

Constitution of USA Basketball

Adopted August 19, 1980

Amended June 12, 2017

Article 1.

Definitions: As used in this Constitution the term:

1.1 "Active Athlete" means any individual who has represented the United States in the Olympic Games, the Pan American Games or the World Championships within the preceding ten years.

1.2 "Amateur Athlete" means, for purposes of this Constitution, an athlete who is eligible under F.I.B.A. rules to compete in international Amateur Athletic Competitions conducted under F.I.B.A. auspices.

1.3 "Amateur Athletic Competition" shall have the same meaning as set forth in the U.S.O.C. Bylaws.

1.4 "Association" means USA Basketball, formerly known as the Amateur Basketball Association of the United States of America, a corporation not-for-profit organized on October 28, 1975, under the laws of the State of Illinois.

1.5 "F.I.B.A." means Federation Internationale de Basketball.

1.6 "U.S.O.C." means United States Olympic Committee.

Article 2.

Office. The principal office of this Association shall be at such location as determined by the Board of Directors.

Article 3.

Purpose. The purpose of this Association is to act as the national governing body for the sport of basketball in the United States, and in such connection, to be recognized as such by the U.S.O.C. and to act as the F.I.B.A. member in the United States. Pursuant to such purposes and the other purposes set forth in its Articles of Incorporation, this Association shall:

3.1 Develop interest and participation throughout the United States and be responsible to the persons and amateur sports organizations, and to other basketball organizations, active in the sport of basketball.

3.2 Minimize, through coordination with other amateur sports organizations, and with other basketball organizations, conflicts in the scheduling of all practices and competitions in the sport of basketball.

3.3 Keep Amateur Athletes active in the sport of basketball informed of policy matters and reasonably reflect the views of such athletes in the policy decisions of this Association.

- 3.4 Sanction international Amateur Athletic Competition in basketball, in accordance with the provisions of this Constitution, and allow Amateur Athletes to compete in such competition sanctioned by it.
- 3.5 Provide for participation by Amateur Athletes in Amateur Athletic Competition in the sport of basketball, in accordance with the provisions of this Constitution.
- 3.6 Provide equitable support and encouragement for participation by men and women in the sport of basketball.
- 3.7 Encourage and support amateur athletic sports programs in the sport of basketball for individuals with disabilities and the participation of individuals with disabilities in amateur athletic activity.
- 3.8 Provide and coordinate technical information on physical training, equipment design, coaching and performance analysis in the sport of basketball.
- 3.9 Encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety in the sport of basketball.
- 3.10 Be committed to equal opportunity and fair treatment providing for equal opportunity to all applicants for employment and to employees without regard to race, color, religion, sex, national origin, age, physical handicap, sexual orientation or marital status, and shall actively involve qualified minorities and women, and similarly encourage its constituents towards such involvement, to occupy positions at all levels of this Association including the Board of Directors, standing committees, other committees and task forces, and the administrative staff.
- 3.11 Disseminate and distribute to Amateur Athletes, coaches, trainers, managers, administrators, and officials in a timely manner the applicable rules and any changes to such rules of USA Basketball, the U.S.O.C., F.I.B.A., the International Olympic Committee, the International Paralympic Committee, and the Pan-American Sports Organization.

Article 4.

Authority. This Association shall exercise the following powers:

- 4.1 Represent the United States in F.I.B.A.
- 4.2 Establish national goals and encourage the attainment of those goals in the sport of basketball.
- 4.3 Serve as the coordinating body for amateur athletic activity in the sport of basketball in the United States.
- 4.4 Exercise jurisdiction over international amateur athletic activities and sanction international Amateur Athletic Competition held in the United States and sanction the sponsorship of international Amateur Athletic Competition held outside the United States in the sport of basketball, in accordance with the provisions of the U.S.O.C. Bylaws.
- 4.5 Conduct Amateur Athletic Competition in the sport of basketball, including national championships, and international Amateur Athletic Competition in the United States, and establish procedures for the determination of eligibility standards for participation in such competitions, except for restricted competition referred to in the provision herein below.

4.6 Recommend to the U.S.O.C. individuals and teams to represent the United States in the Olympic Games and Pan American Games in the sport of basketball.

4.7 Designate individuals and teams to represent the United States in international Amateur Athletic Competition (other than the Olympic and Pan American Games) in the sport of basketball and certify, in accordance with the rules of F.I.B.A., the amateur eligibility of such individuals and teams, provided that any amateur sports organization which conducts Amateur Athletic Competition, participation in which is restricted to a specific class of Amateur Athletes (such as high school students, college students, members of the Armed Forces or similar groups or categories), shall have exclusive jurisdiction over such competition.

Article 5.

Autonomy. This Association shall be autonomous in its governance of the sport of basketball, in that it independently shall decide and control all matters central to such governance, shall not delegate decision-making and control of matters central to governance, and shall be free from outside restraint. This provision shall not be construed as preventing this Association from contracting with third parties for administrative assistance and support, in connection with its purpose and powers.

Article 6.

Members

6.1 Categories of Membership. Membership in USA Basketball shall be open to the following categories of organizations:

6.1.1 Professional. Professional Membership shall be open to national professional sports organizations that actively conduct a national program in basketball as a competitive sport. The current Professional Members of USA Basketball are listed in Exhibit A attached hereto, which shall be updated from time to time to reflect changes in such membership.

6.1.2 Collegiate. Collegiate Membership shall be open to national sports organizations that actively conduct a national program in basketball as a competitive sport through universities, colleges and collegiate-level programs. The current Collegiate Members of USA Basketball are listed in Exhibit A attached hereto, which shall be updated from time to time to reflect changes in such membership.

6.1.3 Scholastic. Scholastic Membership shall be open to national sports organizations that actively conduct a national program in basketball through educational institutions below the collegiate level. The current Scholastic Members of USA Basketball are listed in Exhibit A attached hereto, which shall be updated from time to time to reflect changes in such membership.

6.1.4 Youth. Youth Membership shall be open to community-based non-Scholastic and non-Collegiate sports organizations that conduct national programs in basketball for youths (defined as players age 19 and under). The current Youth Members of USA Basketball are listed in Exhibit A attached hereto, which shall be updated from time to time to reflect changes in such membership.

6.1.5 Associate. Associate Membership shall be open only to organizations that do not qualify for the Professional, Collegiate, Scholastic or Youth categories, and that conduct significant basketball programs or are otherwise associated with the sport of basketball in the United States. Associate Members are listed in Exhibit A attached hereto, which shall be updated from time to time to reflect changes in such membership.

6.2 Application for Membership. Applications for membership in any of the categories listed in Section 6.1 must be submitted, along with the corresponding dues and fees, to the national office. In order to become a member of USA Basketball, an applicant must first be approved by action of the Board of Directors, whose decision shall be final and not subject to appeal. The determination of classification of a new member shall be as determined by the Board of Directors, whose decision shall be final and not subject to appeal. Those organizations listed in Exhibit A attached hereto may be referred to herein as “Members.”

6.3 Annual Dues. A Professional, Collegiate or Scholastic member of USA Basketball shall pay annual dues of \$2,000. A Youth Member of USA Basketball shall pay annual dues of \$250; provided, however, that if a Youth Member is elected to serve on the Board of Directors pursuant to this Constitution, then that Youth Member shall pay annual dues of \$1000 for the duration of that Director’s term. An Associate Member of USA Basketball shall pay annual dues of \$500. By majority vote, the Board of Directors at any regular or special meeting of this Association may increase these dues and/or assess the various members for additional amounts. Dues notices shall be mailed to each member as soon as possible following USA Basketball’s annual meeting and in no event later than December 31 of each year. Any member that has not paid its annual dues by the following February 1 shall be deemed delinquent.

6.4 Members Are Non-Voting Members. For purposes of the Illinois Nonprofit Corporation Act, members shall not have voting rights within USA Basketball, except that certain members shall have the right to elect or select certain members of the Board of Directors as provided in Section 8.4 below.

Article 7.

USA Basketball Assembly.

7.1 Membership. Membership in USA Basketball is a privilege and not a right. USA Basketball reserves the right to accept or decline, in its sole discretion, applications for membership by those who may otherwise satisfy the requirements for membership in USA Basketball.

7.2 Annual Assembly. There shall be an annual USA Basketball Assembly at which representatives from all Members and other basketball constituencies in the United States shall gather to discuss issues of common interest in the sport of basketball. At the USA Basketball Assembly, the Board of Directors shall provide a report on the “State of USA Basketball.” The USA Basketball Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority. The Board of Directors shall determine the agenda of the annual USA Basketball Assembly.

7.3 Notice of Assembly. Notice of the USA Basketball Assembly stating the place, date and time of the meeting shall be issued in writing and/or electronically no fewer than thirty (30) days before the date of the meeting.

Article 8.

Board of Directors.

8.1 Authority of Board. The affairs of this Association shall, subject to any limitations imposed by this Constitution, be governed and conducted by a Board of Directors. Actions taken by the Board shall constitute the acts of this Association and have full binding effect. The Board shall consist of eleven voting members with a total of nineteen weighted votes. Active Athletes shall represent at least twenty percent (20%) of the voting power of the Board. Members of the Board shall be elected/selected without discrimination on the basis of race, color, religion, age, sex, or national origin. The Board shall approve a budget for the fiscal year.

8.2 Function of the Board. The Board of Directors shall oversee the management of this Association and its affairs, but it shall not manage the day-to-day affairs of this Association. The Board of Directors shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the CEO/Executive Director to manage a staff-driven organization with effective Board oversight. One of the principal duties of the Board shall be to exercise direction and supervision in the selection of a well-qualified and professional CEO/Executive Director and, through the Chairperson, to diligently oversee the CEO/Executive Director in the operation of this Association.

8.3 Qualifications of Directors. In order to serve on the Board of Directors, a Director must (i) be at least eighteen (18) years of age or older; (ii) have satisfactorily passed USA Basketball's background check; (iii) sign and abide by USA Basketball's Ethical and Behavioral conflict of Interest form (or such comparable form that USA Basketball may implement from time to time); and (iv) possess the highest personal and professional integrity, demonstrate exceptional ability and judgment, and possess the highest personal values.

8.4. Election of Directors. There shall be a total of eleven (11) voting Directors who shall be elected/selected pursuant to this Section. Each Director appointed pursuant to this section shall serve for a term of four (4) years each or until his/her successor has been elected and qualified, and shall have no limitation to the number of terms. Directors' votes shall be weighted, such that Professional, Collegiate and Athlete directors' votes shall each count as two (2) votes while the votes of all other Directors shall each count as one (1), for a total of nineteen (19) weighted votes.

8.4.1 Professional Directors. The NBA shall appoint three (3) Directors to serve at the pleasure of the NBA. Each vote of a Professional Director shall count as two (2) votes.

8.4.2 Collegiate Directors. The NCAA shall appoint three (3) Directors to serve at the pleasure of the NCAA. Each vote of a Collegiate Director shall count as two (2) votes.

8.4.3 Athlete Directors. Two (2) Directors meeting the definition of Active Athlete shall be elected as described in Section 8.7 of this Constitution. Each vote of an Athlete Director shall count as two (2) votes.

8.4.4 Scholastic Director. The NFHS shall appoint one (1) Director to serve at the pleasure of the NFHS. Each vote of the Scholastic Director shall count as one (1) vote.

8.4.5 Organizational Membership Director. One (1) Director shall be elected, as provided below, to represent National Competition Organizations. For purposes of this Constitution, a “National Competition Organization” is defined as a member of USA Basketball, other than the NBA, WNBA, NBDL, NCAA and NFHS that, in the judgment of the Board of Directors, conducts either a national basketball program or a regular national amateur basketball competition on a sufficiently high level to select athletes, or for its athletes to be selected, to represent the United States in international amateur athletic competition. Current members of USA Basketball satisfying the definition of National Competition Organizations are identified in Exhibit A attached hereto, which shall be updated from time to time to reflect changes in such membership. Each National Competition Organization may nominate one candidate for the position of Organizational Membership Director. Those nominees shall be vetted by the Nominating and Governance Committee, which will present then two candidates for election. The National Competition Organizations shall elect one individual from those presented by the Nominating and Governance Committee. If the National Competition Organizations are unable to elect an Organizational Membership Director, the Nominating and Governance Committee shall elect the Organizational Membership Director. If no member organization of USA Basketball satisfies the definition of National Competition Organization, then the Organizational Membership Director seat shall become a second “At-Large Director” seat until such time as an organization satisfies the definition of National Competition Organization, and the seat shall be elected and filled in accordance with Section 8.5. Each vote of the Organizational Membership Director shall count as one (1) vote.

8.4.6 At-Large Director. One (1) At-Large Director shall be elected as provided in Section 8.5. Each vote of the At-Large Director shall count as one (1) vote.

8.4.7 Immediate Past Chairperson. To preserve organizational continuity, the Chairperson of USA Basketball at the beginning of the first annual meeting of the Board of Directors held after the Olympic Games (referred to as the Immediate Past Chairperson) shall serve *ex officio* on the Board of Directors. The Immediate Past Chairperson shall not have a vote on matters brought before the Board of Directors. If the Immediate Past Chairperson is unable or unwilling to serve, or is already a Director in another capacity, then this position shall not be filled.

8.5 Election of At-Large Director. Not less than thirty (30) days prior to the quadrennial regular meeting of the Board of Directors, the Nominating and Governance Committee shall propose between one (1) and three (3) nominees for the At-Large Board of Director position. The names of those nominee(s) shall be submitted to the Board of Directors,

which shall then elect the At-Large Director from among the nominee(s). Selection of the At-Large Director shall be among the first orders of business at the first annual meeting held after the Olympic Games. In determining nominees and selecting the At Large Director, the Nominating and Governance Committee and the Board of Directors shall give weight to, but are not required to nominate or elect, individuals who are considered “independent.” For purposes of this Constitution, an At-Large Director will be considered “independent” if he/she satisfies the USOC’s definition for independence and has no material relationship with USA Basketball, either directly or through an organization that has a material relationship with USA Basketball. A relationship is "material" if, in the judgment of the Board of Directors, it would interfere with the Director's independent judgment.

8.6 Election of Active Athlete Members of Board. The Active Athlete members of the Board of Directors shall consist of one male and one female. The Active Athlete receiving the highest number of votes will be elected, and the Active Athlete of the opposite gender who receives the highest number of votes will also be elected. Any person serving as an Active Athlete director may be elected to succeed himself/herself provided he/she meets the Active Athlete definition at the time of such election.

8.7 Vacancies. If a vacancy occurs on the Board of Directors, whether by removal pursuant to Section 8.8 below, resignation or otherwise, it shall be filled by the same manner in which the Director was elected prior to the occurrence of such vacancy, and the person elected to fill the vacancy shall serve for the remaining unexpired portion of the term in question.

8.8 Removal of Directors. Directors may be removed as follows:

8.8.1 Failure to Meet Qualifications. The Board of Directors may remove any Director, if the Board determines, by the affirmative vote of two-thirds of those Directors present and voting at a validly called meeting of the Board of Directors, that such Director no longer satisfies all of the Qualifications of Directors set forth in Section 8.3 of this Constitution.

8.8.2 Professional Directors. Professional Directors may be removed and replaced at any time by action of the NBA.

8.8.3 Collegiate Directors. Collegiate Directors may be removed and replaced at any time by action of the NCAA.

8.8.4 Athlete Directors. Those Active Athletes entitled to vote in an election of the Active Athlete Directors may vote to remove an Active Athlete Director by the affirmative vote of two-thirds of the votes present and voting, at a validly called meeting, of the Active Athlete members. Written notice of such meeting must be delivered to all Active Athlete members entitled to vote, and such notice must state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice.

8.8.5 Scholastic Director. The Scholastic Director may be removed and replaced at any time by action of the NFHS.

8.8.6 Organizational Membership Director. The National Competition Organizations may vote to remove an Organizational Membership Director by the affirmative vote of two-thirds of the National Competition Organizations present and voting, at a validly

called meeting of the National Competition Organizations. Written notice of such meeting must be delivered to all National Competition Organizations entitled to vote, and such notice must state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice.

8.8.7 *At-Large Director.* The Board of Directors may vote to remove an At-Large Director by the affirmative vote of two-thirds of those Directors present and voting, at a validly called meeting of the Board of Directors. Written notice of such Board meeting must be delivered to all Directors entitled to vote, and such notice must state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice.

8.8.8 *Immediate Past Chairperson.* The Board of Directors may vote to remove the Immediate Past Chairperson by the affirmative vote of two-thirds of those Directors present and voting, at a validly called meeting of the Board of Directors.

8.8.9 *Automatic Removal.* In the event that the Organizational Membership Director, during his/her term, is no longer employed by, or no longer serves on the Board of or in another governance position with, a National Competition Organization, then he/she shall automatically be removed from the Board effective as of the date he/she no longer serves in the qualifying position. Likewise, in the event that the At-Large Director is elected to the Board in order to represent or to reflect the views of a particular organization, and the At-Large Director, during his/her term, is no longer employed by, or no longer serves on the Board of or in another governance position with, that organization, then he/she shall automatically be removed from the Board effective as of the date he/she no longer serves in the qualifying position.

8.9 Regular Meetings; Action. The Board of Directors shall meet at least four times per year. A majority of the Board members must be present at a meeting to constitute a quorum. No Board member may be present by proxy or vote by proxy at a Board meeting. Except as otherwise provided herein, all matters brought before the Board are to be decided by a majority vote of those Directors present at the meeting (provided that the meeting is otherwise properly called and held). In lieu of a meeting, the Board may act by unanimous written consent.

8.10 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or shall be called by the Chairperson at the request of at least three (3) Directors. Unless notice is waived by all members of the Board, no meeting of the Board may be called with less than three (3) days written notice by the Chairperson or Board members who called the meeting.

8.11 Notice. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each Director at such director's business address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by electronic mail or facsimile notice (and the method of notice need not be the same as to each Director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by electronic mail or facsimile, such notice shall be deemed to be given when the transmission is complete without error or failure to deliver messages. Any Director may waive notice of any

meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

8.12 Meetings by Telephone, Electronic Mail, Etc.. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. The Board of Directors shall have the power to transact its business by mail, electronic mail, or facsimile, as provided in the Illinois Nonprofit Corporation Act.

8.13 Determining Policy. The Board of Directors shall have primary responsibility for the competitive basketball programs of the Association by determining policy and exercising jurisdiction related thereto, and approving actions of any committees it appoints to directly administer or implement these programs.

Article 9.

Officer(s).

9.1 Officer(s). The officer of this Association shall be a Chairperson. In addition, the Board of Directors may, in its discretion, elect a Secretary and/or a Treasurer, and such other officers as it may determine from time-to-time. No person who is an officer of another national governing body recognized as such by the U.S.O.C. shall be eligible to be elected an officer of this Association. The officers shall be elected from among the members of the Board.

9.2 Election. Election of the officer(s) shall occur every fourth year immediately following election of the at-large member of the Board of Directors. Candidates for an office must be vetted and recommended by the Nominating and Governance Committee as provided in Section 11.2.2 of this Constitution. The individual receiving a plurality of votes cast by the Board of Directors shall be deemed elected.

9.3 Chairperson. The Chairperson shall preside at all meetings of the Board of Directors, and shall otherwise be the principal volunteer officer of this Association, carrying out those responsibilities assigned by the Board.

9.4 Other Officers. The other officers of the Association, if any, shall carry out those responsibilities assigned to them by the Board of Directors.

9.5 Vacancies. The Board of Directors shall fill any officer vacancies for any unexpired terms, subject to any limitations on eligibility contained in this Article.

9.6 Removal. Any officer may be removed by the affirmative vote of two-thirds of those Directors present and voting, at a validly called meeting of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.

Article 10.

CEO/Executive Director.

10.1 CEO/Executive Director. The Board of Directors shall employ a CEO/Executive Director as the principal administrator of the affairs of this Association. The CEO/Executive Director shall be responsible to the Board of Directors for the management of the day-to-day affairs of this Association, as well as the performance of such managerial and administrative duties as shall be assigned by the Board.

10.2 Duties. The CEO/Executive Director shall, among his or her other duties, cause an annual proposed budget for the Association to be prepared on or before the first Board of Directors meeting of each fiscal year, and shall submit such budget to the members of the Board of Directors at their annual meeting. Once the budget has been approved by the Board, the budget may be revised upon action by the Board.

10.3 Other Personnel. Subject to the approval of the Board of Directors, the CEO/Executive Director shall employ such additional administrative personnel as are necessary to carry out the affairs of this Association.

Article 11.

Committees.

11.1 Standing Committees. This Association shall have four standing committees: (i) the Nominating and Governance Committee, (ii) the Finance and Audit Committee, and (iii) the Women's Basketball Committee. Except for Active Athlete representatives on the standing committees, the Chairperson shall propose nominees for the standing committees, subject to ratification by the Board of Directors. Active Athletes shall represent twenty percent (20%) of the voting power of each standing committee and shall be appointed to the standing committees by the Active Athlete representatives to the Board of Directors. The chairperson of each standing committee shall be named by the Chairperson, subject to ratification by the Board of Directors. All members of Standing Committee must meet the Qualifications of Directors set forth in Section 8.3 of this Constitution to serve or continue to serve on a Standing Committee. Members of a Standing Committee need not be members of the Board of Directors.

11.2 Nominating and Governance Committee. The Nominating and Governance Committee shall consist of between three to five persons, including one (1) Active Athlete.

11.2.1 No individual serving on the Nominating and Governance Committee may serve or be eligible to serve on the next elected Board of Directors. Further, members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other USA Basketball capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends. The Nominating and Governance Committee shall be ratified by the Board of Directors at least thirty (30) days but not more than nine (9) months prior to first Board of Directors meeting following the Olympic Games.

11.2.2 The Nominating and Governance Committee shall: (a) vet and recommend nominee(s) for the at-large Board of Directors position to be filled pursuant to Section 8.5, (b) vet and recommend nominee(s) for officer(s) of this Association (including the Chairperson and any others as may be appointed); (c) vet nominee(s) for the Organizational Membership Director position and present two (2) of the nominees to the National Competition Organizations for election; and (d) perform such other duties as assigned by the Board.

11.3 Audit and Finance Committee. The Audit and Finance Committee shall consist of between three to five persons, including one (1) Active Athlete. Any member of the Board with significant financial experience in a business context will be considered for the Audit and Finance Committee.

11.3.1 The Audit and Finance Committee shall: (a) recommend the independent auditors of USA Basketball, review the report of the independent auditors and management letter, and recommend action as needed; (b) investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; (c) oversee implementation of, and compliance with, the Code of Ethics; (d) report to the Board on all ethical issues; and (e) perform such other duties as assigned by the Board.

11.4 Women's Basketball Committee. The Women's Basketball Committee shall consist of at least three (3) persons, with Active Athletes having at least twenty percent (20%) of the voting power and representation on the Women's Basketball Committee.

11.4.1 The Women's Basketball Committee shall perform those duties necessary to promote and improve women's basketball in the United States, and shall perform all such other duties as assigned by the Board.

11.5 Ad-hoc Committees and Task Forces. With the approval of the Board of Directors, the Chairperson shall name such *ad hoc* committees and task forces as he or she deems necessary or desirable, and these committees shall have Active Athlete representation as required by the U.S.O.C. Bylaws and the Ted Stevens Olympic and Amateur Sports Act. All members of Ad-hoc Committees and Task Forces must meet the Qualifications of Directors set forth in Section 8.3 of this Constitution to serve or continue to serve on an Ad-hoc Committee or Task Force. Members of an Ad-hoc Committee or Task Force need not be members of the Board of Directors.

11.6 Removal of Committee Members. Except for Active Athlete representatives on a standing committee, the Chairperson may remove individuals serving on standing committees, *ad hoc* committees and/or task forces, subject to ratification by the Board of Directors. The Active Athlete representatives to the Board of Directors may remove Active Athletes serving on standing committees.

Article 12.

F.I.B.A. Membership and Sanctioning. This Association shall carry out the responsibilities of the F.I.B.A. membership, as they may be defined from time to time by the F.I.B.A. governing bodies. With reference to the sanctioning by this Association of international Amateur Athletic Competition in basketball, the sanction of this Association shall be required, and shall be granted, in accordance with the terms of the U.S.O.C. Bylaws.

Article 13.

Eligibility of Amateur Athletes.

13.1 Opportunity to Participate. This Association shall provide an equal opportunity to Amateur Athletes, coaches, trainers, managers, administrators, and officials to participate in Amateur Athletic Competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

13.2 Notice. Before declaring any Amateur Athlete, coach, trainer, manager, administrator or official ineligible to participate in any Amateur Athletic Competition, this Association shall provide the affected individual with written notice of the alleged grounds of ineligibility and of the individual's right to a hearing on the matter.

13.3 Hearing. Unless the Chairperson determines that a hearing before the Board of Directors would result in unnecessary delay, the hearing shall be held before the Board at its next scheduled meeting. The affected individual shall be notified of the time and place of the hearing, his right to appear personally and/or through an attorney, and his or her right to present evidence and argument relating to his eligibility. The Association shall also have the right to present evidence and argument at the hearing, either through the CEO/Executive Director or his designee. The hearing shall be informal, with all parties being given reasonable opportunity to examine the pertinent evidence and to exchange views. At the request and expense of the affected individual, a transcript of the proceedings may be taken by a certified court reporter. Otherwise, this Association shall keep minutes of the hearing. Following close of the hearing, the Board of Directors shall render its written decision, citing the principal grounds therefore, and a copy thereof shall be provided the affected individual. There shall be no right of an appeal within the Association from a decision of the Board.

13.4 Expedited Hearing Schedule. If the Chairperson determines that a hearing before the Board of Directors would result in unnecessary delay, he shall promptly appoint, from among the members of the Board, a disinterested hearing officer to conduct the initial eligibility hearing. The same hearing procedures set forth in Section 13.3 shall apply to a hearing before the hearing officer, except that the hearing officer shall keep the minutes of the hearing. If the decision of the hearing officer is adverse to the affected individual, the individual shall have the right to appeal to the Board at its next scheduled meeting. Such an appeal shall consist of a de novo proceeding as provided in Section 13.3, except that the transcript or minutes of the hearing before the hearing officer shall automatically be included in the evidence before the Board.

Article 14.

Internal Grievance Procedure.

14.1 Filing. Any member of this Association may file a written grievance with the CEO/Executive Director pertaining to any matter within the cognizance of this Association and alleging a violation of any provision of this Constitution, the Ted Stevens Olympic and Amateur Sports Act, or the U.S.O.C. By-Laws.

14.2 Requirements of a Grievance. Any grievance shall be signed under oath and shall allege with particularity the nature of the grievance and each claimed violation of the aforementioned documents by reference to specific sections thereof, stating in concise

language how, when, and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation.

14.3 Referral. Upon receipt of a grievance, the CEO/Executive Director shall refer it to the Chairperson or, in the case of more generalized grievances, to the Board of Directors. In the case of a grievance referred to the Chairperson, he shall make an effort to resolve the grievance himself, through informal means.

14.4 Hearing. If the grievance is referred to the Board of Directors or, in the event that the member filing a grievance is not satisfied with the resolution of the matter reached by informal methods, the member shall be entitled to be heard before the Board at its next scheduled meeting. Procedures for hearing of the grievance shall be the same as are set forth in Section 13.3. The Board's determination of the matter shall be final.

Article 15.

Binding Arbitration. In accordance with the U.S.O.C. Bylaws, this Association shall, subject to exhaustion of any internal remedies set forth in this Constitution, if applicable, submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a national governing body provided for in Article VIII of the U.S.O.C. Bylaws, or involving the opportunity of any Amateur Athlete, coach, trainer, manager, administrator or official to participate in Amateur Athletic Competition, as provided in Article IX of the U.S.O.C. Bylaws.

Article 16.

Conflict of Interest and Ethical Practices.

16.1 Conflict of Interest. If any officer, member of the Board of Directors, or any other Committee, has a financial interest in any contract or transaction involving the Association, such individual shall not participate in the Association's evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other Directors or other Committee members. If such disclosure is made, the contract or transaction shall not be voidable if the Board or Committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors or Committee members and the contract or transaction is fair to the Association at the time it is authorized.

16.2 Code of Conduct and Ethical Practices. The Board of Directors shall adopt a written code of conduct and ethical practices for the Association which shall contain the requirement that each Officer, member of the Board of Directors, other Committees, and each key employee of the Association abide by such code. Such code may be amended from time to time by the Board of Directors as it may deem advisable.

Article 17.

Operating Procedures. The Board of Directors may adopt operating procedures for this Association, not inconsistent with the terms herein.

Article 18.

SafeSport and Anti-Doping.

18.1 SafeSport. Any person who is a “Covered Individual” under the rules of the U.S. Center for SafeSport and who participates in the activities or affairs of the Association, and/or who is designated a “Covered Individual” by the Association, is subject to the rules, policies, and procedures of the U.S. Center for SafeSport and will submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies, or procedures, as they may be amended from time to time. To the extent any Association rule is inconsistent with the rules of the U.S. Center for SafeSport, such Association rule is hereby superseded.

18.2 Anti-Doping. Any athlete, coach, athlete support personnel, or other person included within the scope of the USADA Protocol for Olympic and Paralympic Movement Testing (“Protocol”), who participates in the activities or affairs of the Association, is subject to the rules, policies, and procedures set forth in the USADA Protocol, and will submit, without reservation or condition, to the jurisdiction of USADA for the resolution of any alleged violations of those rules, policies, or procedures, as they may be amended from time to time.

Article 19.

Amendments. This Constitution may be amended at any meeting of the Board of Directors of this Association, provided any proposed amendment has been circulated to the Board of Directors a minimum of thirty (30) days (postmark) prior to the meeting. Action shall be taken on all amendments submitted for consideration. A two-thirds affirmative majority vote of those Directors present at the meeting shall be required for adoption (provided that the meeting is otherwise properly called and held).

Article 20.

Effective Date. The effective date of this Constitution shall be June 12, 2017.

Article 21.

Headings. The headings used throughout this Constitution are for reference purposes only and do not form a part of this Constitution, and such headings will not in any way affect the interpretation of this Constitution.

Updated June 12, 2017

**EXHIBIT A
USA BASKETBALL CONSTITUTION**

Organizational Membership Structure

ORGANIZATION: / MEMBERSHIP CATEGORY:

National Basketball Association (“NBA”) / PROFESSIONAL
National Basketball Development League (“NBDL”) / PROFESSIONAL
Women’s National Basketball Association (“WNBA”) / PROFESSIONAL
National Collegiate Athletic Association (“NCAA”) / COLLEGIATE
National Junior College Athletic Association (“NJCAA”) / COLLEGIATE **
National Association of Intercollegiate Athletics (“NAIA”) / COLLEGIATE **
National Federation of High School Associations (“NFHS”) / SCHOLASTIC
American Athletic Union (“AAU”) / YOUTH **

ASSOCIATE MEMBERS:

ATHLETES IN ACTION
BASKETBALL TRAVELERS
COLLEGE COMMISSIONERS ASSOCIATION
HARLEM GLOBETROTTERS
LATIN-AMERICAN BASKETBALL LEAGUE OF LOS ANGELES, CA
NATIONAL ASSOCIATION OF BASKETBALL COACHES (“NABC”)
NATIONAL BASKETBALL PLAYERS ASSOCIATION (“NBPA”)
NATIONAL JUNIOR COLLEGE BASKETBALL COACH ASSOCIATION
NATIONAL JUNIOR COLLEGE WOMEN’S COACH ASSOCIATION
NATIONAL WHEELCHAIR BASKETBALL ASSOCIATION
USA DEAF SPORTS
U.S. ARMED FORCES
WOMEN’S BASKETBALL COACHES ASSOCIATION

** These organizations constitute the National Competition Organizations described in Section 8.4.5 of the Constitution.

Updated June 12, 2017