

USA WATER SKI BYLAWS

APPROVED BY BOARD OF DIRECTORS

REV 0	JANUARY 20, 1999
REV 1	JANUARY 21, 2000
REV 2	JANUARY 20, 2001
REV 3	JANUARY 20, 2002
REV 4	JANUARY 18, 2004
REV 5	JANUARY 23, 2005
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BYLAWS - USA WATER SKI

ARTICLE I NAME, NON-PROFIT STATUS AND CORPORATE SEAL

- A The name of this organization shall be USA Water Ski Inc (hereinafter "USA-WS"), and it shall serve as the National Governing Body, recognized by the United States Olympic Committee and International Waterski and Wakeboard Federation, for water skiing in the United States of America.
- B USA-WS shall be incorporated under the laws of the state of New Jersey as a not-for-profit Corporation and it shall be organized so as to qualify as a non-profit, charitable, tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board, at a meeting or in writing.
- C USA-WS shall have no corporate seals unless required by the laws of the State of New Jersey.

ARTICLE II OFFICES AND AGENT

- A The principal office of USA-WS shall be at a location approved by the Board of Directors of USA-WS (hereinafter "the Board").
- B The principal office of USA-WS shall be its' registered office. The registered agent of USA-WS at such registered office shall be the Executive Director of USA-WS.
- C USA-WS may maintain other offices at such locations as may be approved from time to time by the Board.

ARTICLE III VISION, MISSION AND OBJECTIVES

- A The vision of USA-WS is to make the United States of America preeminent in the world in competitive, organized water skiing.
- B The mission of USA-WS is to advance and service the sport of water skiing through education, widespread participation, promotion and sustained excellence in competition.

The objectives through which USA-WS shall accomplish its' mission shall be:

- 1 Serve as the National Governing Body in the representation of the best interests of all Water Skiers in the United States
- 2 Ensure understanding and support of its mission
- 3 Maintain financial stability
- 4 Administer education/training programs at all levels
- 5 Promote all USA Water Ski programs

- 6 Administer fair, competitive programs at all levels
- 7 Increase participation in water skiing at all levels
- 8 Preserve, develop and protect waterways access for water skiing in the United States
- 9 Grow its membership
- 10 Optimize membership satisfaction (customer service)
- 11 Establish and maintain world dominance in water ski competition
- 12 Partner with industry in the mutual pursuit of growing the sport

ARTICLE IV US OLYMPIC COMMITTEE AND INTERNATIONAL WATERSKI AND WAKEBOARD FEDERATION COMPLIANCE

A In compliance with the requirements of the International Waterski and Wakeboard Federation and the US Olympic Committee, and the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998 USA-WS shall:

- 1 At all times be autonomous in the governance of its' sport in that it shall independently determine and control all matters central to such governance;
- 2 Keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in water skiing and to amateur athletic organizations active in water skiing;
- 3 Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, or sex, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;
- 4 Ensure that its' Board and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, age, or sex;
- 5 Ensure the membership of the USA-WS Board and committees include sufficient athlete representatives to comply with the USOC Bylaws Section 8.8 (Members).
- 6 Ensure the membership of the Sport Discipline Boards and committees include sufficient athlete representatives to comply with the USOC Bylaws Section 8.8 (Members).
- 7 Provide procedures for the prompt and equitable resolution of grievances of its' members;
- 8 Submit to binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of USA-WS as an NGB with respect to any component or discipline of water skiing,

- or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;
- 9 Provide for reasonable direct representation on the Board for any other amateur water sport organization which conducts, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States of America in international amateur athletic competition, a national program or regular national amateur athletic competition, and ensure that such representation shall reflect the nature, scope, quality, and strength of the programs and competitions of such other organization(s) in relation to all other such programs and competitions in water skiing in the United States of America; and
 - 10 Be a member of only one international sports federation, which governs a sport, included on the program of the Pan American Games.
 - 11 Ensure the eligibility criteria related to amateur status as established by USA-WS and its' Sport Disciplines is not more restrictive than that of the International Waterski and Wakeboard Federation.

ARTICLE V MEMBERSHIP, VOTING RIGHTS AND AFFILIATION

- A USA-WS shall be a membership organization of individuals open to all who subscribe to the vision, mission and objectives of USA-WS, regardless of race, color, religion, age, or sex, are United States citizens and who pay such membership fees as the Board shall approve from time to time.
- B Privileges of this membership shall be exercised in a USA-WS Sport Discipline or in an Affiliate where membership privileges have been granted by the Board.
 - 1 Annually, during membership renewal, members shall designate a "primary" Sport Discipline or Affiliate.
 - 2 Such designation shall not preclude participation in events and programs of multiple Sport Disciplines and/or Affiliates.
 - 3 Charter Sport Disciplines: American Barefoot Club (ABC); American Kneeboard Association (AKA); American Water Ski Association (AWSA); National Collegiate Water Ski Association (NCWSA); National Show Ski Association (NSSA); National Water Ski Racing Association (NWSRA); Water Skiers with Disabilities Association (WSDA);
 - 4 Charter Affiliates with membership privileges: wakeboard.
- C USA-WS may, at the discretion of the Board, provide for different types of memberships, such as individual, family, etc.; with reasonable fees, rights and privileges as it may establish from time to time.
- D In any referendum under Article XI of these bylaws, or any other matter submitted to vote of the general membership of USA-WS by resolution of the Board, each member shall have one (1) vote that shall be cast in the member's "primary" Sports Discipline (or Affiliate where voting privileges have been granted by the Board).
- E In elections to fill Sport Discipline seats, each member who holds a voting membership in the relevant class (i.e., in the relevant discipline) shall be entitled to cast one vote for

each seat up for election, unless the Sport Discipline has adopted bylaws, approved by the Board at its' discretion, to the contrary. Cumulative voting shall not be permitted in any instance.

- F. Notwithstanding anything to the contrary herein, only members 18 years and older shall possess voting rights on matters submitted to vote of the general membership of USA-WS.
- G. USA-WS shall permit and recognize "affiliations" with clubs, water ski industry trade associations, and other organizations involved in water skiing. Affiliates must have Charters and/or bylaws that support the purposes of USA-WS and enhance water skiing. An affiliation shall only entitle the club, sport association or organization to those rights specifically granted by the Board in the resolution granting the affiliation, subject to conditions and payment of fees set from time to time by the Board.
- H. Upon written petition by an affiliated sports organization, and upon a finding by the Board that such organization: (i) conducts the selection of athletes to represent the United States of America in international amateur athletic competition; or (ii) conducts a national program or regular national athletic competition consistent with all other such programs and competitions in water skiing in the United States; and (iii) presents a set of bylaws consistent with these bylaws; shall be granted direct representation on the Board upon receiving two-thirds (2/3) of the votes of the Board.
- I. A Sport Discipline may be disenfranchised should any one or more of the following conditions exist: (i) membership of the Sport Discipline falls below 1/2 of 1% of USA-WS total individual membership; (ii) failure to meet financial obligations or maintain financial stability; (iii) cause discredit to the public image of USA-WS, International Waterski and Wakeboard Federation or the USOC; (iv) failure to hold a national championship on consecutive years. Disenfranchising a Sport Discipline requires a two-thirds (2/3) vote of the Board.
- J. Any membership or affiliation may be suspended or revoked for good cause upon two-thirds (2/3) vote of the Board, provided that such actions shall be subject to the grievance and disciplinary procedures set forth in Article IX of these bylaws.

ARTICLE VI GOVERNANCE AND OPERATION

- A. USA-WS shall have a Board of Directors ("the Board") which shall have full power and authority over the affairs of USA-WS, except as limited in these Bylaws and the Articles of Incorporation.
 - 1. The authority and responsibilities of the Board shall include the following:
 - (a) The Board shall ensure that the activities of USA-WS are guided by clear strategic plans, organizational priorities, and program goals and objectives consistent with the vision, mission and objectives of USA-WS;
 - (b) The Board shall provide for the management of USA-WS by an effective Executive Director whose performance is regularly evaluated by the Board based upon well-defined criteria. The Executive Director shall serve at the pleasure of the Board, which shall have full authority to hire, contract with, conduct periodic

- performance evaluations of, and replace the Executive Director of USA-WS at its' discretion;
- (c) The Board shall adopt, and require consistent application of, objectively set systems, policies and procedures for the operation of USA-WS. These policies and procedures shall not be in conflict with these bylaws;
 - (d) The Board shall endeavor to develop and maintain an effective partnership between the paid professional staff and volunteer members of USA-WS;
 - (e) The Board shall require that the Executive Director operate and manage USA-WS in a manner which is fiscally and legally sound;
 - (f) The Board shall set the fiscal year of USA-WS, and shall adopt schedules listing all dues, fees, and other charges levied against USA-WS members and affiliates which the Board deems to be necessary and appropriate;
 - (g) The Board shall be responsible for the governance of all disciplines under the jurisdiction of USA-WS as required by the USOC, and in discharging such responsibility, the Board shall give significant weight to the recommendations of the relevant Sport Discipline on any matters specific to a particular discipline;
 - (h) The Board shall have the authority and the responsibility to establish, review on an annual basis, regulate, modify, or disband committees, working groups, or task forces, except that the Board shall not be authorized to disband any committee established under these bylaws as a permanent standing committee;
 - (i) The Board shall appoint or nominate a USA-WS representative(s) to the International Waterski and Wakeboard Federation, who shall serve at the pleasure of the Board;
 - (j) The Board shall appoint or nominate a USA-WS representative(s) to the USOC, who shall serve at the pleasure of the Board. Generally, the Board shall make such appointments prior to each quadrennial of the USOC, but the Board may also do so during an Olympic quadrennial to fill a position vacated by removal, retirement, resignation or otherwise;
 - (k) The Board shall appoint or nominate a representative to the American Water Ski Educational Foundation Board of Trustees; and
 - (l) The Board shall exercise all other authority consistent with these bylaws as may be necessary and appropriate to ensure the proper government and functioning of USA-WS.
2. The Board shall consist of Sport Discipline and Athlete Advisory Council Directors with voice and vote; and Affiliate Organizations and USA-WS Honorary National Directors with voice but no vote.
- (a) Sport Discipline Directors shall be elected by the respective Sport Discipline. Each Sport Discipline shall determine, in its' bylaws, how to elect its' Directors allocated to the Board.
 - (1) Sport Discipline Directors must have served no less than two (2) full years on the Sport Discipline Board, as a voting member, prior to election to the USA-WS Board;
 - (2) Each Sport Discipline shall be allocated a minimum of one (1) and up to a maximum of five (5) voting Director(s) on the Board. Additional voting Directors shall be allocated to a Sport Discipline based upon membership as provided for in the USA-WS Policies and Procedures.
 - (3) The allocation of Sport Discipline Directors shall take effect at the first USA-WS annual meeting and shall be in effect for two (2) years. A biennial review

shall be done by the Board with sufficient lead-time to allow Sport Discipline membership to resolve any changes. Changes in the allocation of Sport Discipline Directors shall become effective at the annual meeting of the Board following the end of each two-year period.

- (b) Athlete Advisory Council Directors shall be selected by the Athlete Advisory Council. The Athlete Advisory Council may determine how to select its' Directors allocated to the Board.
 - (1) Athlete Advisory Council Directors shall be "elite athletes" as defined in Section 8.8 and fifty percent (50%) or more shall be from Sport Disciplines on the Pan American games program.
 - (2) The Athlete Advisory Council shall be allocated sufficient Directors so that not less than 20% of the membership and voting power of the Board consists of Athlete Advisory Council Directors; and
 - (3) The allocation of Athlete Advisory Council Directors shall take effect at the first USA-WS Annual Meeting and shall be in effect for two (2) years. A biennial review shall be done by the Board with sufficient lead-time to allow Athlete Advisory Council membership to resolve any changes. Changes in the allocation Athlete Advisory Council Directors shall become effective at the annual meeting of the Board following the end of each two-year period.
- (c) Affiliate Organization Directors shall be non-voting Directors elected or appointed by an Affiliate. Affiliates must receive a two-thirds vote of the Board to seat a Director on the Board, and the Board shall determine the number of seats and term for each Affiliate.
- (d) USA-WS Honorary National Directors shall be of non-voting Directors that meet one or more of the following requirements and that receive a majority vote of the Board. Honorary USA-WS National Directors are elected to the Board for life
 - (1) Chairmen of the Board Two (2) or more years;
 - (2) President Two (2) or more years;
 - (3) Vice President Three (3) or more years;
 - (4) Secretary or Treasurer Three (3) or more years; or
 - (5) Voting Director Six (6) or more years.
- (e) Sport Disciplines and the Athlete Advisory Council may elect a designated alternate(s) for each voting Director allocated. Alternates must meet the same qualifications required for the designated Director. Alternates may attend all Board meetings (regular or special) with no voice nor vote. In the event an elected Sport Discipline or Athlete Advisory Council Director is unable to attend a meeting, the designated alternate for the absent Director will have both voice and vote for that Director.

3 Board votes shall be allocated to voting Directors as follows:

- (a) Each Board ballot shall have 100 votes maximum, of which one (1) shall be allocated to the Chairman; at least twenty (20) shall be allocated to Athlete Advisory Council Directors; and approximately seventy-nine (79) shall be allocated to Sport Discipline Directors. The Chairman's vote shall be cast only when required to break a tie vote.
- (b) Sport Discipline vote allocation shall be based on the percentage of the Sport Discipline membership to the total USA-WS membership (excluding "no Sport Discipline preference" members) rounded to the nearest whole percentage. Each

Sport Discipline shall have a minimum of one (1) vote. Should the allocation exceed or be less than 79 votes, the difference shall be resolved by a majority vote of the Sport Discipline Directors;

- (c) Athlete Advisory Council votes shall be divided equally among the Athlete Advisory Council Directors;
- (d) The vote(s) of an absent 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) The allocation of votes shall take effect at the first USA-WS annual meeting and shall be in effect for two (2) years. Changes in the allocation of votes shall become effective at the annual meeting of the Board following the end of each two-year period.

4 Director terms shall be subject to the following provisions:

- (a) The term of each Sport Discipline and Athlete Advisory Council Director shall be no less than two (2) years, except where reallocation eliminates a Director with an unexpired term. The terms of Sport Discipline and Athlete Advisory Council Directors shall be arranged so that not more than 50% (+/- one Director) of these terms expire in one year;
- (b) The term of each duly elected Director shall begin when the annual meeting of the Board 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. Outgoing Directors shall attend the Annual Meeting for the purpose of ratifying mail ballots. Nothing contained herein shall preclude reelection of the same person for successive terms of office;
- (c) Affiliated Organization Directors shall serve on the Board so long as they satisfy the criteria set forth for those seats, and shall not be subject to prescribed term limits;
- (d) In the event a Sport Discipline seat is vacated prior to the expiration of the regular term for such seat, such seat shall be filled with a qualified replacement from the Sport Discipline in accordance with procedures established by the Sport Discipline, and shall serve for the duration of the vacated term.
- (e) In the event an Athlete Advisory Council Director seat is vacated prior to the expiration of the regular term for such seat, such seat shall be filled with a qualified replacement from the Athlete Advisory Council in accordance with procedures established by the Athlete Advisory Council, and shall serve for the duration of the vacated term; and
- (f) Any director may be removed for cause by the Board by the affirmative vote of two-thirds (2/3) of all other members of the Board, after due notice and opportunity to respond by the respective Director. Cause may include, but not be limited to, unexcused absence from two (2) consecutive meetings of the Board.

5 The Board shall elect the following officers; Chairman of the Board, President, Vice President, Treasurer, and Secretary, each of whose terms of office shall be one year. Any member of the Board may nominate any other member for an office. Nominations and elections shall occur at the annual meeting of the Board in January of the year in which elections are scheduled to occur. The Chairman shall have voice and vote. Remaining Officers shall have voice but no vote unless they are a current Sport Discipline or Athlete Advisory Council Director. The election and duties of these officers shall be as set forth below:

- (a) Chairman of the Board
 - (1) The Chairman of the Board must be a current director who has served for at least one year; an Honorary National Director; or a past Director who has served at least three years.
 - (2) He shall preside at all meetings of the Board; cause to be called the regular meetings of the Board; follow up on actions taken by the Board to ensure they have been implemented; do those things required to assist in the smooth and efficient operation of the Board; and be a member of the Executive Committee;
 - (3) He shall vacate his former seat on the Board at the time he takes office and shall occupy only the seat of the Chairman. His former seat shall be deemed vacated and shall be filled in accordance with the procedures set forth in these bylaws for filling vacancies
 - (4) He shall have one (1) vote that shall be cast only when there is a tie vote, in which case the Chairman shall cast the tie breaking, vote.
- (b) President.
 - (1) He must be elected from the current voting Directors or from the Honorary National Directors
 - (2) He shall be responsible for the general direction of the business of USA-WS, subject to the authority of the Board. He shall do those things required to assist in the smooth and efficient operation of USA-WS.
 - (3) He may call special meetings of the Board of Directors at any time at his discretion.
 - (4) He shall appoint all standing committees.
 - (5) 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.
 - (6) He shall be a member of the Executive Committee.
 - (7) He is authorized to sign contracts and agreements, approved by the Board, in the name of USA-WS.
- (c) Vice President
 - (1) The Vice President shall, in the President's absence and/or inability to render and perform his duties or exercise his powers, perform the same and when so acting, shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.
 - (2) He shall be a member of the Executive Committee.
 - (3) He must be elected from the current voting Directors or from the Honorary National Directors
- (d) Secretary. The Secretary is the recording officer of USA-WS and the nominal custodian of its records.
- (e) Treasurer.
 - (1) The Treasurer is the chief financial officer of USA-WS and shall ensure that all treasury functions of USA-WS are handled professionally and competently and will work with USA-WS staff and with the accounting firm selected by USA-WS toward such end. The Treasurer will present financial data at board meetings and at the annual meeting of members.
 - (2) The Treasurer shall be elected each year immediately following the election of the Chairman, President and Vice President.
 - (3) He shall be a member of the Executive Committee.

- 6 The Board shall form, from among USA-WS members, the following permanent standing committees whose duties and responsibilities shall be defined herein or in USA-WS Policies and Procedures Manual. "Elite athletes" shall constitute 20% of the membership and voting power of all standing committees. Committees shall not count "elite athletes" in determining equal Sport Discipline representation.
 - (a) Executive
 - (b) Judicial
 - (c) Ethics
 - (d) Nominating
 - (e) Bylaws
 - (f) Risk Management
 - (g) Waterways
 - (h) Towboat

- 7 The Executive Committee shall be empowered to act upon all matters requiring Board attention between regular meetings of the full Board, and which cannot be deferred until the next meeting of the full Board. The Executive Committee shall have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), and during such times the Executive Committee shall possess the same powers, authority and responsibilities as the Board. The Executive Committee shall discharge its' responsibilities in accordance with the following provisions:
 - (a) The Executive Committee shall consist of five voting members, including the Chairman of the Board; President; Vice President, Treasurer; and one "elite athlete" selected by the Athlete Advisory Council. The Athlete Advisory Council member shall be selected from among "elite athletes" representing Sport Disciplines with USOC Pan American Status. The President shall chair the committee. The Executive Director and the immediate past President shall be non-voting ex-officio members of the committee, and may participate in all meetings.
 - (b) Actions taken by the Executive Committee, on behalf of the Board, must be ratified by the Board at its' next meeting, and if not so ratified, must be revoked and reversed to the extent reasonably possible.

- B. USA-WS shall have an Executive Director who shall be appointed by and serve at the pleasure of the Board, and who shall be responsible for the management and operation of USA-WS in accordance with the general policy directives of the Board as outlined in USA-WS Policies and Procedures.

- C. USA-WS shall have one Sport Discipline for each discipline under its' jurisdiction. Each Sport Discipline shall be permanent so long as its respective discipline remains subject to the jurisdiction of USA-WS and maintains the minimum requirements specified in Article V Section I.
 1. Each Sport Discipline's Board of Directors shall consist of members of the relevant discipline, selected without regard to race, color, religion, age, or sex. Directors shall be elected by popular vote of the members of the Sport Discipline, unless specifically

provided to the contrary in Sport Discipline Bylaws. Each Sport Discipline Board shall include among its' members the following representatives:

- (a) "Elite Athlete" representatives from the Sport Discipline, selected by the Athlete Advisory Council; so they constitute twenty percent (20%) or more of the Boards' membership and voting power;
 - (b) The Executive Director of USA-WS, or his designated representative(s), in a non-voting ex-officio capacity.
2. Subject to approval by the Board, a Sport Discipline may organize itself by geographic subdivision, and may provide that some or all seats on the Sport Discipline Board shall be filled by members representing certain geographic subdivisions within the discipline. Geographic subdivisions structure shall not be established arbitrarily or in such a way as to excessively concentrate representation or authority in any particular geographic subdivision.
 3. Subject to approval by the Board, each Sport Discipline shall determine the type, number, term and procedures for electing its' officers.
 4. Subject to any restrictions stated expressly in, or necessarily implied by these bylaws, and subject to approval by the Board, each Sport Discipline shall be entitled to establish its' own bylaws and operational policies and procedures enabling it to conduct its' affairs in any manner approved by a majority of its' members.
 5. Sport Disciplines shall select its' USA-WS Board representative(s) prior to the commencement of the USA-WS meeting at which the USA-WS Board is scheduled to elect its' officers.
 6. Sport Discipline standing committee membership shall include sufficient "elite athletes" that compete in the relevant Sport Discipline to constitute twenty percent (20%) or more of the committees' membership and voting power.
- D. There shall be an Athlete Advisory Council that shall broaden communication between USA-WS and athletes, and represent to the Board the interests of the athletes.
1. Subject to any restrictions stated expressly in, or necessarily implied by these bylaws, and subject to approval by the Board, the Athlete Advisory Council shall be entitled to establish its' own bylaws and operational policies and procedures enabling it to conduct its' affairs in any manner approved by a majority of its' members.
 2. Subject to approval by the Board, the Athlete Advisory Council shall determine the type and number of its' board members, except that at least 50% of the voting power shall be with "elite athletes" representing Sport Disciplines with USOC Pan American Status. The members of the Athlete Advisory Council shall select these board members.
 3. For purposes of these Bylaws, "elite athletes" are defined as athletes selected by the Athlete Advisory Council to represent the athletes on the boards and committees of USA-WS and Sport Disciplines. At the time of election, "elite athletes" shall have demonstrated their qualifications as athletes by:
 - (a) Representing the United States in international water ski competition, either as Team members or as individual qualifiers, within the preceding ten (10) years. Such international competitions shall include, but not be limited to, World Championships, Pan American Championships, Pan American Games, World Trophy and Operation Gold events; OR

- (b) Demonstrating within the two (2) preceding years, that they actively engaged in amateur athletic competition by finishing in the top half of the Sport Disciplines: (i) National Championships "Open Age" Division; (ii) Elite Team Trials; or (iii) finishing in the top half of the Open Age Division Ranking List; AND
 - (c) Meeting these qualifications by competing in "open age" classifications, not from age-restricted classifications such as "juniors", "seniors", or "veterans". Should a Sport Discipline not have an "open age" classification, qualification for this requirement shall be determined by the Athlete Advisory Council and approved by the USA-WS Board.
- E There shall be a Judicial Committee appointed by the Board comprised of knowledgeable members of USA-WS (who may, but need not be members of the Board) who shall serve for fixed terms. The Board shall establish policies and procedures for the operation of the Judicial Committee consistent with these bylaws. The composition of the Judicial Committee shall be as follows:
- 1 One member certified by USA-WS as an official;
 - 2 One member certified by USA-WS as a coach;
 - 3 One (1) "elite athlete" representing a Sport Discipline with USOC Pan American Status, selected by the Athlete Advisory Council,
 - 4 One member-at-large; and
 - 5 One Sport Discipline representative from the discipline most closely involved in the particular issue before the Judicial Committee, which representative shall be drawn from a pool of Sport Discipline members designated in advance by the respective Sport Disciplines. By way of illustration, in a suspension appeal by an ABC athlete, the fifth member of the Judicial Committee shall be the ABC member appointed to be the discipline representative by the ABC Board.
- F. There shall be an Ethics Committee appointed by the Board comprised of knowledgeable members of USA-WS (who may, but need not be members of the Board) who shall serve for fixed terms. The Ethics Committee shall be responsible for the administration of the written Code of Conduct and ethical practices promulgated by the Board.

ARTICLE VII MEETINGS

- A. The Board shall meet as a body at least once each fiscal year, in accordance with the following provisions:
- 1. An annual meeting of the Board shall generally be held in the month of January at a time and place to be designated by the Chairman of the Board.
 - 2. Notice of each meeting shall be given at least sixty (60) days prior to the meeting.
 - 3. Special meetings of the Board may be called by the Chairman, the President, or by seven (7) directors by written request to the Chairman. Time, place, reason, and agenda for special meetings will be communicated to all officers and directors with a minimum of thirty (30) days notice, unless an emergency requires less notice. In the event of failure by the Chairman to call a special meeting of the Board within ten (10) days of written request by seven (7) directors, as described above, then the

- President is empowered and required to call such a meeting in the same manner as the Chairman. Special meetings may be conducted and attended either in person or via teleconference.
4. Any action required or permitted to be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken shall be approved by the directors or the members of the committee, and filed with the Chairman.
 5. The rules contained in the current edition of Robert's Rules of Order, most current edition, shall govern USA-WS in all cases to which they are applicable and in which case they are not inconsistent with these bylaws. In the event of any ambiguity or deficiency in these bylaws, the Board shall adopt an interpretation of the provision at issue by majority vote.
- B The Chairman shall arrange for the taking of minutes at all meetings of the Board and will certify that they represent an accurate meeting history. Minutes of all meetings will be distributed to all directors, and made available upon request to any member within thirty (30) days of each meeting.
- C At any meeting of the Board, a quorum shall consist of 51% of the voting Directors and 51 votes. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or committee members if any action taken is approved by a number which would constitute at least a majority of the required quorum; provided that the following actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of annual budgets; and (iii) such other issues as may be designated elsewhere in these bylaws as requiring a certain number of votes or attendees.
- D The Sport Discipline Boards shall meet at least one (1) time during each fiscal year, and all shall be governed by procedures adopted by the Sport Discipline which do not conflict with these bylaws.

ARTICLE VIII CONFLICT OF INTEREST AND ETHICAL PRACTICE

- A. The Board shall adopt a written Code of Conduct and ethical practices for USA-WS which shall include the requirement that each officer and member of the Board and the members of each Sport Discipline Board, as well as senior staff members, annually agree in writing to abide by such code. The code may be amended from time to time by the Board as it may deem advisable.
- B. The Code of Conduct shall be administered by the Ethics Committee, and shall include at least the following restrictions:
 1. Any officer of USA-WS, or member of the Board, or of any Sport Discipline, who has a financial interest in any contract or transaction involving USA-WS shall have no vote with respect to approval of such contract or transaction; and
 2. No officer or director of USA-WS, no member of a Sport Discipline, or other USA-WS member, shall receive any form of compensation or reimbursement of travel expenses from USA-WS unless specifically authorized by the Board, except that athlete representatives may be reimbursed per diem expenses.

ARTICLE IX COMPLAINT PROCEDURES

A. Designation of Complaints.

The following kinds of complaints may be filed with USA-WS:

- a. **Administrative Grievance.** The USA-WS or any member of USA-WS may file a complaint pertaining to any matter within the cognizance of the USA-WS, including but not limited to any alleged violation of or grievance concerning: (i) any USA-WS rule or regulation, (ii) any provision of USA-WS Bylaws, or (iii) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA-WS recognition as a National Governing Body;
- b. **Right to Compete.** Any athlete, coach, trainer, manager, administrator, or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to compete in a USA-WS sanctioned competition.

B. Manner of Filing.

The complainant shall file the complaint with the Judicial Committee. 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.

C. Filing Fee.

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that USA-WS is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

D. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

E. Field of Play Decisions.

The final decision of an official during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the official) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is: (i) outside the authority of the official to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the official. For purposes of this Section, the term "official" shall include any individual with discretion to make field of play decisions.

F. Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA-WS. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA-WS.

G. Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of five (5) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USA-WS or involved in any Sport Discipline governed by USA-WS.

H. Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

I. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

J. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

K. Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

L. Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

M. Application of final decision on USA-WS membership.

The final decision rendered by the USA-WS Board of Directors, or through the USOC Code of Conduct or section 9 procedures and/or by the USOC/ American Arbitration Association on an Appeal, Grievance, or Disciplinary Action involving a member shall apply to his/her membership in all of the Sports Disciplines of USA-WS.

ARTICLE X 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 USA-WS and its' membership for all actions taken in good faith on behalf of USA-WS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case 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 Sport Discipline 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, with the following inclusions and limitations:
1. The amount of liability for which indemnification is provided includes any amounts reasonably spent in defense of or in settling any action or proceeding, whether actual or reasonably believed to be threatened, against the officer or director.
 2. The actions and proceedings to which this section applies include civil or criminal actions. However, in the case of criminal action, indemnification is limited to the amount reasonably necessary to defend against the action or proceeding and to pay any fines that may be levied against the officer or director.
 3. No indemnification will be provided where an officer, director, Sport Discipline member or other member is adjudicated to be liable and a central reason for this finding is that he acted in bad faith. No indemnification will be provided where he is found to have personally and substantially benefited from his actions and these actions in any way injured USA-WS or placed it at risk. Where the officer, director or member has not been adjudicated to be in bad faith and where his actions did not injure or threaten to injure USA-WS, no indemnification will be provided to the extent that the officer or director personally profited as a result of his actions.

4. No indemnification will be provided to an officer, director or member where the liability was the result of an action initiated by that person and where the initiation of the action was unauthorized by the Board or these bylaws.

ARTICLE XI AMENDMENTS

- A. Amendments to these bylaws may be proposed by either (i) three members of the Board; or (ii) written petition of a majority of the Board members of a Sport Discipline 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 USA-WS in good standing.
- B. Proposed amendments shall be presented to USA-WS national office, 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. Unless withdrawn, proposed amendments which have been prepared 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.
- D. Amendments to these bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the full Board.
- E. Any amendment of these bylaws shall become effective sixty (60) days from the date of adoption by the Board as set forth above 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.
 1. Members in good standing and eligible to vote under provisions of Article V of these bylaws, 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 USA-WS, as reflected on the membership rolls as of the end of the most recent membership year. The petition shall include all information required to accompany a proposed amendment. 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 USA-WS within thirty (30) days of the date of mailing by USA-WS to be considered.

3. The vote of a majority of those members returning ballots to USA-WS national offices within thirty (30) days of the date such ballots were mailed by USA-WS 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 XII DISSOLUTION

USA-WS may dissolve only by an affirmative vote of USA-WS Board and the Sport Discipline Boards in the manner and proportions described below. Each member of the Board and each Sport Discipline 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 Sport Discipline Boards 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 USA-WS shall devolve upon the Board. No part of the assets, income, or net earnings of USA-WS shall inure to the benefit of any USA-WS members or directors or other individual.

ARTICLE XIII SAVINGS CLAUSE

Failure of literal or complete compliance with any provision of the Articles of Incorporation, Bylaws, or Policies and Procedures, in respect to 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.

These Bylaws supersede all previous Bylaws of USA Water Ski.

As amended January 30, 2011

ATTEST:

/s/ Jim Grew
President of USA Water Ski

/s/ Sara Chappell
Secretary of USA Water Ski