

**Women's Basketball Coaches Association
By-Laws¹**

**Article 1
GENERAL**

- 1.1 NAME.** This organization, a Pennsylvania, non-profit corporation, shall have the name Women's Basketball Coaches Association and may also be known as WBCA.
- 1.2 FISCAL YEAR.** The fiscal year of the WBCA shall be from September 1 through August 31.
- 1.3 HEADINGS.** The citations, indexes, titles and/or headings appearing at the beginning of each article, paragraph, section and subsection are added editorially for reference purposes and are not deemed to govern, limit, modify or in any manner affect the scope, meaning or intent of the provisions of the article, paragraph, section or subsection.²

¹ Comprehensive revision adopted June 10, 2015.

² Section 1.3 adopted 9/2016.

Article 2 MEMBERSHIP

2.1 CATEGORIES. The association assigns members to different categories per criteria set by the Board of Directors. All members are non-stockholding members. The categories of membership currently are:³

2.1.1. Active Members I. Head women's basketball coaches at four-year colleges and universities, two-year colleges and junior colleges, and assistant coaches and Directors of Basketball Operations of women's basketball who have full-time employment at such institutions may be Active I Members.

2.1.2 Active Members II. Head women's basketball coaches at high schools or other education based institutions, and assistant coaches who have full time employment at such institutions shall be Active II Members.

2.1.3 Associate Members. Women's basketball coaches in amateur programs other than collegiate or scholastic programs; professional team Head Coaches and assistant coaches, international coaches, or part-time and graduate assistant coaches at four-year and junior colleges may be Associate Members.

2.1.4. Affiliate Members. Affiliate members are individuals not actively coaching women's basketball. Affiliate members include former coaches, retired coaches, athletic directors and other campus-based athletic administrators, game officials, media, conference commissioners and other conference administrators, fans of the sport and athletes at any level.⁴

³ Section 2.1 amended 9/2016 for plain language.

⁴ Subsection 2.1.4 amended on 9/2016 to clarify those who are allied members.

2.1.5 Allied Members. Allied members are legal entities interested in women's basketball and supportive of the corporation. Allied members include business and non-profit corporations and associations, clubs, etc., as well as high schools, junior/community colleges, four-year colleges and universities, and athletic conferences.⁵

2.1.6 The Board of Directors may authorize group or institution membership for the above categories.

2.2 ADMISSION TO MEMBERSHIP.

2.2.1 An applicant shall be admitted to one of the foregoing classes of membership by the Board of Directors of WBCA following a determination of the applicant's eligibility by the Executive Director or her or his designee, the applicant's agreement to comply with the Code of Ethics, and the applicant's payment of the required annual dues. Applicants who the Executive Director finds to be ineligible for membership may appeal to the Executive Committee.

2.2.2 All memberships shall be renewable each year and dues shall be payable on a date determined by the association.

2.2.3 If membership lapses for sixty days or more, the former member must pay the current annual dues before such member is reinstated to active membership.

2.2.4 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.

⁵ Subsection 2.1.5 adopted on 9/2016 to reinstate allied membership category that was eliminated in comprehensive revision adopted 6/2015.

2.3 RIGHTS AND DUTIES OF MEMBERS.

- 2.3.1** All members shall have access to a copy of the By-Laws and Standing Rules, if any, of WBCA, as well as any and all periodic publications of WBCA with or without charges as may be imposed from time to time by the Board of Directors.
- 2.3.2** All members may contribute questions, articles or other materials of interest for publication, subject to the discretion of the Executive Director or her or his designee.
- 2.3.3** All members may attend the annual or special meetings of the membership. Only Active Members shall be entitled to vote on business or organizational matters affecting the corporation.
- 2.3.4** Each Active Member shall have one vote with respect to any issue presented to the membership for decision.
- 2.3.5** Any person who has been an Active Member in good standing for two or more years shall be eligible for election to the Board of Directors.
- 2.3.6** 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 corporation, to help accomplish the purposes of the corporation, and to maintain a high standard of professionalism and sportsmanship in the coaching, teaching, and development of women's basketball.

2.4 MEETINGS.

- 2.4.1** **Annual Meeting.** The Annual Convention of the WBCA shall constitute its Annual Membership Meeting. A majority of the total of Active Members present at business meetings shall constitute a quorum and be sufficient to transact all business. A simple majority of the quorum will be sufficient to approve motions. Any changes in the Bylaws must be done in accordance with Article 9.1.

2.4.2 Other Meetings. Special and other meetings of the membership may be called by the Board of Directors upon reasonable notice or by the membership upon showing of interest by at least 10% of the Active Members.

2.4.3 Notice. The Corporation shall give oral, written, electronic, or facsimile notice of a meeting in a fair and reasonable manner. Notice is fair and reasonable if the following occur:

- (a) The Corporation notifies the individual member, of the place, date, and time of each annual, regular, and special membership meeting not less than ten (10) days before the meeting date, if the notice is mailed by first class registered mail, or if notice is mailed by other than first class or registered mail, thirty (30) days to sixty (60) days before the meeting date;
- (b) Notice of a special meeting includes a description of the purpose for which the meeting is called.

Oral notice shall be effective when communicated. Written, electronic, or facsimile notice shall be effective at the earliest of the following:

- (a) When received;
- (b) Ten (10) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address of the Member listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

- (d) Thirty (30) days after the notice is deposited with a method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address of the member listed in the most current records of the Corporation.

Except as provided by statute, if an annual, a regular, or a special meeting of the members is adjourned to a different date, time, or place, it is not required that notice be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

2.4.4 Waiver of Notice. Notice may be waived by a member in a writing signed by the member entitled to notice, and filed with the minutes or the Corporation's records. Attendance at or participation in any meeting by a member (a) waives the member's objection to lack of notice or defective notice unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and (b) waives the member's objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice unless the member objects to considering the matter when the matter is presented.

Article 3
BOARD OF DIRECTORS

3.1 COMPOSITION. A Board of Directors shall manage the business and affairs of the Association and shall be empowered to adopt all such guidelines, regulations, policies and procedures as may be necessary to accomplish the same. The Board of Directors shall be composed of the following 24 voting board members:

- (a) The officers of the Association, who shall be a President, Vice President, Immediate Past President, and Treasurer.
- (b) Four NCAA Division I directors, one elected by and from the NCAA Division I Active 1 members in each of four geographic regions of the country.
- (c) Two NCAA Division II directors, one elected by and from the NCAA Division II Active 1 members in each of two geographic sections of the country.
- (d) Two NCAA Division III directors, one elected by and from the NCAA Division III Active 1 members in each of two geographic sections of the country.
- (e) One NAIA director elected at large by and from the NAIA Division Active I members.
- (f) One Junior/Community College director elected at large by and from the Junior/Community College Active 1 members.
- (g) One Scholastic director elected at-large by and from the Scholastic Active 2 members.
- (h) Three Legislative Chairs, one each from NCAA Division I, NCAA Division II and NCAA Division III, who shall be appointed by the Board of Directors from among the Active 1 members within those respective divisions.

- (i) One assistant coach elected at large by and from the assistant coach Active 1 and Active 2 members, and who also serves as chairperson of the Assistant Coaches Committee.⁶
- (j) The chairperson or co-chair of the Leadership Advisory Council.
- (k) One NCAA Division I Conference Commissioner appointed by the Collegiate Commissioner's Association.
- (l) One collegiate Athletic Administrator who shall be appointed by the Board of Directors. This individual may work for either a conference or an institution and must be directly responsible for supervising the conference or institution's women's basketball program.
- (m) Two Public Sector directors who shall be appointed by the Board of Directors. A Public Sector director should have a demonstrated history of success in business, who by virtue of their experience, can be expected to bring unique skill, talent or relationships to the Association. A Public Sector director must not be, nor for at least five years prior to her/his selection to the Board of Directors have been, directly associated in any way with the sport of women's basketball.

[Note: Effective on , the date of approval of these Bylaws (the "Effective Date"), the Association will begin its transition to the board composition described above. Any incumbent director serving in office on the Effective Date will not have her or his term shortened as a result of the transition. This may result in a larger board than noted above during the transition period. This notation shall expire at the end of the transition period.]

3.1.1 DIVERSITY REPRESENTATION. The Board of Directors, if it determines it necessary to ensure racial and/or gender representation within its composition, may appoint a twenty-fifth (25th) voting director from among those Active 1 members who are part of the underrepresented race and/or gender.⁷

⁶ Section 3.1 paragraph (i) amended 9/2016 to stipulate that the assistant coach representative on the board of directors is elected at large and chairs the Assistant Coaches Committee.

⁷ Subsection 3.1.1 amended 9/2016 to clarify that the 25th board member, if appointed, is a voting board member.

- 3.1.2 CONSULTANTS.** Whenever it is deemed advisable, the Board of Directors may invite specialists or representatives of organizations having technical or other advice and assistance relating to women's basketball to serve as consultants to the Board.
- 3.1.3 EXECUTIVE DIRECTOR.** The Board of Directors shall be responsible for hiring an Executive Director for the Association, to assist in the management of the day to day and business affairs of the Association. The Executive Director shall be an ex-officio member of the Board of Directors and the Executive Committee and shall act as the Secretary of the Association. The Executive Director shall be responsible for hiring and annually evaluating the WBCA staff subject to the Board's general oversight and fiduciary responsibility.
- 3.2 QUALIFICATIONS.** All directors shall be natural persons at least twenty-one (21) years of age at the time of their selection. An active member selected to the Board of Directors shall have maintained at least two consecutive years of active membership in the Association, shall be an active member in good standing, and shall remain in good standing through her/his term of service as a director. Any active member director who ceases to be an active member, or who is no longer in good standing, or who is no longer a member of the division, section and/or region that she/he was selected to represent, shall forfeit the remainder of her/his term of service as a director.
- 3.2.1 "GOOD STANDING" DEFINED.** An active member in "good standing" meets all the qualifications set forth in these Bylaws and is not on probation as determined by the Executive Committee.
- 3.3 SELECTION.** Elected directors shall be selected by the affirmative vote of the majority of the active members who respond after proper notice has been given. Active members shall vote only for qualified candidates within their respective division, section and/or region. The election shall be conducted by electronic ballot and shall be completed no later than sixty (60) days following the annual convention according to procedures adopted by the Board of Directors.

3.3.1 ELECTION DIVISIONS. An active member's election division shall be one of six levels of educational athletics to which the institution or school employing the member belongs and in which it competes. Until changed by the Board of Directors, the six divisions of active membership are: NCAA Division I, NCAA Division II, NCAA Division III, NAIA, Junior/Community and Scholastic.

3.3.2 ELECTION REGIONS AND SECTIONS. For the purpose of electing directors and providing equitable representation for the Active 1 members in NCAA Division I, NCAA Division II and NCAA Division III, the Board of Directors shall divide the Active 1 members in NCAA Division I into four geographic regions and the Active 1 members in NCAA Division II and NCAA Division III into two geographic sections. In 2016 and each four years thereafter, the Board of Directors shall review the compositions of the regions and sections then existent and, if deemed advisable, shall reapportion the Active 1 members therein.

3.4 TERM OF SERVICE. With the exception of officers and chairs, the term of service for a director shall be three (3) years. A director may not serve more than two (2) consecutive terms in the same capacity without at least one year's absence. The term of service for all newly elected directors shall begin on July 1 in the year in which they were selected. A director will serve until the expiration of the term for which the director was selected and until a successor has been selected or until the director otherwise vacates the position.

[Note: The rotation/stagger of terms of incumbent directors shall survive the transition period to the new board composition described in Bylaw 3.1. The Board of Directors shall determine the length of the initial term of service for those directors selected to new positions created by approval of these Bylaws at the time of their appointment. This notation shall expire at the end of the transition period.]

3.4.1 RECORDS OF TERMS. The Executive Director or her/his designee shall maintain an accurate record of the status of each director's term of service and when the term expires.

3.5 VACANCIES. Vacancies occurring in director positions selected by the membership or Board of Directors shall be filled with persons selected by the Executive Committee. Each person so selected shall serve until that term of service expires and until a successor has been selected or until the director otherwise vacates the position. Persons selected to fill such vacancies shall meet the relevant qualifications set forth in Bylaw 3.2 and shall be from the division, section or region of the active membership or other constituency in which the vacancy exists.

3.6 MEETINGS.

3.6.1 REGULAR MEETINGS. The Board of Directors shall have at least one regular in-person meeting each year that shall be held during the annual convention. Other meetings may be held in person or by teleconference or by other electronic means at such times and places as determined by the Board of Directors. Except as otherwise may be provided in these bylaws, the Board of Directors may hold regular meetings without notice of the date, time, place or purpose of the meeting.

3.6.2 SPECIAL MEETINGS. The President may call a special meeting of the Board of Directors on twenty-four (24) hours written notice to each officer and director either personally or by mail, email, fax or telegram. A special meeting of the Board of Directors may also be called by the Executive Director upon the written request of two (2) voting members of the Executive Committee or three (3) voting members of the Board of Directors. Notice of a special meeting of the Board of Directors 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 during the special meeting.

- 3.6.3 WAIVER OF NOTICE.** Whenever 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.
- 3.6.4 QUORUM.** A majority of the voting Board members shall constitute a quorum. When a vote is taken upon any matter pending before the Board of Directors, a quorum being present, a majority of the votes of the members of the Board voting on the matter shall determine the outcome thereof, except as may be otherwise specifically provided by statute, or by the articles of incorporation, or by these bylaws. If a quorum shall not be present at any meeting of the Board of Directors, there shall be no transaction of any business and the directors present shall adjourn the meeting.
- 3.6.5 VOTING.** Unless otherwise specifically stated in these bylaws, each voting Board member shall be entitled to one (1) vote.
- 3.6.6 ACTIONS WITHOUT MEETINGS.** Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the voting Board members and shall be filed with the Executive Director.
- 3.7 COMPENSATION OF BOARD MEMBERS.** The members of the Board of Directors 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.

Article 4

OFFICERS

- 4.1 TITLES.** The officers of the Association and Board of Directors shall be a President, Vice President, Immediate Past President and Treasurer. These persons shall also be officers of the corporation. The Association 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. No person may hold more than one office at the same time. The Executive Director shall be an ex-officio officer of the Association and shall act as the Secretary of the Association.
- 4.2 QUALIFICATIONS.** All officers shall be natural persons at least twenty-one (21) years of age at the time of their selection. The President, Vice President and Immediate Past President shall be Active 1 members who shall have served at least one (1) year as a member of the Board of Directors prior to their selection. They shall remain in good standing through their terms of service as an officer. Should the President, Vice President or Immediate Past President cease to be an Active 1 member, or cease to be in good standing, she/he shall forfeit the remainder of her/his term of service as an officer. The Treasurer need not be an active member but shall have experience in accounting or related financial management experience.
- 4.3 SELECTION.** The Vice President, who shall also be the President-Elect, shall be selected at large by the affirmative vote of the majority of the Active 1 and Active 2 members who respond after proper notice has been given. The election shall be conducted by electronic ballot and shall be completed no later than sixty (60) days following the annual convention according to procedures adopted by the Board of Directors. The Board of Directors shall appoint the Treasurer.

4.4 TERM OF SERVICE. The term of service for each officer shall be two years. The Vice President, following her or his term of service, shall accede to the office of President and, following her or his term of service as President, shall thereafter become Immediate Past President. The President, Vice President and Immediate Past President shall not be eligible to succeed themselves in the same office. The Treasurer may succeed herself/himself twice, but in no case shall any person be eligible to serve as Treasurer for more than six (6) consecutive years. The term of service for all officers shall begin on July 1 in the year in which they were selected or acceded to their new office. An officer will hold office until the expiration of the term for which the officer was selected and until a successor has been selected or until the officer otherwise vacates the position.

4.4.1 REMOVAL FROM OFFICE. Any officer may be removed by majority vote of the Board of Directors whenever in its judgment the best interest of the Association will be served thereby; but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

4.5 VACANCIES. If the President vacates the office before her/his term of service expires, then the Vice President shall become President for the remainder of the unexpired term as well as the full term she/he would otherwise normally serve. If the Vice President vacates the office before her/his term of service expires, the Board of Directors by resolution shall order that the position be filled at the next election. If the Immediate Past President vacates the office before her/his term of service expires it shall remain unfilled for the remainder of the term. If the Treasurer vacates the office before her/his term of service expires, the Executive Committee shall appoint a person to serve the remainder of the unexpired term.

4.6 DUTIES AND RESPONSIBILITIES.

- 4.6.1 PRESIDENT.** 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 bylaws are observed and that all orders and resolutions of the Board of Directors are carried into effect. The President, with the approval of the Board of Directors, may appoint persons to committees not otherwise provided for in these bylaws. The President shall have other such duties as the Board of Directors may prescribe.
- 4.6.2 VICE PRESIDENT.** 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 or President may prescribe. The Vice President shall chair the Nominating Committee.
- 4.6.3 IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall advise the President and Vice President and shall perform such other duties as the Board of Directors or President may assign from time to time. The Immediate President Past shall, in the absence or disability of the President and Vice President, perform the duties and exercise the powers of the President.
- 4.6.4 TREASURER.** The Treasurer shall have experience in accounting or related financial management experience and need not be a coach or an Active Member. The Treasurer shall perform the duties usual to the position and such other duties as the Board of Directors or President may prescribe. The Treasurer shall instruct the Executive Director or her/his designee to prepare and maintain correct and complete records of accounts showing accurately the financial condition of the Association. With the assistance of the staff, the Treasurer shall furnish, whenever requested by the Board of Directors, or the President, a statement of the financial condition of the Corporation.

4.6.5 SECRETARY. The Executive Director shall serve as the Secretary of the Association and shall attend all meetings of the Board of Directors and the Executive Committee. The Executive Director or her/his designee shall:

- (a) Prepare drafts of the minutes of all Board and Executive Committee meetings and submit them to the Board or Executive Committee, respectively, for approval; provided that the Immediate Past President will take minutes when the Executive Director and/or her/his designee is not present, including during the discussion of the Executive Director's performance or compensation.
- (b) Maintain an accurate list of all the members of the Association and their addresses.
- (c) Be responsible for custody of the corporate seal of the Association and affixing of same to any instrument requiring it.
- (d) Attest to the validity of all corporate documents and to the signatures of other officers, and to the status of other officers in the Association.
- (e) Give, or cause to be given, notice of all meetings of the Board of Directors to its members, of the Executive Committee to its members, and of the annual meeting to the membership.
- (f) Perform other such duties as may be prescribed by these bylaws, the Board of Directors, the Executive Committee, or by the President.

4.5 COMPENSATION OF OFFICERS. Pursuant to Bylaw 3.7, officers other than the Executive Director 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 officers.

Article 5
COMMITTEES, CABINETS AND COUNCILS

5.1 The Executive Director or her or his designees may serve as ex officio nonvoting members of committees, cabinets, councils and other groups established as part of the governing substructure of the Association to advise and provide administrative support.⁸

5.2 EXECUTIVE COMMITTEE.⁹

5.2.1 COMPOSITION. The Executive Committee is composed of the following seven voting members:

- (a) The President, who serves as chair of the committee;
- (b) The Vice President;
- (c) The Immediate Past President;
- (d) The Treasurer;
- (e) One athletic administrator who is selected by the Board of Directors from between the two athletic administrators (the NCAA Division I conference commissioner or conference/campus-based administrator) who are voting members of the Board; and
- (f) Two Active 1 members selected by the Board of Directors from among the Active 1 members who are voting members of the Board, one who is from NCAA Division I and one who is from either NCAA Division II or NCAA Division III.

⁸ Section 5.1 amended 9/2016 to clarify that the Executive Director or her/his designees may serve as ex officio nonvoting members of any group in the association's governing substructure.

⁹ Amended 9/2016 to add one NCAA Division I at-large board member to the Executive Committee and to restructure the section by dividing into subsections 5.2.1 and 5.2.2.

5.2.1.1 Executive Director Serves Ex Officio. The Executive Director, in her or his capacity as Secretary of the Association, serves as an ex-officio nonvoting member of the Executive Committee.

5.2.2 DUTIES AND RESPONSIBILITIES. To the extent allowed by law, the Executive Committee has and exercises all of the authority of the Board of Directors in the management of the Association's affairs during intervals between meetings of the Board. The Executive Committee is subject to the authority and supervision of the Board of Directors. The Executive Committee annually evaluates the Executive Director's performance and presents its evaluation to the Board of Directors. The Executive Committee also reviews the budget proposed by the Executive Director, makes any changes it deems necessary, and presents it for approval to the Board of Directors.

5.3 AUDIT COMMITTEE. The Audit Committee will be responsible for the hiring and evaluation of the WBCA's independent accountant/auditor and will be appointed by the Executive Committee. The Audit Committee shall also review the annual audit. At least one member of the audit committee will have the background and experience necessary to understand financial statements and evaluate the bids of accounting firms. The Treasurer will not serve on the audit committee.

5.4 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 one representative Board member from each of the six divisions; NCAA DI (vice-president), NCAA DII, NCAA DIII, NAIA, JC/CC, Scholastic and include the Immediate Past President and conference administrator. The Nominating Committee shall meet in person every year at the site of the WBCA National Convention to determine nominees. Members of the Committee that are not at the convention may participate electronically. 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 By-Laws. All newly elected Board members shall take office as of July 1 in the year in which they were elected, or at the first board meeting for that fiscal year, whichever comes first

5.5 ASSISTANT COACHES CABINET. The Assistant Coaches Committee is composed of three representatives from each of the six (6) divisions of WBCA active membership who are elected by and from among the assistant coaches within the respective divisions. The three members elected in each collegiate division must be from different regions. The three members elected in the high school division must be from different districts. The term of service for each member of this Committee is three years. A member may not serve more than two (2) consecutive terms in the same capacity without at least one year's absence. The chairperson of the Cabinet is the assistant coach who serves as a voting member of the Board of Directors.¹⁰

5.6 OTHER COMMITTEES. The Board of Directors may establish other committees to accomplish the goals and execute the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of committees other than the Executive Committee may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with or without cause.

¹⁰ Section 5.5 amended 9/2016 to increase collegiate representation on and add high school representation to the Assistant Coaches Committee.

Article 6
INDEMNIFICATION

6.1 INDEMNIFICATION BY THE CORPORATION. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the corporation shall be indemnified by the corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined (as provided in Section 6.3 of this Article) to have acted in good faith, in what he or she reasonably believed to be the best interests of the corporation (or, in any case not involving the person's official capacity with the corporation, in what he or she reasonably believed to be not opposed to the best interests of the corporation), and, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article.

6.2 DEFINITIONS. As used in this Article, the phrase "claim, action, suit, or proceeding" shall include any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the corporation, any other corporation, or otherwise), whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

By reason of his or her being or having been a director, officer, employee, or agent of the corporation or of any corporation where he or she served as such at the request of the corporation; or

By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the corporation; or

By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

As used in this Article, the term “wholly successful” shall mean:

The termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her;

Approval by a court, with knowledge of the indemnity provided in this Article, of a settlement of any action, suit, or proceeding; or

The expiration of a reasonable time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

6.3 ENTITLEMENT TO INDEMNIFICATION. Every person claiming indemnification under this Article (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of the corporation or any other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the corporation a written finding that such person has met the standards of conduct set forth in Section 6.1 of this Article and (b) the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings that are within the possession or control of the Corporation.

- 6.4 RELATIONSHIP TO OTHER RIGHTS.** The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.
- 6.5 EXTENT OF INDEMNIFICATION.** Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.
- 6.6 ADVANCEMENT OF EXPENSES.** Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.
- 6.7 PURCHASE OF INSURANCE.** The Board of Directors is authorized and empowered to purchase insurance covering the corporation's liabilities and obligations under this Article and insurance protecting the corporation's directors, officers, employees, agents, or other persons.

Article 7
CONFLICTS OF INTEREST

7.1 GENERAL POLICY. It is the policy of the corporation and its Board of Directors that the corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the corporation. This policy shall be further subject to the following principles:

Directors, officers, and employees of the corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

Directors, officers, and employees of the corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the corporation, any gifts, entertainment, or other favors relating to their positions with the corporation that exceed common courtesies consistent with ethical and accepted business practices.

If a Director, or a Director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the corporation, the Director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

Officers and employees of the corporation shall not conduct business on behalf of the corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the corporation.

The Board of Directors may require the corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these By-Laws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, trustee, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

7.2 EFFECT OF CONFLICT PROVISIONS. The failure of the corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these By-Laws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the corporation that otherwise is valid and enforceable under applicable law.

Article 8
DISSOLUTION

8.1 If the corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the corporation, and that are described in Internal Revenue Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

Article 9
BY-LAWS/OPERATING CODE

9.1 AMENDMENTS. The By-Laws of this association may be adopted, amended and/or repealed by a majority vote of the Active 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 by mail or electronic ballot after thirty (30) days notice is given following the Annual Convention or any Board meeting. If By-Law changes will be voted upon at the Annual Convention, then the Board must provide at least thirty (30) days prior notice of such fact and of all proposed By-Law changes.¹¹

9.1.2 The Board of Directors, by majority vote, can adopt technical amendments to these bylaws. Technical amendments are limited to changes that affect only spelling, grammar, punctuation, parallel structure, consistent usage, or the numbering, titling, heading and cross-referencing of the various parts of the bylaws.¹²

9.1.3 The Board of Directors may adopt substantive amendments to these bylaws, which can affect structure, methods, procedures, qualifications, powers, duties, rights and privileges, if board members, by unanimous vote, determine them to be non-controversial, which means that each and every board member believes the amendments are not adverse to and would be widely accepted by the membership. The membership must be notified of a non-controversial amendment within 15 days of its adoption. The membership can override a non-controversial amendment if: (a) at least 100 active members call for an override vote within 90 days of its adoption; and (b) a majority of members who then cast a vote on the override measure vote to do so.¹³

¹¹ Section 9.1 amended 9/2016 to change requisite vote from two-thirds majority to simple majority and to change the requisite notice for voting to 30 days.

¹² Subsection 9.1.2 adopted 9/2016.

¹³ Subsection 9.1.3 adopted 9/2016.

9.2 OPERATING CODE. The Board of Directors of this corporation may from time to time adopt an Operating Code for this corporation; 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 favor of the By-Laws.