

USA Wakeboard Bylaws

APPROVED JANUARY 22, 2005

USA Wakeboard Bylaws

ARTICLE I: NAME, MISSION, AND PURPOSE

- I. The name of the organization shall be USA Wakeboard, hereinafter, referred to as "USA-WB" 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.
- II. The mission of the USA-WB is to help introduce people to the sport of wakeboarding, provide consistent and fair standards by sanctioning and governing all domestic events and to help educate the public on ways to have more fun and generally improve individual skills in wakeboarding.
- III. The purpose of the USA-WB is:
 - A. To promote and improve high standards of conduct among the membership and within the sport.
 - B. To foster sound business practices within the sport and to promote a better understanding of the problems affecting wakeboarding's growth and prosperity.
 - C. To engage in any lawful activities that will tend to develop and promote the sport of wakeboarding worldwide for the best interests of the sport, membership, and the general public.
 - D. Promote and maintain good relations within the wakeboard industry and its manufacturers to promote economic well being through commerce.

ARTICLE II: MEMBERSHIP

- I. Membership in USA-WB 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 USA-WB Boards of Directors may prescribe from time to time. In no case shall the eligibility requirements of USA-WB be more restrictive than those of USA-WS.
- II. Special classes of membership, i.e. Associate Membership, secondary Sport Discipline membership and other 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 rights) as it may establish from time to time.
- III. USA-WS members that have designated USA-WB their primary Sports Discipline and that are 18 years of age or older shall be classified USA-WB voting members. USA-WS members shall designate their primary Sport Discipline during annual membership renewal.

ARTICLE III: OFFICERS AND DIRECTORS

- I. The officers shall be a President, a Vice President, a Treasurer, and a Secretary. Officers, when at all possible, shall be chosen from among current directors who have served for at least one year, past directors who have served at least three years or Honorary National Directors. The Vice President shall succeed to the Presidency for the current term in the event the President is unable to fulfill his duties.
- II. There shall be ten (10) Directors each serving a two-year term so arranged that the term of half the Directors in each category shall expire each year.
 - A. Two shall be athletes;
 - B. Six shall be "at large" members; and
 - C. Two shall be industry representatives.
- III. One Director shall serve as a World Wakeboard Association (WWA) liaison.
- IV. The Officers and Directors shall constitute the Board and shall serve their term until their successors are duly elected.
- V. USA-WB Honorary National Directors shall be non-voting ex-officio members of the Board.
- VI. In the event that a vacancy occurs in the Board, by resignation or otherwise, the Board may at their discretion appoint a qualified member of the USA-WB to fill the vacancy. Such appointment shall only be until the next General meeting for Board elections at which time the new director must be formally elected by the general membership. Such appointed Director shall not be disqualified, by reason of such service, from being elected at the next annual election for a full

term thereafter.

- VII. Any chairman of a USA-WB Standing Committee who is not a current Officer or Director shall be a Director ex-officio for the current term with all the duties and privileges of a Director but without a vote.
- VIII. Officers and Directors are elected with the expectation of serving their term with consistent attendance and if they are absent without good cause from two consecutive meetings of the Board, it shall be taken as a sign of disinterest in their office. At the discretion of the President, said Officer or Director shall be asked to relinquish his duties on the Board and replaced by a member through vote of the Board. A Board member shall be allowed to vote by proxy through a previously approved (by the Board) alternate representative.
- IX. USA-WB Honorary National Directors are non-voting Directors who accumulate 6 points by serving on the USA-WB 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. USA-WB Honorary National Directors are elected to this position for life.

a) President	3 points for each one year term
b) Vice President, Treasurer or Secretary	2 points for each one year term
c) Voting Director	2 points for each two year term

ARTICLE IV: POWER AND DUTIES OF OFFICERS AND DIRECTORS

- I. The President shall preside at all meetings of the USA-WB and of the Board. He shall be the Executive Officer and the Chairman of the Executive Committee. He shall appoint standing committees.
- II. The Vice President shall assume the duties of the President in his absence or his inability to attend a duly called meeting of the Board or of the Membership.
- III. The Treasurer shall keep proper accounts of all money received and expended and shall make disbursements upon the order of the Board. He shall make an annual report to the membership and the Board.
- IV. The Secretary shall be responsible for the keeping of a written record of all official proceedings and transactions of the USA-WB. The Secretary shall have power to hold committee chairmen responsible to commitments.
- V. The Executive Committee shall consist of the President, the Vice President, the Treasurer, and one AAC "elite" athlete. A majority of the Executive Committee shall be voting members of the Board. The Executive Director (or his delegate) and the immediate past President, shall be non-voting ex-officio members. They shall act and exercise all powers of the Board. Any order for the allocation of funds shall be by the unanimous vote of the Executive Committee in the absence of a majority vote by the Board. In the absence of actual meetings, assent by teleconference, electronic media, or in writing shall be deemed sufficient for lawful decisions of the Executive Committee and the Board.
- VI. The duties of the Executive Committee shall be as determined by the Board of Directors from time to time. The Board, at its next scheduled meeting, shall review for approval, all of the actions taken by the Executive Committee.
- VII. The Board shall have the power and duty to conduct generally the affairs of USA-WB, except as otherwise provided in these bylaws. They may adopt such policies and procedures as they may deem expedient for the good order, welfare, and convenience of the members and for admission to membership.

ARTICLE V: USA WATER SKI REPRESENTATION

- I. USA-WB, as a Sport Discipline of USA-WS, is guaranteed representation and voting privileges on the USA-WS Board as defined in USA-WS Bylaws Article VI.
- II. The USA-WS Director shall be a current member of the Board and shall be selected by the Board. This is a two year term of office and seats in the odd year.

ARTICLE VI: ELECTIONS

- I. The President shall appoint the Nominating Committee and its Chair. The Nominating Committee shall verify from each acceptable candidate, in good standing, their willingness to serve on the Board, if elected, and to attend meetings of the Board.
- II. Director positions open for election each year at the annual membership meeting, beginning with the year 2000 are:
 - A. One (1) athlete position;
 - B. Three (3) "at large" positions; and
 - C. One (1) industry representative position.
- III. The Board shall determine election procedures. New Board members are elected by majority vote. The nominated individual receiving the highest votes is elected, second highest is elected and so forth until the open seats are filled.
- IV. Directors thus elected shall serve for a term of two (2) years and may be reelected for a successive two-year term, if nominated
- V. At the first meeting of the new Board, the Directors shall elect a new President, a new Vice-President, a new Treasurer, and a new Secretary, who shall be the Officers of USA-WB for the ensuing year.

ARTICLE VII: COMMITTEES

- I. There shall be the following Standing Committees: Executive, Marketing/Membership, Cable, Collegiate, Competition, Safety and Nominating.
- II. The President may appoint Special Committees at his discretion.
- III. The President, subject to Board approval, shall appoint USA-WB representatives to USA-WS committees.

ARTICLE VIII: MEETINGS

- I. The annual meeting of the Membership and Board shall be held at such convenient times and places as determined by the Board.
- II. Special meeting of the Membership may be called by the Board or by written request petition signed by fifty (50) USA-WB members to the President stating the purpose of such special meetings.
- III. Special meeting of the Board may be called at any time by the President or by written request.

ARTICLE IX: DISCIPLINARY ACTION

- I. A member may be suspended or expelled for Unsportsmanlike conduct; any willful violation of USA-WB, 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 USA-WB, USA-WS, IWSF and/or USOC.
- II. Suspension or expulsion may be appealed and/or a grievance filed to the USA-WB per ARTICLE IX_or ARTICLE X when the USA-WB 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.
- III. Other disciplinary action shall be addressed by the Board and requires a 2/3 vote of the Board.

ARTICLE X: DUE PROCESS AND APPEALS

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

- II. 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 USA-WB. 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 USA-WB 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 USA-WB 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).
- III. Upon receiving the written appeal, the President shall immediately distribute a copy of the appeal to each Officer and Director.
- IV. 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.
- V. 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.
- VI. 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.
- VII. 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.
- VIII. 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 USA-WB unless expressly provided for elsewhere in these Bylaws.
- IX. 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 XI: GRIEVANCE PROCEDURE

- I. Any member of USA-WB may file a written grievance with the President of USA-WB alleging a violation of the USA-WB Bylaws or USA-WB rules, policies and procedures. The member must check the definition of a Grievance in the USA-WB Bylaws Article IX.
- II. The President of USA-WB shall present the Grievance complaint to the Executive Committee for action per the following:
 - A In such instances, the Executive Committee shall appoint an investigating committee of at least three regular members of USA-WB, subject to the approval of the President. None shall be members of the Region where the grievance occurred.
 - B 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 USA-WB Board of Directors for final resolution.
 - C The President shall enact the recommendation unless it is revised or overturned by a majority vote of the Board through a Grievance procedure.
- III. 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-WB for action under Article IX of the USA-WB Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

ARTICLE XII: LIMITATIONS OF AUTHORITY

No member or group of members shall take any action in the name of or on behalf of USA-WB unless duly authorized in conformity with these by-laws. Any unauthorized action in the name of USA-WB shall be deemed wholly void and not binding on USA-WB or any of its members and shall not be construed to be the official act or acts of USA-WB. There shall be no personal liability of any USA-WB member for any act of the USA-WB, by its officers, director, or employees, acting within the scope of authority of the USA-WB.

ARTICLE XIII: CONFLICT OF INTEREST AND ETHICAL PRACTICE

- I. The USA-WB Board shall subscribe to the USA-WB 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.
- II. The Board may adopt additional standards and practices relevant to USA-WB. The Board may amend these standards and practices from time to time, as it may deem advisable.

ARTICLE XIV: INDEMNIFICATION

- I 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 USA-WB and USA-WB and its membership for all actions taken in good faith on behalf of USA-WB and USA-WB, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case USA-WB and/or USA-WB 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.
- II USA-WB hereby indemnifies USA-WB Officers and Board members and USA-WB 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-WB Bylaws.

ARTICLE XV: AMENDMENTS

Amendments, modifications, or revisions to these by-laws may be made by a two-thirds vote of the Board at any Director's meeting duly called and may be made by mail ballot to all Directors.

ARTICLE XVI: FISCAL YEAR

The USA-WB fiscal year shall be the calendar year.

ARTICLE XVII: PARLIAMENTARY PROCEDURE

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

As Approved January 22, 2005