

WBCA By-Laws

Editor's Note: By-Laws are currently being edited. An updated copy will be sent to the membership when completed.

BY-LAWS
OF
WOMEN'S BASKETBALL COACHES ASSOCIATION
a Pennsylvania, non-profit corporation

ARTICLE I

Name

This organization, a Pennsylvania, non-profit corporation, shall have the name Women's Basketball Coaches Association and may also be known as WBCA.

ARTICLE II

Purpose and Objectives

SECTION A.

Women's Basketball Coaches Association (referred to hereafter in these By-Laws as "WBCA") has been formed to foster national and international amateur sports competition and to develop a reputable identity for women's basketball through the development of the game of basketball, in all of its aspects, as an amateur sport for women. The purpose shall be advanced by the development of basketball for women on an amateur basis for local, national and international competition; the continued development of programs, tournaments and games for facilitating competition in and the playing of the sport; the refinement of national and international rules, regulations and procedures that will enhance participation of women in the sport, sportsmanship, and athletic leadership, and continued development and encouragement of education and training of persons participating in women's basketball as administrators, coaches, teachers, referees, other officials, and players; and in effecting such purposes thereby also promote the health and welfare of the participants and of the general public by encouraging and fostering the widespread playing of basketball as an amateur sport by women.

SECTION B.

The programs and purposes of WBCA shall be designed, maintained and limited so as to qualify the organization for and to enable it to retain an exemption from federal income taxation within the meaning of Section 501 (c) (3) of the Internal Revenue Code for an organization formed to foster national and international amateur sports competition and other educational goals. No part of its activities will involve the providing of athletic facilities and equipment.

SECTION C.

No part of the assets or income of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, or members, nor shall any part of the assets or income be used to carry on propaganda, political or otherwise, nor shall any contributions be made to organizations a substantial part of the activities of which consists of carrying on propaganda or political activities, nor shall this corporation participate or intervene in, including the publishing or distributing of statements for, any political campaign or the affairs of any candidate for, any political campaign or the affairs of any candidate for public office, nor shall it engage in substantial lobbying before public legislative groups for the passage of legislation.

ARTICLE III

Membership

SECTION A. Categories. The organization shall have members in eight classes, all of them nonstockholding members:

1. Active Members. These members shall be persons who are head coaches of women's basketball at four-year colleges and universities, two-year colleges and junior colleges, and those assistant coaches, Directors of Basketball Operations and International Coaches, of women's basketball who have full-time employment (not necessarily as coaches of women's basketball teams) at such institutions shall be considered Active Members. Each active member shall have the right to vote on all issues facing the

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organization and the right to seek election as an Officer or Director of the organization, after two consecutive years of active membership.

2. Associate Members. These members shall be natural persons who coach women's basketball in high schools or amateur programs, or part-time and graduate assistant coaches at four-year and junior colleges. Associate members may address issues at any membership meeting but shall not have a right to vote or hold office in the organization or serve as a Director, except for the high school representative who is appointed to the Board of Directors.

3. Affiliate Members. These members shall be those persons interested in women's basketball but who do not actively coach a women's basketball team. These members shall include former coaches, retired coaches, athletic directors, officials, media, foreign coaches, conference commissioners, faculty, etc.

4. Allied Members. These members shall be natural or legal persons, including business and non-profit corporations and associations, clubs, etc., or their representatives, who provide significant financial support to the organization and otherwise support its goals, purposes and activities. These members cannot vote nor hold office in the organization. These members shall be entitled to receive publications of the WBCA only.

5. Institutional Members. These members shall be institutions, including but not limited to high schools, junior/community colleges, and four year universities, interested in and supportive of women's basketball. These members shall be entitled to receive publications of the WBCA only.

6. Player Members. These members shall be student athletes, at any level, who are supportive of amateur women's basketball. These members shall be entitled to receive publications of the WBCA only.

7. Honorary Members. These members shall be any former or current President of the WBCA with ten (10) or more years membership. Additionally, all Service Award recipients and Hall of Fame inductees shall be Honorary Members. These members shall have the right to receive all publications. Further, these members shall be entitled to all rights and privileges of an Active member, except the right to vote.

8. Professional Members. These members shall be former and present coaches of professional women's basketball. These members shall be entitled to receive publications of the WBCA only.

SECTION B. Admission to Membership.

1. A person shall be admitted to one of the foregoing classes of membership by the Board of Directors of WBCA following a determination of the person's eligibility by the Executive Director and the Executive Committee, and payment by the person of the required annual dues.

2. All memberships shall be renewable each year and dues shall be payable on or before a member's anniversary date. Dues shall be paid on or before the anniversary date to avoid loss of membership and payment of a reinstatement fee.

3. If membership lapses for thirty days or more, the former member must pay a reinstatement fee in addition to the current annual dues before such member is reinstated to active membership.

4. No person may be rejected for membership solely on the basis of the person's race, color, sex, sexual preference, national or ethnic origin, religion, creed, age, or physical condition.

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SECTION C. Rights and Duties of Members.

1. All members shall receive a copy of the By-Laws and Standing Rules, if any, of WBCA, as well as any and all periodic publications of the WBCA with or without charges as may be imposed from time to time by the Board of Directors.
2. All members may contribute questions, articles or other materials of interest for publication, subject to the discretion of the editors of the publications and the Board of Directors.
3. All members may attend the annual or special meetings of the membership; however, only active members shall be entitled to vote on business or organizational matters affecting the organization.
4. Each active member shall have one vote with respect to any issue presented to the membership for decision.
5. Any active member who has been an active member in good standing for two or more years shall be eligible for election to the Board of Directors.
6. All active members are required to remain current with respect to payment of membership dues. Active members are expected to participate in the affairs of the organization, to help accomplish the purposes of the organization, and to maintain a high standard of professionalism and sportsmanship in the coaching, teaching, and development of women's basketball.

SECTION D. Meetings.

1. **Annual Meeting.** The Annual Membership Meeting of the organization shall be held each year at the time of the Annual Convention. A majority of active members registered at the Convention shall constitute a quorum for the transaction of all business. A simple majority vote of those active members present at business meetings shall be sufficient to transact all business.
2. **Other Meetings.** Special and other meetings of membership may be called by the Board of Directors upon reasonable notice or by the membership upon showing of interest by at least 25% of the active membership.

ARTICLE IV Divisional Organization

SECTION A. Division: For more efficient administration of its activities, closer communication with members, and the facilitation of divisional meetings among its membership, the WBCA shall recognize five (5) divisions within its Active Membership.

SECTION B. Considerations: The five (5) general divisions shall take into account differences in various schools with respect to competitive strengths, athletic philosophy and budgets, size of enrollments, and other characteristics that have a significant impact on the nature of women's basketball at such schools.

SECTION C. Purpose: The primary purpose in recognizing the different levels of competition of the various schools is two-fold. First, it is to assure equality of representation on the Board of Directors and to facilitate the process whereby officers and certain national committees are chosen. Second, it is to assure fairness and equality in the selection of All-America Players, athletes for Player of the Year Awards, and coaches for Coach of the Year Awards.

SECTION D. Determination: The division in which a school shall be recognized shall be determined by the schools themselves, and shall bear a reasonable relationship to the level of competition in which the school is engaged.

SECTION E. Representation: Each of the five (5) Divisions of the Active Membership shall be entitled to representation on the Board of Directors with full voting rights, as follows:

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1. Division I (NCAA): Members shall be entitled to elect four (4) representatives to the Board of Directors, one (1) each from the following four (4) Regions of the country, i.e. the East, the Mideast, Midwest and West. Exhibit "N" sets forth the geographical boundaries of the four (4) Regions and the institutions comprising each Region.

2. Division II (NCAA): Members shall be entitled to elect two (2) representatives to the Board of Directors, one (1) from among those group of institutions located in the East, New England, South and South Atlantic (hereinafter referred to as Group I); and one (1) from among those group of institutions located in the Great Lakes, North Central, South Central and the West (hereinafter referred to as Group II). Exhibit "O" is a Map which sets forth the geographical boundary dividing the Group I and Group II institutions.

3. Division III (NCAA): Members shall be entitled to elect two (2) at-large representatives to the Board of Directors.

4. National Association of Intercollegiate Athletics (NAIA): Members shall be entitled to elect one (1) at-large representative to the Board of Directors.

5. Junior College / Community College (JC/CC): Members shall be entitled to elect one (1) at-large representative to the Board of Directors.

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ARTICLE V

Board of Directors

SECTION A. COMPOSITION: The business and affairs of the corporation shall be managed by the Board of Directors, the members of which shall be natural persons at least 21 years of age. The Board of Directors shall consist of: the five (5) officers of the WBCA, i.e. the Past-President, President, Vice-President, Treasurer and Secretary; four (4) Division I representatives (NCAA), {one (1) elected from each of the four (4) geographical Regions of the country, i.e. the East, Mideast, Midwest and West}; two (2) Division II representatives (NCAA), {one (1) elected from a geographically contiguous group of institutions referred to as Group 1, and the other elected from a geographically contiguous group of institutions referred to as Group II}; two (2) Division III at-large representatives (NCAA); one (1) at-large NAIA representative; one (1) at-large JC/CC representative; and one (1) representative each from the Assistant Coaches Committee, the Black Coaches Association, the Male Coaches of Women's Basketball Committee and the High School Coaches Committee. All of these individuals, except for the President, shall be entitled to one (1) vote on the Board of Directors. Except to break a tie, the President shall not vote either in her / his capacity as a member of a Committee or as Chairperson of the Board. The Chief Executive Officer, the Chairperson of the Committee on Basketball Issues and Chairpersons of the NCAA Division I, II and III Legislative Committees shall also serve as ex officio members of the Board of Directors, with voice but no vote.

SECTION B. ELIGIBILITY: To be eligible for election to the Board of Directors, candidates shall be at least twenty-one (21) years of age and shall have maintained at least two consecutive years of Active membership (Associate Membership for high school coaches) in the WBCA, and at the time of their nomination or appointment to the Board of Directors, shall be Active (Associate) members in good standing, and who shall remain in good standing on the date of election and through their term on the Board of Directors. Good Standing shall mean that the person meets all the qualifications set forth in these By-laws, and is not on Probation by her / his governing organization. Probation shall mean that the coach and / or institution has been declared ineligible to compete in post-season activity by the institution's governing body. Any member who ceases to be an Active (Associate) member, or who is no longer in good standing, or who is no longer a member of the Division or constituency which elected her / him to the Board, forfeits the balance of her / his term on the Board or Committee, thus creating a vacancy.

SECTION C. TERM: The Term of all elected Board members shall be three (3) years, except that of the President(s). Election for all Board members shall be conducted by mail ballot within sixty (60) days following the Annual Convention each year. No person may serve more than two (2) consecutive terms on the Board of Directors in the same capacity without at least one year's absence. The term of office for all newly elected or appointed officers, board and committee members shall begin on September 1st in the year in which they were elected or so appointed, or at the first Board of Directors meeting for that fiscal year, whichever comes first.

In order to phase in the new organizational structure approved by the membership, and in order to have a measure of rotation of old and new Board members, the term of a few of the existing Board members has been extended. Also, the initial term of office for some of the newly created positions may be a one, two or three year term.

1. To begin the rotational process, elections will be held to fill the following positions after the Annual Convention in 1995: "Second Vice-President, Secretary, Treasurer, Division I Representative, JC/CC Representative, District 4 Representative, District 7 Representative, District 9 Representative & Assistant Coaches Representatives.

2. In 1996, elections will be held to fill the following positions after the Annual Convention: Division I-Mideast, will be elected to serve an initial term of three (3) years, i.e. until 8/31/99; Division II-Group-1, will be elected to serve an initial term of two (2) years, i.e. until 8/31/98; Division II-Group-2, will be elected to serve an initial term of three (3) years, i.e. until 8/31/99; Division III At-Large will be elected to serve an initial term of one (1) year, i.e. until 8/31/97; Division III At-Large, will be elected to serve an initial term of two (2) years, i.e. until 8/31/98; the NAIA will elect its representative who will serve a one (1) year term, i.e. until 8/31/97; the JC/CC will elect its representative who will serve an initial term of three (3) years, i.e. until 8/31/99; the High School representative shall be appointed to an initial term of three (3) years, i.e. until 8/31/99; the Assistant Coaches shall elect their representative who shall serve an initial term of three (3) years, i.e. 8/31/99; the Black Coaches representative shall be selected to serve an initial term of two (2) years, i.e. until 8/31/98; the Male Coaches representative shall be elected to serve an initial term of two (2) years, i.e. until 8/31/98.

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3. In 1997, elections will be held to fill the following positions after the Annual Convention: Division I-Midwest will be elected to serve a regular three (3) year term; Division I-West will be elected to serve a regular three (3) year term; the Division III At-Large Representative will be elected to serve a regular three (3) year term; the NAIA representative will be elected to a regular three (3) year term. Also, in 1997 the Division I & II Legislative Representative will be appointed to serve regular three (3) year terms.

4. In 1998, elections will be held to fill the following positions after the Annual Convention: the Division I-East will elect a representative to serve a regular three (3) year term; Division II Group I will elect a representative to serve a regular three (3) year term; Division III At-Large will elect a representative to serve a regular three (3) year term; the Black Coaches Association representative shall be selected to serve a regular three (3) year term; the Male Coaches shall elect a representative to serve a regular three (3) year term. Also, the Coaching Basketball Issues Representative shall be selected to serve a regular three (3) year term.

5. In 1999, elections will be held to fill the following positions after the Annual Convention: Division I-Mideast, shall elect a representative to serve a regular three (3) year term; Division II/ Group-2 shall elect a representative to serve a regular three (3) year term; JC/CC shall elect a representative to serve a regular three (3) year term; the Assistant Coaches shall elect a representative to serve a regular three (3) year term. Also, the Division III Legislative Representative shall be selected to serve a three year term.

If, in any year, the number of directors whose terms expire exceeds 50% of the existing directors, the directors, by resolution, may reinstate the foregoing pattern for one, two and three year terms to reduce the number of expiring terms in any one year to approximately one-third of the directors.

The corporate Secretary of the WBCA shall be responsible for maintaining an accurate record of the status of each Board member's term and when the term expires.

SECTION D. ELECTION OF DIVISIONAL REPRESENTATIVES: Divisional representatives to the Board of Directors shall be elected by the affirmative vote of the majority of the Active members who respond, after proper notice has been given, in their respective division. Notice shall be deemed proper if from year to year the Active members in each Division are notified at least sixty (60) days prior to the Annual Convention of the Board position to be filled in their respective Division, and given an opportunity to nominate a candidate of their choice, and to cast their vote thereon. Nominations for Division representative may be submitted in writing to the Nominating Committee. Individuals may only nominate those persons who are in the same Division as themselves. Also, the person making the nomination must provide a written statement, signed by the nominee, indicating permission for her / his name to be submitted for consideration for the position nominated.

SECTION E. ELECTION OF OFFICERS: The five (5) officers of the WBCA, who shall also be members of the Board of Directors, shall be elected by the members at large. The procedure for election of such officers is set forth in Article VI, Section B of these By-Laws.

SECTION F. VACANCIES: Vacancies occurring on the Board of Directors shall, between annual meetings, be filled with persons selected by the Executive Committee. Each person so selected shall serve until that term of office expires. Persons selected to fill such vacancies shall be, and must have been, Active (Associate) members for the prior two (2) years, and shall be from the Division or constituency in which the vacancy exists.

SECTION G. MEETINGS - TIME, PLACE, QUORUM

1. The Board of Directors shall meet regularly but not less than once per year, at which time the directors and a quorum of them shall be present, physically with each other. Regular meetings of the Board of Directors may be held at such time and places as shall be determined from time to time by resolution of the Board at a duly convened meeting, or by a two-thirds majority vote of Directors giving written consent. In the event any Divisional Representative is unable to attend a meeting of the Board of Directors, she / he may authorize another person in her / his Division to attend; providing the person selected has been an Active (Associate) member of the WBCA for at least two (2) years.

Written notice must be provided to the WBCA Secretary as early as possible, but and no later than thirty (30) days prior to the Summer Board Meeting. The person selected to substitute shall be entitled to vote on all matters.

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2. Special Meetings of the Board may be called by the President on twenty-four (24) hours written notice to each Director, either personally or by mail or by telegram. Also, special meetings may be called by the President or Secretary in the like manner and on like notice on the written request of two (2) or more Directors. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The notice should, but need not, state the general nature of the business to be conducted at such special meeting.

3. Special Meetings of the Board of Directors may be conducted through telephone conferences, coordinated by the President, if a quorum of the Directors can participate in the discussion either at once or separately within a reasonable period of time.

4. Polls. The president (designee) may also poll members of the Board for their vote on certain issues if all of the directors have been notified of the issue and of the poll at least twenty-four (24) hours before it is taken.

5. Voting. Except as otherwise noted herein, each Director shall be entitled to one vote, except that the President may not vote unless to break a tie.

6. Waiver of Notice. Whenever written notice of a meeting of the Board of Directors is required to be given, a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of notice of such meeting except where a person attends or participates for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

7. Quorum. At all meetings of the Board whether the Board is meeting as a Committee of the whole or in regular or special session, at least fifty percent (50%) of the voting Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the articles of incorporation, or by these By-Laws. If a quorum shall not be present at any meeting of Directors, the Directors present shall adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

8. Actions Without Meetings. Any action which may be taken at a meeting of the Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors and shall be filed with the Secretary of the corporation.

SECTION H. EXECUTIVE COMMITTEE.

There shall be an Executive Committee of the WBCA. This Committee shall consist of the Past-President, President, Vice-President, Secretary and Treasurer. The Board of Directors may, by Resolution adopted by a majority of the whole Board, designate not more than two (2) of the remaining directors to the Executive Committee. A majority of the Directors may designate one additional person as ex-officio member of the Executive Committee. The ex-officio member shall have no right to vote on any matter presented to, considered by or acted upon by the Executive Committee. The Executive Committee, to the extent provided in a duly adopted Resolution or in these By-Laws, shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the corporation.

SECTION I. COMPENSATION OF DIRECTORS.

The members of the Board of Directors of the Corporation will serve without compensation; however, upon Resolution by the Board of Directors, they may be reimbursed for out-of-pocket expenses incurred in fulfilling their responsibilities as Board members.

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ARTICLE VI

Officers

SECTION A. TITLE AND NUMBERS.

The corporation shall have a Past-President, President, Vice-President, Secretary and Treasurer. These persons shall also be officers of the Board of Directors. All of the officers of the WBCA shall be elected from the membership of the organization at large. The corporation may also have such officers and assistant officers as the Board of Directors may authorize, which officers and assistant officers shall have such authority and perform such duties as from time to time shall be determined by resolution of the Board. The officers of the organization shall be natural persons at least twenty-one (21) years of age. A member shall not be eligible to be an officer unless she or he has served at least one (1) year as a member of the Board of Directors of the WBCA, **with the exception of the Secretary or Treasurer.** No person may hold more than one office at the same time. **(Approved May 2003)**

SECTION B. ELECTION AND TERM OF OFFICE.

1. Election.

The officers of the corporation shall be elected by the affirmative vote of the majority of the Active members casting ballots, after proper notice has been given. Notice shall be deemed proper if from year to year the Active members of the corporation are notified, at least sixty (60) days prior to the Annual Convention, of the officer positions to be filled and given the opportunity to nominate a candidate of their choice and to cast their vote on the candidates put forth by the nominating committee. Nominations for all officers may be submitted in writing to the nominating committee. However, the person making the nomination must provide a written statement, signed by the nominee indicating permission for her/his name to be submitted for consideration for the position nominated.

2. Term.

The term of office for the Secretary and Treasurer shall be three (3) years. The Vice-President shall be the President-Elect and shall automatically succeed to the office of the President; and thereafter to the office of Past-President. If the office of Past-President becomes vacant before her/his term of office expires, it shall remain unfilled for the balance of the term. If the office of the President becomes vacant before her / his term of office expires, then the Vice-President shall become President. If the office of Vice-President becomes vacant before her/his term of office, the Board, by Resolution, may order that the position be listed on the ballot and filled at the next election. If the Secretary or Treasurer resigns, or either office becomes vacant, the Executive Committee may appoint a person to serve the balance of that person's term. The officers of the corporation shall serve until their term of office expires or until their successors have been chosen and qualified. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the organization will be served thereby; but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

SECTION C. COMPENSATION AND BONDING.

The compensation, if any, of all officers of the corporation shall be fixed by the Board of Directors by resolution adopted by a majority of the Directors. The Treasurer shall be required to post bond or surety for the faithful performance of duties of Treasurer. Other officers may be required to post bond or surety if required by the Board of Directors.

SECTION D. DUTIES & POWERS.

1. President.

[a]. Duties: The President shall convene and preside at all meetings of the Board of Directors, and the Executive Committee, and shall act as Chairperson of each meeting. It shall be the President's duty to see that these By-Laws are observed and that all orders and resolutions of the Board are carried into effect. The President, with the approval of the Board, may appoint persons to committees not otherwise provided for in these By-Laws.

[b] Powers: The President shall have appointment power under this provision when necessary to maintain a semblance of balance and adequate representation on the Board of Directors. Specifically, in order to assure that there are at least two (2) males and two (2) ethnic minorities on the Board of Directors at all times, the President of the WBCA shall have the power to appoint individuals as necessary in order to assure

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compliance with this provision. After elections each year, the Secretary shall certify to the President the complete official list of Board of Directors. If, after due diligence, the President ascertains that there are not at least two (2) males and two (2) ethnic minorities on the Board of Directors, then the President shall have the power to appoint the necessary number of individuals to assure representation. **In addition, the President shall have the power with the approval of the Executive Committee, to expand the board with an Active A or Active B member if one of those might make a special contribution. (Approved May 2003).** The Term of office of the individuals appointed under this provision shall be three (3) years, or two (2) years if necessary to have or maintain a staggered rotational process to remove and replace Board members. The President shall have such other duties as the Board of Directors may prescribe.

2. The Vice-President shall serve in the absence of the President and perform those functions normally performed by the President and such other duties as the Board of Directors may prescribe. The Vice-President shall chair the Nominating Committee.

3. The Past-President shall serve as chair of the Contract & Staff Evaluation Committee. The Past President shall perform such other duties as the Board of Directors may assign from time to time.

4. The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee. It shall be the duty of the Secretary to keep or cause to be kept a record, in a book or other record keeping device to be kept for that purpose, of all the votes of the corporation, the minutes of its transactions and minutes of all meetings of the Board of Directors and of the Executive Committee. The Secretary shall maintain an accurate list of all the members of the corporation and their addresses, and shall be responsible for the custody of all records, contracts and agreements of the corporation. The Secretary shall be responsible for custody of the corporate seal of the corporation and affixing of same to any instrument requiring it. The Secretary may attest to the validity of all corporate documents and to the signatures of other officers, and to the status of other officers in the corporation. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors to its members, of the Executive Committee Meeting to its members, and of the annual meeting to the membership, and shall perform such other duties as may be prescribed by these By-Laws, the Board of Directors, or by the President. The Secretary shall, in the absence of or disability of the President and Vice-President, perform the duties and exercise the powers of the President.

5. The Treasurer shall be the chief financial officer of the corporation and shall be responsible for the corporation's funds and securities. The Treasurer shall be responsible for the disbursement of the funds of the corporation as may be ordered by the Board, keeping proper vouchers and records for such disbursements, and shall render to the President and Directors, at regular meetings of the Board or whenever they may require it, and to the membership, account of all such transactions and of the financial conditions of the corporation. The Treasurer shall be bonded and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall be responsible for the depositing of all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as shall be designated by the Board of Directors. The Treasurer shall be responsible for preparation of an annual budget for the corporation and shall perform such other duties, usually pertaining to the office, as the Board of Directors may require. The Treasurer may also attest to the signatures and status of other officers of the corporation.

The officers of this corporation may be assigned additional duties from time to time by the Board of Directors, which duties may be set forth in a separate document, e.g., an Operating Code.

ARTICLE VII Committees

SECTION A. STANDING COMMITTEES.

There shall be the following standing committees of the corporation, the members which, except as otherwise stated, may include any member of the organization in good standing. Good standing shall mean that the person meets all of the qualifications set forth in these By-laws, and has not been placed on probation by her / his governing organization(s). Except in the cases of elected committee members, the members shall be assigned to committees by the Executive Committee. No person may serve more than two consecutive terms as a member of any standing committee without at least one year's absence from membership on such committee.

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1. Nominating Committee. Under the direction of its Chairperson, this Committee shall be responsible for soliciting the membership for candidates for all Board of Director vacancies. The Vice-President shall Chair the Nominating Committee. The Committee shall consist of divisional representation. The Nominating Committee shall meet in person every March at the site of the WBCA National Convention to determine nominees. A list of vacancies will be provided by the staff liaison and the WBCA Secretary. Conference calls shall be conducted in April and May to confirm the slate of nominees.

The slate of nominees shall be presented to the membership for vote within two (2) months (60 days) of the annual convention in accordance with procedures established under these bylaws. All newly elected board members shall take office as of September 1 in the year in which they were elected, or at the first board meeting for that fiscal year, whichever comes first.

2. Awards Selection Committees. There shall be committees to make recommendations for awards for the five competitive divisions (NCAA Division I, NCAA Division II, NCAA Division III, NAIA, & Junior College/Community College) in the following award categories (i) All-America Team Award; (ii) Player of the Year Award, (iii) Coach of the Year Award; (iv) Service Award; (v) Frances Pomeroy Naismith Award; and (vi) the Scholarship Award. A person may be nominated for more than one awards committee at a time. If elected to more than one awards committee, that person must choose the awards committee on which to serve. A person may not serve on an awards committee and the Board of Directors simultaneously.

(i). Appointment of Chairpersons. The Chairperson of all awards committees shall be appointed by the President, not necessarily from among the members of the Committee. The term of the Chairperson of all awards committees shall be three (3) years. The term of all awards committee members shall be two (2) years. Any member of an Awards Selection Committee whose job is terminated immediately prior to or during the awards selection process may continue her / his position on the Committee, at the discretion of the Chairperson of the committee until the selection process in question has been terminated.

(ii). Number of Award Regions. There shall be not more than nine (9) awards regions. The even numbered regions and divisions (Region #'s 2, 4, 6, 8; & Division #'s 2 & 4) shall be elected in the odd years; while the odd numbered districts and divisions (Region #'s 1, 3, 5, 7 & 9 & Division #'s 1, 3 & 5) shall be elected in the even years. The Board of Directors may from time to time organize additional awards categories, and may also establish the selection process of such awards, and the composition and method of selection of any awards selection committees. No coach may be eligible to receive any award or recognition who is not in good standing, as herein before defined. Additionally, no player may receive any award or recognition who has been declared ineligible to compete by her school's governing body, during such period of ineligibility. Furthermore, no player or coach may represent the WBCA, or speak at any Convention or activity sponsored or conducted by the WBCA, who is not in good standing.

A. All America / Player of the Year Committee. Each division shall have an All-America / Player of the Year Committee. Each committee will be comprised of no more than nine (9) elected members, one from each of the nine awards regions.

B. Coach of the Year Committee. Each division shall have a Coach of the Year Committee except when the awards are conducted through the WBCA office. Each committee will be comprised of no more than (9) elected members, one from each of the nine awards regions.

C. Service Award/Hall of Fame Committee. This Committee shall be comprised of one representative from each of the five (5) divisions, who shall be elected by the members of their respective divisions. This committee shall be responsible for making recommendations of eligible candidates for induction into the National Basketball Hall of Fame, and for receipt of the WBCA Service Award.

D. Frances Pomeroy Naismith Award Committee. This Committee shall be comprised of one representative from each of the five (5) divisions who shall be elected by the members of their respective divisions. This committee shall be responsible for making recommendations of eligible candidates to receive the Frances Pomeroy Naismith Award.

E. Scholarship Award Committee. This committee shall be comprised of one representative from each of the five (5) divisions who shall be elected by the members of their respective

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divisions. This committee shall be responsible for making recommendations of eligible candidates to receive the Scholarship Award.

3. **Financial and Legal Committee.** The Executive Committee and Treasurer shall constitute the Financial and Legal Committee. Whenever the Financial and Legal Committee meets, it shall be chaired by the Treasurer, or by the President in the Treasurer's absence. Whenever practical the organization's legal counsel should be present for such meetings. The Financial and Legal Committee shall oversee the funds of the organization and insure that the organization's functions are within its legal responsibilities and boundaries. The Financial and Legal Committee shall prepare, or have prepared, an annual budget to be submitted to the Treasurer.

4. **Assistant Coaches Committee.** This Committee shall be comprised of two elected representatives from each of the five (5) college divisions of WBCA membership. The two (2) elected in each division shall be from different regions. The term of the members of this Committee shall be two years. The chairperson of the Committee shall be elected by the assistant coaches of the WBCA, and shall serve as their representative to the Board of Directors, with full voting privileges. The chairperson of this Committee shall serve a three (3) year term. The Committee shall present a written report of their meeting to the Board of Directors within one month after the Annual Convention. In order to comply with the new organizational structure, and in order not to have the term of the members of this committee expire the same year, the Board of Directors are authorized from time to time to implement a staggered system of rotating members on and off this Committee.

5. **Staff Evaluation and Contracts Committee.** The Executive Committee, meeting as a Committee of the whole, shall constitute the Staff Evaluation and Contract Committee. The Past-President shall be the chairperson of this Committee. This committee shall evaluate annually the performance of the executive director.

6. **High School Coaches Committee.** There shall be a High School Coaches Committee comprised of one appointed representative from each of the nine (9) membership districts. The term of the members of this Committee shall be two (2) years. Even numbered districts (District #'s 2, 4, 6, & 8) are to be appointed in the odd years; while the odd numbered districts (District #'s 1,3,5,7 & 9) are to be appointed in the even years. The Chairperson of this Committee shall be appointed the high school representative to the Board of Directors, with full voting privileges. The Chairperson of this Committee shall serve a three (3) year term. The High School Coaches Committee shall plan and conduct a meeting at the Annual Convention each year, and shall present a written report of such meeting to the Board of Directors within one month after the Annual Convention each year.

7. **Divisional Steering Committees.** Each division shall have a Divisional Steering Committee. Each Committee will be comprised of five (5) members. The Chairperson, in each division, shall be the person elected as her / his division's representative to the Board of Directors. The other four members on the Divisional Steering Committee in each division shall be elected on a geographical basis, i.e. one from the East, Mideast, Midwest & West, by the members in the region. The term of the members of this Committee shall be two (2) years. The representative from the East and Midwest shall be elected in the even years; while the representatives from the Mideast and West shall be elected in the odd years.

8. **Black Coaches Association.** The Black Coaches Association shall be entitled to have one representative from their constituency serve on the WBCA Board of Directors with full voting privileges. The representative shall be elected from among those members within the WBCA who are also members of the WBCA. The term of office shall be three (3) years. The Black Coaches Association shall present a written report of their meeting to the Board of Directors within one month after the annual convention.

9. **Male Coaches of Women's Basketball Committee.** There shall be a Male Coaches of Women's Basketball Committee comprised of one elected representative from high school and each of the five (5) college divisions of the WBCA membership. The term of the members of this committee shall be two years. The chairperson of the committee shall be elected by the male coaches of the WBCA and shall serve as their representative to the WBCA Board of Directors, with full voting privileges. The chairperson of this committee shall serve a three (3) year term. The committee shall present a written report of their meeting to the Board of Directors within one month after the annual convention.

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10. Coaching Basketball Issues Committee: There shall be a Coaching Basketball Issues Committee whose job, among other things, shall be to keep the organization informed in a timely manner about all issues, actions and proposed actions which could affect the goal of this organization to foster the growth and development of basketball as an amateur sport for women, both nationally and internationally. The duties of this Committee may be changed from time to time by the Executive Committee with the approval of the Board. The number and composition of this Committee shall be determined by the Executive Committee with approval of the Board of Directors. The members of this Committee shall serve a term of two (2) years. The Chairperson shall be appointed by the President, and shall serve as the Committee's representative to the Board of Directors, with voice but no vote. The term of the Chairperson shall be for three (3) years. This Committee shall plan and conduct a meeting at the Annual Convention each year, and shall present a written report of such meeting, to the Board of Directors within one month after the Annual Convention each year.

ARTICLE VIII Indemnification

SECTION 1.

Any person who is or was a director, active member or employee of WBCA, who was engaged with the corporation in any venture on behalf of the corporation, shall be indemnified by the corporation against any and all liability and reasonable expenses (including but not limited to counsel fees and disbursements and amounts paid in settlement or in satisfaction of judgments, fines or penalties) paid or incurred by such person in connection with or resulting from any action, suit or proceeding unless brought by or in the right of WBCA, and whether civil, criminal, administrative or investigative, including any appeal related thereto, in which he or she may be involved or threatened to be involved, is a party or otherwise by reason of his or her being or having been a proper representative of the corporation or by reason of any action taken or not taken in the course of such representation; PROVIDED that there shall be no such indemnification unless such representative acted in good faith and in a manner in which he or she reasonably believed to be in the best interest of the corporation, and had no reasonable cause to believe his or her conduct was unlawful or improper; and further, PROVIDED that in the case of an action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor, if such representative has been adjudged to be liable for negligence or misconduct in a performance of his or her duty to WBCA, then such person shall not be indemnified unless (and only to the extent that) a court of competent jurisdiction of the County or Province at which the registered office of the corporation is located or such other court in which such action or suit was brought shall determine that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the said court shall deem proper.

ARTICLE IX Fiscal Year

The fiscal year of the WBCA shall be from September 1 through August 31.

ARTICLE X Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, promotion or national and international amateur sports competition, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county or province in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

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ARTICLE XI
By-Laws/Operating Code

1. Amendments. The By-Laws of this corporation may be amended, adopted and/or repealed from time to time by a two-thirds majority vote of the members casting a vote thereon. All proposed By-Law changes shall, in the discretion of the Board of Directors, be voted upon either at the Annual Convention, or within sixty-days following the Annual Convention or any Board meeting by written ballot. If By-Law changes will be voted upon at the Annual Convention, then the Board must provide at least sixty (60) days prior notice of such fact and of all proposed By-Law changes.

2. Operating Code. The Board of Directors of this organization may from time to time adopt an Operating Code for this organization; the purpose of which will be to clarify, augment, and otherwise facilitate implementation of the By-Laws. The Operating Code may contain a greater degree of specificity with respect to certain provisions in the By-Laws. However, it is not the intent that the Operating Code supplant or supersede the By-Laws. Any conflict or inconsistency between the Operating Code and the By-Laws shall be resolved in harmony with the By-Laws.

ENABLING MOTION

In amending the By-Laws of any national organization, via written ballot, it is impossible to know which provisions will be approved and which will be rejected. Several provisions in the By-Laws reinforce and are read in conjunction with other provisions for logistical purposes. In order to carry forth the general intent of the membership, and to provide clarity and continuity to the organization's By-Laws, the Board is asking that the Resolution below be approved. The Resolution in effect gives the Board the authority to "clean-up" the By-Laws after response from the members, i.e., to eliminate ambiguity and uncertainty in making sure that the By-Laws flow smoothly as a document.

"BE IT RESOLVED that the Board of Directors of the Women's Basketball Coaches Association be and hereby are empowered, based upon the desires of the membership as expressed in their written response to the proposed By-Law changes herein and to this Resolution, to make whatever changes necessary to the By-Laws to carry out the general intent of the membership, and to provide clarity and continuity to the organization's By-Laws.

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Revised

September 1986

Date Passed

Amended 1991

Date passed September 1991

Amended 1992

Date passed September 1992

Amended 1994

Date passed May 1994

Revised

June 1994

Amended 1995

Date passed June 1995

Amended 2001

Date Passed October 2001

Amended 2003

Date Passed May 2003

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**Appendix A
(Supporting Documentation)**

**WBCA BY-LAW AMENDMENTS BALLOT
May 17, 1995**

Proposed By-Law Amendments:

<u>YES</u>	<u>NO</u>
273	22

To approve as a whole, all changes in the by-laws presented below, simply check the “yes” box at the left of this statement.

If you choose not to approve the changes as a whole, please place a checkmark in the appropriate box in response to each of the proposed by-law changes listed below.

27 19 I. Accept the recommended restructuring of the WBCA’s Board of Directors as listed below:

- | | |
|--|--|
| Past-President | Ex officio Members without a vote: |
| President | Chair – NCAA Division I Leg. Committee |
| First Vice-President | Chair – NCAA Division II Leg. Committee |
| Second Vice-President | Chair – NCAA Division III Leg. Committee |
| Secretary | Chair – Committee on Basketball Issues |
| Treasurer | Executive Director |
| NCAA I Representative (East) | |
| NCAA I Representative (Mid-east) | |
| NCAA I Representative (West) | |
| NCAA I Representative (Mid-west) | |
| NCAA II Representative | |
| NCAA II Representative | |
| NCAA III Representative | |
| NCAA III Representative | |
| NAIA Representative | |
| JC/CC Representative | |
| High School Coaches Representative | |
| Black Coaches Association Representative | |
| Assistant Coaches Representative | |
| Male Coaches Representative | |

13 30 II. Eliminate membership districts.

18 28 III. Change the composition of non-division specific committees consisting of district representatives (e.g., assistant coaches committee) as necessary.