

**NSSA Bylaws
National Show Ski Association
Bylaws**

ARTICLE I – NAME

The name of the organization shall be The National Show Ski Association, Inc. the abbreviation of which shall be "NSSA". This organization is a Sport Discipline of USA Water Ski, Inc. the abbreviation of which is "USA-WS". NSSA is guaranteed representation and voting privileges on the USA-WS Board as defined in USA-WS Bylaws Article VI. USA-WS is the national governing body of water skiing in the United States.

Section A: the NSSA was incorporated as a non-profit corporation in February 2005 in Polk City, Florida.

Section B: The office of the association shall be the address of USA Water Ski, 1251 Holy Cow Road, Polk City, FL 33868-8200

ARTICLE II - PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 270 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – MEMBERSHIP

Membership in NSSA shall be open to all USA-WS members without discrimination on the basis of race, color, religion, age, or sex; subject only to payment of dues as the USA-WS and NSSA may prescribe from time to time.

Section A –

1. Club Membership: Open to any water ski club. Each member shall have voting privileges within their respective region upon reaching the age of 18 years old, subject to regional bylaws, if any. Clubs are also required to be members in good standing of USA-WS.

2. Individual Competitive Membership: Open to all skiers who are members in good standing of USA-WS. Individual members shall have voting privileges within their respective regions upon reaching the age of 18 years old, subject to Regional Bylaws, if any.
3. Special Classes: Special classes of membership without voting privileges, such as patron memberships, associate membership, and other classes of membership, may be authorized and established by the Board on such terms and conditions of such dues and with such reasonable rights and privileges as the Board may establish from time to time.

Section B – Eligibility for competing in NSSA tournaments requires that member clubs have an adequate number of member skiers to constitute a team. All team members are subject to Official NSSA Tournament Rules.

Section C – An annual affiliation fee may be assessed each club and each individual member affiliating with the NSSA, and said fee is to be paid directly to the Treasurer of the NSSA. Fees collected will be used to cover operational costs of the NSSA not covered by USA-WS. The amount of said fee, if deemed necessary by the Board of Directors, shall be determined by the Board annually.

Section D – A member may be suspended or expelled for Unsportsmanlike conduct; any willful violation of NSSA, 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 NSSA, USA-WS, IWSF and/or USOC.

Section E - Suspension or expulsion may be appealed and/or a grievance filed to the NSSA per **ARTICLE IX or ARTICLE X** and when the NSSA Board of Directors has made a final decision, then the resolution shall be referred directly to USA-WS and resolved in accordance with USA-WS Bylaws Article IX. The resolution must be passed by a two-thirds majority of the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section A – Number and Qualification of Members of the National Board

The Board of Directors (herein sometimes referred to as the Board or BOD) shall consist of at least seven Directors, one from each region.

The Board may be expanded from any one or more regions upon a two-thirds majority vote of the board. The Executive Director of the USA-WS, **or** his designated representative, will also be a member of the NSSA Board. This is a non-voting ex-officio membership position.

No person shall be eligible for election to the Board or to the office of President, unless such person meets the following qualifications:

1. Mandatory Qualifications

- a. U.S. citizenship
- b. Current Valid USA-WS membership
- c. Current valid NSSA membership
- d. Minimum age of 21
- e. Must attend the regular annual meeting of the Board

In addition, at least two of the following qualifications must be met:

- f. Previous membership on the NSSA Board of Directors or USA-WS Show Committee
- g. Membership on a NSSA Regional Board
- h. Current rated USA-WS show Judge or show Scorer; Boat Driver; or past or present show skier
- i. Approval of their Regional Director

2. Desirable Qualifications

In addition to the mandatory qualifications, the following background factors are to be considered as desirable for Board membership and to serve as guidelines for regional elections:

- a. Ability to travel and attend NSSA Board meetings
- b. Good knowledge of the functions of the NSSA
- c. Good organizational background
- d. Good character and personality traits
- e. Ability to communicate well
- f. Active in the sport of Water Skiing Show competition

Section B –President Election / Term

Unless the President is also a current Director, the President shall be a non-voting President, except to break a tie or when required to constitute a quorum. The Board of Directors shall elect the President. The term of office shall be two (2) years.

Section C – Board of Directors Election / Term

Each Director shall be elected by their respective region. The term of office shall be two (2) years or until a qualified successor is duly elected. (Eliminated Term Limit)

1. If authorized by the Board for more than one Director, a region shall select one of its Directors to serve as the executive head of the region. The official title in that capacity shall be Regional Executive, hereinafter referred to as Regional Executive.
2. Other Directors, if applicable, shall be elected from each region and shall also serve a two-year term. The official title shall be National Director, hereinafter referred to as National Director. No Region shall have more than one Director from any single Club or Team (the exception shall be the elected Elite Competitor Director).
3. Elite Competitor Directors shall comprise at least 20% of the voting power of the Directors on the Board. They will be selected from the "pool" of eligible persons who were Skiers, Towboat Drivers, Announcers, on Teams that finished in the top 50% at the previous five (5) Division I National Show Ski Tournaments and the Individual Event Competitors that finished in the top 50% at the previous five (5) Division I National Show Ski Tournaments. They will be elected in alternating years so that at least one will have served on the previous year's Board. The slate of candidates will be solicited by the Nominating Committee who will also be responsible for administering the Election at the Division I National Show Ski Tournament. Eligible voters for the election of the Elite Competitor Directors must come from the "pool" of eligible persons described above.
4. The terms of all Officers and Directors of the NSSA shall be for two (2) years, and shall start at the conclusion of the Division I National Show Tournament.
5. Honorary National Directors (administered by the Nominating Committee). Candidates for Honorary National Directors must have served on the Board under one of the following conditions and not currently be Officers or Directors. Years served as an Officer may be applied to the years needed for Honorary National Director qualification as a National Director and accumulated concurrently or served consecutively. The credentials listed below are the minimum requirements of service as an elected Director/Officer for submittal as a candidate. Other leadership roles and exemplary service to the organization may be required by the NSSA Board of Directors at their discretion.
 - a. Officer – four (4) or more years
 - b. National Director – six (6) or more years

The Nominating Committee may also propose, for recognition as an Honorary National Director, one individual per year who has demonstrated exemplary service to the NSSA, but does not meet the service tenure conditions above.

Honorary National Directors must be current USA-WS members and receive a 2/3 vote of the NSSA Board members during the Annual NSSA Board Meeting to be elected for life to the Board. Honorary National Directors shall have all of the rights and privileges of a National Director and a voice, but not a vote.

6. Alternates will be elected by their respective Region, who will set the term and duration of office for the Alternate; these Alternates are encouraged to attend every BOD meeting to remain current with the business and decisions of the BOD. They will have the right to vote the Regions vote should a Director be absent.

Section D – Vacancies

In case of any vacancy in the Board of Directors through death, resignation, incapacity to act, or any other cause, the Board may appoint a replacement from the respective region to serve for the unexpired term or until such time as the region calls a special meeting to elect a successor.

Section E – Powers and Duties

The entire direction and management of the affairs of the NSSA Sport Discipline of USA-WS shall be vested in its Board of Directors, except as limited in these bylaws.

Section F – Place of Meeting

The Board of Directors may hold their meetings at such place or places as the Board may determine from time-to-time. Conference calls by telephone are to be confirmed by mail ballots, or mail ballots may be used when it is impractical to meet otherwise, e-mail ballots may be substituted for postal mail at the discretion of the President (e-mail ballots will be sent with "Response Requested" so that the author can confirm receipt by the voting Directors).

Section G – Regular Annual Meeting

The Board of Directors shall hold a regular annual meeting for the transaction of such business as may properly come before this meeting at the time and place of the Fall Meeting. This meeting will be attended by all Directors.

The first order of business on the agenda, after call to order, roll call, announcement of a quorum (as described in Article IV, Section J), and approval of the minutes from the previous meeting, shall be to take action on mail, e-mail or phone ballots not previously acted upon at a Board meeting. The balance of the agenda shall be as determined by the President.

Section H – Meetings and Special Meetings

The election of Officers shall take place as the last item of business in conjunction with the meeting held at the time and place of the Division I National Show Tournament. If the Division I National Show Tournament is not held in a particular year, then the majority vote of the Board will decide the date and place of the meeting to elect Officers.

Section I – Notice of Meeting

Notice of the place, day, and hour of any regular meeting of the Board of Directors, and notice of the place, day, hour, and purposes of every special meeting of the Board of Directors, shall be given to each Director at least thirty (30) days prior to such a meeting, by delivering said notice personally, or by mailing/e-mailing said notice to the last known address for each Director according to the records of the NSSA.

It shall not be requisite to the validity of any meeting of the Board of Directors that notice thereof shall have been provided to any Director who is present or who, if absent, waives notice thereof in writing either before or after said meeting is held.

Section J – Quorum

Two-thirds of the Directors in office at any time shall constitute a quorum for the transactions of business; but less than a quorum may adjourn any meeting from time-to-time until a quorum is present. No notice of any adjourned meeting of the Board of Directors need be provided.

Section K – Annual Membership Meeting

The Annual Membership Meeting of the NSSA will be held at the site of the Division I National Show Tournament. The agenda for this meeting will be set by the President, or his/her duly appointed representative.

ARTICLE V – OFFICERS

The Officers of the NSSA shall be: President, Vice President, Secretary, and Treasurer.

The above Officers shall be elected by the Board of Directors at its Division I National Show Tournament meeting, and shall take office at the close of the Division I National Show Tournament. The offices of Secretary and Treasurer may be combined. Officers may be elected from outside the Board, but, if so, they shall be non-voting.

Officers are required to attend the regular annual meeting of the board. An Officer will be allowed a voice, but not a vote, unless the officer is also a current Director.

The Nominating Committee will present a slate of candidates at the Winter meeting for election at the Division I Nationals meeting. Nominations will be taken from the floor only at this meeting.

ARTICLE VI – DUTIES OF OFFICERS

The duties and powers of the officers of the NSSA shall be as follows:

President – Elected in even-numbered years

The President shall preside at all meetings of the Board of Directors. The President shall cause to be called all regular meetings of the Board of Directors in accordance with these bylaws. S/he may call special meetings of the Board of Directors at any time at his/her discretion. S/he may call for a vote of the Board committee at his/her discretion. The President shall follow-up on actions taken by the Board to determine that they have been implemented, and notify the Board of Directors of any failure to implement. S/he shall do those things required to assist in the smooth and efficient operation of the Board of Directors of the NSSA. S/he is authorized to sign all contracts and agreements approved by the Board in the name of the NSSA. The President shall be limited to \$1,000.00 on all checks signed. Amounts over \$1,000.00 shall require the additional signature of the NSSA Treasurer. The President shall be the official representative from the NSSA to serve on the USA-WS Board of Directors. The President may delegate the signing of checks and other disbursements, to the Treasurer, at his/her discretion. (8/10/90). The President may recommend representatives to USA-WS committees, standing and special, on an annual basis. Should the NSSA desire to have alternates appointed to these committees, the President may recommend them also.

Vice President – Elected in odd-numbered years

During the absence and/or inability of the President to render and perform his/her duties or exercise his/her powers, the same shall be performed and exercised by the Vice President. When so acting, the Vice President shall have all powers and be subject to all responsibilities hereby given to or imposed upon the President. The term office for Vice President shall be for a period of two years with election staggered so that no more than two positions are up for election in any given calendar year (one position, if Secretary/Treasurer is currently held by one person). (3/3/95)

Secretary – Elected in even-numbered years

The Secretary is the recording officer of the NSSA and the nominal custodian of its records. The term office for Secretary shall be for a period of two years with election staggered so that no more than two positions are up for election in any given calendar year (one position, if Secretary/Treasurer is currently held by one person). (3/3/95)

Treasurer – Elected in odd-numbered years (unless combined with the position of Secretary – then elected in the “Secretary” designated year) the Treasurer may be the same person as the one who occupies the office of Secretary. The Treasurer is the Chief Financial Officer of the NSSA and shall be responsible for control of the NSSA additional affiliation fee funds as described in Article III, Section C, any other fees as described in Article III, Section A.3, any donations accepted by the Board, and the maintenance of appropriate records. The term office for Treasurer shall be for a period of two years with election staggered so that no more than two positions are up for election in any given calendar Year (one position, if Secretary-Treasurer is currently held by one person). (3/3/95)

ARTICLE VII – COMMITTEES

Standing Committees are listed below. The President shall appoint the Committee Chairperson, subject to Board approval, and exercise approval of committee members selected by the Committee Chairperson. All members must be NSSA members in good standing.

- Executive
- Competition Rules
- Officials
- National Tournament
- Nominating

Standing committee duties shall be determined by the Board of Directors.

The Executive Committee is made up of the current NSSA Officers (President, Vice-President, and Secretary-Treasurer), one Elite Competitor Director, and the Past President.

The Executive Committee shall be empowered to act upon all matters requiring Board attention between regular meetings of the full Board which cannot be deferred until the next meeting of the full Board. The Executive Committee shall have the 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 discharge its responsibilities with the following provisions:

- (a) The Executive Committee shall consist of five voting members including the President, Vice President, Secretary-Treasurer, one Elite Competitor selected from the Elite competitors on the full Board and the Past President. The President shall chair the committee.
- (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.

The Executive Committee will be renamed each year at the Fall Annual Meeting of the full Board per Article VI.

Special Committees, which do not conflict with Standing Committees, may be activated by the President as required. Examples of such committees are bylaws, plans and programs, records, membership, promotion and publicity, safety, towboat study, and hall of fame selection. Special Committee duties shall be determined by the president.

Recommendations coming out of Committee require a 70%, or greater, approval by the Committee to be put before the Board.

Committee proposals, decisions, and actions shall be valid only when ratified by the Board of Directors at a meeting or by mail/e-mail ballot.

Committee Chairpersons will be appointed, as directed above, at the end of the annual meeting. Their duties and responsibilities will continue through the following calendar year's annual meeting.

ARTICLE VIII – REGIONAL ORGANIZATION

The United States shall be divided up into seven (7) Show Ski Regions as follows:

1. Eastern Region: The states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, and the District of Columbia.
2. Midwest Region: The states of Iowa, Kansas, Minnesota, Nebraska, North Dakota, and South Dakota.
3. Central Region: The states of Illinois, Indiana, Michigan, Missouri, and Ohio.
4. Southern Region: The states of Alabama, Florida, Georgia, Kentucky, North Carolina, South Carolina, and Tennessee.
5. Western Region: The states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.
6. South Central Region: The states of Arkansas, Louisiana, Mississippi, Oklahoma, and Texas.
7. Wisconsin Region: The state of Wisconsin and the districts within.

Any state, territory, or possession of the United States may be included in any of said Regions or transferred from one Region to another by a two-thirds (2/3) vote of the Board.

Each Region provided for herein may adopt and amend its own Regional Bylaws, provided that no provisions thereof, nor action taken thereunder at the Regional level, shall conflict with the bylaws of the NSSA or any authorized rules made or action taken thereunder. Where ever such conflict exists, the conflicting Regional Bylaws, or action taken thereunder, shall automatically be suspended in application and supplanted by the applicable Bylaws of the NSSA or by the rules made or action taken thereunder by the Board. In order to avoid such conflicts, a draft of all Regional Bylaws or amendments thereto, shall be promptly submitted to the National Board for examination and recommendations. The Board determination as to the existence of a conflict shall be conclusive.

Each Region shall elect one or more Directors to the National Board of Directors. The term of office shall be two (2) years, and the term shall begin when the annual meeting of the BOD is called to order. If more than one Director from a given Region is authorized by the Board, the second Director shall take office one year from the installation of the first Director.

If a Regional Qualifying Tournament has been awarded to a host organization and approved by the NSSA President, a 2/3 vote of the majority of the NSSA Board of Directors is required for any proposed change of venue to take place.

ARTICLE IX- DUE PROCESS AND APPEALS

A Members shall have the right to due process including the appeal of actions or decisions by the NSSA Board of Directors or its representatives, where NSSA 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 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 NSSA. 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 NSSA 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 NSSA was obliged to follow in rendering the decision at issue;
- (e) A short and plain statement of all facts which the appellant contends demonstrate his dissatisfaction of the selection criteria at issue, and any other facts which the appellant

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

- 7 In any hearing conducted under this section, the Board shall affirm the decision at issue unless the aggrieved member proves by clear and convincing evidence that the decision was arbitrary or unreasonable. The decision of the Board is final and non-appealable within NSSA unless expressly provided for elsewhere in these Bylaws.
- 8 After a resolution has been reached and the Appeals process has produced a final decision, the President shall forward the results to the President of USA-WS for action under Article IX of the USA-WS Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

ARTICLE X - GRIEVANCE PROCEDURE

- A Any member of NSSA may file a written grievance with the President of NSSA alleging a violation of the NSSA Bylaws or NSSA rules, policies and procedures. The member must check the definition of a Grievance in the USA-WS Bylaws Article IX.
- B The President of NSSA 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 NSSA, subject to the approval of the President. None shall be members of the Region where the grievance occurred.
 - 2 The committee shall conduct a confidential investigation to determine whether any action is warranted. The committee will report, within 30 days, in writing to the President recommending a resolution. The President shall present the results of the investigation and the results of the committee determination to the committee shall conduct a confidential investigation to the NSSA Board of Directors for final resolution.
 - 3 The President shall enact the recommendation unless it is revised or overturned by a majority vote of the Board through a Grievance procedure.
- D After a decision has been reached and the Grievance process has produced a final decision, the President shall forward the results to the President of USA-WS for action under Article IX of the USA-WS

Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

ARTICLE XI - FISCAL YEAR

The fiscal year of the NSSA shall commence on the first day of January of each year.

ARTICLE XII – CONFLICT OF INTEREST AND ETHICAL PRACTICE

Section 1 –The NSSA Board shall subscribe to the USA-WS written Code of Conduct and Ethical Practices which includes the requirement that each Officer, Board Member, and each committee representative, to annually agree in writing to abide by such code.

Section 2 –The NSSA Board of Directors may adopt additional standards and practices relevant to NSSA. These standards and practices may be amended from time to time, by the Board, as it may deem advisable.

ARTICLE XIII – INDEMNIFICATIONS

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 NSSA and USA-WS and its membership for all actions taken in good faith on behalf of NSSA and USA-WS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case NSSA and/or USA-WS shall be entitled to recover any payments, costs or expenses incurred in defense, compromise or settlement of any claims or suits against such members prior to such finding.

ARTICLE XIV - AMENDMENTS

Section A – These Bylaws, or any portion thereof, may be altered, amended, or repealed by a vote of two-thirds (2/3) of the members of the Board of Directors.

Section B - Any provision of these Bylaws that is or shall become contrary to or in conflict with the rules and Bylaws of USA-WS shall automatically be suspended in application and supplanted by the rules and Bylaws of USA-WS, where such conflict exists, to the end that this organization may be completely integrated with and conformable to the National Organization as an integral part thereof.

ARTICLE XV - Dissolution

A. NSSA may dissolve only by an affirmative vote of the NSSA Board and the Regional Boards in the manner and proportions described below. Each member of the Board and each Regional 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, two-thirds (2/3) of all Regional Board members, 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 NSSA shall devolve upon the Board. No part of the assets, income, or net earnings of NSSA shall inure to the benefit of any NSSA members or Directors or any other individual.

B. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose). Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI - PROCEDURE

Section A - The rules contained in the current edition of the Robert's Rules of Order, newly revised, shall govern the NSSA in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the NSSA and USA-WS may adopt.

Section B - These Bylaws supersede all previous Bylaws of the NSSA a Sports Discipline of USA Water Ski.

Adopted February 27, 2009

National Chairperson: C. Bruce McCalmon

Attested to by Secretary: Mark Poulos