



NATIONAL WHEELCHAIR BASKETBALL ASSOCIATION

ROLL WITH U.S.

MEMO

To: NWBA Members
From: Sarah Castle, NWBA President
Date: January 27, 2016
Re: Bylaw Proposals from the NWBA Board of Directors

On behalf of the Board of Directors, we have submitted the attached proposed Bylaw Amendments for the NWBA Membership to vote upon at the upcoming 2017 NWBA Annual Assembly in Louisville, Kentucky, scheduled for March 29.

This past fall the NWBA Governance Committee convened to review and revised the current NWBA Bylaws and felt it was necessary to update Articles and Sections that are to reflect other non-profit best practices.

A good majority of the submissions are best classified as simplification of wording and housekeeping. There are sections of the existing Bylaws that were moved to where the content is best suited, and provides increased definition and clarity of our governance documents. We felt that a couple sections could be condensed into one article as opposed to being in multiple articles and/or sections. This initiative provides us with a more professional approach in how the NWBA conducts its business.

There are a several new articles that the Board of Directors felt were necessary to add to best guide the NWBA in the conduct of its affairs. We have separated out the changes in the attached documentation and encourage you to read the proposed Bylaw Amendments by the NWBA Board of Directors. For example, an Article titled "Annual Assembly." This article defines the actions, timelines and purpose of this important meeting for the membership.

I am also pleased to inform the membership that the NWBA has been awarded a seat on the USOC Athlete's Advisory Council for the 2017-2020 quadrennium. This is a great opportunity for the NWBA to have a voice and be heard as opposed to having to work through a single Paralympic sport representative. As such, we are proposing the establishment of articles for: USOC Athlete's Advisory Council representative and NWBA Athlete's Advisory Council.

In closing, the Board of Directors has approved these proposed Bylaw Amendments unanimously and recommends your approval. We look forward to seeing you in Louisville at the Annual Assembly.



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Section: 1.2 Non-Profit Status

Proposed By: NWBA Board of Directors

Rationale for change:

The proposed amendment provides the Board of Directors, if necessary, the ability to change where it is incorporated and conduct its business under the headquarters primary location.

Current Bylaw:

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

Proposed Bylaw: (All changes and/or deletions must be in red)

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.



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Section: 2.1 Business Offices

Proposed By: NWBA Board of Directors

Rationale for Change:

The proposed amendment permits the Board of Directors to change the principal office as necessary and to make such decision in the ordinary course of business. In addition, the proposed amendment simplifies the language of Section 2.1

Current Bylaw:

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

Proposed Bylaw: (All changes and/or deletions must be in red)

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.



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Section: 3 and 4 Article 3 and 4

Proposed By: NWBA Board of Directors

Rationale for Change:

The proposed changes combine Articles 3 and 4 into one Article 3 for clarity and efficiency. The Mission of the NWBA has not been amended. The Core Values have been consolidated and clarified and the Purposes have been updated to better address the needs of the membership.

Current Bylaw:

ARTICLE THREE **Mission**

Section 3.1: Mission Statement.

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

ARTICLE FOUR **Core Values and Purposes**

Section 4.1: Core Values.

The core values of the NWBA are:

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



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- 5) To embrace the pursuit of competitive excellence.

Section 4.2: Purposes.

The purposes of the NWBA are:

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



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Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE THREE

Mission, **Core Values, and Purpose**

Section 3.1: Mission Statement.

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

Section 3.2: Core Values.

The core values of the NWBA are to:

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

Section 3.3: Purposes.

The purposes of the NWBA are to:

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



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Proposed NWBA Bylaw Amendment Form

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Article: 5 and 6 Membership

Proposed By: NWBA Board of Directors

Rationale for Change:

With the merging of Article 4 into Article 3, the Membership Article will be renumbered to Article 4. The Board of Directors further proposes the combining of Articles 5 and 6 into one Article. 5

The nature of the NWBA membership has grown over time, and the Board of Directors felt it was necessary to elaborate and provide further definition of the various levels of membership. All individuals will be required to register into one or more categories annually, allowing the NWBA to increase its reach to individuals who have been involved in a variety of roles in the past, but who may not have been included into the membership database.

The eligibility to join the NWBA has not changed, but re-worded to bring further clarity to those who may be interested in playing wheelchair basketball.

Furthermore, as the NWBA strives to become the first Paralympic Sport accepted as a Paralympic Sport Organization by the U.S. Olympic Committee, the Board of Directors matched language that is compliant with the U.S. Federal Law of the Ted Stevens Amateur and Olympic Sports Act.

The voting rights of the membership are better defined and Teams maintain their right to vote. As the NWBA continues to work for USOC NGB/PSO Designation, athletes will be eligible to vote, which is defined in new proposed bylaws.

The Suspension/Termination of Membership clause is also new language that is in accord with federal law, under the Ted Stevens Amateur and Olympic Sports Act.



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Current Bylaw:

ARTICLE FIVE **Membership**

Section 5.1: Types of Membership

There shall be two types of NWBA membership:

A. Active Members (Voting)

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

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

B. Active Members (Non-Voting)

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

C. Affiliate Members (Non-Voting)

1. Affiliate members will include those who seek to support the mission, purpose, and programs of the NWBA.



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2. Affiliate members shall be composed of individuals and organizations.
3. Affiliate members shall not have voting privileges, but may participate in the Annual Assembly general session.

ARTICLE SIX **Dues and Player Eligibility**

Section 6.1: Membership Requirements and Dues

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

Section 6.2: Suspension and Termination of Membership

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

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE FOUR **Membership**

Section 4.1: Membership Categories.

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

An individual may belong to more than one membership category. The NWBA shall have



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individual, team and affiliate organization categories each requiring the qualifications and have the voting and other rights and privileges indicated:

1. Individual Membership Categories

- a. Athlete Members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in wheelchair basketball.
- b. Coach Members. Coach members are those individuals who register as active coaches and who are certified by the NWBA, or are certified as active coaches by the NWBA.
- c. Official Members. Official members are those individuals who register as active officials with the National Wheelchair Basketball Officials Association (NWBOA) and are certified by the NWBOA.
- d. Classification Members. Classification Members are those individuals who register as NWBA Classifiers and attend at least one Classification Clinic every two years.
- e. Team Representative Members. These are individuals that support NWBA teams in at least one of the below categories:
 - i. Statistician.
 - ii. Athletic Trainer Members.
 - iii. Team Classification Reviewer.
 - iv. Equipment Manager.
 - v. Administrator.
 - vi. Volunteer
- f. Divisional and Conference Leadership Members. These are individuals who serve in a position on Divisional Committees and/or Conference Committees who may not have a direct affiliation with a NWBA team.
- g. Board of Directors Members. These are individuals who are members of the NWBA Board of Directors and/or NWBA Committees who may not have a direct affiliation with a NWBA Team.
- h. Hall of Fame Members. Hall of Fame Members are individuals who have been inducted into the NWBA Hall of Fame. These members, once inducted, will be considered lifetime members.
- i. Lifetime Members. These are individuals who pay a one-time membership dues fee.
- j. Family Members. Family Members are those who have at least three or more individuals who participate in the NWBA and reside in one location.
- k. Affiliate or other members. The Board of Directors may establish other non-voting membership categories as it deems appropriate.

2. Team Membership Categories

- a. Team Members. Team Members are any group of individuals organized as a team



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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.

3. Eligibility

- a. All players will be persons with physical disabilities resulting in at least some functional limitations of the lower extremities, who meet the NWBA player eligibility rules and policies.
4. All members and staff agree to establish and maintain high standards of eligibility, ethical conduct, and fair play. In particular:
 - a. All members will adhere to the NWBA Code of Conduct and the NWBA Code of Ethics.
 - b. All players will be persons with physical disabilities resulting in at least some functional limitations of the lower extremities, who meet the NWBA player eligibility rules and policies.

Section 4.3. Voting and Other Rights of Members.

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

Section 4.4. Non-Voting Members.

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



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

Section 4.5: Membership Requirements and Dues.

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

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

Section 4.6: Suspension and Termination of Membership.

Any member may be suspended or have their membership in the NWBA terminated for violation of these By-Laws or any rules, policies or procedures of the corporation, in the following manner. The member shall be given reasonable prior written notice of the proposed suspension or termination and the reasons therefore. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the NWBA's records. The member shall have an opportunity to be heard by the Board of Directors at its next scheduled meeting before a suspension or termination is imposed by the Board of Directors. However, between meetings of the Board of Directors, may conduct the hearing on an expedited basis if it is determined by the President or the Executive Director that an expedited hearing is warranted under the circumstances. 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.



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Proposed NWBA Bylaw Amendment Form

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Article: 7 Board of Directors

Proposed By: NWBA Board of Directors

Rationale for Change:

As a result of previous Articles being merged, Article 7 will now become Article 5. The changes from 5.1-5.4 were amended to clarify the definitions contained within the NWBA Bylaws.

In Section 5.5, the Board of Directors proposes changes that include language to account for athlete elections, (i.e. athletes electing/selecting athletes for participation on boards and committees), which are required by the USOC Bylaws.

In Section 5.6, the Board of Directors proposes changes to clearly define and clarify the Board terms/tenure, to include clearly defined terms for the Athlete Representatives.

Sections 5.10 through 5.13 are proposed to bring the NWBA in compliance with the best practices of other NGBs and with the Ted Stevens Amateur and Olympic Sports Act, thereby providing additional protection to the NWBA.

Current Bylaw:

ARTICLE SEVEN **Board of Directors**

Section 7.1: General Powers

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



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Section 7.2: Function of the Board

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

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

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

Section 7.3: Diversity of Discussion

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



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Board shall favor open discussion and favor the presentation of different views

Section 7.4: Qualifications

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

In addition, a director shall:

- a) have the highest personal and professional integrity,
- b) have demonstrated exceptional ability and judgment,
- c) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the NWBA,
- d) possess an understanding of athletic competition and the Paralympic ideals,
- e) have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, sport, and other challenges that face the NWBA.

Section 7.5: Composition.

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

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

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

The NWBA Board of Directors shall be elected as follows:

- 1) The initial Board shall be selected as follows:



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

Section 7.7: Athlete Directors.

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

Section 7.8: Appointment of Board of Directors Members.

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

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

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

Section 7.9: Independence.

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

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



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

Section 7.10: Tenure.

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

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

Section 7.11: Director Attendance.

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

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

Section 7.12: Director Access to Management and Outside Advisors.

The NWBA's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion and information resource, and shall also be available to Board directors outside of meetings. All Board director contact with members of the NWBA's management team, other than the Executive

Director, outside of Board meetings, shall be directed to the Executive Director, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board directly of appropriate matters.



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Section 7.13: Resignation, Removal and Vacancies.

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

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

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

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

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

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

Section 7.14: Regular and Special Meetings.

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



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

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

Section 7.15: Notice of Meetings.

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

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

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

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

Section 7.16: Quorum.

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

Section 7.17: Voting by Proxy.

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



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Section 7.18: Presumption of Assent.

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

Section 7.19: Agenda.

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

Section 7.20: Questions of Order and Board Meeting Leadership.

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

Section 7.21: Effectiveness of Actions.

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

Section 7.22: Open and Executive Meeting Sessions.

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



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- i. to exclude non-members at an open meeting for any reason, or
- ii. to consider and discuss matters relating to personnel, nominations, discipline, salary, litigation or other sensitive matter.

Section 7.23: Minutes of Meetings.

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

Section 7.24: Compensation.

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

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE FIVE **Board of Directors**

Section 5.1: General Powers.

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

Section 5.2: Function of the Board.

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

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



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- 15) 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;
- 16) selects, compensates, and evaluates the Executive Director and plans for management succession;
- 17) reviews and approves the NWBA's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- 18) sets policy and provides guidance and strategic direction to management on significant issues facing the NWBA;
- 19) reviews and approves significant corporate actions and effective governance;
- 20) 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;
- 21) approves and reviews capital structure, financial strategies, borrowing commitments, long-range financial planning, and selects independent auditors;
- 22) monitors and properly protects the NWBA's assets;
- 23) ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
- 24) makes interpretations and decisions on matters not covered by the published NWBA Policies and Procedures, and communicates those decisions to the NWBA membership; and
- 25) presents an annual "State of the NWBA" report at the Annual Assembly.

Section 5.3: Qualifications.

1. General Qualifications:

- a. Each director of the Board of Directors must be twenty-one (21) years of age or older.
- b. A director shall:
 - e) have the highest personal and professional integrity,
 - f) have demonstrated exceptional ability and judgment,



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- a) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the NWBA,
- b) possess an understanding of athletic competition and the Paralympic ideals,
- c) have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, sport, and other challenges that face the NWBA.

2. Independence

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

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

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

Section 5.4: Composition.

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

- 1) Six (6) directors shall be elected by the voting membership
- 2) Three (3) athlete representatives



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- 3) Up to four (4) additional At-Large directors may be selected by the active NWBA Board of Directors. At least two (2) of the At-Large directors should have no direct affiliation with the NWBA.
- 4) The Executive Director of the NWBA shall also be considered a non-voting, ex officio member of the Board of Directors.

Section 5.5: Election and Selection of Board Members.

The NWBA Board of Directors shall be elected as follows:

- 1) The Board shall be elected or selected as follows:
 - a. Board Directors—six (6) Board Directors shall be elected directly by the voting membership.
 - b. Athlete Directors— The Athlete Directors shall be elected by the NWBA Elite Athletes, as defined in Section 11.3 of these Bylaws, from among such group of Elite Athletes. One of the three Athlete Directors will be the NWBA's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 12.3 of these Bylaws. The other two (2) Athlete Directors shall be elected by the NWBA Athlete's Advisory Council pursuant to Section 11.7 of these Bylaws.
 - c. At-Large – The Board of Directors shall select up to four (4) At-Large Members.

Section 5.6: Board Terms and Tenure.

- 1) The Board shall serve staggered terms in the following manner:
 - a. Each of the Board Directors shall be elected for four-year terms.
 - b. One Athlete Director shall be elected for a four-year term.
 - c. All other Athlete Directors shall be elected for a two-year term.
 - d. The At-Large Directors shall serve two (2) year terms. Additional one (1) year terms may be served at the pleasure of the elected members of the Board of Directors.
- 2) A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, or death.



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Section 5.7: Director Attendance.

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person.

Section 5.8: Director Access to Management and Outside Advisors.

The NWBA's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion and information resource, and shall also be available to Board directors outside of meetings. All Board director contact with members of the NWBA's management team, other than the Executive

Director, outside of Board meetings, shall be directed to the Executive Director, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board directly of appropriate matters.

Section 5.9: Resignation, Removal and Vacancies.

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

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

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



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

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

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

Section 5.10: Compensation.

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

Section 5.11: Indemnification.

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

Section 5.12: Discharge of Duties.

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

Section 5.13: Conflicts of Interest.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving the NWBA, or has an interest adverse to the NWBA's business affairs, or has any other business interest in the sport governed by the



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NWBA and that individual is in a position to influence a determination with regard to the contract, transaction, business affair, or business interest, such individual shall:

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



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 8 Officers

Proposed By: NWBA Board of Directors

Rationale for change:

As a result of the merging of previous Articles, this Article now becomes Article 6. The majority of the proposed changes are recommended to provide further clarification of the duties of the Board of Director elected officer positions.

Furthermore, the Board recommends that officers will now be elected to a two-year term, as opposed to only one year. The proposed change will provide consistency to the leadership positions of the NWBA in carrying out initiatives of the Board of Directors.

Current Bylaw:

ARTICLE EIGHT **Officers**

Section 8.1: Designation.

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

Section 8.2: Election.

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



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

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

The President shall:

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

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

- vii. perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President;
- viii. perform such other duties as from time to time may be assigned to him/her by the President of the Board of Directors.

Section 8.5: Restrictions.

Officers of the NWBA shall perform their functions with due care. No individual may serve simultaneously as an officer of the NWBA and as an officer of another amateur sports



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organization that is recognized by the USOC as a National Governing Body.

Section 8.6: Resignation, Removal and Vacancies.

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

Section 8.7: Duties of the Secretary and Treasurer:

Treasurer

The Treasurer shall:

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

Secretary

The Secretary shall:

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

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE SIX **Board of Directors Officers**

Section 6.1: Designation.

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



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of the Audit Committee shall be the elected Treasurer.

Section 6.2: Election and Term of Office.

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

Section 6.3: Restrictions.

Officers of the NWBA shall perform their functions with due care. No individual may serve simultaneously as an officer of the NWBA and as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body. Furthermore, no individual may serve simultaneously as an officer of the NWBA and as an officer of the International Paralympic Committee (IPC), International Wheelchair Basketball Federation (IWBF), and/or the U.S. Olympic Committee/U.S. Paralympics.

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

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

The President shall:

- ii. set all meeting and meeting agendas,
- vii. make all committee appointments, with approval of the Board of Directors, as provided in this document,
- viii. 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,
- ix. with approval of the Board, appoint Divisional Commissioners of the NWBA based on the recommendations of the specific division,
- x. with the approval of the Board, appoint Conference Commissioners of the NWBA based on the recommendations of the specific conference,
- xi. fulfill all other duties as provided in this document.



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The Vice President(s) in the absence of the President or in the event of his/her inability or refusal to act shall:

- ix. 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;
- x. 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:

- iv. 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;
- v. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors; and
- vi. perform such other duties as assigned by the Board of Directors.

Section 6.6: Authority and Duties of the Secretary.

The Secretary shall:

- vi. oversee the minutes of the proceedings of the Board;
- vii. 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;
- viii. ensure, in conjunction with the Executive Director, oversight of the corporate records located at the corporate headquarters;
- ix. perform all duties incident to the office of Secretary; and
- x. 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.



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



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 7 Section 7.14-7.23 Officers

Proposed By: NWBA Board of Directors

Rationale for Change:

The Board of Directors proposes a new Article titled, “Board of Directors Meetings,” that defines the actions the Board may take and how meetings may be called. Most of the language is contained within various sections of the current NWBA Bylaws, however the recommended changes simplify the content by combining all into one article.

A substantial amendment to the current Bylaws, is the Boards proposal to further clarify how a meeting may be called, which includes an opportunity for a Board of Directors vote for approval/disapproval without calling a meeting. From time-to-time, management may have an item arise where Board action is required but time may not be available to convene a full Board of Directors meeting. As such, with the inclusion of “Action Without a Meeting” requires that all Board of Directors members to submit a vote electronically, fax and/or by phone. The NWBA will then post the “Action Without a Meeting” minutes upon final vote and minute approval.

Current Bylaw:

Section 7.14: Regular and Special Meetings.

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

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



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

Section 7.15: Notice of Meetings.

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

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

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

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

Section 7.16: Quorum.

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

Section 7.17: Voting by Proxy.

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

Section 7.18: Presumption of Assent.



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

Section 7.19: Agenda.

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

Section 7.20: Questions of Order and Board Meeting Leadership.

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

Section 7.21: Effectiveness of Actions.

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

Section 7.22: Open and Executive Meeting Sessions.

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

- i. to exclude non-members at an open meeting for any reason, or
- ii. to consider and discuss matters relating to personnel, nominations, discipline, salary,



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litigation or other sensitive matter.

Section 7.23: Minutes of Meetings.

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

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE SEVEN **Board of Directors Meetings**

Section 7.1: Regular and Special Meetings.

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

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

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

Section 7.2: Notice of Meetings.

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



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effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

Section 7.3: Action Without a Meeting.

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

Section 7.4: Quorum.

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board, provided that the notice requirements



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have been satisfied.

Section 7.5: Voting by Proxy.

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

Section 7.6: Presumption of Assent.

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

Section 7.7: Agenda.

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

Section 7.8: Questions of Order and Board Meeting Leadership.

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

Section 7.9: Effectiveness of Actions.

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

Section 7.10: Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to members, and where



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appropriate, non-members. However, the President of the Board, with the consent of a majority of the directors of the Board in attendance, may specifically designate and call an executive session if it is deemed appropriate:

- ii. to exclude non-members at an open meeting for any reason, or
- iii. to consider and discuss matters relating to personnel, nominations, discipline, salary, litigation or other sensitive matter.

Section 7.11: Minutes of Meetings.

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



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 10 Committees

Proposed By: NWBA Board of Directors

Rationale for Change:

The Board of Directors proposes updating Article 10- Committees of the Bylaws. The Board proposes changes to each of the standing committees by better clarifying the responsibilities and duties of each standing committee. In addition, the proposed changes include the addition of a standing High Performance Committee. The Board of Directors also proposes changes bringing the NWBA Bylaws into compliance with the Ted Stevens Amateur Sports Act by requiring twenty percent athlete representation on all committees.

Current Bylaw:

ARTICLE TEN **Committees**

Section 10.1: Designation.

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

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

- A. The President of the NWBA shall appoint the Chairperson of each committee. At least one (1) member of each committee will be an active player/athlete in the NWBA, whose name appears on an NWBA team roster.



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- B. The President of the NWBA shall name such *ad hoc* committees and task forces as deemed necessary.
- C. All committee chairpersons shall serve at the pleasure of the NWBA President.
- D. The appointed Chair of the Audit Committee shall serve as Treasurer and the appointed Chair of the Governance Committee shall serve as Secretary.

Section 10.2: Assignments.

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

Section 10.3: Committee Composition.

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

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

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

Section 10.4: Athlete Representation.

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

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

Section 10.5: Tenure.

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



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

Section 10.6: Committee Member Attendance.

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

Section 10.7: Resignation, Removal and Vacancies.

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

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

Section 10.8: Procedures.

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

Section 10.9: Open and Executive Meeting Sessions.

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

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

- i declare that the meeting is closed, or



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- ii convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter.

Section 10.10: Minutes of Meetings.

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

Section 10.11: Compensation.

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

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

Section 10.12: Ethics Committee.

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

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

The Ethics Committee shall:

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



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

Section 10.13: Judicial Committee.

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

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

The Judicial Committee shall:

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

Section 10.14: Governance Committee.

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

- i. identify and evaluate prospective candidates for the Board,
- ii. nominate individuals to serve on the Board of Directors,
- iii. solicit nominations from the voting membership for potential members of the Board



of Directors,

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- iv. consult with the Ethics Committee to review the compliance of potential candidates with Section 7.9 of these Bylaws,
- v. present the voting membership with a slate of potential Board of Directors nominees at the NWBA Annual Assembly each year,
- vi. establish procedures for monitoring and evaluating the Executive Director.
- vii. accept and evaluate proposed changes to the NWBA rules and regulations and make recommendations for changes to the Board of Directors,
- viii. in conjunction with the President, provide rules interpretations and clarifications as required,
- ix. provide guidance and oversight to NWBA staff regarding publication and distribution of NWBA rules and regulations.

Section 10.15: Hall of Fame Committee.

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

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

Section 10.16: Audit Committee.

The Audit Committee shall be appointed by the President.

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

The Audit Committee shall have the responsibilities as follows:

- i. recommend the independent auditors of the NWBA, review the report of the independent auditors and management letter, and recommend action as needed,



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- ii. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors,
- iii. perform such other duties as assigned by the Board of Directors.

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE EIGHT Committees

Section 8.1: Designation.

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

The NWBA shall have at least the following standing committees:

- i. Governance Committee
- ii. Audit Committee
- iii. Ethics Committee
- iv. Judicial Committee
- v. High Performance Committee
- vi. Hall of Fame Committee

- A. The President of the NWBA shall appoint the Chairperson of each committee (with the exception of the NWBA Athletes Advisory Committee, who shall select a Chairperson per Article 11 of the NWBA Bylaws).
- B. The President of the NWBA shall name *ad hoc* committees and task forces as deemed necessary.
- C. All committee chairpersons shall serve at the pleasure of the NWBA President.
- D. The appointed Chair of the Audit Committee shall serve as Treasurer.
- E. The appointed Chair of the Governance Committee shall serve as Secretary.

Section 8.2: Assignments.

Committee assignments shall be made annually by the President. Assignments shall be made based on a combination of factors including each individual member's expertise, the



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interest in achieving a diversity of the membership of committees, and the needs of the NWBA.

Section 8.3: Committee Composition.

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

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

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

Section 8.4: Athlete Representation.

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

Section 8.5: Tenure.

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

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

Section 8.6: Committee Member Attendance.

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

Section 8.7: Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the President.



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Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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

Section 8.8: Procedures.

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

Section 8.9: Open and Executive Meeting Sessions.

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

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

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

Section 8.10: Minutes of Meetings.

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

Section 8.11: Compensation.

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

Committee and task force members who are not directors of the Board may receive



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compensation for services rendered to or for the benefit of the NWBA in any other capacity, provided the Board gives explicit approval.

Section 8.12: Governance Committee.

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

- i. identify and evaluate prospective candidates for the Board,
- ii. nominate individuals to serve on the Board of Directors,
- iii. solicit nominations from the voting membership for potential members of the Board of Directors,
- iv. consult with the Ethics Committee to review the compliance of potential candidates with Section 7.9 of these Bylaws,
- v. present the voting membership with a slate of potential Board of Directors nominees at the NWBA Annual Assembly each year,
- vi. establish procedures for monitoring and evaluating the Executive Director.
- vii. accept and evaluate proposed changes to the NWBA rules and regulations and make recommendations for changes to the Board of Directors,
- viii. in conjunction with the President, provide rules interpretations and clarifications as required,
- ix. provide guidance and oversight to NWBA staff regarding publication and distribution of NWBA rules and regulations.

Section 8.13: Audit Committee.

The Audit Committee shall be appointed by the President.

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

The Audit Committee shall have the responsibilities as follows:



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

Section 8.14: Ethics Committee.

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

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

The Ethics Committee shall:

- i. ensure that all members of the Board of Directors fulfill the requirements of independence as outlined in Section 7.9 of these Bylaws, especially regarding questions of “material benefit”,
- ii. report to the Board on all ethical issues,
- iii. develop and review, on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff, players, and member organizations for adoption by the Board,
- iv. generally administer and oversee compliance with the Code of Ethics,
- v. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board,
- vi. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and NWBA members,

perform such other duties as assigned by the Board.

Section 8.15: Judicial Committee.

The Judicial Committee shall be appointed and have the responsibilities as



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follows.

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

The Judicial Committee shall:

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

Section 8.16: High Performance Committee.

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

- i. Make proposals to the NWBA Board of Directors for further enhancement of athlete and coach development and the elite athlete and coach pools;
- ii. Evaluate the development of the emerging elite athlete pool and pipeline athlete development;
- iii. In conjunction with National Team staff, evaluate elite athlete development and resource utilization;
- iv. Review and comment on the NWBA Selection Procedures for Elite Athletes for World Championships, Para Pan American Games, Paralympic Games, and all other NWBA sanctioned international competitions;
- v. Review and comment on the NWBA Selection Procedures for Head Coaches and Team Managers for World Championships, Para Pan American Games, Paralympic Games, and all other NWBA sanctioned international competitions;



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- vi. Review and comment on the NWBA Selection Procedures for all national team staff members;
- vii. Evaluate the Elite Athlete Code of Conduct, oversee and enforce any disciplinary infractions as may be necessary from time-to-time; and ensure the protection of athletes; and
- viii. perform other duties as assigned by the Board of Directors

8.16 (1) High Performance Committee Composition

The High Performance Committee shall be appointed as follows:

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

Section 8.17: Hall of Fame Committee.

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

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



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 11 Divisions

Proposed By: NWBA Board of Directors

Rationale for change:

The proposed change results from previous Articles being merged, which results in Article 11 becoming Article 9. There is no proposed content change for this Article.

Current Bylaw:

ARTICLE ELEVEN **Divisions**

Section 11.1: Definition.

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

Section 11.2: Administration.

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

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

Section 11.3: NWBA Divisions.



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

Section 11.4: Division Committees.

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

Section 11.5: Division Commissioners.

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

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

- i. make, enforce, and communicate decisions based upon interpretations of the Bylaws, and rules and regulations established by the NWBA,
- ii. keep the Board of Directors apprised of decisions made and interpretations rendered,
- iii. maintain, record, and distribute administrative forms, proceedings, correspondence and other materials relating to competition and player eligibility,
- iv. submit an annual report to the President for inclusion in the President's annual report to the Board of Directors,
- v. other duties as assigned by the President of the Board of Directors.

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE NINE **Divisions**

Section 9.1: Definition.



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

Section 9.2: Administration.

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

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

Section 9.3: NWBA Divisions.

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

Section 9.4: Division Committees.

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

Section 9.5: Division Commissioners.

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

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

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



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



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: NEW Annual Assembly

Proposed By: NWBA Board of Directors

Rationale for Change:

The current NWBA Bylaws reference the Annual Assembly throughout, however the Board of Directors proposes a new Article that details the activities of the Annual Assembly to ensure the integrity of the meeting for the membership. The definition, actions, timelines, and deliverables are explained for the Annual Assembly, Amendments, Elections, and Absentee Ballots.

Current Bylaw: N/A

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE TEN **Annual Assembly**

Section 10.1: The NWBA Annual Assembly.

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

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

At the Annual Assembly:

1. The Board of Directors shall provide a report on the "State of the NWBA;"
2. The Executive Director shall provide a managerial report;



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3. Members may pose questions to the Board and Executive Director for response; The voting membership shall elect new members of the Board of Directors as provided in these Bylaws; and
4. The voting membership may amend these Bylaws as provided in these Bylaws.

Section 10.2: Notice of NWBA Annual Assembly.

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

Section 10.3: Amendments of NWBA Bylaws.

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

Upon receipt of a properly submitted amendment proposal:

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

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

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

Section 10.4: Board of Directors Elections.



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1. The Governance Committee shall submit a list of open Board of Directors positions to the Executive Director to be posted on the NWBA Website no later than 90 days before the Annual Assembly.
2. At least sixty (60) days prior to the scheduled Annual Assembly, the Governance Committee shall submit a slate of nominees for open Board of Director positions to the Executive Director for publication and distribution to the voting membership.
3. Governance Committee reviews and submits slate of nominates to Executive Director no later than 45 days prior to Annual Assembly. No nominations from the floor of the Annual Assembly shall be permitted. The chair of the Governance Committee, shall prepare ballots for the voting membership which lists all nominees by the Board office for which the candidates were nominated.
4. Absentee ballots shall be sent to the voting members at least 30 days prior to the Annual Assembly. For Absentee Ballots, see Section 10.4 of these Bylaws.
5. The Absentee ballots shall be returned to the NWBA Governance Committee at the NWBA Headquarters at least 15 days prior to the Annual Assembly.
6. The voting membership shall cast their votes for all positions and all amendments on a single, secret ballot at the Annual Assembly, and the results shall be tabulated and announced during the called meeting of the voting delegates.

Section 10.4: Absentee Ballots.

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

The request for an absentee ballot must be received at least thirty (30) days prior to the Annual Assembly by the NWBA Executive Director via mail and/or electronic transmission. The completed absentee ballot must then be received by the Chair of the Governance at least fifteen (15) days prior to the commencement of the Annual Assembly. Absentee ballots shall be tabulated at the same time as other ballots during the Annual Assembly.



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: NEW Athletes' Advisory Council and USOC Athletes' Advisory Council

Proposed By: NWBA Board of Directors

Rationale for change:

As the NWBA progresses towards official designation as a Paralympic Sports Organization, the NWBA must embrace two Athletes' Advisory Councils. The NWBA has been awarded a seat on the USOC Athletes' Advisory Council for the 2017-2020 Quadrennium. The NWBA does not have a Bylaw and/or mechanism in place for the election of this post. The Board of Directors has proposed these two Bylaw additions to become compliant with the Ted Stevens Amateur and Olympic Sports Act.

By approving these two new Bylaws, the NWBA will be compliant and will provide the athletes a further voice in the organization, and this is one more step in the right direction of becoming a Paralympic Sport Organization and National Governing Body for wheelchair basketball in the United States.

Current Bylaw: N/A

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE ELEVEN **ATHLETES' ADVISORY COUNCIL**

Section 11.1: Designation.

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



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Section 11.2: Qualifications.

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

Section 11.3: Election/Selection.

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

- (i) Who have represented the United States as athletes in the Paralympic Games, the ParaPan American Games, World Championships or other major international competitions in the sport of wheelchair basketball within the ten (10) year period prior to December 31 of the year in which the election is held, or
- (ii) Who have placed in the top half of their respective division at the National Wheelchair Basketball Tournament as athletes within the two year period prior to December 31 of the year in which the election is held (each an "Elite Athlete") shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held.

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

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

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

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



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Section 11.4: Tenure.

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

Section 11.5: Term Limits.

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

Section 11.6: Chair.

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

Section 11.7: Board of Directors.

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

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

Section 11.8: Procedures.

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

Section 11.9: Open and Executive Meeting Sessions.

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



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

Section 11.10: Compensation.

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

ARTICLE TWELVE

USOC ATHLETES' ADVISORY COUNCIL

Section 12.1: Designation.

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

Section 12.2: Qualifications.

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

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



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Section 12.3: Election/Selection.

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

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

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

Section 12.4: Tenure.

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

Section 12.5: Term Limits.

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

Section 12.6: Resignation, Removal and Vacancies.

An AAC representative's position with the NWBA may be declared vacant upon the athlete's resignation, removal, incapacity, disability or death. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. The AAC representative may be removed for cause upon the affirmative vote of at least two-thirds of the total voting power of the



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eligible AAC athletes (excluding the voting power of the athlete in question). Any vacancies in either the primary or alternate AAC representative will be filled by the election procedures outlined in Section 12.3 above.



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 12 Executive and Management Staff

Proposed By: NWBA Board of Directors

Rationale for Change:

With the addition of the Article related to the USOC Athletes' Advisory Council, the current Article 12 has been re-numbered to Article 13. The Board of Directors has included minor additions to this section, with the sole purpose of bringing the NWBA into best practices of other non-profits and National Governing Bodies.

Current Bylaw:

ARTICLE TWELVE **Executive and Management Staff**

Section 12.1: Designation.

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

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

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

Section 12.2: Responsibilities.



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The Executive Director shall, either directly or by delegation:

- i. manage all staff functions,
- ii. determine the size and compensation of, hire and terminate the professional staff in accordance with the NWBA compensation policies and guidelines (established by the Board), to effectively accomplish the NWBA's mission, goals, and objectives, within the NWBA's budget,
- iii. develop a strategy for achieving the NWBA's mission, goals and objectives and present the strategy for approval by the Board,
- iv. be responsible for resource generation and allocation and allocation of those resources,
- v. coordinate international activities of the NWBA,
- vi. in conjunction with the President of the Board of Directors, act as the NWBA's spokesperson,
- vii. serve as director of basketball operations for the NWBA, and as such, serve as a technical advisor and resource person to the NWBA,
- viii. prepare and submit quadrennial and annual budgets to the Board for approval,
- ix. convene, as necessary, working groups to assist in examining issues identified by management,
- x. perform all functions as usually pertain to the office of Executive Director,
- xi. perform all other duties as assigned by the Board of Directors.

Section 12.3: Secretary General.

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

Proposed Bylaw: (All changes and/or deletions must be in red)



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ARTICLE THIRTEEN Executive and Management Staff

Section 13.1: Designation.

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

The Executive Director

shall oversee the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of the NWBA.

Section 13.3: Responsibilities.

The Executive Director shall, either directly or by delegation:

- vii. develop a strategy for achieving the NWBA's mission, goals and objectives and present the strategy for approval by the Board,
- viii. 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,
- ix. be responsible for resource generation and allocation of those resources,
- x. coordinate international activities of the NWBA,
- xi. act as the NWBA's spokesperson, in conjunction with the President of the Board of Directors,
- xii. serve as director of basketball operations for the NWBA,
- xiii. prepare and submit quadrennial and annual budgets to the Board for approval,
- xiv. convene, as necessary, working groups to assist in examining issues identified by the Board of Directors,



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- xv. serves as the primary liaison to the U.S. Olympic Committee, U.S. Paralympics, USA Basketball, NCAA, Veterans Affairs, and National Basketball Association.
- xvi. 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.



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 13 Grievance Procedures

Proposed By: NWBA Board of Directors

Rationale for Change:

As a result of previous edits, this Article now becomes Article 13. The Board of Directors has included minor additions to this section, with the sole purpose of bringing the NWBA into best practices of other non-profits and National Governing Bodies. By adopting this language, it will help in our presentation to become the first approved USOC Paralympic Sport Organization.

Current Bylaw:

ARTICLE THIRTEEN **Grievance Procedures**

Section 13.1: Designation of Complaints.

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

Administrative Grievance

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

- i. any NWBA rule or regulation,
- ii. any provision of the NWBA Bylaws, or
- iii. any provision of the Ted Stevens Paralympic and Amateur Sports Act relating to the



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NWBA's recognition as a National Governing Body.

Right to Compete

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

Section 13.2: Manner of Filing.

The complainant shall file the complaint with the Judicial Committee.

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

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

Section 13.3: Filing Fee.

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

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

Successful grievances shall have the entire filing fee returned.

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

Section 13.4: Statute of Limitations.

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

Section 13.5: Field of Play Decisions.



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

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

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

Section 13.6: Administration.

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

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

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

Section 13.7: Hearing Panel.

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

Section 13.8: Conduct of the Proceeding.

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



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testimony shall be taken under oath.

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

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

Section 13.9: Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

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

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

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

Section 13.11: Decision.

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



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Section 13.12: Arbitration.

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

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE FOURTEEN **Grievance Procedures**

Section 14.1. Designation of Complaints.

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

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

Section 14.2. Jurisdiction.



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

Section 14.3. Manner of Filing

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

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

Section 14.4. Filing Fee.

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

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

Section 14.5. Statute of Limitations.



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

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

Section 14.6. Field of Play Decisions.

The final decision of a Judge during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the Judge) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is: (i) outside the authority of the Official/Referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the Official/Referee.

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

Section 14.7 Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with the NWBA. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws, but which may not conflict with any provisions of these Bylaws, for the effective administration of complaints filed with the NWBA.

Section 14.8 Hearing Panel.



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Except in the case of an expedited procedure, upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of at least three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members and members of the Ethics Committee may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on, or advise the hearing panel. At least one (1) member or twenty (20) percent of the hearing panel shall be an athlete. Members of the panel need not be members of USAA or involved in the sport of wheelchair basketball.

Section 14.9. Conduct of the Proceeding.

Except in the case of expedited procedures, the Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules, not inconsistent with the provisions of this Section 14.9, regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

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

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

Section 14.10. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.



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Section 14.11. Complaints Involving Selection to Participate in a Competition.

Except in the case of expedited procedures, where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 14.12. Decision.

All decisions, including those of panels appointed for expedited procedures, shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties. The Hearing Panel's decision will be final and binding upon the parties unless a party is entitled to seek arbitration as referred to in Section 14.13. Where a Hearing Panel decision has been rendered in a matter where the discipline imposed is suspension, permanent expulsion or permanent ineligibility.

Section 14.13. Arbitration.

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



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 14 Recognition as Paralympic Sport Organization

Proposed By: NWBA Board of Directors

Rationale for change:

As a result of previous additions and previous Articles being merged, this proposed Amendment results in Article 14 becoming Article 15. There are no recommended content changes to this Article.

Current Bylaw:

ARTICLE FOURTEEN **Recognition as Paralympic Sport Organization**

Section 14.1: Recognition as a Paralympic Sport Organization.

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

In furtherance of that purpose, the NWBA shall comply with the requirements for recognition as a Paralympic Sport Organization as set forth in the Ted Stevens Paralympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time.

In fulfilling those requirements the NWBA shall:

- i. be a member of only one (1) international sports federation, which is recognized by the International Paralympic Committee as the worldwide governing body for the sport of wheelchair basketball;



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



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- x. provide procedures for the prompt and equitable resolution of grievances of its members;
- xi. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- xii. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a Paralympic Sport Organization, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in wheelchair basketball, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Paralympic and Amateur Sports Act;
- xiii. perform all other obligations and duties imposed by the Ted Stevens Paralympic and Amateur Sports Act and by the USOC on a Paralympic Sport Organization.

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE FIFTEEN

Recognition as Paralympic Sport Organization

Section 15.1: Recognition as a Paralympic Sport Organization.

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

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

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

In fulfilling those requirements, the NWBA shall:

- ix. be a member of only one (1) international sports federation, which is recognized by the International Paralympic Committee as the worldwide governing body for the sport of



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wheelchair basketball;

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



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- xv. provide procedures for the prompt and equitable resolution of grievances of its members;
- xvi. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- xvii. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a Paralympic Sport Organization, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in wheelchair basketball, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Paralympic and Amateur Sports Act;
- xviii. perform all other obligations and duties imposed by the Ted Stevens Paralympic and Amateur Sports Act and by the USOC on a Paralympic Sport Organization.



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 15 Sanctioning Events

Proposed By: NWBA Board of Directors

Rationale for change:

As a result of previous additions and the margining of Articles throughout the Bylaws, the Board proposal includes that Article 15 become Article 16. The Board's proposed amendment also includes language to clarify the sanctioning of events.

Current Bylaw:

ARTICLE FIFTEEN **Sanctioning Events**

Section 15.1: Prompt Review of Request.

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

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

Section 15.2: Standard for Review.

If the NWBA, as a result of its review:

- i. does not determine by clear and convincing evidence that holding or sponsoring an



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international or national amateur athletic competition would be detrimental to the best interest of United States wheelchair basketball, and

- ii. confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws,

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

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

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

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



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personal welfare of the athletes and spectators at the competition.

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

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

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



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Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE SIXTEEN Sanctioning Events

Section 16.1: Prompt Review of Request.

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

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

Section 16.2: Standard for Review.

If the NWBA, as a result of its review:

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

Section 16.3: Requirements for Holding an International or National Amateur Athletic Competition in the United States.

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



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

Section 16.4: Requirements for Sponsoring United States Wheelchair Basketball Athletes to compete in an International Athletic Competition held outside the United States.

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

- v. submits, in the form required by the NWBA, an application to hold such competition;
- vi. pays to the NWBA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;



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



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 16 Records of the Corporation

Proposed By: NWBA Board of Directors

Rationale for change:

As a result of previous additions and the merging of previous Articles, the proposed change results in Article 16 becoming Article 17. In addition, the Board recommends a couple of edits to clarify some of the language in this Article.

Current Bylaw:

ARTICLE SIXTEEN **Records of the Corporation**

Section 16.1: Minutes.

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

Section 16.2: Accounting Records.

The NWBA shall maintain appropriate accounting records.

Section 16.3: Membership List.

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

Section 16.4: Records In Written Form.



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

Section 16.5: Website.

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

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

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

Section 16.6: Records Maintained at Principal Office.

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

- i. the articles of incorporation;
- ii. these Bylaws which shall govern the conduct of the NWBA, the NWBA's Board and Committees and the NWBA's members ;
- iii. rules and regulations that govern the technical conduct of Wheelchair Basketball's events in the United States as the NWBA Board determines is appropriate in their sole discretion;
- iv. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;



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- v. all written communications within the past three (3) years to the members generally as the members;
- vi. a list of the names and business or home addresses of the current directors and officers;
- vii. a copy of the most recent corporate report delivered to the secretary of state of the state of corporate registry;
- viii. all financial statements prepared for periods ending during the last three (3) years;
- ix. the NWBA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- x. all other documents or records required to be maintained by the NWBA at its principal office under applicable law or regulation.

Section 16.7: Inspection of Records by Members.

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

A. Records Maintained at Principal Office

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

B. Financial Statements

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

C. Membership List

Preparation of Membership Voting List: After determining the members entitled to vote in an election the NWBA shall prepare an alphabetical list of the names of all members who are



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entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.

D. Right of Inspection

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

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

E. Limitation on Use of Membership Voting List:

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

- i. used to solicit money or property; used for any commercial purpose; or
- ii. sold to or purchased by any person.

F. Scope of Members' Inspection Rights

- i. Agent or Attorney: The member's duly authorized agent or attorney has the same inspection and copying rights as the member.



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- 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.

Proposed Bylaw: (All changes and/or deletions must be in red)

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.



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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:

- vi. its Bylaws and Polies and Procedures;
- vii. the NWBA's rules and regulations for conduct of the game
- viii. a procedure for communicating with the Board of Directors regarding accounting, internal accounting controls, or audit-related matters,
- ix. its most recent audited financial statement, and
- x. its most recent 990 form filed with the Internal Revenue Service

Section 17.6: Records Maintained at Principal Office.

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

- xi. the articles of incorporation;
- xii. these Bylaws which shall govern the conduct of the NWBA, the NWBA's Board and Committees and the NWBA's members;
- xiii. 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;
- xiv. 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;
- xv. all written communications within the past three (3) years to the membership;
- xvi. a list of the names and business or home addresses of the current directors and officers;
- xvii. a copy of the most recent corporate report delivered to the secretary of state of the state of corporate registry;



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- xviii. all financial statements prepared for periods ending during the last three (3) years;
- xix. the NWBA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- xx. all other documents or records required to be maintained by the NWBA at its principal office under applicable law or regulation.

Section 17.7: Inspection of Records by Members.

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

A. Records Maintained at Principal Office

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

B. Financial Statements

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

F. Scope of Members' Inspection Rights

- v. **Agent or Attorney:** The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
- vi. **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.
- vii. **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.
- viii. **Litigation:** Nothing in these Bylaws shall limit the right of a member to inspect records



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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.



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 17 Code of Ethics

Proposed By: NWBA Board of Directors

Rationale for change:

As a result of previously merged and added Articles, the proposal includes that Article 17 will become Article 18. The Board of Directors inserted “maintain” a Code of Ethics instead of “adopt” as the NWBA has had a Code of Ethics for numerous years, and is now being maintained.

Current Bylaw:

ARTICLE SEVENTEEN **Code of Ethics**

Section 17.1: Code of Ethics.

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



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Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE EIGHTEEN **Code of Ethics**

Section 18.1: Code of Ethics.

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



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 18 Fiduciary and Financial Matters

Proposed By: NWBA Board of Directors

Rationale for Change:

As a result of previous amendments, Article 18 will become Article 19. In addition, the Board notes that as a result of its attempts to clarify the Bylaws the following sections were moved to other Articles of the Bylaws:

1. Indemnification was moved to Article 5 Board of Directors.
2. Conflicts of Interest was moved to Article 5 Board of Directors.

Current Bylaw:

ARTICLE EIGHTEEN. **Fiduciary and Financial Matters**

Section 18.1: Indemnification.

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

Section 18.2: Discharge of Duties.

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

- i. in good faith,



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

Section 18.3: Conflicts of Interest.

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

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

Section 18.4: Prohibited Loans.

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

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

Section 18.5: Fiscal Year.

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

Section 18.6: Budget.

The NWBA shall have an annual budget.



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Section 18.7: Audit.

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

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

Section 18.8: Individual Liability.

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

Section 18.9: Irrevocable Dedication and Dissolution.

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

Proposed Bylaw: (All changes and/or deletions must be in red)

ARTICLE NINETEEN. **Fiduciary and Financial Matters**

Section 19.1:

Fiscal Year.

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



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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.



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Proposed NWBA Bylaw Amendment Form

Submit to NWBA Executive Director Jim Scherr no later than December 29, 2016

All Submissions Must Be Typed

Article: 19 Miscellaneous Provisions

Proposed By: NWBA Board of Directors

Rationale for Change:

The Board of Directors submits this proposal as it cleans up the last several Articles of the Amended Bylaws that were originally adopted in 2009, and amended on several occasions through 2013. The Board additionally proposes language to further protect the organization. Finally, the Articles/Sections listed have been relocated within the newly proposed Bylaws that are better positioned for its Article and/or Section.

1. Article 20 – Amendments to Bylaws has been incorporated into the Annual Assembly Articles.
2. Section 21.1, and 21.2 shall be deleted as these were intended for the NWBA when these were adopted in 2009.
3. Section 21.3 has been incorporated into the Annual Assembly Articles.

Current Bylaw:

ARTICLE NINETEEN **Miscellaneous Provisions**

Section 19.1: Severability and Headings.

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

Section 19.2: Saving Clause.



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

ARTICLE TWENTY **Amendment of the Bylaws**

Section 20.1: Amendments.

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

Upon receipt of a properly submitted amendment proposal:

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

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

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

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

Section 21.2 Transitional Board of Directors

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



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meeting all officer positions will be “vacated” and the offices of the President, Vice President, Secretary, and Treasurer will be elected by the Board of Directors. The election of the officers and the terms of each officer will be compliant with Section 8.2 of these amended Bylaws.

Section 21.3: Implementation of Provisions

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

Proposed Bylaw: (All changes and/or deletions must be in red)

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.



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Section 20.4: Designated Contributions.

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

Section 20.5: References to Internal Revenue Code.

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

Section 20.6: Implementation of Provisions

To the maximum extent practicable, the Board of Directors will implement the provisions of the amended Bylaws by the Board of Directors' mid-year meeting. The NWBA Board of Directors revised composition shall become effective at the next regularly scheduled NWBA Annual Assembly, allowing time to conduct the NWBA Athlete's Advisory Council and USOC Athlete's Advisory Council processes.