

BYLAWS

WATER SKIERS WITH DISABILITIES ASSOCIATION

ARTICLE I – NAME

The name of this organization shall be the Water Skiers with Disabilities Association, the abbreviation for which shall be WSDA, a sports division of the USA Water Ski Inc., hereinafter referred to as USA-WS.

ARTICLE II – PURPOSE

The purpose of WSDA shall be to organize, promote, and direct water skiing for disabled individuals in the United States through affiliation with USA-WS, and internationally through affiliation with the International Water Ski Federation (IWSF). USA-WS shall act as the only official authority and voice for water skiing in the United States.

ARTICLE III – MEMBERSHIP

Membership in WSDA shall be open to any individual interested in water skiing without discrimination, subject only to payment of dues as the Board of Directors may prescribe from time to time.

Section A: Voting rights are limited to those members' eighteen (18) years of age or older.

Section B: A member may be suspended or expelled by two-thirds (2/3) vote of the WSDA Board of Directors for unsportsmanlike conduct; any willful violation of WSDA, 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 WSDA, USA-WS, IWSF and/or USOC.

Section C: Suspension or expulsion may be appealed and/or a grievance filed to the WSDA per **ARTICLE XI** or **ARTICLE XII** and when the WSDA 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 USA-WS Board of Directors.

Section D: Special classes of membership without voting privileges, i.e. patron membership, associate membership, honorary membership, and other classes of membership may be authorized and established by the Board of Directors on such terms and conditions, for such dues and with such reasonable rights and privileges as it may establish from time to time.

ARTICLE IV – BOARD OF DIRECTORS

Mandatory Qualifications:

- a. U.S. citizenship
- b. Current, valid USA-WS membership
- c. Minimum age of 18

The Board shall have full authority and power over the affairs of WSDA.

(Note that all references to "he" are to be interpreted as "he" or "she". Any position with WSDA is not gender specific.)

Section A: Nominees to the Board of Directors must be active USA-WS members, 18 years of age or older.

Section B: The election ballot for proposed Regional Directors must be published to the general membership at least thirty (30) days prior to the annual Board meeting, held at the National tournament for disabled skiers. Board members will be elected by the general membership using mail ballots. Election results will be determined by a majority of those votes collected. The Board of Directors may establish voting procedures.

Section C: The Board of Directors shall consist of no less than five (5) Regional Directors, one from each region

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.

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.

The Board of Directors shall include sufficient "Elite Athletes" to constitute twenty percent (20%) or more of the Board's membership and voting power. If the percentage of "Elite Athletes" serving on the Board of Directors drops below 20%, the President will recommend a sufficient number of "Elite Athletes" to bring that percentage to 20% or above. This recommendation must be approved by a majority vote of the Board.

For purposes of these Bylaws, "Elite Athletes" are defined as athletes who at the time of election shall have demonstrated their qualifications as athletes by representing the United States in International Water Ski Federation competitions, either as a team member or as an individual qualifier, within the preceding ten (10) years. Such international competition shall include, but not be limited to, World Championships, World Trophy, and Paralympic events.

Section D: The standard term for each Regional Director will be two (2) years, beginning at the annual Board of Directors meeting. Regional Directors may be reelected to additional terms. A Regional Director may also be elected to an Officer position.

Section E: Board member vacancy shall be filled by recommendation of the President to serve the remainder of the term. This recommendation must be approved by a majority vote of the Board.

Section F: Individuals who have served on the Board of Directors may be elected for life to the Board as Honorary National Directors with a voice but no vote under one or more of the following conditions:

1. President or Chairman of the Board – 2 or more years
2. Vice President, Treasurer or Secretary – 3 or more years
3. Director – 6 or more years

The directors must be current USA-WS members and receive a majority vote of the current Board.

ARTICLE V -- OFFICERS

The officers of the WSDA are Chairman of the Board, President, Vice President, Secretary, and Treasurer.

The officers of the Board of Directors will be elected by ballot from the Board and these elections will be held in conjunction with the annual Board meeting.

Term of office for the officers will be for one (1) year, from Board meeting to Board meeting, or until no longer elected.

Duties of the Officers:

Chairman of the Board:

The Chairman of the Board shall preside at all meetings of the Board of Directors. He shall call all regular meetings of the Board of Directors and shall establish the agenda. He may call special meetings of the Board at any time at his discretion.

He may call for a mail vote at his discretion. He may appoint special Board committees at his discretion, providing 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 of implementation. He shall do what is necessary to assist in the smooth and efficient operation of the Board of Directors.

President:

The President will preside at all national meetings of the general membership. He shall present or have presented at this annual meeting of the membership a report regarding the condition of the WSDA and a report regarding business affairs, including a statistical report of membership and tournament/clinic activities.

The President will act as the liaison and communication link between USA-WS Headquarters and the WSDA Board of Directors. He will also serve as the WSDA representative to the USA-WS Board of Directors as a voting member. If he is unable to attend the USA-WS annual meeting, he may appoint a representative.

The President shall appoint all standing committees, subject to Article VI of these bylaws, and may appoint special committees at his discretion, with the responsibility to instruct, advise, assist, and oversee the progress of these committees as ex-official member of such committee. He may choose members from the general membership to act on special committees as those needs arise.

During the absence and/or inability of the Chairman of the Board to render or perform his duties or exercise his powers, the same shall be executed and performed by the President; and when so doing, he shall have all the powers and be subject to all responsibilities hereby given to or imposed upon the Chairman.

Vice President:

During the absence and/or inability of the President to render or perform his duties or exercise his powers, the same shall be executed and performed by the Vice President; and when so doing, he shall have all the powers and be subject to all responsibilities hereby given to or imposed upon the President.

Secretary:

The Secretary, who is the recording officer for the WSDA, shall keep minutes of the Board meetings, and is nominal custodian of its records. The Secretary will mail to each Board member a copy of the minutes of the meeting no later than thirty (30) days after the meeting. He shall read all the communications and attend to all correspondence of the WSDA and carefully preserve the same for his successor.

Treasurer:

The Treasurer shall have care and custody of all the WSDA funds. He shall keep accurate records of all monies received and disbursed, and shall deposit said monies immediately into the bank selected by the Board. He shall keep a current list of members' names and addresses and provide the Secretary the same. He shall present to the Board at the last yearly meeting a complete list of transaction of his office for the preceding year. He shall pay all bills associated with the WSDA up to \$250.00. Anything in excess of \$250.00 must have approval from the President.

ARTICLE VI – STANDING COMMITTEES

The President may appoint the following standing committees. These committees will submit their proposals to the Board at the annual Board meeting. The Board shall review each committee report and approve or disapprove recommendations from these committees by a majority vote, before such recommendations are implemented. The Board has the right to add or subtract any recommendations submitted by the committees, and the Board will decide on all final decisions by a majority Board vote. The President has the right to call for a Board vote at any time during the year, as it pertains to decisions by the committees. "Elite Athletes" shall constitute twenty percent (20%) or more of the membership and voting power of all standing committees.

The following standing committees and liaisons have been established:

1. National Tournament Committee
2. Bylaws Committee
3. Technical/Rules Committee
4. International Activities Committee
5. Executive Committee
6. Nominating Committee
7. Publicity Committee
8. Training Clinic Committee
9. Library Committee
10. Equipment Manufacturer Committee

1. National Tournament Committee

The National Tournament Committee responsibilities are as follows:

- A. Direct the WSDA Nationals Site Selection Subcommittee to solicit bids for future National Championships and recommend suitable sites to the National Tournament Committee
- B. Work with USA-WS and the Nationals Site Selection Subcommittee to choose the location for WSDA Nationals
- C. Work with USA-WS on all other associated tournament activities
- D. Work with the local Tournament Director on all details for WSDA Nationals
- E. Select officials for the WSDA National tournament.

2. Bylaws Committee

The responsibility of the Bylaws Committee is to maintain the WSDA Bylaws and make recommendations to the Board of Directors that would further develop and enhance the Bylaws. All proposed changes to the bylaws will be submitted to the Board of Directors and reviewed at the annual Board meeting. The Board shall approve or disapprove bylaw changes in the form of amendments by a two-thirds (2/3)-majority vote.

3. Technical/Rules Committee:

The responsibility of the Technical/Rules Committee is to develop, recommend and maintain all technical data specific to WSDA. This includes performance records, technical information and tournament rules. The Board of Directors must approve all changes to this information before being presented to the general membership.

4. International Activities Committee:

The responsibilities of the WSDA International Activities Committee are:

- A. Act as the liaison with the IWSF council for the disabled and the USA-WS International Activities Committee to keep current with the international activities and to support and link with their efforts and programs.
- B. Responsible for World Team, World Team Staff, and Officials selection.
- C. Serve as liaison to the AWSA International Activities Committee.
- D. Serve as liaison to the USOC and the International Paralympic Committee.

5. Executive Committee:

The Executive Committee will consist of five representatives; the President, Chair of the Board, Vice-president, and Treasurer of WSDA. The fifth position will be filled by the WSDA Representative to the USA-WS Athlete Advisory Council. If that person is already among the four previously named officers, the Secretary of WSDA will take that position.

The responsibility of the **Executive Committee** is to establish an annual budget for the internal expenses incurred by the WSDA, such as postage, phone, and general operating expenses and communicate the Association's budget requirements to USA-WS. They shall also have such other duties as directed by the WSDA Board of Directors.

6. Nominating Committee:

The purpose of the Nominating Committee is to seek individuals to participate on the WSDA Board of Directors. The Chairman of the Nominating Committee must be a member of the Board of Directors.

7. Publicity Committee:

The responsibilities of the Publicity Committee are to:

- A. Pursue any opportunity to get information about clinics and events published in any sports-related publication.
- B. Act as the liaison with the USA-WS Marketing and Communication Departments to ensure that the WSDA is being represented accurately, and on a regular basis.
- C. Work with the Library Committee to include any pertinent articles in its library to share with new skiers, water ski clubs, or interested organizations.

8. Training Clinic Committee:

The responsibilities of the Training Clinic Committee are:

- A. Work with each USA-WS region to encourage clubs to host training clinics throughout the United States.
- B. Support host clubs with any help they may need to put on a USA-WS Learn to Ski Clinic.
- C. Develop new training and clinic manuals covering all disabilities.
- D. Develop and maintain instructor development and certification.

9. Library Committee:

The responsibilities of the Library Committee are to:

- A. Develop a library of information that will be maintained at USA-WS to be distributed to individuals and organizations that are interested in waterski programs for the disabled.
- B. Maintain a portfolio of articles that are written on the disabled waterski program and individuals.

10. Equipment Manufacturer Committee:

The responsibility of the Equipment Manufacturer Committee is to develop relationships with various ski equipment manufacturers to begin work and evaluation on equipment that would be designed specifically to enhance the performance of disabled waterskiers.

ARTICLE VII ELECTION OF ATHLETES TO USA-WS ATHLETE ADVISORY COUNCIL

- A. Eligibility. For the purposes of serving as Representative to the USA-WS Athlete Advisory Council, "Elite Athletes" are defined as athletes who at the time of election shall have demonstrated their qualifications as athletes by representing the United States in international water ski competitions, either as a team member or as an individual qualifier, within the preceding ten (10) years. Such international competition shall include, but not be limited to, World Championships, World Trophy, and Paralympic events.
- B. Nominations. Nominations for the Athlete Advisory Council shall be accepted from the "Elite" athletes of WSDA.
- C. Length of Term. The WSDA Representative to the Athlete Advisory Council shall serve for a term of two (2) years, or until a successor has been duly elected.
- D. AAC Ballot. A ballot containing the AAC nominees shall be distributed to all-elite athletes (as defined in Article VII subheading A above) in the bi-annual election held in the Spring of even years.

ARTICLE VIII - 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. The Board may adopt additional standards and practices relevant to WSDA. These standards and practices may be amended from time to time by the Board, as it may deem advisable.

ARTICLE IX – MEETINGS

The Board of Directors will meet a minimum of one (1) time per year, the meeting being held at the WSDA National Tournament.

The Chairman will notify all directors in writing thirty (30) days in advance of the Board meeting and include a tentative agenda. These meetings will be closed to the general membership. The general membership may appeal to the Board, in writing, up to fifteen (15) days in advance of the meeting, if any member wishes to address the Board, and the President and/or Chairman of the Board have the right to grant special permission for such.

1. 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.
2. 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.

At all meetings of the Board, a quorum shall consist of 3/4 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.

When approved by the Board, a Director(s) shall be allowed to participate in a Board meeting via teleconferencing. 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.

ARTICLE X – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, subject to the approval of the WSDA membership.

Any recommendations for amendments to WSDA Bylaws must be made in writing to the President of the WSDA. The President will then distribute a copy of the proposed amendments to the Chairman and members of the Board of Directors for discussion and vote at least fifteen (15) days before the next annual Board of Directors and general membership meetings.

ARTICLE XI - DUE PROCESS AND APPEALS

Members shall have the right to due process including the appeal of actions or decisions by WSDA Board of Directors, or its representatives, where WSDA 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.

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 WSDA. 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 WSDA 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 WSDA 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 WSDA and USA-WS 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 USA-WS Board of Directors.

ARTICLE XII – GRIEVANCE PROCEDURE

- A Any member of WSDA may file a written grievance with the President of WSDA alleging a violation of the WSDA Bylaws or WSDA rules, policies and procedures. The member must check the definition of a Grievance in the USA-WS Bylaws Article IX.
- B The President of WSDA 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 WSDA, 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 WSDA 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.
- D 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 USA-WS Board of Directors.

ARTICLE XIII – 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 WSDA and USA-WS and its membership for all actions taken in good faith on behalf of WSDA and USA-WS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case WSDA 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.

B. USA-WS hereby indemnifies its Officers, Board members and WSDA 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 XIV - 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 XV – PARLIAMENTARY PROCEDURE

Roberts Rules of Order, newly revised, current edition, shall govern the WSDA in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order which the WSDA may adopt.

As amended August 6, 2003