USA Wakeboard
Bylaws

ARTICLE I: NAME, MISSION, AND PURPOSE
I. The name of the organization shall be USA Wakeboard, hereinafter, referred to as "USA-WB" this organization is a sport discipline of "USA WATER SKI & WAKE SPORTS, INC.," the abbreviation of which is "USA-WSWS." USA-WSWS is the national governing body of water skiing in the United States.

II. The mission of the USA-WB is to help introduce people to the sport of wakeboarding, provide consistent and fair standards by sanctioning and governing all domestic events and to help educate the public on ways to have more fun and generally improve individual skills in wakeboarding.

III. The purpose of the USA-WB is:
   A. To promote and improve high standards of conduct among the membership and within the sport.
   B. To foster sound business practices within the sport and to promote a better understanding of the problems affecting wakeboarding's growth and prosperity.
   C. To engage in any lawful activities that will tend to develop and promote the sport of wakeboarding worldwide for the best interests of the sport, membership, and the general public.
   D. Promote and maintain good relations within the wakeboard industry and its manufacturers to promote economic well being through commerce.

ARTICLE II: MEMBERSHIP
I. Membership in USA-WB shall be open to any individual member of USA-WSWS, without discrimination on the basis of race, color, religion, age, or sex; subject only to payment of dues as the USA-WSWS and USA-WB Boards of Directors may prescribe from time to time. In no case shall the eligibility requirements of USA-WB be more restrictive than those of USA-WSWS.

II. Special classes of membership, i.e. Associate Membership, secondary Sport Discipline membership and other classes of membership, may be authorized and established by the Board on such terms and conditions, for such dues and with such reasonable rights and privileges (including voting rights) as it may establish from time to time.

III. USA-WSWS members that have designated USA-WB their primary Sports Discipline and that are 18 years of age or older shall be classified USA-WB voting members. USA-WSWS members shall designate their primary Sport Discipline during annual membership renewal.

ARTICLE III: OFFICERS AND DIRECTORS
I. The officers shall be a President, a Vice President, a Treasurer, and a Secretary. Officers, when at all possible, shall be chosen from among current directors who have served for at least one year, past directors who have served at least three years or Honorary National Directors. The Vice President shall succeed to the Presidency for the current term in the event the President is unable to fulfill his duties.

II. There shall be ten (10) Directors each serving a two-year term so arranged that the term of half the Directors in each category shall expire each year.
   A. Two shall be athletes;
   B. Six shall be "at large" members; and
   C. Two shall be industry representatives.

III. One Director shall serve as a World Wakeboard Association (WWA) liaison.

IV. The Officers and Directors shall constitute the Board and shall serve their term until their successors are duly elected.

V. USA-WB Honorary National Directors shall be non-voting ex-officio members of the Board.

VI. In the event that a vacancy occurs in the Board, by resignation or otherwise, the Board may at their discretion appoint a qualified member of the USA-WB to fill the vacancy. Such appointment shall only be until the next General meeting for Board elections at which time the new director

...
must be formally elected by the general membership. Such appointed Director shall not be
disqualified, by reason of such service, from being elected at the next annual election for a full
term thereafter.

VII. Any chairman of a USA-WB Standing Committee who is not a current Officer or Director shall
be a Director ex-officio for the current term with all the duties and privileges of a Director but
without a vote.

VIII. Officers and Directors are elected with the expectation of serving their term with consistent
attendance and if they are absent without good cause from two consecutive meetings of the
Board, it shall be taken as a sign of disinterest in their office. At the discretion of the President,
said Officer or Director shall be asked to relinquish his duties on the Board and replaced by a
member through vote of the Board. A Board member shall be allowed to vote by proxy through a
previously approved (by the Board) alternate representative.

IX. USA-WB Honorary National Directors are non-voting Directors who accumulate 6 points by
serving on the USA-WB Board or on the USA-WSWS Board, in one or more of the capacities listed
below and who have received a majority vote of the Board. The service years are total years,
served separately, and shall not be concurrent years of service. USA-WB Honorary National
Directors are elected to this position for life.

<table>
<thead>
<tr>
<th>Role</th>
<th>Points</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>3 points</td>
</tr>
<tr>
<td>Vice President, Treasurer</td>
<td>2 points</td>
</tr>
<tr>
<td>Secretary</td>
<td>2 points</td>
</tr>
</tbody>
</table>

ARTICLE IV: POWER AND DUTIES OF OFFICERS AND DIRECTORS

I. The President shall preside at all meetings of the USA-WB and of the Board. He shall be the
Executive Officer and the Chairman of the Executive Committee. He shall appoint standing
committees.

II. The Vice President shall assume the duties of the President in his absence or his inability to
attend a duly called meeting of the Board or of the Membership.

III. The Treasurer shall keep proper accounts of all money received and expended and shall make
disbursements upon the order of the Board. He shall make an annual report to the membership
and the Board.

IV. The Secretary shall be responsible for the keeping of a written record of all official proceedings
and transactions of the USA-WB. The Secretary shall have power to hold committee chairmen
responsible to commitments.

V. The Executive Committee shall consist of the President, the Vice President, the Treasurer, and
one AAC “elite” athlete. A majority of the Executive Committee shall be voting members of the
Board. The Executive Director (or his delegate) and the immediate past President, shall be non-
voting ex-officio members. They shall act and exercise all powers of the Board. Any order for the
allocation of funds shall be by the unanimous vote of the Executive Committee in the absence of
a majority vote by the Board. In the absence of actual meetings, assent by teleconference,
electronic media, or in writing shall be deemed sufficient for lawful decisions of the Executive
Committee and the Board.

VI. The duties of the Executive Committee shall be as determined by the Board of Directors from
time to time. The Board, at its next scheduled meeting, shall review for approval, all of the actions
taken by the Executive Committee.

VII. The Board shall have the power and duty to conduct generally the affairs of USA-WB, except
as otherwise provided in these bylaws. They may adopt such policies and procedures as they
may deem expedient for the good order, welfare, and convenience of the members and for
admission to membership.

ARTICLE V: USA WATER SKI & WAKE SPORTS REPRESENTATION

I. USA-WB, as a Sport Discipline of USA-WSWS, is guaranteed representation and voting
privileges on the USA-WSWS Board as defined in USA-WSWS Bylaws Article VI.

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

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

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

ARTICLE IX: DISCIPLINARY ACTION
I. A member may be suspended or expelled for Unsportsmanlike conduct; any willful violation of USA-WB, and/or any other Sport Discipline, and/or USA-WSWS rules or procedures; criminal or fraudulent acts; failure to pay indebtedness; or any other act which is contrary to the objectives and purposes of USA-WB, USA-WSWS, IWWF and/or USOC.
II. Suspension or expulsion may be appealed and/or a complaint filed to the USA-WB per Article IX or Article X when the USA-WB Board of Directors has made a final decision, then the resolution shall be referred directly to USA-WSWS and resolved in accordance with USA-WSWS Bylaws Article IX. The resolution must be passed by a two-thirds majority of the Board of Directors.
III. Other disciplinary action shall be addressed by the Board and requires a 2/3 vote of the Board.

ARTICLE X: COMPLAINT PROCEDURES
USA-Wakeboard/USA-WB hereby adopts the following Policies and Procedures for all proceedings under USA-Wakeboard Bylaws Article X (Complaint Procedures).

1. Complaints.

USA-Wakeboard/USA-WB shall have exclusive jurisdiction over complaints relating to the following:
   a. The application or interpretation of any of USA-Wakeboard rules of competition including administrative rules relating thereto;
   b. Any alleged or actual denial, or threat to deny, an individuals’ opportunity to compete or participate (including as an athlete, coach, manager or otherwise) in a USA-WSWS sanctioned competition or as a member of an official U.S. team designated to participate in international competition relating to USA-Wakeboard activities.
2. **Manner of Filing, Notice and Binding Nature of the Proceedings.**

A complaint may be filed by any person who claims direct and actual harm as a result of the actions complained of. The complainant shall file a Complaint with the USA-WB President, with a copy to all members of the USA-Wakeboard Executive Committee, and also with a copy to the Executive Director of USA-WSWS.

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

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

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

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

3. **Administration.**

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

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

4. **Appeals.**

Any appeal from a decision of the USA-Wakeboard Board of Directors resulting in any membership restriction, suspension or termination shall be to the USA-WSWS Judicial Committee in accordance with Article IX of the USA-WSWS’ Bylaws.

Any appeal from any other decision of the USA-Wakeboard Board of Directors shall by through the appeals arbitration process established and maintained by the United States Olympic Committee.

5. **Other Complaints.**

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

**ARTICLE XI: LIMITATIONS OF AUTHORITY**

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

**ARTICLE XII: CONFLICT OF INTEREST AND ETHICAL PRACTICE**

I. The USA-WB Board shall subscribe to the USA-WSWS written Code of Conduct and Ethics which includes the requirement that each Officer, member of the Board, and each committee representative, annually agree in writing to abide by such code.

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

**ARTICLE XIII: INDEMNIFICATION**

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

II. USA-WSWS hereby indemnifies USA-WB Officers and Board members and USA-WB members, individually and in their official capacities, for any liability incurred as a result of their positions in the organization or actions taken on behalf of the organization subject to exclusions and inclusions detailed in the USA-WSWS Bylaws.

**ARTICLE XIV: AMENDMENTS**

Amendments, modifications, or revisions to these by-laws may be made by a two-thirds vote of the Board at any Director's meeting duly called and may be made by mail ballot to all Directors.
ARTICLE XV: FISCAL YEAR
The USA-WB fiscal year shall be the calendar year.

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

As approved December 9, 2019