

POLICIES AND PROCEDURES

MANUAL

USA WATER SKI

APPROVED BY BOARD OF DIRECTORS

Rev 0	Aug	1999
Rev 1	Jan	2000
Rev 2	Jan	2001
Rev 3	Jan	2002
Rev 4	Jan	2003
Rev 5	Jan	2004
Rev 6	June	2004
Rev 7	Jan	2005
Rev 8	Feb	2005
Rev 9	Jan	2006
Rev 10	Jan	2008
Rev 11	Jan	2010
Rev 12	Jan	2011
Rev 13	Jan	2012

USA WATER SKI POLICIES AND PROCEDURES

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USA WATER SKI POLICIES AND PROCEDURES

1.0 GENERAL

- 1.1 Policies and Procedures
 - 1.1.1 USA Water Ski Policies and Procedures shall be established per USA-WS Bylaws Article VI Section 1(c) and when applicable, shall direct Board action.
 - 1.1.2 These Policies and Procedures shall not be in conflict with USA-WS Bylaws.
 - 1.1.3 These Policies and Procedures may be amended by 2/3 vote of the Board.
- 1.2 Fiscal Year
 - 1.2.1 The fiscal year is the calendar year.
- 1.3 Principle Office
 - 1.3.1 The principle office location is: 1251 Holy Cow Road, Polk City, FL 33868-8200

2.0 MEMBERSHIP

2.1 Sport Disciplines –current:

- American Barefoot Club (ABC)
- American Kneeboard Association (AKA)
- USA Wakeboard (USA-WB)
- American Water Ski Association (AWSA)
- National Collegiate Water Ski Association (NCWSA)
- National Show Skiers Association (NSSA)
- National Water Ski Racing Association (NWSRA)
- US Hydrofoil Association (USHA)
- Water Skiers with Disabilities Association (WSDA)

NOTE: On January 22, 2005 the American Wakeboard Association changed its name to USA Wakeboard.

- 2.2 Members that do not specify a membership class shall be placed in a “No Preference” class. This class shall have neither voice nor vote on the Board.

2.3 A. Membership types and annual anniversary membership fees: effective 2012 memberships

Ambassador (Life Supporting - single payment)	\$ 500
(Ambassador Active Insurance payable yearly)	\$ 35
Active (25 and Older) AA	\$ 80
Under 25 Active U25	\$ 50
Supporting SS	\$ 35
Family Active (up to 5) (HOH)	\$145
Foreign Federation Active (insurance only) WLA	\$ 50
GrassRoots Active (restricted) GRA	\$ 35
Guest	\$ 7
Calendar year memberships:	
Clubs	\$100

- B. **“Opt-in” Paperless Online Renewal and Registration Incentive:** Provide a \$5.00 discount to members who opt in to go paperless at time of online new membership registration or renewal. This discount is only for those who join/renew and opt in to receive membership fulfillment packets online (membership card, welcomes, discount coupons, etc.) and not through paper renewals. ***This option is available for all membership types except Guest and Foreign Federation (insurance only).***

- **Individual Active** – \$80 less \$5 = \$75
- **Under 25 Active** – \$50 less \$5 = \$45
- **Family Active** – \$145/family less \$5 = \$140
- **GrassRoots** – \$35 less \$5 = \$30
- **Supporting** – \$35 less \$5 = \$30

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C. Automatic Membership Renewal (Recurring Billing): Provide an option at sign-up which allows USA Water Ski to automatically bill the member’s credit card in the last month of membership and send an e-mail reminder one month before membership expiration. The online renewal discount (“B” above) would apply to this membership **each year** if the initial request meets the criteria above. ***This option is available for all membership types except Family Active, Guest and Foreign Federation (insurance only).*** It would be opt-in only.

D. Multi-Year Memberships: Provide an option for multi-year membership renewals at a discounted cost as noted below. The online renewal discount would apply **one time** per multi-year membership if the initial request meets the criteria of “B” above. ***This option is only available for Individual Active memberships.*** These memberships are non-refundable.

- Two Years = \$150, Regularly \$160 – Save 6% (\$10)
- Three Years = \$216, Regularly \$240, – Save 10% (\$24)
- Five Years = \$350, Regularly \$400 – Save 12.5% (\$50)

2.4 Affiliate members-current

American Water Ski Education Foundation (AWSEF)
Water Ski Industry Association (WSIA)

3.0 GOVERNANCE

3.1 Determining Sport Discipline Membership

- 3.1.1 Membership on Dec 31 of the odd numbered years shall be used to establish Sport Discipline membership for the ensuing two (2) year time frame.
- 3.1.2 Annually, during membership renewal, members shall designate a primary Sport Discipline.
- 3.1.3 Members that do not specify a primary Sport Discipline shall be placed in the “No Preference” classification.
- 3.1.4 Members listed in the “Foreign” membership types (2.3) shall not be included in the membership numbers used in Section 3.0 of this manual.
- 3.1.5 Sport Discipline membership as of 12-31-99 used to calculate Board seats and Board votes for the two (2) year period beginning 1-01 (adjusted for the No Preference allocation) is:

ORIGINAL MEMBERSHIP BASE AS OF 12/31/1997 WHICH WAS USED FOR THE TEN YEAR REVIEW REQUIRED IN 3.2.5 IN 2007

<u>Sport Discipline</u>	<u>Actual</u>	<u>Percent SD Total</u>	<u>No Pref Allocation</u>	<u>Adjusted Total</u>
ABC	1080	4.50	193	1273
AKA	241	1.00	43	284
AWSA	15362	63.86	2739	18101
NCWSA	936	3.89	167	1103
NSSA	5269	21.90	939	6208
NWSRA	763	3.17	136	899
USA-WB	321	1.33	57	378
WSDA	85	.35	15	100
Total SD	24057	100.00	4289	28346
No preference	4289			
Total	28346			

NOTE: USHA added as a sports discipline in January 2005 and the following information is to be used in the ten year review required in 3.2.5

USHA	421	1.72	240	661
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NEW MEMBERSHIP NUMBERS 12/31/2011

<u>Sport Discipline</u>	<u>Actual</u>	<u>Percent SD Total</u>	<u>No Pref Allocation</u>	<u>Adjusted Total</u>
ABC	570	3.25	5	575
AKA	151	.86	1	152
AWSA	8741	49.91	77	8818
NCWSA	893	5.10	8	901
NSSA	5442	31.07	48	5490
NWSRA	445	2.54	4	449
USA-WB	1072	6.12	9	1081
USHA	109	.62	1	110
WSDA	92	.53	1	93
Total SD	17515	100.00	155	17670
No preference	155			
Total	17670			

3.2 Delegation of Board seats

3.2.2 Each Sports Discipline is guaranteed one voting Director and up to a maximum of five (5) based upon membership.

3.2.3 For purposes of determining Board seats, "No Preference" members shall be allocated to active Sport Disciplines based upon percentage of the Sport Disciplines membership to "Total" Sport Discipline membership (see Table in 3.1.5).

3.2.4 The following table, based upon the adjusted membership totals (see 3.1.5) is used to determine Sport Discipline Board seats:

From	To	Director Seats
0001	4000	1 Director
4001	8000	2 Directors
8001	12000	3 Directors
12001	16000	4 Directors
16001	Plus	5 Directors (maximum)

3.2.5 Sport Disciplines will retain their inaugural number of seats so long as they maintain 50% of their inaugural membership. The inaugural membership level shall be reviewed every ten years for possible adjustment. Sport Discipline inaugural membership and inaugural Director seats allocated are detailed in the following table:

ORIGINAL DIRECTOR ALLOCATION TABLE PER 12/31/1997 MEMBERSHIP NUMBERS

	Membership	Directors	Effective date
ABC	1080	1	1/99
AKA	241	1	1/99
AWSA	15362	5	1/99
NCWSA	936	1	1/99
NSSA	5269	2	1/99
NWSRA	763	1	1/99
USA-WB	321	1	1/99
WSDA	85	1	1/99
AAC*	NA	4	1/99

*based upon the required 20% of the Director seats

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The following table lists the membership numbers that were used in the ten year review of the Sports Disciplines on December 31, 2007.

TEN YEAR REVIEW TABLE PER THE 12/31/2007 MEMBERSHIP NUMBERS AND CURRENT SPORTS DISCIPLINE DIRECTOR ALLOCATIONS

	Membership	Directors	Effective date
ABC	800	1	1/08
AKA	251	1	1/08
AWSA	11306	5	1/08
NCWSA	1299	1	1/08
NSSA	6106	2	1/08
NWSRA	556	1	1/08
USA-WB	1724	1	1/08
USHA	371	1	1/08
WSDA	108	1	1/08
AAC*	NA	4	1/08

*based upon the required 20% of the Director seats

12/31/2011 MEMBERSHIP NUMBERS AND CURRENT SPORTS DISCIPLINE DIRECTOR ALLOCATIONS FOR 2012-2013

	Membership	Directors	Effective date
ABC	570	1	1/12
AKA	151	1	1/12
AWSA	8741	5	1/12
NCWSA	893	1	1/12
NSSA	5442	2	1/12
NWSRA	445	1	1/12
USA-WB	1072	1	1/12
USHA	109	1	1/12
WSDA	92	1	1/12
AAC*	NA	4	1/12

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3.2.6 Sports Discipline Director Seating per Article VI, Section 4(a) effective January 2010

	Odd Year Seating	Even Year Seating
ABC	0	1
AKA	0	1
AWSA	3-MW-SCR-W	2 - E-S
NCWSA	1	0
NSSA	1	1
NWSRA	1	0
USA-WB	1	0
USHA	1	0
WSDA	0	1
AAC	2	2
TOTAL DIRECTORS	10	8

- 3.2.7 Affiliated Organization Director seats
- | | | |
|-------|--------------|----------------|
| AWSEF | One (1) seat | effective 1/99 |
| WSIA | One (1) seat | effective 1/99 |

3.3 Delegation of Board Votes

- 3.3.1 As outlined in USA-WS Bylaws Article VI Section A.3, each Board ballot/vote shall have 100 votes. The Chairman shall have one vote; AAC Directors 20 votes; and Sport Discipline Directors a maximum of 79 votes.
- 3.3.2 The Chair's vote shall only be cast to break ties.
- 3.3.3 AAC votes shall be divided equally between the AAC Directors present unless specified otherwise in the AAC bylaws.
- 3.3.4 Sport Discipline votes shall be delegated to the individual Sport Disciplines based upon percentage of Sport Discipline membership.
- A The formula is the product of 79 votes times the ratio of the Sport Discipline's membership to the sum total of all Sport Disciplines members (see "Actual" column in 3.1.5).
 - B Where the resulting product is less than one, the Sport Discipline shall have one vote.
 - C Where the product is greater than one the product will be rounded down to the nearest integer.
 - D Should the formula result in more than 79 votes, the Sport Disciplines shall resolve the difference prior to any Board votes.
 - E If a Sport Discipline is not represented at a meeting their vote(s) shall not be cast.
 - F Sport Disciplines shall determine how to divide their votes among their Director(s)
 - G Sport Discipline votes, calculated below, shall be effective at the January 2010 Annual Board meeting for a period of two (2) years.

BASED ON 12/31/2011 MEMBERSHIP NUMBERS, WHICH IS USED IN THE FORMULA TO DETERMINE THE NUMBER OF VOTES ALLOCATED TO EACH SPORT DISCIPLINE.

Sport Discipline	Actual	/ Total Members	X 79 =	Vote Calculation	Votes
ABC	570	/ 17463	X 79 =	2.6	2
AKA	151	/ 17463	X 79 =	0.7	1
AWSA	8741	/ 17463	X 79 =	39.4	39
NCWSA	893	/ 17463	X 79 =	4.0	4
NSSA	5442	/ 17463	X 79 =	24.5	24
NWSRA	445	/ 17463	X 79 =	2.0	2
USA-WB	1072	/ 17463	X 79 =	4.8	5
USHA	109	/ 17463	X 79 =	0.5	1
WSDA	92	/ 17463	X 79 =	0.4	1
Total	17515			79	79

3.4 USA-WS Honorary National Directors

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- 3.4.1 AWSA NGB voting Directors and elected Officers shall be credited for their years of service on the AWSA NGB Board as if all service years had been on both the USA-WS NGB and the AWSA Sport Discipline Boards.
- 3.5 USOC representation
As detailed in USA-WS Bylaws Article VI Section A.1 (j).
- 3.6 IWWF representation
As detailed in USA-WS Bylaws Article VI Section A.1 (l).
- 3.7 AWSEF representation
As detailed in USA-WS Bylaws Article VI Section A.1 (k).
- 3.8 Adding a Sport Discipline
 - 3.8.1 As detailed in USA-WS Bylaws Article V Section H and the petitioning organization must have a minimum number of members nationally equal to one percent (1%) of USA-WS total membership at the time of application (see "Total" from the Actual column in 3.1.5).
 - 3.8.2 Petitioning Sport Disciplines must submit their Bylaws to the Bylaws Committee for review 60 days before the Executive Committee considers their petition to become a Sport Discipline.
- 3.9 Duties and Responsibilities of the Executive Director
 - 3.9.1 The Executive Director shall be responsible for writing or approving job descriptions, employing agents and/or staff, fixing terms of service and compensation, and periodically reviewing the performance of the paid professional staff of USA-WS.
 - 3.9.2 The Executive Director shall be responsible for developing and maintaining an effective partnership between the paid professional staff and the volunteers acting through the Sport Disciplines.
 - 3.9.3 The Executive Director is entrusted to conduct the business affairs of USA-WS with prudence, good business judgment, and in a financially responsible manner. The Executive Director, acting in his fiduciary capacity, and subject to such restrictions as may be imposed by the Board, is empowered to make whatever financial and management decisions he deems to be in the best interest of USA-WS, and is specifically empowered, among other things, to do the following absent contrary direction from the Board:
 - A Provide the principle coordination and administration of USA-WS day-to-day activities and programs as approved by the Board;
 - B In cooperation with the Treasurer of USA-WS, arrange for receipt, deposit, and disbursement of USA-WS funds and the handling thereof;
 - C Enter into binding agreements on behalf of USA-WS;
 - D Sign contracts and agreements, approved by the Board, in the name of USA-WS; and
 - E Propose budgets and establish financial controls.

4.0 ELECTRONIC BALLOTING PROCEDURES OF THE BOARD OF DIRECTORS

- 4.1 The author of an issue for board consideration shall present the issue in resolution form to the Chairman of the Board for processing by the board. The resolution shall contain the following information:
 - A. Title of the resolution
 - B. Specific wording of the issue being presented
 - C. Proposed date that the issue will be effective i.e. immediately upon approval of the ballot, 1st day of the next calendar year, etc.
 - D. Relevant and pertinent documentation and data supporting the issue
- 4.2 The Chairman of the Board shall present the resolution, in electronic form, to the board for a discussion period of ten (10) days.
- 4.3 At the end of the discussion period, the author will review the discussion of the board and may revise the resolution to reflect the input of the board, then have the resolution re-presented to the board for further discussion, again with a ten (10) day discussion period or have the Chairman proceed to a Ballot using the original or revised wording of the issue. This decision will be the choice of the author without undue bias.

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4.4 The Chairman of the Board shall prepare a Ballot, in electronic form, to be sent to the board for voting that meets the criteria outlined in section 4.1 A- D and is approved by the author of the issue. The time span for the Directors to vote on the Ballot shall be set by the Chairman.

4.5 The votes shall be counted as noted in Roberts Rules of Order Newly Revised in the following manner:

A. Yes votes will signify approval of the Ballot.

B. Votes recorded as abstentions, no response and No by the Directors to the ballot shall be recorded as No votes, disapproving the Ballot.

4.6 Upon receiving the votes of the board, the Chairman shall send by electronic mail the results of the voting for review by the board. The Directors shall have a period of five (5) days to review and verify/change their vote on the Ballot after which the Ballot will be considered ratified and placed in effect on the date approved in the Ballot. If a Director does not respond to the Ballot voting review, the Chairman shall assume that their vote has been recorded correctly.

4.7 The Chairman shall send to the Executive Director the Ballot as presented and the voting record, whether approved or disapproved, for inclusion in the corporate records of USA-WS.

5.0 COMMITTEE MEMBERSHIP

5.1 The President of USA-WS appoints committee members and the committee chair. Each Sports Discipline and the AAC shall make membership recommendations for the President's consideration. These recommendations shall be predicated on those who are best qualified and who have the desire to serve. The President will consider such recommendations but will not be bound by them.

5.2 Standing Committee appointments require Board approval.

5.3 Standing committees- require AAC participation. The following committees require 20% AAC membership and voting power.

- Executive
- Judicial
- Ethics
- Nominating
- Bylaws
- Risk Management
- Waterways
- Towboat

5.4 Special committees: the President may appoint members irrespective of Sports Discipline representation and athlete participation is recommended. The Committee Chairman can be a voting or non-voting member of the committee. The Chairman must be a Sports Discipline or AAC representative on the committee to have a vote.

6.0 COMMITTEE OPERATION

6.1 Term

A. The term of all standing committees is one year and starts with adjournment of the Annual Board meeting in January.

B. The term of special committees is determined by the Officer establishing the committee.

6.2 Committee Reports and Recommendations

A Committees shall work on issues and projects as directed by the Board, an Officer, the Bylaws and Policy and Procedures Manual or those identified by the committee.

B The final report of the committee shall take the form of a written recommendation(s) to the Board. Recommendations shall be submitted in writing to the USA-WS Executive Director and by him to the President and members of the Board.

C Recommendations require a two-thirds approval of the committee before submittal to the Board for approval or adoption.

D Generally, the Committee Chair or his designated representative shall present the committee's report in person at scheduled Board meetings.

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- 6.3 Official Committee documents, including but not limited to: Board Reports, Manuals, Disciplinary Action Documents, etc., shall be maintained by the USA-WS Executive Director. Committee chairmen shall maintain the balance of the Committee's files including documentation of committee votes.

7.0 STANDING COMMITTEES

7.1 Executive

7.1.1 Purpose:

The Executive Committee is authorized to take administrative action only with respect to policies adopted and decisions made by the Board as it may deem necessary and advisable in order to implement such policies and decisions and to expedite the orderly transaction of the business of USA-WS.

7.1.2 Membership:

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.

7.1.3 Responsibilities:

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). 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:

Budget requests from each Sport Discipline will be sent to the USA-WS Executive Director by November 1 of each year for planning the budget for the following year. The Executive Committee will assist the Executive Director in preparing the budget for presentation to the USA-WS Board of Directors. Sport Disciplines are to be funded as equitably as possible, based on percentage of the membership per the last census of the membership database. The growth of the USA-WS organization will be of prime consideration in the budgetary process.

The Executive Committee shall review all matters pertaining to the USA-WS Budget and shall submit a complete budget report and recommendations for USA-WS Board consideration and action. They shall review and make recommendations on all matters of a financial nature involving USA-WS. They shall present strategies and goals to the USA-WS Board for consideration and action.

The Executive Committee shall further review:

- a. Sport Discipline status biennially according to the criteria established in section 3 of these Policies and Procedures;
- b. requests by sport committees / organizations for USA-WS Sport Discipline or Affiliated Organizations status.

7.1.4 Specific Policies or Practices Governing the Committee:

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.

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7.2 Judicial

7.2.1 Purpose

The purpose of the Judicial Committee is to administer and decide grievances, disciplinary actions and appeals in accordance with the USA Water Ski Bylaws.

7.2.2 Membership

There shall be a USA-WS Judicial Committee appointed by the President of USA-WS comprised of knowledgeable members of USA-WS (who may, but need not be members of the USA-WS Board) who shall serve for fixed terms.

The composition of the USA-WS Judicial Committee shall be as follows:

- A One member certified by USA-WS as an official;
- B One member certified by USA-WS as a coach;
- C One (1) "elite athlete" representing a USA-WS Sport Discipline with USOC Pan American Status, selected by the Athlete Advisory Council;
- D One USA-WS member-at-large; and
- E One USA-WS 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 USA-WS Sport Discipline members designated in advance by the respective USA-WS 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.

7.2.3 Responsibilities

The responsibilities of the Judicial Committee are set forth in the USA Water Ski Bylaws. Specifically, the committee is required to investigate, conduct hearings, make preliminary rulings and issue final orders on grievances under the USA Water Ski Bylaws; to investigate, preliminarily decide requests for disciplinary action under the USA Water Ski Bylaws, and to recommend disciplinary action to the USA-WS Board of Directors for violations; and to decide appeals to the President of USA-WS of adverse actions taken against members.

7.2.4 Specific Policies or Practices Governing the Committee

The USA-WS Board of Directors shall establish policies and procedures for the operation of the Judicial Committee consistent with these bylaws. Decisions shall be made by a 2/3 vote and are subject to USA-WS Board of Directors Approval.

7.3 Ethics

7.3.1 PURPOSE:

USA Water Ski requires its volunteers and staff to conduct business with integrity, to maintain a standard of ethical conduct consistent with the laws and regulations of the United States and other countries and jurisdictions in which USA Water Ski conducts business.

7.3.2 MEMBERSHIP:

There shall be at least one representative from each USA-WS Sports Discipline as selected by the Sports Discipline Presidents and approved by the President of USA-WS, with other members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power. At the discretion of the President of USA-WS, non-voting at large members may also be appointed.

7.3.3 RESPONSIBILITIES:

The Ethics Committee shall be responsible for the administration of the USA-WS Code of Conduct and Ethical Practices promulgated by the USA Water Ski Board of Directors. Volunteers and staff are required to comply with the following standards as a minimum:

1. Conduct all dealings with honesty and fairness.
2. Respect the rights of all volunteers and employees to fair treatment and equal opportunity, free from discrimination and/or harassment.

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3. Know, understand and comply with the laws, regulations, and code of conduct governing the conduct of USA Water Ski, both domestic and foreign.
4. Ensure that all transactions are handled honestly and recorded accurately.
5. Protect information that belongs to USA Water Ski, our donors, sponsors, suppliers and fellow workers.
6. Avoid conflicts of interest, both real and perceived.
7. Never use USA Water Ski assets or information for personal gain.
8. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of USA Water Ski and act accordingly.

7.3.4 PROGRAM JURISDICTION:

USA Water Ski, as a National Governing Body of the USOC, is subject to the USOC Code of Ethics.

7.3.5 SPECIFIC POLICIES OR PRACTICES GOVERNING THE COMMITTEE:

Decisions shall be made by a 2/3 vote and are subject to Board Approval.

7.4 Nominating

7.4.1 Purpose:

The committee shall seek qualified candidates for the offices of Chairman of the Board, President, Vice President, Secretary and Treasurer. They shall also present qualified candidates for Honorary Directors per the established standards.

7.4.2 Membership:

There shall be at least one representative from each USA-WS Sports Discipline as selected by the Sports Discipline President and approved by the President of USA-WS, with other members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power. At the discretion of the President of USA-WS, at-large members may also be appointed (non-voting).

7.4.3 Responsibilities:

After careful study of the qualifications of the candidates, the committee shall present a slate of nominees for the offices of Chairman of the Board, President, Vice President, Secretary and Treasurer to the Board of Directors. The Committee Chair shall conduct the election of Officers at the annual meeting of the Board of Directors.

7.4.4 Specific Policies or Practices Governing the Committee:

Decisions shall be made by a 2/3 vote and are subject to Board Approval.

7.5 Bylaws

7.5.1 Purpose:

The committee shall review and maintain the USA-WS Bylaws and the USA-WS Policies and Procedures Manual. They will make recommendations for changes in these documents to the USA-WS Board of Directors.

7.5.2 Membership:

There shall be at least one representative from each USA-WS Sports Discipline as selected by the Sports Discipline Presidents and approved by the President of USA-WS, with other members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power. At the discretion of the President of USA-WS, non-voting at large members may also be appointed.

7.5.3 Responsibilities:

The committee will review the Bylaws of the Sports Disciplines to ensure that they meet the criteria and standards of USA-WS and are in compliance with and not in conflict with the USA-WS Bylaws.

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The committee will review the USA-WS Policy and Procedures Manual to ensure that it provides the proper support, explanations and interpretations of the policies and procedures used on a daily basis and as a complimentary addition to the USA-WS Bylaws.

The committee shall perform such duties with respect to the USA-WS and Sports Disciplines Bylaws, USA-WS Policy and Procedures Manual and related matters as the Board may direct.

- 7.5.4 Specific Policies or Practices Governing the Committee:
Decisions shall be made by a 2/3 vote and are subject to Board Approval.

7.6 Risk Management

- 7.6.1 Purpose:
Risk Management, which is the management of the risks involved in the competitions of our athletes, shall be the primary concern of the committee.

- 7.6.2 Membership:
Recommended membership includes representatives having knowledge of the activities and safety issues of USA Water Ski and its Sports Disciplines and may include the Chairman of Board, President, Executive Director, legal counsel, insurance council and other consultants as needed.

The President of USA-WS shall appoint these members, with other members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power.

- 7.6.3 Responsibilities:
The committee shall work closely with the USA-WS Board of Directors, Executive Committee and the Executive Director, and with the Sports Disciplines of USA Water Ski, to provide input in creating and implementing programs and activities that not only impact the Safety Directors directly, but also the athletes and their safety in every area.

- 7.6.4 Program Jurisdiction:
The committee is responsible for all Board approved USA-WS Risk Management policies and shall oversee the USA-WS Official Safety Manual and Policy Handbook.

- 7.6.5 Specific Policies or Practices Governing the Committee:
Decisions shall be made by a 2/3 vote and are subject to Board Approval.

7.7 Waterways

- 7.7.1 Purpose
The purpose of the committee is to research the possibility of and work towards complete access to all public waters for our members for usage in the sport of recreational and competitive water skiing.

- 7.7.2 Membership
Recommended membership includes representatives having knowledge of the water skiing activities and safety issues of USA Water Ski and its Sports Disciplines and should include USA-WS headquarters staff representatives, and other consultants as needed in a non-voting capacity. Members should be located geographically so as to have a nationwide cross sectional view of the problems and solutions encountered by the membership in relation to water skiing on public bodies of water.

The President of USA-WS shall appoint five members to the committee, based upon recommendations from the Sports Disciplines and may appoint other non-voting members as noted above.

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7.7.3 Responsibilities

The work of this committee encompasses a universal overview of the needs of the USA-WS membership concerning waterways access issues nation-wide. The committee will review, update and make available an up to date Waterways Education Manual, as a resource to the general membership.

7.7.4 Specific Policies or Practices Governing the Committee

Decisions shall be made by a 2/3 vote, and are subject to Board Approval.

7.8 Towboats

7.8.1 Purpose:

The Towboat Committee shall establish performance guidelines for towboats used in USA-WS events. It shall also develop policy for towboat participation in USA-WS sanctioned events, subject to Board approval.

7.8.2 Membership:

There shall be one representative from each USA-WS Sports Discipline, that participates in the USA-WS Towboat program, as selected by the Sports Discipline Presidents and approved by the President of USA-WS, with other members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power. At the discretion of the President of USA-WS, at large members may also be appointed (non-voting).

7.8.3 Responsibilities:

- a. Establish towboat specifications and performance standards for towboats used in USA-WS events.
- b. Establish testing procedures and standards for the USA-WS Towboat approval program.
- d. Maintain and update the USA-WS Towboat Policy Manual.
- e. Work in conjunction with the USA-WS Sports Disciplines' Boat Drivers and Technical Committees.
- f. Coordinate communications with towboat manufacturers.

7.8.4 Program Jurisdiction:

The committee has responsibility for the USA-WS Towboat program and shall maintain the USA-WS Towboat Policy Manual.

7.8.5 Specific Policies And Practices Governing The Committee:

Decisions shall be made by a 2/3 majority vote and are subject to Board approval.

8.0 SPECIAL COMMITTEES

8.1 International Activities

8.1.1 Purpose:

This will be the principal committee dealing with all aspects of USA Water Ski participation in International competitions and our relations with organizations such as the International Waterski and Wakeboard Federation, the Pan American Sports Organization and the United States Olympic Committee. They shall make recommendations to the USA-WS Executive Committee and to the USA-WS Board of Directors regarding policies and procedures governing our participation in International competition.

8.1.2 Membership:

There shall be at least one representative from each USA-WS Sports Discipline as selected by each Sports Discipline President that has a recognized international competition and approved by the President of USA-WS, with other members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power. At the discretion of the President of USA-WS, at large members may also be appointed (non-voting).

8.1.3 Responsibilities:

The committee shall work closely with the USA-WS Executive Committee in coordinating efforts to provide competent officials and competitors to international competitions. They shall

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also work closely with the USOC through the USA-WS Headquarters staff to coordinate the financial grants to support our training and competition programs for the international teams that we train and select for international competitions. They shall work with the USA-WS Headquarters staff to review all aspects of international activities, to assure consistency with the requirements of the Board of Directors, USA-WS, IWWF, PASO, and USOC. They will make recommendations to the USA-WS Board of Directors where conflicting requirements exist. They shall have complete oversight over all representatives of USA-WS participating in international competitions, including skiers, officials, coaches, managers, and other members of the official USA-WS delegation.

8.1.4 Program Jurisdiction:

The Committee shall review and make recommendations, together with other committees as appropriate, regarding matters being brought before USAWS, IWWF, PASO, the USOC, and others that impact our participation in international competition. They shall oversee procedures for the selection of water ski teams or individual skiers who shall be the officially sponsored representatives of USA-WS in competitions designated as international by this committee. In such international competitions, the committee shall be responsible for overseeing all related activities, including selection of officials, team managers, coaches and assistants, as it may deem necessary, and selection of USA-WS teams and/or individual skiers, subject to approval by the USA-WS Board of Directors.

8.1.5 Specific Policies or Practices Governing the Committee:

Decisions shall be made by a 2/3 vote and are subject to USA-WS Board approval.

8.2 Awards

8.2.1 Purpose:

The committee shall administer all of the awards available from USA Water Ski, the National Governing Body, to the membership of USA-WS.

8.2.2 Membership:

There shall be at least one representative from each USA- WS Sports Discipline as selected by each Sports Discipline President and approved by the President of USA-WS, with other members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power. At the discretion of President of USA-WS, at large members may also be appointed (non-voting).

8.2.3 Responsibilities:

The committee shall review the qualifications and selection of all of the candidates for each award available to the membership of USA- WS from the National Governing Body and prepare a list of the committee selected recipients for presentation to the Board of Directors for approval.

8.2.4 Specific Policies or Practices Governing the Committee:

Decisions shall be made by a 2/3 vote and are subject to Board Approval.

8.3 Time and Place

8.3.1 Purpose:

The committee shall research and review locations within the United States as potential sites for the annual USA-WS Board of Directors meeting. They will make recommendations for meeting locations to the USA-WS Board of Directors.

8.3.2 Membership:

There shall be at least one representative from each USA-WS Sports Discipline as selected by the Sports Discipline Presidents and approved by the President of USA-WS, with other members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power. At the discretion of the President of USA-WS, non-voting at large members may also be appointed.

8.3.3 Responsibilities:

The committee will review the costs of transportation and lodging for the directors and the

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USA-WS staff and consult with the Executive Director in determining the suggested locations for the meeting.

- 8.3.4 Specific Policies or Practices Governing the Committee:
Decisions shall be made by a 2/3 vote and are subject to Board Approval.

9.0 MEETINGS

9.1 Board meetings

- 9.1.1 The immediate past President may attend Board meetings with voice, but without vote.

Appendix I Sport Discipline Bylaw Requirements Rev 3

TO: USA-WS SPORT DISCIPLINES

FROM: USA-WS (NGB) BYLAWS COMMITTEE

RE: SPORT DISCIPLINE BYLAWS - REQUIRED CONTENT (Rev 3) 1/2008

The USA-WS Bylaws approved at the BOD meeting in August 98 have a provision whereby each Sport Discipline shall develop and implement a set of Bylaws. These Bylaws must be reviewed by the USA-WS Bylaws committee to ensure compliance with the USA-WS Bylaws. They will then require USA-WS BOD approval. As of this writing, it is anticipated Sport Disciplines will have one year to complete this process.

In January 2003 The USA-WS Board of Directors changed the requirements on membership disciplinary actions and the Appeals and Grievance process. Those revisions are listed below and the wording herein is now required to be in each Sports Disciplines Bylaws. These changes are required to made by the end of 2003 and will be a requirement for all Sports Disciplines in the future.

To assist in this effort the Bylaws committee has prepared the following list of items that must be addressed in your Bylaws to be in compliance with the USA-WS Bylaws. **XXXX** equals the name and **XXX** the abbreviation of the Sport Discipline. The numbers in () reference the appropriate USA-WS Bylaws section and where appropriate, sample and/or the required language has been provided.

NAME

Must include reference to being a "Sport Discipline" of USA-WS

Sample: The name of the organization shall be **XXXX** the abbreviation of which shall be **XXX**. 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.

MEMBERSHIP

Must include statement that membership is open to all USA-WS members without prejudice. (Article V.A)

Sample: Membership in **XXX** 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 **XXX** may prescribe from time to time.

GOVERNANCE

Must describe the method that will be used to select the USA-WS Director(s) allocated to the Sport Discipline. It should also address selection of alternates should the Sport Discipline choose to provide for alternates. (Article VI.2(a))

Must provide for athlete participation on the Board and on standing committees. (Article IV.A.5 & A.6)

If the Sport Discipline is a Pan American Sport Organization (PASO), the Bylaws must provide for "eligible athlete" participation on the Board and on standing committees and this participation must be 20% membership and voting power. (Article IV.A.5 & A.6)

The Sport Discipline Board must include among its members the Executive Director of USA-WS or his designated representative (in a non-voting ex-officio capacity).

Must include a provision for the Board accepting and annually signing the USA-WS Code of Ethics and Conflict of Interest Statements. (Article VIII)

Sample: The Board shall subscribe to the USA-WS written Code of Conduct and Ethical Practices which includes the requirement that each Officer, member of the Board, and each committee representative, annually agree in writing to abide by such code.

It is recommended, but not required that the Bylaws include a method or process for selecting the Sport Disciplines representatives to USA-WS committees, standing and special. It should also provide for selection of alternatives should the SD decide to provide for alternates.

It is strongly recommended, but not required, that the Bylaws include an "indemnification" statement.

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Sample: The members of the Board, as a board and individually, and the members for each permanent standing committee, as a committee and individually, are specifically held harmless by **XXX** and USA-WS and its membership for all actions taken in good faith on behalf of **XXX** and USA-WS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case **XXX** and/or USA-WS shall be entitled to recover any payments, costs or expenses incurred in the defense, compromise or settlement of any claims or suits against such member prior to such finding.

It is recommended, but not required, that where the Board has the authority to revise the Bylaws, that the Bylaws also provide a mechanism for the membership to appeal the revision(s).

DISCIPLINARY ACTION – MANDATORY SECTION

Must include referral of all disciplinary action that limits USA-WS membership or membership benefits that must be resolved within the Sports Discipline, including all Appeals and/or Grievances prior to being forwarded on to the President of USA-WS for resolution under Article IX of the USA-WS Bylaws. This specifically includes, but is not limited to suspension and expulsion from USA-WS and its Sports Disciplines.

THE FOLLOWING LANGUAGE AND CONTENT IS TO BE USED BY ALL SPORTS DISCIPLINES:

ARTICLE ### - SUSPENSION OR EXPULSION– MANDATORY SECTION

- A A member may be suspended or expelled for Unsportsmanlike conduct; any willful violation of **XXXX**, 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 **XXXX**, USA-WS, IWWF and/or USOC.
- B Suspension or expulsion may be appealed and/or a grievance filed to the **XXXX** per ARTICLE XXX and when the **XXXX** Board of Directors has made a 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.

APPEALS

ARTICLE ### (next number) - DUE PROCESS AND APPEALS – MANDATORY SECTION

THE FOLLOWING LANGUAGE AND CONTENT IS TO BE USED BY ALL SPORTS DISCIPLINES:

- A Members shall have the right to due process including the appeal of actions or decisions by **XXXX** Board of Directors or its representatives, where **XXXX** has ultimate jurisdiction and responsibility for the action or decision. The process in this Article must be used for membership suspensions or expulsions before being forwarded to USA-WS which has ultimate jurisdiction and responsibility. The member must check the definition of an Appeal in the USA-WS Bylaws Article IX.
- B Appeals shall use the following process:
1. As soon as possible after receiving notice of an adverse decision, but in all cases within ten (10) days of such notice, a member who believes that such decision was arbitrary or unreasonable shall file a written appeal with the President of **XXXX**. 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 **XXXX** 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 **XXXX** 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

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- (f) The signature of the complainant (and the signature of his parent or legal guardian if he is under eighteen (18) years of age).
2. Upon receiving the written appeal, the President shall immediately distribute a copy of the appeal to each Officer and Director.
3. If the appeal is urgent (i.e., requires a decision within ten (10) days), the President shall convene a hearing via teleconference as soon as possible which shall include as many members of the Board as can be gathered for the emergency teleconference and shall also include the aggrieved member and the appellee if possible.
4. If the appeal is not urgent, the President shall schedule a hearing either in person or via teleconference at the earliest time convenient for members of the Board, the aggrieved member and the appellee, and shall provide written notice of the date, time and type of hearing. Any person entitled to participate in the hearing may do so via teleconference.
5. Notwithstanding anything herein to the contrary, if the urgency of the appeal requires a decision before a quorum of the Board can be gathered despite best efforts to obtain a quorum, then the decision of those Board members who were able to participate in the hearing shall be rendered and shall not be subject to attack on the basis that a quorum was not present.
6. Each party shall have the following rights during the formal hearing:
 - (a) To be assisted or represented by any member, or by legal counsel of the party's choosing;
 - (b) To call witnesses and present oral and written evidence and argument which the Board, during the hearing, deems relevant;
 - (c) To confront and cross-examine adverse witnesses; and
 - (d) To have an audio, video or stenographic record made of the hearing at the party's own expense.

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 **XXXX** unless expressly provided for elsewhere in these Bylaws.

8. After a resolution has been reached and the Appeals process has produced a 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.

GRIEVANCES – MANDATORY SECTION

Must provide members with the ability to file written grievances relative to the Sport Disciplines actions or inaction. (Article IX. A)

THE FOLLOWING LANGUAGE AND CONTENT IS TO BE USED BY ALL SPORTS DISCIPLINES:

ARTICLE ### (next number) - GRIEVANCE PROCEDURE

- A Any member of **XXXX** may file a written grievance with the President of **XXXX** alleging a violation of the **XXXX** Bylaws or **XXXX** rules, policies and procedures. The member must check the definition of a Grievance in the USA-WS Bylaws Article IX.
- B The President of **XXXX** shall present the Grievance complaint to the Executive Committee for action per the following:
 - 1 In such instances, the Executive Committee shall appoint an investigating committee of at least three regular members of **XXXX**, subject to the approval of the President. None shall be members of the Region where the grievance occurred.

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 **XXXX** Board of Directors for resolution.

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The President shall enact the recommendation unless it is revised or overturned by a majority vote of the Board through a Grievance procedure.

- D After a decision has been reached and the Grievance process has produced a 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.

MEETINGS

Must provide for a minimum of one Annual Board of Directors meeting. (Article VII. E)

Must provide for a minimum of one Annual Membership meeting.

501C3 CLAUSES REQUIRED BY THE IRS

The following three sections are strongly recommended, especially if the intent is to incorporate the Sport Discipline, Federation or Region. These will be required for IRS approval of the Bylaws.

INDEMNIFICATION STATEMENT

The members of the **XXXX**, as a Sport Discipline, Federation or Region and individually, and the members for each permanent standing committee, as a committee and individually, are specifically held harmless by the **XXXX** and its membership for all actions taken in good faith on behalf of **XXXX**, including errors and omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case **XXXX** 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.

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.

DISSOLUTION

Section 1. **XXXX** may dissolve only by an affirmative vote of the **XXXX** Board in the manner and proportions described below. Each member of the Board 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, either voting by mail (USPS or electronically) or in person at the called meeting, must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of **XXXX** shall devolve upon the Board. No part of the assets, income, or net earnings of **XXXX** shall inure to the benefit of any **XXXX** members or Directors or any other individual.

Section 2. Upon dissolution of the corporation, the Board of Directors shall dispose of all assets in such manner as qualifies as exempt at the time under section 501c3 of the Internal Revenue Code, or the corresponding code of any future federal tax code.