

BYLAWS
USA Adaptive Water Ski & Wake Sports
Revised 11/06/2019

ARTICLE I – NAME

The name of this organization shall be USA Adaptive Water Ski & Wake Sports (USA-AWSWS).

ARTICLE II – PURPOSE

The purpose of USA-AWSWS shall be to organize, promote, and direct water skiing and wake sports for people with disabilities in the United States as a sport discipline of USA Water Ski & Wake Sports (USA-WSWS), and internationally through affiliation with the International Waterski and Wakeboard Federation (IWWF). USA-WSWS is the National Governing Body (NGB) for towed water sports in the United States.

ARTICLE III – MEMBERSHIP

Membership in USA-AWSWS shall be open to any individual interested in water skiing/wake sports 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 USA-AWSWS Board of Directors for unsportsmanlike conduct; any willful violation of USA-AWSWS, and/or any other Sport Discipline, and/or USA-WSWS 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-AWSWS, USA-WSWS, IWWF and/or USOC.

Section C: Suspension or expulsion may be appealed and/or a complaint filed to the USA-AWSWS Board of Directors per Article XI and when the USA-AWSWS Board of Directors has made a final decision, then the resolution shall be referred directly to USA-WSWS and resolved in accordance with USA-WSWS Bylaws Article IX. The resolution must be passed by a two-thirds majority of the USA-WSWS 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.

Section E: USA-WSWS and USA-AWSWS 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.

ARTICLE IV – BOARD OF DIRECTORS

Mandatory Qualifications:

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

The Board shall have full authority and power over the affairs of USA-AWSWS. (Note that all references to "he" is to be interpreted as "he" or "she". Any position with USA-AWSWS is not gender specific.)

Section A: Nominees to the Board of Directors must be active USA-WSWS 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 US Adaptive Water Ski National Championships. Board members will be elected by the general membership using mail/electronic 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 IWWF 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-WSWS members and receive a majority vote of the current Board.

ARTICLE V -- OFFICERS

The officers of USA-AWSWS 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/electronic 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 USA-AWSWS 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-WSWS Headquarters and the USA-AWSWS Board of Directors. He will also serve as the USA-AWSWS representative to the USA-WSWS Board of

Directors as a voting member. If he is unable to attend the USA-WSWS 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 officio 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 USA-AWSWS, shall keep minutes of the Board meetings, and is nominal custodian of its records. The Secretary will mail/electronic 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 USA-AWSWS and carefully preserve the same for his successor.

Treasurer:

The Treasurer shall have care and custody of all the USA-AWSWS 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 USA-AWSWS 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 USA-AWSWS Nationals Site Selection Subcommittee to solicit bids for future National Championships and recommend suitable sites to the National Tournament Committee
- B.** Work with USA-WSWS and the Nationals Site Selection Subcommittee to choose the location for USA-AWSWS Nationals
- C.** Work with USA-WSWS on all other associated tournament activities
- D.** Work with the local Tournament Director on all details for USA-AWSWS Nationals
- E.** Select officials for the USA-AWSWS National tournament.

2. Bylaws Committee

The responsibility of the Bylaws Committee is to maintain the USA-AWSWS 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 USA-AWSWS. 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 USA-AWSWS International Activities Committee are:

- A.** Act as the liaison with the IWWF World Council for Disabled Water Skiing and the USA-WSWS 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 USA-AWSWS. The fifth position will be filled by the USA-AWSWS Representative to the USA-WSWS Athlete Advisory Council. If that person is already among the four previously named officers, the Secretary of USA-AWSWS will take that position.

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

6. Nominating Committee:

The purpose of the Nominating Committee is to seek individuals to participate on the USA-AWSWS 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-WSWS Marketing and Communication Departments to ensure that the USA-AWSWS 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-WSWS 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-WSWS 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-WSWS to be distributed to individuals and organizations that are interested in water ski programs for the disabled.
- B.** Maintain a portfolio of articles that are written on the adaptive 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 water ski/wake sports athletes with disabilities.

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

- A. Eligibility.** For the purposes of serving as Representative to the USA-WSWS 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 USA-AWSWS.
- C. Length of Term.** The USA-AWSWS 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

Section A: The Board shall subscribe to the USA-WSWS 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.

Section B: The Board may adopt additional standards and practices relevant to USA-AWSWS. 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 USA-AWSWS 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 ensuring 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)/Officer(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 USA-AWSWS membership.

Any recommendations for amendments to USA-AWSWS Bylaws must be made in writing to the President of the USA-AWSWS. 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 – COMPLAINT AND APPEAL PROCEDURE

USA Adaptive Water Ski & Wake Sports (USA-AWSWS) hereby adopts the following Policies and Procedures for all proceedings under USA Adaptive Water Ski & Wake Sports Bylaws Article XI (Complaint and Appeal Procedures).

1. Complaints.

USA Adaptive Water Ski & Wake Sports (USA-AWSWS) shall have exclusive jurisdiction over complaints relating to the following:

- a. The application or interpretation of any of USA Adaptive Water Ski & Wake Sports rules of competition including administrative rules relating thereto;
- b. Any alleged or actual denial, or threat to deny, an individual's opportunity to compete or participate (including as an athlete, coach, manager or otherwise) in a USA-WSWS sanctioned competition or as a member of an official U.S. team designated to participate in international competition relating to USA Adaptive Water Ski & Wake Sports activities.

2. Manner of Filing, Notice and Binding Nature of the Proceedings.

A complaint may be filed by any person who claims direct and actual harm as a result of the actions complaint of- The complainant shall file a Complaint with the USA-AWSWS **President**, with a copy to all members of USA Adaptive Water Ski & Wake Sports Executive Committee, and also with a copy to the Executive Director of USA-WSWS.

The Complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint.

Promptly following receipt of the Complaint, the President shall send a copy of the Complaint, together with all materials filed with the Complaint and any relevant documents otherwise in the possession of USA-AWSWS to the party(ies) against whom the Complaint has been filed (the "Respondent(s)").

Following receipt of the Complaint, the Executive Committee shall promptly designate a Hearing Panel (which may be the Executive Committee itself) to investigate and decide the Complaint (subject to ratification or amendment of the Hearing Panel's decision by the USA Adaptive Water Ski & Wake Sports Board of Directors). The parties shall be given notice of the hearing panel appointees, and a reasonable opportunity to object to any hearing panel appointees because of any conflicts of interest or actual bias or prejudice. The Hearing Panel shall designate a chair to preside over all matters and hearings relating to the Complaint. If the Hearing Panel determines that any individual(s) not listed as either a Complainant or Respondent are interested parties to whom notice of the proceedings (and an opportunity to be added or intervene as a party) should be given, the Hearing Panel Chair shall provide notice of the proceedings (which shall include a copy of the complaint and all other materials and relevant documents to the third-party(ies); the third-party(ies) shall thereafter inform the Hearing Panel of their intent to participate in the proceedings within a time period established by the Hearing Panel,

except that the proceedings shall continue even in the absence of any such third-party(ies) who do not give notice of their intent to participate.

Throughout all such proceedings, all parties shall have the right to submit additional relevant documents for consideration by the Hearing Panel. Copies of all materials provided by any party, or any other communications, shall be provided to all other parties, and there shall be no *ex parte* communications between the parties and the Hearing Panel. All parties, including any affected or intervening party, shall be eligible to participate fully in the proceedings, including any hearing. All parties, including any affected or intervening party, shall be bound by the decision of the Hearing Panel, even if she/he chooses not to participate, subject only to the ratification or amendment of the Hearing Panel's decision by the USA Adaptive Water Ski & Wake Sports Board of Directors.

3. Administration.

The Complaint and all proceedings relating thereto shall generally be administered consistent with the principles of due process for such proceedings as set forth in the USA-WSWS Bylaws and related Policies and Procedures.

The Hearing Panel shall provide a written report of its decision, and the basis therefor, to the USA Adaptive Water Ski & Wake Sports President, with a copy to the Executive Committee and USA-WSWS Executive Director. Upon receipt of the decision, the President shall present the decision at the next regularly scheduled meeting of the Board of Directors (or a special meeting of the Board of Directors, if determined necessary by the Executive Committee). At that Board of Directors meeting, the interested parties (including any intervening third-party(ies)) shall have the opportunity to provide written and oral presentations as to why they believe the Hearing Panel's decision should be ratified or amended, following procedures as established by the Executive Committee. After considering the matter, the Board of Directors shall ratify the Hearing Panel's decision or may (upon a two-thirds vote of the directors in attendance) amend the decision. The Board of Director's decision may be made in writing, or may be made a part of the minutes of the meeting, and shall be deemed final when made he time for filing any appeal from the Board of Director's decision shall commence when that decision is made. The President shall notify the interested parties (including any intervening third-party(ies)) of the decision of the Board of Directors.

4. Appeals.

Any appeal from a decision of the USA Adaptive Water Ski & Wake Sports Board of Directors resulting in any membership restriction, suspension or termination shall be sent to the USA-WSWS Judicial Committee in accordance with Article IX of the USA-WSWS' Bylaws.

Any appeal from any other decision of the USA Adaptive Water Ski & Wake Sports Board of Directors shall be through the appeals arbitration process established and maintained by the United States Olympic Committee.

5. Other Complaints.

USA-WSWS shall have the sole and exclusive jurisdiction with respect to all other complaints, which shall be administered as set forth in Article IX of USA-WSWS' Bylaws and related Policies and Procedures.

ARTICLE XII – INDEMNIFICATION

Section 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 USA-AWSWS and USA-WSWS and its membership for all actions taken in good faith on behalf of USA-AWSWS and USA-WSWS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case USA-AWSWS and/or USA-WSWS 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.

Section B: USA-WSWS hereby indemnifies its Officers, Board members and USA-AWSWS 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-WSWS Bylaws.

ARTICLE XIII– 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 XIV – PARLIAMENTARY PROCEDURE

Roberts Rules of Order, newly revised, current edition, shall govern the USA-AWSWS 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 USA-AWSWS may adopt.

As amended November 6, 2019

Signed: Matthew Oberholtz

President, USA Adaptive Water Ski & Wake Sports