicial Committee will provide acknowledgement of receipt of the grievance to the complainant.

Upon determining that the grievance was properly filed and satisfied the minimum requirements of a grievance of the type asserted, the Chair of the Judicial Committee will, within fourteen (14) days of receipt of the grievance, provide written notice to the respondent that a grievance against him or her has been received, along with a copy of the grievance. The notice will include an explanation of the allegations or charges made against the respondent, the respondent's opportunity to provide a response, any potential consequences if applicable and the right to have a representative present and provide assistance throughout the proceedings. The respondent must provide a response to the Chair of the Judicial Committee, including supporting evidence and documentation, within fourteen (14) days of respondent's receipt of the grievance. The Chair of the Judicial Committee shall provide a copy of the response to the complainant. The complainant and respondent shall be alerted that they have the right to representation at the hearing.

The Hearing Panel (defined in Section 14.9) shall also ensure that any affected parties are provided with the relevant materials described in Sections 14.3, 14.4 and 14.5. The Hearing Panel may also determine that individuals not listed by either the Complainant, Respondent 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 process, including the Hearing. Any party notified of the Grievance as a potentially affected party shall be bound by the decision of the Hearing Panel, even if he or she chooses not to participate.

In advance of the hearing, the parties will exchange a list of anticipated witnesses, with a brief description of their expected testimony, and any exhibits that the parties anticipate using at the hearing. All other documentation shall be provided to each side, if it hasn't been distributed prior.

Section 14.5. Filing Fee.

Except in the case of expedited procedures and matters pertaining to NWBA's Athlete Safety Policy, a grievance 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 grievance 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 grievance is upheld by the Judicial Committee, the fee will be returned.

Section 14.6. Statute of Limitations.

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

- 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 grievance must be filed within six (6) months of the denial or threat to deny.
- C. Grievances alleging misconduct within the NWBA's Athlete Safety Policy are not subject to any statute of limitations.

Section 14.7. 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 Grievances 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 14.8, the term "Official/Referee" shall include any individual with discretion to make field of play decisions.

Section 14.8. 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 grievances 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 grievances filed with the NWBA.

Section 14.9. Hearing Panel.

Except in the case of an expedited procedure, upon the filing of a grievance, 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 grievance which includes appointing 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 based on availability. Other disinterested and impartial individuals identified by the Judicial Committee may also be appointed to and serve on or advise the hearing panel. At least thirty- three and one third percent (33.3%) of the hearing panel shall be athlete representative(s). All members of any hearing panel shall be disinterested and impartial individuals without conflict of interest to the individuals or situations being heard.

The appointed Hearing Panel members will be disclosed to the complainant and respondent. The complainant or respondent may object to the appointment of any member of the Hearing Panel on the grounds of bias, conflict of interest, or such other grounds on which the party believes the panel member should be disqualified. The objection, along with relevant information, will be provided to the disinterested members of the Judicial Committee to review any potential grounds for disqualification. The disinterested members of the Judicial Committee will timely render a determination of whether the appointed hearing panel member should be disqualified, and, if the hearing panel member is disqualified, a replacement panel member will be appointed promptly.

Section 14.10. Documents Provided to Panel.

Within ten (10) days of the appointment of the Hearing Panel, the NWBA Executive Director (or his or her designee) will provide to the Chair of the Hearing Panel a copy of each of the following documents: (i) the Grievance; (ii) all materials filed with the Grievance, if any; and (iii) any relevant documents in the possession of NWBA.

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.

- A respondent may file a motion to dismiss a grievance against him or her on if:
- A. the grievance was filed after the applicable statute of limitations for such grievances has expired; or
 - B. the grievance fails to allege any conduct that could be construed as constituting a violation of any applicable rule, policy, or procedure.

If the grievance is not dismissed, the hearing panel shall hold a hearing on the grievance. The hearing panel shall set such timelines and other rules, not inconsistent with the provisions of this Section 14.11, regarding the proceeding and the conduct of the hearing as it deems necessary. The Hearing Panel will use best efforts to hold the hearing within forty-five (45) days of receipt of the grievance and at a time and place that all parties are able to attend. 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 grievance be heard and decided within forty-eight (48) hours of the filing of the grievance. In such a case, at least three (3) disinterested and impartial members of the Judicial and/or Ethics Committees are authorized to hear and decide the grievance pursuant to such procedures as are necessary, but fair to the parties involved.

Section 14.13. Grievances Involving Selection to Participate in a Competition.

Except in the case of expedited procedures, where a grievance is filed involving selection of an individual to participate in a competition, the complainant shall include with the grievance a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the grievance. The hearing panel shall determine which additional individuals must receive notice of the grievance. 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 grievance, 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 will use best efforts to issue its written decision within fifteen (15) days after the hearing. 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 USOPC designated arbitrator 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 USOPC Bylaws.

Section 14.16. No Retaliation.

Neither NWBA nor any individual associated with NWBA which includes, but is not limited to, members, employees, committees, division leadership, conference leadership, coaches, team reps, referees/officials or board members shall retaliate against an individual for the filing of a grievance or report under these Grievance Procedures or participating in the investigations of any such grievance or report. It shall constitute a violation of [NWBA Whistleblower and Anti-Retaliation Policy](#) and grounds for discipline to retaliate against any individual for the filing of a grievance or participating in the investigation of any such grievance.

Section 14.17. Resources.

Athlete Ombuds

Team USA athletes may contact the Athlete Ombuds for independent and confidential advice on a variety of sport related matters, including their rights, applicable rules, policies or processes, and questions related to resolving disputes and grievances. The Athlete Ombuds can also help Team USA athletes connect with legal counsel or mental health resources if needed. All other NWBA athletes (i.e., athletes competing domestically at the masters or youth level, recreational athletes, foreign athletes), are welcome to visit the Athlete Ombuds website to review informational resources and should work directly with the NWBA to understand additional resources and options available to them.

EMAIL: ombudsman@usathlete.org

WEBSITE: www.usathlete.org

Additional details are provided on the NWBA website: <https://www.nwba.org/usawb> (select the ‘Resources’ tab)

ARTICLE FIFTEEN **USOPC National Governing Body Status**

Section 15.1: Overview.

NWBA shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the “USOPC”) as a National Governing Body (“NGB”) for the sport of wheelchair basketball in the United States. In furtherance of that purpose, NWBA shall comply with the requirements for certification as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. Sections 220501-220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements NWBA shall ensure compliance with the requirements outlined in Section 8 of the USOPC Bylaws.

ARTICLE SIXTEEN

Sanctioning Events

Section 16.1: Sanctioning Events.

The NWBA shall adopt and maintain relevant policies and procedures to sanction events which include the requirements:

- 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.

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;
- ii. the NWBA's rules and regulations for conduct of the game;

- iii. a procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters;
- iv. a list of the names and terms of the Board of Directors;
- v. 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 four (4) years;
- vi. its four (4) most recent audited financial statement;
- vii. its four (4) most recent 990 form filed with the Internal Revenue Service; and
- viii. a mailing address and an email address for communications directly with the NWBA.

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 State of Illinois secretary of state;
- 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 either a hard copy or electronic copy of the most recent audited financial statements showing in reasonable detail its assets and liabilities and results of its operations.

C. 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 **Policies**

Section 18.1: Policies.

The NWBA shall adopt and maintain relevant policies to effectively run and govern the organization which include but are not limited to: Gifts & Entertainment Policy, Conflicts of Interest Policy, Code of Conduct with common principles of ethics, Athlete Safety Policy, and Grievance Procedures.

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.

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 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.

Section 20.6: Applicable Law.

These Bylaws shall be governed by the laws of the State of Illinois.