

BY-LAWS OF NATIONAL BASKETRY ORGANIZATION, INC.

ARTICLE 1 - NAME

The name of the Corporation shall be NATIONAL BASKETRY ORGANIZATION, INC.

ARTICLE II - OFFICES

SECTION 1. Principal Office. The principal office of the corporation in the State of Georgia shall be located in the City of Atlanta, County of Fulton. The corporation may have such offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

SECTION 2. Registered Office. The corporation shall have and continuously maintain in the State of Georgia a registered office, and a registered agent whose office is identical with such registered office, as required by the Georgia Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office in the State of Georgia, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III - PURPOSES

SECTION 1. The Corporation is a nonprofit corporation. It is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code and shall have no capital stock and no shareholders.

SECTION 2. The Corporation is organized exclusively for charitable, educational, and scientific purposes as is contemplated in the Internal Revenue Code Section 501(c)(3), or corresponding sections of any future federal tax code. The Corporation is further authorized to receive and to make contributions in furtherance of these purposes, and to make distributions to organizations that may exist in carrying out those purposes and to organizations that qualify under Internal Revenue Code Section 501(c)(3).

SECTION 3. In furtherance of these purposes, the Corporation shall promote basketball, the art, skill, heritage and education related thereto. The Corporation shall have all those general powers specified in sections 14-3-302 and 14-3-303 of the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any other purposes set forth herein, provided the same is not forbidden by the laws of the State of Georgia.

ARTICLE IV - TERRITORY, MEMBERSHIP AND DUES

SECTION 1. Territory. The Territory of the National Basketball Organization is principally, but not limited to, the United States. The territory is subject to change which the Board of Directors may make in the future.

SECTION 2. Membership. All persons who pay the annual dues and fees set by the Board of Directors are considered members of the National Basketry Organization.

SECTION 3. Dues. The dues of all members shall be those established, pursuant to the Bylaws of the National Basketry Organization by the Board of Directors.

SECTION 4. Members. All persons who are active members shall be entitled to make recommendations to the Board of Directors on matters of policy, governance and programming.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Georgia.

SECTION 2. Number and Tenure. The Board of Directors shall be composed of not less than three and no more than twenty-five members. The exact number of directors shall be fixed from time to time by resolution of the Board of Directors. Each Director shall hold office for the term for which they are elected and until a successor shall have been elected and qualified. Each member of the Board of Directors shall be elected to a term of one to three years; provided, however, that the terms of Directors shall be established with at least one-third of the members of the Board of Directors elected each year. Members of the Board of Directors may be elected to any number of successive terms.

SECTION 3. Qualifications and Nomination of Directors. The Board of Directors shall develop its own rules and procedures for performing its duties and functions, and shall develop and maintain qualifications for selection as a member of the Board of Directors. Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall be appointed by the President at least ninety (90) days prior to the annual meeting, to serve until the close of such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as there shall be vacancies to be filled. Persons may also be nominated from the floor at the annual meeting, with their consent.

SECTION 4. Removal. Any member of the Board of Directors may be removed for cause upon the unanimous vote of the Board of Directors, excluding the Director who is the subject of the action.

SECTION 5. Honorary Members. The Board of Directors may, from time to time and in its discretion, appoint distinguished individuals to serve as honorary members of the Corporation's Board of Directors. All such honorary Directors shall enjoy all of the rights and privileges associated with membership on the Corporation's Board of Directors, with the exception that no honorary Director shall have the right to vote on any matter coming before the Board of Directors. Honorary Directors shall be elected to such terms as the Board of Directors shall consider appropriate and shall be subject to removal upon the majority vote of the Board of Directors.

SECTION 6. Quorum. Four (4) members of the Corporation's Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each member of the Board of Directors shall be entitled to one vote. Except as otherwise required by the Georgia Nonprofit Corporation Code, the Corporation's Articles of Incorporation, or these Bylaws, all decisions of the Board of Directors shall be by majority vote of those present.

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 of Directors, unless the act of a greater number is required by law or by these bylaws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

SECTION 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular meeting or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which 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.

ARTICLE VI - MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held each year on a date and at a place to be determined by the Board of Directors. At the annual meeting, the members shall (i) hear reports from the President of the Board; (ii) elect, when appropriate, new members to the Board of Directors; (iii) transact such other business as may lawfully come before the meeting. In addition, special meetings of the Board of Directors for any purpose may be called at any time upon written notice in accordance with the provisions of Section 4 of this Article. Such special meetings may be called at the instance of the President of the Board. If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of those present may adjourn the meeting, without further notice except announcement at the meeting, until a quorum shall have been obtained.

SECTION 2. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Georgia, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia, as the place for holding any special meeting of the Board called by the Board.

SECTION 4. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail or telegram or electronic transmission (e-mail) to each Director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objection 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 regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 5. Waiver or Notice. No notice of any meeting need be given any Director who attends such meeting, unless any such Director at the beginning of such meeting states any objection or objections to the place or time of the meeting, to manner in which it has been called or convened, or to the transaction of business thereby. Further, notice shall not be required to be given to any Director who at any time before or after the meeting waives notice of the same in writing.

SECTION 6. Consent. Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board of Directors or of a Committee may be taken without a meeting, if written consent setting forth the actions so taken shall be signed by a majority of the Directors or members of the Committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the Committee, as the case maybe.

SECTION 7. Conference Calls. Members of the Board of Directors or any committee designated by such Board may participate in a meeting of such Board or committee by means of conference, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 7 shall constitute presence in person at such meeting.

ARTICLE VII - OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other offices as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it

shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

SECTION 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at the meetings of the Board of Directors, and may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. In the absence of the President or in the event of an inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the president. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the

faithful discharge of the duties of such office in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provision of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VIII - COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee and one or more additional committees, each of which shall consist of one or more, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or by law.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors or members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons

authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by removal.

SECTION 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

SECTION 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX - BOARD OF DIRECTORS INDEMNIFICATION

Directors of the Corporation shall be immune from liability to the Corporation or to others to the fullest extent permitted by law. Any person who was or is a party or has threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the interest of the Corporation), by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith in a manner reasonably believed to be in or not opposed to the best interests of the Corporation (and with respect to any criminal action or proceedings, if he or she had no reasonable cause to believe his or her conduct was unlawful), to the maximum extent permitted by and in the manner provided by the Georgia Nonprofit Corporation Code, and, if applicable, Section 4941, of the United States Internal Revenue Code of 1986, as amended.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these

bylaws, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks Drafts etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks; trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contributions, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XI - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XII - FISCAL PROVISION

SECTION 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end of the last day of December in each year.

SECTION 2. Annual Accounting. Following the close of the Corporation's fiscal year, its books and accounts shall be compiled by its independent, certified public accountants, who shall thereupon forward a written report of the results of their compilation to the Board of Directors.

ARTICLE XIII - CORPORATE SEAL

The seal of the Corporation shall consist of any impression bearing the name of the Corporation around the perimeter and the word "Seal" or "Corporate Seal" and such other information in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words, "Corporate Seal" enclosed in parentheses or scroll, which shall also be deemed to be the seal of the Corporation.

ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Georgia Nonprofit Corporation Code or under the provisions of the Articles of Incorporation or by

these bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV - CONSTRUCTION

In referring herein to any officer or member of the Board of Directors, the use of the singular shall include the plural, the plural shall include the singular, and any gender shall include the other gender, as appropriate in the context and under the circumstances.

ARTICLE XVI - AMENDMENTS TO BYLAWS

The Board of Directors of the Corporation shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws of the Corporation by an affirmative vote of two-thirds of those present at any regular meeting of the Board of Directors at which a quorum is present or at any special meeting thereof regularly called at which a quorum is present; provided, however, that notice of the contemplated action concerning the Bylaws is mailed to each member of said Board at least fifteen (15) days in advance of said meeting; and provided further, however, that a majority of the Executive Committee shall have approved such contemplated action concerning the bylaws.

Dated: September 1, 2002