

NATIONAL CAPITAL SQUASH RACQUETS ASSOCIATION BYLAWS

These Bylaws were adopted on June 24, 2003, and amended on September 17, 2011, June 17, 2013, November 11, 2014, and September 5, 2020 to govern activities of the National Capital Squash Racquets Association, Inc. (“NCS”), also known as “National Capital Squash.”

ARTICLE I – Mission

NCS is organized exclusively for the charitable, religious educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law (the “Code”), including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Code, for the purpose of promoting and encouraging squash racquets, to foster regional, national and international amateur sports competition, and to support and develop outstanding athletes for national and international amateur sports competition in the Washington, D. C., area as a District Association of the United States Squash Racquets Association (“USQ”), through the implementation of clinics, league play, tournaments and junior development programs.

ARTICLE II – Organization

Section 1. NCS is a non-profit corporation, incorporated under the District of Columbia NON-PROFIT CORPORATION ACT. NCS shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code of 1986.

Section 2. As of June 1, 2013, NCS’s district (the “NCS District”) consists of the District of Columbia; Arlington, Fairfax, Fauquier, Loudon, Prince William and Stafford counties in Virginia; the Cities of Alexandria, Fairfax, Falls Church, Manassas and Manassas Park in Virginia; and Charles, Montgomery, and Prince George’s counties in Maryland.

Section 3. NCS shall have its business address at Washington, D.C.

Section 4. The fiscal year shall be from July 1 through June 30.

ARTICLE III – Membership

Section 1. The membership shall consist of individuals who join NCS either by submitting an application with payment of dues to NCS or by joining the USQ and selecting NCS as their district association (“Individual Members”). Individuals who are members of other USQ district associations may become Individual Members by paying the membership fee to NCS. An Individual Member is entitled to participate in NCS activities to the extent prescribed by the Board of Directors (the “Board”). An Individual Member is not entitled to any voting rights.

Section 2. No NCS Officer, Director, Individual Member, or Member Club may transfer, sell, barter, or lease to any person or entity the NCS current or former

membership list or newsletter list or the names, email addresses, addresses, contact information or other personal information of current or former members or persons on the newsletter list.

ARTICLE IV – Member Clubs

- Section 1. A “Club” is defined as any squash club or facility in the NCS District.
- Section 2. A “Member Club” is a Club that is a USQ Member Club.
- Section 3. Each Club is encouraged to send a representative to all meetings of the Board.

ARTICLE V – Board of Directors

- Section 1. The Board is responsible for the general supervision of NCS’s affairs and finances.
- Section 2. The Board shall consist of a total of not less than nine (9) nor more than twelve (12), members (“Directors”), as set forth in this Article V Section 2. The Board may raise or lower the number of Directors from time to time by resolution at any meeting of the Board; provided that the number of Directors shall not be less than nine (9) nor more than seventeen (17). Each individual Member who is not an Officer (“Member Director”) shall be a member of, or otherwise related to through regular participation at a Member Club; provided that Member Directors as a group shall be Members of three (3) different Member Clubs, and further provided that no more than two (2) Member Directors from a single Club shall be eligible to serve as Member Directors. The Officers elected pursuant to Article VI shall also be members of the Board (“Officer Directors”). All Directors shall be current members of NCS or shall be the parent or guardian of child who is a current member of NCS. No more than one-third (1/3) of the Board shall be recipients of compensation from, or have an ownership or creditor interest in, a for profit entity that controls one or more Clubs (“Limited Directors”) shall be members of the Board.
- Section 3. Election of Officer Directors. Officer Directors shall be elected as provided in Article VI of these Bylaws.
- Section 4. Election of Member Directors. The Member Directors shall be elected by the Board immediately after the election of Officers at a meeting in July or August, or as soon as possible thereafter, to take office immediately. Prior to holding any election for a Member Director, the Board shall decide if it will be by secret ballot.
- (a) The Board shall nominate the Member Director candidates from among the Individual Members for consideration by the Board. Each Member Director shall serve a one-year term.
- (b) If there are already the maximum number of Limited Directors serving as Officers or if combined with the number of Limited Directors serving

as Member Directors before the election of Member Directors, then the Board shall not nominate any person who would be a Limited Director as a Member Director and Limited Directors who are then currently member Directors may not vote for Member Directors.

(c) In general, the Board shall elect or reject each proposed Director by a majority vote of those present at a meeting of the Board.

(d) If the Board nominates more Member Directors than the number of Member Director positions to fill, each Board Member may cast as many votes as the number of available Member Director positions. The nominees who receive the greatest number of votes, if more than a majority of those present, shall be elected to the remaining Member Director positions.

(1) If the election would produce too many Limited Directors, then only the candidate or candidates who would be a Limited Director and who receive the greatest number of votes will be deemed elected to the available positions for Limited Directors. If necessary, a runoff election shall be held.

(2) If there is a tie in the number of votes received for the last available Member Director position or positions, then a runoff election shall be held for the remaining position or positions.

(3) In one or more runoff election or elections, the Board shall then cast votes among the candidates, with as many votes cast by each Board Member as remaining available positions. The candidate or candidates who receive the greatest number of votes, if more than a majority of those present, will become elected to the remaining available positions. In cases where this does not result in a winner of the election, runoff votes shall be held, dropping the lowest running candidate after each ballot.

Section 5. The Board shall meet regularly, but no less than three (3) times per year. The meetings of the Board may be conducted by telephone or other electronic means where all persons participating in the meeting can speak and hear each other. Special meetings may be called by the President or by a majority of Directors then serving. Unless notice is waived by all members of the Board, notice of any meeting or special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication, including email.

Section 6. Quorum. The presence of one-third of the then-serving Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided that less than half the quorum is composed of Limited Directors; and provided further that if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a supermajority vote is required by law or by these Bylaws. Each Director shall have one vote. All voting at meetings shall be done by the Director during the meeting and no proxy voting shall be allowed.

Section 8. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent in writing may be given by facsimile or email.

Section 9. Board meetings shall be open to all Individual Members and representatives of Member Clubs, but only members of the Board shall vote or have the right to speak. The President may allow any person discussion privileges.

Section 10. Directors shall serve without compensation for services rendered by them in their capacities as Directors. Reasonable compensation may be paid to Directors for specific services rendered to or for NCS in effecting one or more of its purposes that are beyond the scope of such Director's duties; provided that such compensation shall be approved in advance by a majority of all Directors; and provided further that the Director must comply with the provisions of Article IX during the Board's deliberations on this issue. Directors may be reimbursed for reasonable expenses incurred for or on behalf of NCS.

ARTICLE VI – Officers

Section 1. The Officers of NCS shall be the following: President, Vice President, Vice President for Leagues, Vice President for Tournaments, Vice President for Juniors, Vice President for Women, Vice President for Membership and Communication, Secretary, and Treasurer. The Officers shall be elected by the Board at a July or August meeting, or as soon as possible thereafter, to take office immediately. Any Director, Officer or Individual Member may nominate any qualified person as an Officer, and nominations may be offered at the Board meeting. The President shall send to each Director an initial list of nominations for Officers at least seven (7) days in advance of the Board meeting when the election of Officers shall be held. If a special meeting is called by a majority of the then-serving Directors, that majority of Directors may send to each Director an initial list of nominations for Officers at least seven (7) days in advance of the Board meeting when the election of Officers shall be held. Prior to holding any election for any Officer, the Board shall decide if it will be by secret ballot. In cases where no candidate for an office receives a majority vote on the first ballot, runoff votes will be held, dropping the lowest running candidate after each ballot. If an election of Officers would cause the number of elected Limited Directors as Officers to exceed the maximum, then a second vote shall be held among only the nominees who would be Limited Directors. The nominees who receive the greatest number of votes among Limited Director nominees would fill the eligible positions for Limited Directors and shall be deemed elected. The Board shall then nominate candidates

and hold an election for the vacant Officer or Officers position that would have otherwise been filled by a Limited Director.

Section 2. An Officer cannot also serve as a Member Director and a vacancy shall take place among Member Directors if a Member Director is elected as an Officer.

Section 3. The term of office of Officers is one year.

Section 4. The same person, other than the President, Secretary, or Treasurer, may serve in more than one Officer position, but shall only have one vote at any Board or Executive Committee meeting. The duties of the Officers are as follows:

(a) The President shall be Chief Executive Officer, shall direct the business of NCS, and shall preside at all Board Meetings.

(b) The Vice President shall perform the duties of the President if reason of death, resignation, removal from office, or inability of the President. The Vice President shall also perform such other duties as may be requested by the President from time to time. If, by reason of death, resignation, removal from office, inability, or failure to qualify, there is neither a President nor Vice President to discharge the powers and duties of the office of President, then one of the following Officers shall discharge the powers and duties of the President. The line of succession shall be in the order as listed below. If the acting President serves due to a vacancy, he or she shall continue to serve until the vacancy is filled.

(c) The Vice President for Leagues shall supervise the scheduling of league matches, order and distribute awards to league champions, be responsible for enforcing membership requirements for league play and rule on appeals against decisions by Division Coordinators, to the extent such appeals are permitted by NCS League Rules.

(d) The Vice President for Tournaments shall coordinate the scheduling of adult tournaments, to avoid conflicts within the district and minimize conflicts with neighboring districts and major national tournaments; monitor calendars on NCS and USQ websites and in *Squash* magazine, to ensure that Washington, D.C., tournaments are correctly listed; and to the extent needed, assist or advise tournament organizers and sponsors regarding sanctioning, promotion and management of tournaments.

(e) The Vice President for Juniors shall supervise programs and events for junior players; coordinate the scheduling of junior tournaments; recommend long-term and short-term goals for development of junior squash; advise on the design of developmental programs; and supervise all programs initiated by NCS to promote and develop junior squash.

(f) The Vice President for Women shall supervise programs and events for women players; promote and organize women's events, including

round robins and league matches; advise on developmental programs; and supervise all programs initiated by NCS to promote and develop women's squash.

(g) The Vice President for Membership and Communications shall prepare and keep a current roll of the membership; communicate with the USQ on all matters relating to membership; and send renewal reminders to expiring members whenever feasible.

(h) The Secretary shall give notice and keep minutes of all Board meetings, record Director confirmations pursuant to Article IX, Section 9 and be responsible for correspondence.

(i) The Treasurer shall collect the dues and other revenues; keep business records; pay all legitimate debts; submit a financial status report at least once per quarter; be responsible for maintenance of property owned by NCS; and secure Statements of Responsibility from other custodians of NCS property. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.

Section 5. Any single expenditure of more than \$300.00 shall be made by the Treasurer only with the specific approval of the Board, unless made in connection with an activity authorized by the Board in advance.

Section 6. No part of the income, earnings or assets of NCS shall inure to the benefit of, or be distributed to, any Individual Member, Member Club, Director, Officer, or any private entity.

Section 7. Officers shall serve without compensation for services rendered by them in their capacities as Officers. Reasonable compensation may be paid to Officers for specific services rendered to or for NCS in effecting one or more of its purposes that are beyond the scope of such Officer's duties; provided that such compensation shall be approved in advance by a majority of all Directors; and provided further that the Director must comply with the provisions of Article IX during the Board's deliberations on this issue. Officers may be reimbursed for expenses incurred for or on behalf of NCS.

ARTICLE VII – Vacancies, Removal and Resignation

Section 1. Any Board member who misses three (3) consecutive meetings shall be deemed to have resigned due to non-participation and his/her position as a Director or Officer shall be declared vacant by the President, and recorded in the Minutes of the next Board meeting, unless the Board affirmatively votes to retain that Director as a member of the Board.

Section 2. In the event of a vacancy of any Director or Officer, the Board shall elect an individual to serve until the next regularly scheduled election for that office.

Section 3. Resignation. Except as otherwise required by law, an Officer or a Director may resign from the Board at any time by giving notice in writing, by facsimile or by email to the President or the Board. Such resignation shall take effect at the time

specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4. Removal. A Director or an Officer may be removed from office with or without cause by a majority vote of the Board then serving at a meeting where the item was placed on the written agenda distributed at least two weeks in advance.

ARTICLE VIII -- Committees

Section 1. The Board may establish standing committees to assist in the mission of NCS.

Section 2. Executive Committee. Between meetings of the Board, on-going oversight of the affairs of NCS may be conducted by an Executive Committee, the membership of which shall include the President, Vice President, Vice President for Women, Vice President for League, Treasurer, at least one Member Director and any other Officers or Member Directors recommended by the President and approved by the Board.

Section 3. Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that NCS financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that NCS is in good financial health. The President and Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 4. Additional standing or ad hoc committees may be established from time to time by the President or the Board.

ARTICLE IX - Conflicts of Interest

Section 1. The purpose of this Article IX is to protect NCS's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of NCS or might result in a possible excess benefit transaction. This Article IX is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. In this Article IX, the following terms shall have the meanings set forth below.

(a) "Interested Person:" Any Director, Officer, or member of a committee with Board delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

(b) "Financial Interest:" A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family: an ownership or investment interest in any entity with which NCS has a transaction or arrangement; a Compensation arrangement with NCS or with any entity or individual with which NCS has a transaction or arrangement; or a potential

ownership or investment interest in, or Compensation arrangement with, any entity or individual with which NCS is negotiating a transaction or arrangement. A Financial Interest is not necessarily a conflict of interest. Under Article IX Section 4, a person who has a Financial Interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

(c) "Compensation:" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

Section 4. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Section 5. An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee shall determine whether NCS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in NCS's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7. The minutes of the Board and all committees with board delegated powers shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of

interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 8. The following rules shall apply to voting regarding certain matters:

(a) A voting member of the Board who receives Compensation, directly or indirectly, from NCS for services is precluded from voting on matters pertaining to that member's Compensation.

(b) A voting member of any committee whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from NCS for services is precluded from voting on matters pertaining to that member's Compensation.

(c) No voting member of the Board or any committee whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from NCS, either individually or collectively, is prohibited from providing information to any committee regarding Compensation.

Section 9. Each Director, Officer and member of a committee with Board delegated powers shall annually confirm in writing, which may be done by fax or electronically through email or completion of an Internet form, that such person:

(a) has received a copy of this Article IX;

(b) has read and understands this Article IX;

(c) has agreed to comply with this Article IX; and

(d) understands that NCS is charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10. To ensure that NCS operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) whether any Compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(b) whether partnerships, joint ventures, and arrangements with management organizations conform to NCS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 11. When conducting the periodic reviews as provided for in Section 10, NCS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X - Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may authorize any Officer or agent of NCS in addition to the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of NCS and such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NCS, shall be signed by such Officer or agent of NCS and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

Section 3. Deposits. All funds of NCS shall be deposited from time to time to the credit of NCS in such banks, trust companies, or other depositories as the Board may select.

Section 4. Funds. The Board may accept on behalf of NCS any donation, gift, bequest, or devise for the general purposes or for any special purpose of NCS.

Section 5. Whenever the lawful activities of NCS involve, among other things, the charging of fees or prices for its services or products, NCS shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of NCS, and in no case shall be divided or distributed in any manner whatsoever among the Directors, Officers or Members of NCS.

ARTICLE XI – Indemnification and Immunity

Section 1. NCS shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of NCS against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that

such action was in the best interests of NCS; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

Section 2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article XI shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. No amendment or repeal of the provisions of this Article XI which adversely affects the right of an indemnified person under this Article XI shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4. Nothing in this Article XI is intended to limit the immunity of officers, directors, and other persons providing services to NCS as provided in Section 29-406.90 of the D.C. Code.

Section 5. This Article XI constitutes a contract between NCS and the indemnified Officers, Directors, and employees. No amendment or repeal of the provisions of this Article XI which adversely affects the right of an indemnified Officer, Director, or employee under this Article XI shall apply to such Officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XII – Amendments

The decision of the Board, adopted by a majority of the Directors at any meeting, shall be final in questions of construction or interpretation of the Bylaws. These Bylaws may only be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors attending any meeting, if at least seven (7) days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.