



Bylaws
of the
Women's Basketball Coaches Association
As of July 26, 2019

These bylaws have been adopted by the membership of the Women's Basketball Coaches Association or its board of directors. Per Article 10, amendments are adopted by majority vote of the membership or in the case of technical amendments by majority vote of the WBCA Board of Directors or in the case of substantive amendments deemed noncontroversial by unanimous vote of the WBCA Board of Directors.

Article 1
NAME

- 1.1 NAME.** Women’s Basketball Coaches Association is the name of this organization. It may be referred to as “WBCA” or “the association.”
- 1.2 TYPE OF ORGANIZATION.** The WBCA is a voluntary membership association of individuals who coach women’s basketball or who otherwise support the sport. It is a nonprofit corporation.
- 1.2.1 “WOMEN’S BASKETBALL.”** The term “women’s basketball” refers to the sports of women’s basketball and girls’ basketball.
- 1.2.2 “COACHES.”** The terms “coach” and “coaches” refer to a coach or coaches who is or are members of this association.
- 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 do not govern, limit, modify or affect the scope, meaning or intent of the provisions of the article, paragraph, section or subsection.
- 1.4 GENDER-NEUTRAL PRONOUNS.** The plural pronouns “they,” “them” and “their” are used in these bylaws in place of the singular pronouns “he,” “she,” “him,” “her,” “his” and “hers” and refer to a to a single individual unless the context indicates otherwise.

Article 2
MISSION, OBJECTIVES, VALUES AND STANDARDS

- 2.1 MISSION.** The WBCA leads, serves and unites coaches of women’s basketball for the good of our game and those who play it.
- 2.2 OBJECTIVES.** The WBCA:
- (a) Informs, advises and guides coaches on matters that impact their profession and the sport;
 - (b) Offers networking opportunities that allow coaches to connect, encourage and mentor each other;
 - (c) Provides educational programming that enables coaches to make themselves better leaders, teachers and role models for the athletes they coach, and improves the quality and popularity of the game;
 - (d) Recognizes coaches, as well as their athletes and their teams, who excel athletically and academically each year, and honors those who have made lasting contributions to the profession and sport throughout their career; and
 - (e) Acts as the unifying voice of coaches to the organizations that govern the sport at its various levels of competition.
- 2.3 VALUES.** Member coaches are stewards of the game, conducting themselves with professionalism and integrity, and putting foremost the safety, welfare and educational interests of the women and girls they coach. The WBCA membership, board of directors and staff conduct themselves in such a manner that the women and girls who play basketball gain self-respect, self-esteem and self-confidence, as well as educational development. These qualities empower women and girls to succeed in life and to become leaders in their professions, communities and society.
- 2.4 STANDARDS.** Members conduct themselves professionally, according to the rules, and with civility to players, administrators, game officials, fans and each other. The board of directors adopts ethical and behavioral standards to which all members must adhere.

Article 3
MEMBERSHIP

3.1 CATEGORIES OF MEMBERSHIP. The WBCA assigns members to different categories of membership solely to govern the association. The categories are defined by the board of directors. All members, regardless of category, are non-stockholding members. Until changed by the board of directors, the categories of membership are active, associate and allied.

3.1.1 ACTIVE 1 MEMBER. An active 1 member is a person who is actively employed full-time as a head coach of an intercollegiate women's basketball team by a four-year college or university.

3.1.2 ACTIVE 2 MEMBER. An active 2 member is a person who is actively employed by or under paid contract as a head coach of an intercollegiate women's basketball team by a two-year college or as a head coach of an interscholastic girls' basketball team by an elementary school, middle school, junior high school or senior high school.

3.1.3 ACTIVE 3 MEMBER. An active 3 member is a person who is actively employed by or under paid contract to either a collegiate or scholastic institution as an associate coach or assistant coach for an intercollegiate women's basketball team or interscholastic girls' basketball team.

3.1.4 ACTIVE 4 MEMBER. An active 4 member is a person who is actively employed by or under paid contract to either a collegiate or scholastic institution as a director of operations for an intercollegiate women's basketball team or interscholastic girls' basketball team.

3.1.5 ASSOCIATE MEMBER. Any person who does not qualify as an active member is an associate member.

3.1.6 ALLIED MEMBER. An allied member is a legal entity such as a business, organization, or educational or athletic institution that wishes to become a member of the association because of its support for the association and/or its interest in women's basketball.

3.2 MEMBERSHIP DIVISIONS. The WBCA subdivides active members into divisions based on the type of institutions that employ or contract them to coach. Until changed by the board of directors, the six divisions of active membership are NCAA Division I, NCAA Division II, NCAA Division III, NAIA, two-year college and scholastic.

3.3 ADMISSION TO MEMBERSHIP.

3.3.1 The WBCA admits an applicant to the appropriate category and division of membership once the applicant submits an application of membership and pays the necessary membership dues as determined by the board of directors.

3.3.2 CERTIFICATION OF COMPLIANCE. By filing the application of membership, an applicant certifies that they accept and agree to abide by all WBCA bylaws and policies, including the association's values and ethical and behavioral standards, and that they will accept all decisions rendered by the association.

3.3.3 TERM OF MEMBERSHIP. Membership is for a term of one year, beginning and ending on dates determined by the board of directors, and must be renewed each year.

3.3.4 TERMINATION OF MEMBERSHIP. All privileges afforded a member cease upon voluntary or involuntary termination of their membership.

3.3.5 EQUAL OPPORTUNITY. The WBCA will not deny membership to any person solely on the basis of the person's race, color, gender or gender identity, sexual preference, national or ethnic origin, religion, creed, age, or physical condition.

3.4 DUTIES AND PRIVILEGES OF MEMBERS.

3.4.1 Duties of All Members. Members must abide by all WBCA bylaws, policies, values, and ethical and behavioral standards, and must pay the necessary membership dues.

3.4.2 Duties of Active Members. Active members have the additional duty to participate in the governance of the association and to volunteer their time, knowledge, experience and skills to help the WBCA accomplish its mission.

3.4.3 Privileges Afforded All Members. All members may be afforded the following privileges:

- (a) Privilege to access the bylaws and policies of the association;
- (b) Privilege to access online content or live programming provided by the WBCA, as long as any additional subscription or access fees that may be imposed by the board of directors are paid;
- (c) Privilege to attend the annual convention or other meetings of the membership, as long as any additional registration fees that may be imposed by the board of directors are paid; and
- (d) Privilege to contribute content for publication subject to the discretion of the executive director.

3.4.4 Privileges Afforded Active Members. In addition to the privileges that may be afforded all members, each active member:

- (a) Receives one vote on matters presented to the membership for decision;
- (b) Receives one vote in the membership-wide election for vice president/president-elect;
- (c) Receives one vote in elections of directors in which they are eligible to participate; and
- (d) May seek election to a position on the board of directors for which they are eligible after two or more years of active membership in good standing.

3.5 DISCIPLINE OF MEMBERS. The executive committee may reprimand, place on probation, restrict the privileges of, suspend or expel from membership any member per guidelines established by the board of directors for:

- (a) Conduct inconsistent with the WBCA's mission, vision, values or ethical and behavioral standards;
- (b) Failure to abide by the WBCA's bylaws and policies; or
- (c) Failure to pay membership dues or other fees.

3.6 MEETINGS OF THE MEMBERSHIP. The annual WBCA Convention is the annual meeting of the membership. Notice of the annual meeting is given when the annual convention is announced.

Article 4
BOARD OF DIRECTORS

- 4.1 AUTHORITY.** A board of directors manages the business and affairs of the association. The board adopts policies it determines are necessary to govern the association, provides strategic vision, interprets these bylaws, and exercises all the powers and duties expressed or implied herein.
- 4.2 COMPOSITION.** These 24 directors comprise the board of directors:
- (a) The four officers of the association, who are a president, vice president, immediate past president, and treasurer.
 - (b) Four NCAA Division I head coaches, one elected by the NCAA Division I active 1 and active 3 members from the NCAA Division I active 1 members in each of four geographic regions of the country.
 - (c) Two NCAA Division II head coaches, one elected by the NCAA Division II active 1 and active 3 members from the NCAA Division II active 1 members in each of two geographic sections of the country.
 - (d) Two NCAA Division III head coaches, one elected by the NCAA Division III active 1 and active 3 members from the NCAA Division III active 1 members in each of two geographic sections of the country.
 - (e) One NAIA head coach elected by the NAIA active 1 and active 3 members from the NAIA Division active I members association-wide.
 - (f) One two-year college head coach elected by the two-year college active 2 and active 3 members from the two-year college active 2 members association-wide.
 - (g) One scholastic head coach elected by the scholastic active 2 and active 3 members from the scholastic active 2 members association-wide.
 - (h) Three head coaches appointed at large by the board, one each from among the active I members in NCAA Division I, NCAA Division II and NCAA Division III respectively.
 - (i) One assistant coach elected by and from the active 3 members association-wide.

- (j) The chairperson or co-chair of the Leadership Advisory Council.
- (k) One NCAA Division I conference commissioner who represents the Collegiate Commissioner's Association and is confirmed by the executive committee.
- (l) One collegiate athletic administrator appointed by the board. 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 persons from the public sector appointed by the board. Each 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 cannot be, nor for at least five years prior to their selection to the board cannot have been, directly associated in any way with the sport of women's basketball.

4.2.1 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) director from among the active 1 members who are part of the underrepresented race and/or gender.

4.2.2 CONSULTANTS. 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.

4.2.3 EXECUTIVE DIRECTOR. The board of directors employs an executive director to administer the day-to-day affairs of the association. The executive director serves as secretary of the association and is an ex-officio member of the board and the executive committee. The executive director employs a staff subject to the board's general oversight and fiduciary responsibility.

4.3 QUALIFICATIONS OF DIRECTORS.

4.3.1 MINIMUM AGE. A director must be at least twenty-one (21) years old when selected to the board of directors.

4.3.2 MEMBERSHIP.

- (a) A director must be a member of the association in good standing.
- (b) An active member selected to the board of directors must be, for the previous two years must have been, and throughout their term of service as a director must remain an active member in good standing.

4.3.2.1 “GOOD STANDING” DEFINED. An active member in “good standing” meets all the qualifications stated in these bylaws and whose membership in the association is not revoked, suspended or restricted in any manner by the executive committee.

4.4 ELECTION.

- (a) A director elected by a segment of the membership is decided by affirmative vote of the majority of active members within the constituent group who respond by electronic ballot. If no one receives the affirmative vote of the majority, the person who receives the affirmative vote of the plurality is elected. The board of directors breaks any tie that occurs.
- (b) Active members vote only for qualified candidates within their respective membership division and/or geographic region according to procedures adopted by the board of directors.

4.4.1 ELECTION REGIONS. For the purpose of electing directors, the board of directors divides the institutions in NCAA Division I into four geographic regions and the institutions in both NCAA Division II and NCAA Division III into two geographic regions. In 2016 and every four years thereafter, the board reviews the compositions of the regions and, if deemed necessary, reapportions the institutions therein.

4.5 TERMS OF SERVICE.

4.5.1 LENGTH OF TERM. The term of service for a director who is not an officer is three (3) years. The term for a newly selected director begins July 1 in the year in which they were selected. A director serves until their term expires and a successor has been selected or until the director otherwise vacates the position.

4.5.2 TERM LIMITS.

- (a) A person cannot be selected to serve more than two (2) consecutive terms as a director in the same capacity without at least one year's absence.
- (b) A person who serves as a director for two or more years of a vacated term cannot be subsequently selected in the same capacity more than once without at least one year's absence.
- (c) The NCAA Division I Conference Commissioner who represents the Collegiate Commissioner's Association is exempt from these term limits and may serve as many terms as the CCA desires, subject each time to confirmation by the executive committee.

4.5.3 STAGGER OF TERMS. The board of directors ensures that the terms of service of all directors are staggered to balance continuity with new perspective from year to year. The terms of directors within each respective membership division likewise are staggered as much as is practicable. To satisfy these obligations, the board adopts and implements a plan that ensures the terms of service of approximately one-third of the total number of directors, as well as one-third of the directors within each membership division where practicable, expire at the end of the 2018-19 membership year and every year thereafter. The board may waive the provisions of Bylaws 3.5.1 and 3.5.2 as needed.

4.5.4 RECORD OF TERMS. The executive director designee will keep an accurate record of the term of service for each voting director.

4.6 REMOVAL OF DIRECTOR. The board of directors may remove any officer or director by three-fourths (3/4) vote.

4.7 FORFEITURE OF TERM. A person serving on the board of directors forfeits the remainder of their term of service if:

- (a) They resign from their position; or
- (b) They cease to be a member in good standing; or
- (c) They no longer qualify to represent the constituent group from which they were selected; or

(d) They are removed by the board of directors.

4.8 VACANCIES. The executive committee appoints qualified persons to fill vacated director positions selected by the membership or board of directors.

4.9 MEETINGS.

4.9.1 REGULAR MEETINGS. The board of directors meets in person each year in conjunction with the WBCA Convention. The board may hold additional meetings electronically or in person.

4.9.2 SPECIAL MEETINGS. The president may call a special meeting of the board of directors on twenty-four (24) hours notice to each officer and director. A special meeting of the board also may be called by the executive director upon the written request of two (2) voting members of the executive committee or three (3) directors.

4.9.3 QUORUM. A quorum consists of a majority of directors. If a quorum is not present, the board cannot transact business.

4.9.4 VOTING.

(a) A majority vote of directors present and voting decides a matter unless statute, the articles of incorporation, or these bylaws state otherwise.

(b) Each director has one (1) vote.

4.9.5 ACTIONS WITHOUT MEETINGS. The board of directors can act without meeting if all directors consent to the action in writing to the executive director.

4.10 COMPENSATION OF BOARD MEMBERS. Directors serve without compensation, but may be reimbursed for out-of-pocket expenses they incur in fulfilling their duties as directors.

**Article 5
OFFICERS**

(amended text in gray pending override period)

5.1 TITLES. The officers of the association are a president, vice president, immediate past president and treasurer. These persons also are officers of the corporation. No person may hold more than one office at the same time.

5.1.1 SECRETARY. The executive director serves as secretary of the association and is an ex officio officer and nonvoting member of the board of directors and the executive committee.

5.2 QUALIFICATIONS.

5.2.1 PRESIDENTIAL TRACK. In addition to the qualifications of directors in Bylaw 3.3, the president, vice president and immediate past president must be Active 1 members in good standing who previously served at least one (1) year as a member of the board of directors before their selection as vice president. If they cease to be an Active 1 member in good standing, they will forfeit the remainder of their term of service as an officer.

5.2.2 TREASURER. The treasurer must have experience in accounting or related financial management experience and need not be an active member.

5.3 SELECTION.

5.3.1 VICE PRESIDENT. The vice president, who is also the president-elect, is elected by the affirmative vote of the majority of the active members who respond by electronic ballot according to procedures adopted by the board of directors. If no one receives the affirmative vote of the majority, the person who receives the affirmative vote of the plurality is elected. The board of directors breaks any tie that occurs.

5.3.2 TREASURER. The board of directors appoints the treasurer.

5.4 TERMS OF SERVICE.

5.4.1 LENGTH OF TERM. The term of service for each officer is two years and begins July 1 in the year in which they are selected or accede to their new office. An officer serves until their term expires and a successor has been selected or until the officer otherwise vacates the position.

5.4.2 TERM LIMITS.

5.4.2.1 PRESIDENTIAL TRACK. The vice president accedes to the office of president and, thereafter, becomes immediate past president for a total period of service of six (6) years. The president, vice president and immediate past president cannot succeed themselves in the same office, except as provided in Bylaw 5.6.

5.4.2.2 TREASURER. The treasurer may be reappointed to two successive terms, but cannot serve more than six (6) consecutive years.

5.5 REMOVAL OF OFFICER. The board of directors may remove any officer or director by three-fourths (3/4) vote.

5.6 VACANCIES.

5.6.1 PRESIDENT. If the president vacates the office, the vice president becomes president for the remainder of the unexpired term as well as the full term they would normally serve.

5.6.2 VICE PRESIDENT. If the vice president vacates the office, the position is filled in the next election.

5.6.3 IMMEDIATE PAST PRESIDENT. If the immediate past president vacates the office, it remains unfilled for the remainder of the term.

5.6.4 TREASURER. If the treasurer vacates the office, the executive committee appoints a qualified person to serve the remainder of the unexpired term.

5.7 DUTIES AND RESPONSIBILITIES.

5.7.1 PRESIDENT. The president:

- (a) Convenes and presides over all meetings of the board of directors and the executive committee.
- (b) Ensures compliance with these bylaws and all policies and directives of the board of directors and executive committee.
- (c) Appoints persons to committees not otherwise provided for in these bylaws.
- (d) Performs such other duties as these bylaws, the board of directors, or the executive committee may prescribe.

5.7.2 VICE PRESIDENT. The vice president:

- (a) Serves as acting president when the president is absent or unable to perform the duties of the office.
- (b) Chairs the nominating committee.
- (c) Performs such other duties as these bylaws, the board of directors, the executive committee, or the president may prescribe.

5.7.3 IMMEDIATE PAST PRESIDENT. The immediate past president:

- (a) Advises the president and vice president.
- (b) Serves as acting president when the president and vice president both are absent or unable to perform the duties of the president.
- (c) Takes minutes of board and executive committee meetings when the secretary is not present.
- (d) Performs such other duties as these bylaws, the board of directors, the executive committee, or the president may prescribe.

5.7.4 TREASURER. The treasurer:

- (a) Instructs the executive director or their designee to prepare and maintain correct and complete records of accounts that accurately show the financial condition of the association.
- (b) Furnishes, with the assistance of the staff, a statement of the financial condition of the association whenever requested by the board of directors or the president.
- (c) Performs such other duties as are usual to the position or as these bylaws, the board of directors, the executive committee, or the president may prescribe.

5.7.5 SECRETARY. The secretary:

- (a) Attends all meetings of the board of directors and the executive committee.
- (b) Prepares drafts of the minutes of all board and executive committee meetings and submits them to the board or executive committee, respectively, for approval.
- (c) Maintains an accurate list of all the members of the association.
- (d) Possesses the corporate seal of the association and affixes it to any instrument requiring it.
- (e) Attests to the validity of all corporate documents and to the signatures of other officers, and to the status of other officers in the association.
- (f) Gives, or causes to be given, all notices required by these bylaws.
- (g) Performs such other duties as these bylaws, the board of directors, the executive committee, or the president may prescribe.

5.8 COMPENSATION OF OFFICERS. Per Bylaw 4.10, officers other than the executive director, serve without compensation, but may be reimbursed for out-of-pocket expenses they incur in fulfilling their duties as officers.

Article 6
COMMITTEES, CABINETS AND COUNCILS

6.1 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.

6.2 EXECUTIVE COMMITTEE.

6.2.1 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.

6.2.1.1 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.

6.2.2 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.

6.3 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.

6.4 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 bylaws. 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

6.5 ASSISTANT COACHES COMMITTEE. 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.

6.6 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.

Article 7
INDEMNIFICATION

7.1 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.

7.2 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.

7.3 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.

7.4 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.

7.5 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.

- 7.6 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.
- 7.7 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 8
CONFLICTS OF INTEREST

8.1 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

bylaws. 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.

8.2 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 bylaws 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 9
DISSOLUTION

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 10
AMENDMENTS/OPERATING CODE

10.1 AMENDMENTS. The bylaws of this association may be adopted, amended and/or repealed by a majority vote of the Active Members casting a vote thereon. All proposed bylaw 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 bylaw 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 bylaw changes.

10.1.1 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.

10.1.2 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.

10.2 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 bylaws. The operating code may contain a greater degree of specificity with respect to certain provisions in the bylaws. However, it is not the intent that the operating code supplant or supersede the bylaws. Any conflict or inconsistency between the operating code and the bylaws shall be resolved in favor of the bylaws.

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