**NWBA Bylaws Amendment Proposal Form**

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

**Section:** Section 5.3: Qualifications.

**Proposed By:** NWBA Management/Staff

**Summary of Proposed Change:** Update NWBA Bylaws to include requirement for background check and SafeSport compliance; updating Independence criteria to reflect the latest definition and requirements of the USOPC which will provide a neutral leadership perspective; expands the qualifications of the Board of Directors--adopting the missing elements as outlined in the U. S. Olympic & Paralympic Committee (USOPC) Bylaws Template for NGBs and Bylaws Audit Checklist.

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

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

**Proposed Bylaw:** Adding 5.3.1.b.f to the General Qualifications. Removing the current 5.3.2 Independence wording and replacing it with the wording included below as outlined with the track changes function (deletions have a strikethrough and additions are underlined).

**Section 5.3: Qualifications.**

1. General Qualifications:
   1. Each director of the Board of Directors must be twenty-one (21) years of age or older.
   2. A director shall:
2. have the highest personal and professional integrity,
3. have demonstrated exceptional ability and judgment,
4. be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the NWBA,
5. possess an understanding of athletic competition and the Paralympic ideals,
6. have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, sport, and other challenges that face the NWBA,
7. have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations.
8. Independence

At least one (1) member of the Board of Directors must be determined to be independent by the Governance Committee.

A director will be determined to meet the “*independence*” standard if in the previous two (2) years they have not:

1. been employed by or held any governance position (whether a paid or volunteer position) with NWBA, IWBF, USOPC, IPC, or any sport family entity connected with the NWBA;
2. been affiliated with or employed by the NWBA’s outside auditor or outside counsel;
3. been a member of the NWBA’s Athletes’ Advisory Council;
4. been a member of any constituent group with representation on the Board of Directors;
5. received any compensation from the NWBA, directly or indirectly; or
6. been an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the NWBA.

Additionally, such director’s immediate family may not have been:

1. been employed by or held any governance position (whether a paid or volunteer position) with NWBA, IWBF, USOPC, IPC, or any sport family entity connected with the NWBA; or
2. been affiliated with or employed by the NWBA’s outside auditor or outside counsel as a partner, principal or manager.

The director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in NWBA or IWBF and including any reimbursement of expenses related thereto.

**Rationale for Change:**

1. The change marked above for 5.3.1.b.f is a suggestion from Legal Counsel to include from the USOPC Bylaws Template for NGB’s.
2. The NWBA recently went through a USOPC Audit. The changes marked above for 5.3.2 are the corrective action related to the findings included in the final report. Those proposed changes will make us compliant with USOPC Requirements.

**Submit to:**

Via Email to both:

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

OR

Via Postal Mail:

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