

AMERICAN WATER SKI ASSOCIATION BYLAWS

APPROVED BY BOARD OF DIRECTORS

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**BYLAWS OF THE AMERICAN WATER SKI ASSOCIATION
A SPORT DISCIPLINE OF USA WATER SKI, INC**

ARTICLE I - NAME

The name of the organization shall be "AMERICAN WATER SKI ASSOCIATION," the abbreviation of which shall be "AWSA". This organization is a sport discipline of "USA WATER SKI, INC", the abbreviation of which is "USA-WS". USA-WS is the national governing body of water skiing in the United States.

ARTICLE II - PURPOSES

The purpose of this organization shall be to organize, promote, and govern traditional/3-event water skiing in the United States and to help organize and promote same throughout the world as a Sport Discipline of USA-WS.

ARTICLE III - MEMBERSHIP AND VOTING PRIVILEGES

- A Membership in AWSA shall be open to any individual member of USA-WS, without discrimination on the basis of race, color, religion, age, or sex; subject only to payment of dues as the USA-WS and AWSA Boards of Directors may prescribe from time to time.
- 1 Privileges of this membership will be exercised in the Region of the individual's legal residence as determined by USA-WS membership files.
 - 2 For purposes of these Bylaws, "Full Members" are USA-WS members that have designated AWSA their primary Sport Discipline;
 - 3 Special Classes of membership may be authorized and established by the Board on such terms and conditions, for such dues and with such reasonable rights and privileges, including voting privileges, as it may establish from time to time. Rights and privileges granted to Special Member Classes shall be detailed in the AWSA Policy and Procedures.
 - 4 In no case shall the membership or athlete participation eligibility requirements of AWSA be more restrictive than those of USA-WS or the International Water Ski Federation (IWSF).
- B Voting privileges shall be open to full members in good standing that are 18 years of age or older.

ARTICLE IV - REGIONAL ORGANIZATION

- A The United States shall be divided into five Regions as follows:
- 1 **EASTERN REGION:** The states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, and the District of Columbia.
 - 2 **MIDWEST REGION:** The states of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin.
 - 3 **SOUTHERN REGION:** The states of Alabama, Florida, Georgia, Kentucky, North Carolina, South Carolina, and Tennessee.
 - 4 **SOUTH CENTRAL REGION:** The states of Arkansas, Louisiana, Mississippi, Oklahoma, and Texas
 - 5 **WESTERN REGION:** The states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.
- B Any state, territory, or possession of the United States may be included in one of said Regions or transferred from one Region to another Region by a two-thirds vote of the Board of Directors.
- C Each Region shall adopt, and may amend its own Regional Bylaws.
- 1 Provisions of Regional Bylaws, or actions taken thereunder, shall not be in conflict with the Bylaws of AWSA, the Bylaws of USA-WS, or any authorized rules made or actions taken thereunder. Wherever such conflict exists, the conflicting Regional Bylaws, or action taken thereunder, shall automatically be suspended in application and supplanted by the applicable Bylaws of AWSA, the Bylaws of USA-WS, or

by the rules made or action taken thereunder by the Board. The Board determination as to the existence of a conflict shall be conclusive.

- 2 Regional Bylaws and revisions thereto, must be approved by the Board and require two-thirds (2/3) affirmative vote.
 - (a) Regional Bylaws and amendments thereto, approved by the Regional Board shall be submitted to the AWSA Bylaws Committee.
 - (b) The Bylaws committee shall review and upon 2/3 affirmative vote forward the Regional Bylaws or amendments to the Board for approval.
 - (c) With Board approval, the Region is authorized to implement the Bylaws or revisions according to the procedures in the Regions' Bylaws.

ARTICLE V - BOARD OF DIRECTORS

A The Board of Directors (herein referred to as the "Board") shall have full power and authority over the affairs of AWSA except as limited in these Bylaws.

B The Board shall consist of Directors from the following groups: Regional Directors, Athlete Advisory Council Directors, AWSA Honorary National Directors and Affiliated Organization Directors. Each Director must be an AWSA "full member" in good standing. The term of each duly elected Director shall begin when the Annual Meeting of the Board of Directors is called to order and shall end immediately preceding the Annual Meeting of the Board nearest the end of the period provided for such term, or until a successor has been duly elected. Nothing contained herein shall preclude re-election of the same person for successive terms of office.

- 1 Regional Directors are voting Directors elected by the AWSA members of each Region under such rules and regulations and upon such terms and conditions (with respect to qualifications, election procedures, and related matters) as the Board may, by a two-thirds vote, prescribe from time to time.
 - (a) Each Region shall adopt election procedures not in conflict with Board rules and regulations, provided that the right of a voting member to vote for an AWSA Director shall not be restricted by requiring attendance at Regional meetings or the payment of any fees other than USA-WS and AWSA dues.
 - (b) Four Directors shall be elected from each Region. Each Region shall elect one of its Directors for a term of one year, during which time this person shall, in addition to being a Director, serve as the executive head of the Region, and shall hold the title Executive Vice President. The other three Directors from each Region shall each serve a term of three years, so arranged that the term of one said Director shall expire each year.
 - (c) Each Region may elect a designated Alternate for each voting Director. Alternates must meet the same qualifications required for the designated Director. Alternates may attend all Board meetings with no voice nor vote. In the event an elected Director is unable to attend any meeting of the Board, the designated alternate for the absent director shall have both voice and vote for that Director.
 - (d) The vote(s) of an absent Regional Director shall not be cast unless a duly elected alternate is in attendance, in which case the alternate shall cast the Director's vote(s).
 - (e) Members wishing to run for Executive Vice President or Director must do so in the Region of their legal domicile.
- 2 Athlete Advisory Council Directors are voting Directors elected by the Athlete Advisory Council (AAC). The AAC shall determine how to elect its Directors allocated to the Board.
 - (a) AAC Directors must be AWSA "full" members and "elite athletes" as defined in AWSA Policies and Procedures.
 - (b) AAC Directors shall be allocated sufficient voting directors so that not less than 20% of the membership and voting power of the Board consists of AAC Directors.
 - (c) The AAC may elect a designated Alternate for each voting Director. Alternates must meet the same qualifications required for the designated Director. Alternates may attend all Board meetings with no voice nor vote. In the event an elected Director is unable to attend any meeting of the Board, the designated alternate for the absent director shall have both voice and vote for that Director.
 - (d) The vote(s) of an absent AAC Director shall not be cast unless a designated alternate is in attendance, in which case the alternate shall cast the Director's vote(s).

- 3 AWSA Honorary National Directors are non-voting Directors who accumulate 6 points by serving on the AWSA Board or on the USA-WS Board, in one or more of the capacities listed below and who have received a majority vote of the Board. The service years are total years, served separately, and shall not be concurrent years of service. AWSA Honorary National Directors are elected to this position for life.
- | | |
|---|-----------------------------------|
| a) President or Chairman of the Board | 3 points for each one year term |
| b) Vice President, Treasurer or Secretary | 2 points for each one year term |
| c) Voting Director | 3 points for each three year term |
| d) Regional Executive Vice President | 2 points for each one year term |
- 4 Affiliated Organization Directors are non-voting Directors elected or appointed by an Affiliated Organization. Affiliated Organizations must receive a two-thirds vote of the Board to seat a Director on the Board. The Board shall determine the number and term of Directors allocated to each Affiliated Organization.

ARTICLE VI - OFFICERS:

- A AWSA Officers shall be: Chairman of the Board; President; Vice President; Secretary; and Treasurer.
- B Officers shall be "full" members of AWSA, in good standing. The Chairman of the Board and the President must be current Directors who have served for at least one year; past Directors who have served at least three years; or Honorary National Directors.
- C Officers shall be elected by the Board at its Annual Meeting and the term of each duly elected Officer shall begin when he is elected and shall be for a period of one year or until a successor has been duly elected.
- D Officers shall be allowed voice only unless they are a current voting Director.
- E Officers of the AWSA may not also be Officers of another amateur sport's national governing body, except USA-WS.

ARTICLE VII - DUTIES OF OFFICERS:

- A CHAIRMAN OF THE BOARD: The Chairman of the Board shall preside at all meetings of the Board of Directors. He shall cause to be called all regular meetings of the Board of Directors in accordance with these Bylaws. He may call special meetings of the Board of Directors at any time at his discretion. He may call for a vote of the Board by mail ballot at his discretion. He may appoint special Board committees at his discretion, provided they do not conflict with standing committees or special committees previously appointed by the President. He shall follow up on actions taken by the Board to determine that they have been implemented, and notify the Board of any failure to implement. He shall be a member of the Executive Committee. He shall do those things required to assist in the smooth and efficient operation of the Board of Directors of AWSA.
- B PRESIDENT: The President shall have general direction of the business of AWSA, subject to the authority of the Board. He shall preside at all national meetings of the membership. He shall present or have presented at each Annual Meeting of Members a report of the condition of AWSA and the status of its business affairs. He may call special meetings of the Board of Directors at any time at his discretion. He shall appoint all standing committees, subject to Article IX of these Bylaws. He may appoint special committees at his discretion. He shall instruct, advise, assist, and oversee the progress of these committees as required for their smooth and efficient operation. He shall be a member of and chair the Executive Committee. He is authorized to sign contracts and agreements approved by the Board in the name of AWSA. He shall do those things required to assist in the smooth and efficient operation of AWSA.
- C VICE PRESIDENT: During the absence and/or inability of the President to render and perform his duties or exercise his powers, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President. He shall be a member of the Executive Committee.
- D SECRETARY: The Secretary is the recording Officer of AWSA and the nominal custodian of its records.

- E TREASURER: The Treasurer is the chief financial officer of AWSA and shall be responsible for the control of AWSA funds and the maintenance of appropriate records. The Treasurer shall be a member of the Executive Committee. The Treasurer may be the same person as the one who occupies the office of Secretary.

ARTICLE VIII USA-WATER SKI REPRESENTATION

- A As a Sport Discipline of USA-WS, AWSA is guaranteed representation and voting power on the USA-WS Board as defined in USA-WS Bylaws Article VI Section A2(a).
- 1) Should the allocated number of USA-WS Directors be equal to the number of Regions, these seats shall be allocated one (1) to each Region.
 - 2) Should the allocated number of USA-WS Directors be less than the number of Regions, the Board shall elect the allocated number of Director(s) from the Regional delegates.
 - 3) Should the allocated number of USA-WS Directors be greater than the number of Regions, seats shall be allocated one (1) to each Region and additional seats shall be delegated to the Region(s) with the greatest percentage of full AWSA members.
 - 4) Regions may elect a designated Alternate for each USA-WS Director allocated. Alternates may attend Board meetings with no voice and no vote. In the event an elected Director is unable to attend any meeting of the Board, the designated alternate shall have both voice and vote for that Director. Any unseated Regional Director(s) shall be designated the alternate for one of the seated Regions, as determined by the Board
- B Qualifications for USA-WS Directors representing AWSA and their alternates shall be the same as that for the position of Regional Director. The Regions may establish additional qualifications and shall determine election procedures for their USA-WS Director delegate(s) and alternate(s).

ARTICLE IX COMMITTEES

- A Subject to the approval of the Board, the President may appoint the following standing Committees composed of "full" members of AWSA in good standing. Standing committees shall have representation from each Region and from the AAC.
- Executive
 - Boat Drivers Rating & Classification
 - Bylaws
 - International Activities
 - Judges and Scorers Qualification & Classification
 - Nominating
 - Rules
 - Safety
 - Seeding
 - Skiers Qualification
 - Technical
 - Towboat
- B Standing Committees may be added or deleted by 2/3 vote of the Board from time to time.
- C The Executive Committee shall consist of the Chairman of the Board, the President, the Vice President, the Treasurer, up to five at large members appointed by the President, and sufficient AAC "elite" athletes" to constitute 20% membership and voting power. A majority of the Executive Committee shall be voting members of the Board. This committee shall have representation from each Region. The Executive Director (or his delegate) and the immediate past President, shall be non-voting ex-officio members.
- D Standing Committees shall include 20% "elite" athlete" membership and voting power.
- E Committees required having equal representation from each Region and which are also required to have athlete representation shall not count these athletes in determining equal Regional representation.
- F Special committees appointed by the Chairman or President are not required to have equal representation from each Region.

- G The duties of the standing committees, including the Executive Committee shall be as determined by the Board of Directors from time to time and detailed in the AWSA Policies and Procedures. The officer appointing the committee shall determine the duties of special committees.
- H Subject to approval of the Board, the President shall nominate AWSA's representatives to USA-WS committees in accordance with AWSA Policies and Procedures, Article 11.

ARTICLE X - MEETINGS

- A The Board shall meet as a body at least two (2) times during each fiscal year, in accordance with the following provisions:
- 1 The annual meeting shall begin on the day before the beginning of the National Tournament.
 - 2 The annual meeting shall be attended by both incoming and outgoing Directors. Outgoing Directors will attend for the purpose of insuring their votes were recorded correctly on previous mail ballots and may remain with a voice but no vote for the balance of the meeting.
 - 3 The first order of business on the agenda, after call to order, roll call, announcement of a quorum, and approval of minutes, shall be to take action on mail ballots not previously acted on at a Board meeting. The balance of the agenda shall be as determined by the Chairman and approved by the Board.
 - 4 All regular meeting dates will be established at the prior Board meeting with notice of each meeting to be given at least sixty (60) days prior to each meeting.
 - 5 At all meetings of the Board, a quorum shall consist of 51% of the voting Directors (or their seated designated alternates). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, so long as a number that constitutes a majority of the required quorum approves any action.
 - 6 When approved by the Board, a Director(s) shall be allowed to participate in a Board meeting via teleconferencing.
- B Special meetings of the Board may be called by the Chairman of the Board or the President. When requested by a quorum of the voting Directors, the Chairman of the Board must call a meeting within sixty (60) days. Directors, or their elected alternate, must be present in person or via teleconferencing, to vote. Unless waived in writing by all Directors, thirty (30) days notice of the time, place, and purpose of all special Board meetings must be given to each Officer and Director.
- C The Annual National Meeting of Members of the AWSA shall occur during the week of the National Tournament on the day and at the time determined by the Board and published in an official USA-WS membership publication at least thirty (30) days in advance of the meeting. The place of said meeting shall be in the vicinity of the tournament. In the event a National Tournament is not scheduled for any one year, the time and place for the meeting shall be set by the Board.
- 1 Members entitled to vote and who are present at the annual meeting shall constitute a quorum, provided a majority of Regions are represented, and an affirmative vote of the majority of those Members shall be the act of the Membership unless otherwise provided by law.
 - 2 Each individual voting member shall be entitled to vote in person on all matters submitted. A family membership shall carry the privilege of two votes, provided there are two voting members in the family present to cast the votes.
 - 3 The order of business at the Annual Membership Meeting shall be:
 - Call to order
 - Roll call of members present
 - Minutes of prior meeting
 - Report of the Treasurer
 - Report of the President
 - Comments and suggestions from members

Any action contemplated by these Bylaws

ARTICLE XI - CONFLICT OF INTEREST AND ETHICAL PRACTICE

- A. The Board shall subscribe to the USA-WS written Code of Conduct and ethical practices which includes the requirement that each Officer, member of the Board, and each committee representative, annually agree in writing to abide by such code.
- B. AWSA, an affiliated Sport Discipline of USA-WS, will not tolerate any form of harassment, abuse or misconduct and will uphold a zero tolerance policy, consistent with the United States Olympic Committee SafeSport initiative. The USA Water Ski SafeSport Program Handbook is an appendix to the USA Water Ski Policies and Procedures Manual.
- C. The Board may adopt additional standards and practices relevant to AWSA. These standards and practices may be amended from time to time by the Board as it may deem advisable.

ARTICLE XII - SUSPENSION OR EXPULSION

- A A member may be suspended or expelled for Unsportsmanlike conduct; any willful violation of AWSA, and/or any other Sport Discipline, and/or USA-WS rules or procedures; criminal or fraudulent acts; failure to pay indebtedness; or any other act which is contrary to the objectives and purposes of AWSA, USA-WS, IWSF and/or USOC.
- B Suspension or Expulsion may be appealed and/or a grievance filed to the AWSA per **ARTICLE XIII OR ARTICLE XIV** and when the AWSA Board of Directors has made a final decision, then the resolution shall be referred directly to USA-WS and resolved in accordance with USA-WS Bylaws Article IX. The resolution must be passed by a two-thirds majority of the Board of Directors.

ARTICLE XIII - DUE PROCESS AND APPEALS

- A Members shall have the right to due process including the appeal of actions or decisions by AWSA Board of Directors, or its representatives, where AWSA has ultimate jurisdiction and responsibility for the action or decision. The process in this Article must be used for membership suspensions or expulsions before being forwarded to USA-WS, which has ultimate jurisdiction and responsibility. The member must check the definition of an Appeal in the USA-WS Bylaws Article IX.
- B Appeals shall use the following process:
 - 1. As soon as possible after receiving notice of an adverse decision, but in all cases within ten (10) days of such notice, a member who believes that such decision was arbitrary or unreasonable shall file a written appeal with the President of AWSA. Failure to timely file such an appeal shall be deemed a waiver of any objections to the decision, and that decision shall then become final and non-appealable:
The written appeal shall include the following
 - (a) The identity of the appellant;
 - (b) The identity of the AWSA representative responsible for the decision (appellee);
 - (c) A statement identifying whether the appeal requires action within ten (10) days, and if so, the reasons why "urgent" attention is required;
 - (d) citation of the criteria, standards or other material which the appellant contends AWSA was obliged to follow in rendering the decision at issue;
 - (e) A short and plain statement of all facts which the appellant contends demonstrate his dissatisfaction of the selection criteria at issue, and any other facts which the appellant contends demonstrate that the decision was arbitrary or unreasonable; and
 - (f) The signature of the complainant (and the signature of his parent or legal guardian if he is under eighteen (18) years of age).
 - 2. Upon receiving the written appeal, the President shall immediately distribute a copy of the appeal to each Officer and Director.
 - 3. If the appeal is urgent (i.e., requires a decision within ten (10) days), the President shall convene a hearing via teleconference as soon as possible which shall include as many members of the Board as

- can be gathered for the emergency teleconference and shall also include the aggrieved member and the appellee if possible.
4. If the appeal is not urgent, the President shall schedule a hearing either in person or via teleconference at the earliest time convenient for members of the Board, the aggrieved member and the appellee, and shall provide written notice of the date, time and type of hearing. Any person entitled to participate in the hearing may do so via teleconference.
 5. Notwithstanding anything herein to the contrary, if the urgency of the appeal requires a decision before a quorum of the Board can be gathered despite best efforts to obtain a quorum, then the decision of those Board members who were able to participate in the hearing shall be final, and shall not be subject to attack on the basis that a quorum was not present.
 6. Each party shall have the following rights during the formal hearing:
 - (a) To be assisted or represented by any member, or by legal counsel of the party's choosing;
 - (b) To call witnesses and present oral and written evidence and argument which the Board, during the hearing, deems relevant;
 - (c) To confront and cross-examine adverse witnesses; and
 - (d) To have an audio, video or stenographic record made of the hearing at the party's own expense.
 7. In any hearing conducted under this section, the Board shall affirm the decision at issue unless the aggrieved member proves by clear and convincing evidence that the decision was arbitrary or unreasonable. The decision of the Board is final and non-appealable within AWSA unless expressly provided for elsewhere in these Bylaws.
 8. After a resolution has been reached and the Appeals process has produced a final decision, the President shall forward the results to the President of USA-WS for action under Article IX of the USA-WS Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

ARTICLE XIV - GRIEVANCE PROCEDURE

- A Any member of AWSA may file a written grievance with the President of AWSA alleging a violation of the Bylaws or AWSA rules, policies and procedures. The member must check the definition of a Grievance in the USA-WS Bylaws Article IX.
- B The President of AWSA shall present the Grievance complaint to the Executive Committee for action per the following:
 - 1 In such instances, the Executive Committee shall appoint an investigating committee of at least three regular members of AWSA, subject to the approval of the President. None shall be members of the Region where the grievance occurred.
 - 2 The committee shall conduct a confidential investigation to determine whether any action is warranted. The committee will report, within 30 days, in writing to the President recommending a resolution. The President shall present the results of the investigation and the results of the committee determination to the AWSA Board of Directors for final resolution.
 - 3 The President shall enact the recommendation unless it is revised or overturned by a majority vote of the Board through a Grievance procedure.
- C After a decision has been reached and the Grievance process has produced a final decision, the President shall forward the results to the President of USA-WS for action under Article IX of the USA-WS Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

ARTICLE XV – INDEMNIFICATION

- A. The members of the Board, as a board and individually, and the members of each permanent standing committee, as a committee and individually, are specifically held harmless by AWSA and USA-WS and its membership for all actions taken in good faith on behalf of AWSA and USA-WS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case

AWSA and/or USA-WS shall be entitled to recover any payments, costs or expenses incurred in the defense, compromise or settlement of any claims or suits against such member prior to such finding.

D. USA-WS hereby indemnifies its Officers, Board members and AWSA members, individually and in their official capacities, for any liability incurred as a result of their positions in the organization or actions taken on behalf of the organization subject to exclusions and inclusions detailed in the USA-WS Bylaws.

ARTICLE XVI - AMENDMENTS

- A. Amendments to these Bylaws may be proposed by either (i) any three members of the Board; or (ii) written petition of a majority of the Board members of a Regional Council Board or the Athletes Advisory Council; or (iii) written petition signed by at least one and one-half percent (1 ½%) of the voting members of AWSA in good standing.
- B. Proposed amendments shall be presented to the AWSA Bylaws Committee, in writing, at least sixty (60) days before a scheduled Board meeting. Proposed amendments shall be voted upon by the Board only at scheduled Board meetings.
- C. The Board shall designate, in its policies and procedures, how proposed amendments shall be presented.
- D. Unless withdrawn, proposed amendments which have been submitted less than sixty (60) days and circulated less than thirty (30) days in advance of meetings at which such matters would otherwise be considered shall automatically be placed on the agenda for action at the next meeting of the Board which is at least thirty (30) days after the date of mailing of such proposed amendment.
- E. Amendments to these bylaws may be adopted after:
1. Approval by the Board with a two-thirds (2/3) affirmative vote, and
 2. Approval by the USA-WS Board.
- F. Amendments shall be communicated to the membership sixty (60) days prior to their effective date and shall become effective on that date unless a referendum is called on the amendment, in which case the amendment shall take effect only upon approval by the general membership of USA-WS as follows:
1. Members in good standing who are eligible to vote may call a referendum on any amendment to these bylaws which has been adopted by the Board, as set forth above, by filing a petition calling for such a referendum signed by five percent (5%) of the members in good standing of AWSA as reflected on the membership rolls as of the end of the most recent membership year. Failure to obtain signatures from five percent (5%) of the members in good standing shall render the referendum null and void, and the amendment shall take effect as though there had been no attempt to call a referendum.
 2. Within sixty (60) days of an effective referendum call, USA-WS shall mail to all members in good standing a ballot which shall include all information required to accompany a proposed amendment under Section C of this Article along with a statement by the Board describing its reasons for supporting the amendment, and a similar statement by the members responsible for the petition describing their reasons for opposing the amendment. The ballot shall provide space for members to approve or disapprove the amendment adopted by the Board and shall state that it must be received by AWSA within thirty (30) days of the date of mailing by AWSA to be considered.
 3. The vote of a majority of those members returning ballots to the USA-WS national offices within thirty (30) days of the date such ballots were mailed by AWSA shall carry the decision. Upon approval by a majority of those members returning ballots, the amendment shall become effective immediately. Upon disapproval by a majority of those members returning ballots, the Board's adoption of the same shall be nullified and the proposed amendment shall be defeated.

ARTICLE XVII - DISSOLUTION

AWSA may dissolve only by an affirmative vote of the AWSA Board and the Regional Council Boards in the manner and proportions described below. Each member of the Board and each Regional Council shall be given notice of a special meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three-quarters (3/4) of all then current directors must

approve the proposed dissolution. Within ninety (90) days following Board approval of the dissolution, two-thirds (2/3) of all Regional Council Board members, either voting by mail or in person at the called meeting, must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of AWSA shall devolve upon the Board. No part of the assets, income, or net earnings of AWSA shall inure to the benefit of any AWSA members or Directors or any other individual.

ARTICLE XVIII - SAVINGS CLAUSE

Failure of literal or complete compliance with any provision of the Bylaws or Policies and Procedures in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Board at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

ARTICLE XIX - FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XX - POLICIES AND PROCEDURES

Policies and Procedures shall be established and amended by a 2/3 vote of the Board, and when applicable, shall direct Board actions. These Policies and Procedures shall not be in conflict with these Bylaws or the USA-WS Bylaws and/or USA-WS Policies and Procedures.

ARTICLE XXI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern AWSA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order AWSA may adopt.

These Bylaws supersede all previous Bylaws of the American Water Ski Association.

As Approved: January 24, 2015