**NWBA Bylaws Amendment Proposal Form**

**Proposed Amendments must be submitted in writing to the Executive Director and the chair of the Governance Committee at least sixty (60) days preceding the Annual Assembly (Sunday, April 25, 2021).**

**Section:** 5.2: Function of the Board

**Proposed By:** NWBA Management/Staff

**Summary of Proposed Change:** Update NWBA Bylaws to grant the Board responsibility to terminate Executive Director where appropriate; articulate responsibility for the annual budget, and outline explicit requirements related to athlete safety of the USOPC and U.S. Center for SafeSport; ensures compliance with all laws and monitors NWBA performance; expands the description of the Board’s Function and Responsibilities--adopting the missing elements as outlined in the U. S. Olympic & Paralympic Committee (USOPC) Bylaws Template for NGBs and Bylaws Audit Checklist.

NOTE: This Amendment, if approved, will take effect Monday, June 28, 2021 following the Annual Assembly to ensure compliance with the USOPC Audit Remediation period.

**Current Bylaw:** Current wording is included in the proposal section below.

**Proposed Bylaw:** Proposed changes are marked below with the track changes function (deletions have a strikethrough and additions are underlined).

**Section 5.2: Function of the Board.**

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

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

1. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of the NWBA, and to evaluate Board performance;
2. selects, compensates, 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 the financial reporting process (financial statements, annual reports, audit and control policies), communications with stakeholders, and the NWBA's legal and regulatory compliance program;
7. approves and reviews capital structure, financial strategies, borrowing commitments, long-range financial planning, and selects independent auditors;
8. monitors and properly protects the NWBA’s assets;
9. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
10. makes interpretations and decisions on matters not covered by the published NWBA Policies and Procedures, and communicates those decisions to the NWBA membership;
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.

**Rationale for Change:**

1. The NWBA recently went through a USOPC Audit. The changes marked above for 2) and 12) are corrective actions related to the findings included in the final report. Those proposed changes will make us compliant with USOPC Requirements.
2. The changes marked above for 3) and 13) are suggestions from Legal Counsel to include from the USOPC Bylaws Template for NGB’s.

**Submit to:**

Via Email to both:

Will Waller, NWBA Executive Director: will@nwba.org AND Tim Fox, interim Chair of the Governance Committee: timfox@nwba.org

OR

Via Postal Mail:

NWBA, 1130 Elkton Dr., Suite A, Colorado Springs, CO 80907