

USA WATER SKI & WAKE SPORTS BYLAWS

APPROVED BY BOARD OF DIRECTORS

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REV 1	JANUARY 21, 2000
REV 2	JANUARY 20, 2001
REV 3	JANUARY 20, 2002
REV 4	JANUARY 18, 2004
REV 5	JANUARY 23, 2005
REV 6	JANUARY 31, 2010
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BYLAWS - USA WATER SKI & WAKE SPORTS

ARTICLE I NAME, NON-PROFIT STATUS AND CORPORATE SEAL

A. The name of this organization shall be USA Water Ski & Wake Sports Inc (hereinafter "USA-WSWS"), and it shall serve as the National Governing Body (NGB), recognized by the United States Olympic & Paralympic Committee (USOPC) and International Waterski and Wakeboard Federation (IWWF), for water skiing in the United States of America.

B. USA-WSWS shall be incorporated under the laws of the state of New Jersey as a not-for-profit Corporation and it shall be organized so as to qualify as a non-profit, charitable, tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board, at a meeting or in writing.

C. USA-WSWS shall have no corporate seals unless required by the laws of the State of New Jersey.

ARTICLE II OFFICES AND AGENT

A. The principal office of USA-WSWS shall be at a location approved by the Board of Directors of USA-WSWS (hereinafter "the Board").

B. The registered office of USA-WSWS shall be at a location approved by the Board. The registered agent of USA-WSWS shall be the Executive Director of USA-WSWS or as otherwise approved by the Board.

C. USA-WSWS may maintain other offices at such locations as may be approved from time to time by the Board.

ARTICLE III MISSION AND VISION STATEMENTS

MISSION STATEMENT

The mission of USA Water Ski & Wake Sports (USA-WSWS) is to advance, support and service all towed water sports through widespread recreational participation, education, promotion and sustained worldwide competitive excellence.

VISION STATEMENT

The vision of USA Water Ski & Wake Sports (USA-WSWS) is to be the preeminent authority for all recreational and competitive towed water sports in the United States and to provide sustained competitive worldwide excellence.

The objectives through which USA Water Ski & Wake Sports (USA-WSWS) shall accomplish its mission shall be:

1. Serve as the National Governing Body, as recognized by the United States Olympic Committee and the International Waterski and Wakeboard Federation, in the representation of the best interests of all Water Ski and Wake Sports participants in the United States.
2. Ensure understanding and support of its mission.
3. Maintain financial stability.
4. Administer education/training programs in all areas at all levels.
5. Promote all USA Water Ski & Wake Sports (USA-WSWS) programs.
6. Administer a wide range of recreational and developmental programs to support participation and affiliation.
7. Partner with industry in the mutual pursuit of growing the sport.
8. Promote best practices for a safe environment for all water sports activities.
9. Administer fair, competitive programs at all levels.
10. Increase participation in all towed water sports.
11. Preserve, develop and protect waterways access for recreational and competitive towed water sports in the United States.
12. Grow its membership.
13. Optimize membership satisfaction (customer service).
14. Establish and maintain world dominance in water ski and wake sports competition.

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

- A. In compliance with the requirements of the IWWF and the USOPC, and the provisions of the Ted Stevens Olympic and Amateur Sports Act as amended from time to time, USA-WSWS shall:
1. At all times, be autonomous in the governance of its sport in that it shall independently determine and control all matters central to such governance;
 2. Keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in water skiing and to amateur athletic organizations active in water skiing;
 3. Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, or sex, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;

4. Ensure that its Board and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, age, or sex;
5. USA-WSWS and its affiliated Sport Disciplines will not tolerate any form of harassment, unlawful discrimination, abuse or misconduct and will uphold a zero-tolerance policy, consistent with these Bylaws, the USOPC SafeSport initiative (which is an addendum to the USA-WSWS Policies and Procedures Manual), and such other Policies and Procedures as are in effect from time to time.
6. Comply (including all USA-WSWS Sport Disciplines) with all conditions and requirements stated in the “Olympic Movement Code on the Prevention of the Manipulation of Competitions” as published by the International Olympic Committee from time to time, and as attached in the USA-WSWS Policies and Procedures Manual.
7. Ensure the membership of the USA-WSWS Board, committees and task forces include sufficient athlete representatives to comply with all USOPC Bylaws and Requirements regarding Athlete Representation (see USOPC Bylaws Section 8.5).
8. Ensure the membership of the Sport Discipline Boards, committees and task forces include sufficient athlete representatives to comply with all USOPC Bylaws and Requirements regarding Athlete Representation (see USOPC Bylaws Section 8.5).
9. Provide procedures for the prompt and equitable resolution of grievances of its members;
10. Submit to binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of USA-WSWS as an NGB with respect to any component or discipline of water skiing, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;
11. Provide for reasonable direct representation on the Board for any other amateur water sport organization which conducts, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States of America in international amateur athletic competition, a national program or regular national amateur athletic competition, and ensure that such representation shall reflect the nature, scope, quality, and strength of the programs and competitions of such other organization(s) in relation to all other such programs and competitions in water skiing in the United States of America;
12. Be a member of only one international sports federation, which governs a sport, included on the program of the Pan American Games; and,
13. Ensure the eligibility criteria related to amateur status as established by USA-WSWS and its Sport Disciplines is not more restrictive than that of the IWWF.

ARTICLE V MEMBERSHIP, VOTING RIGHTS AND AFFILIATION

USA-WSWS shall be a membership organization of individuals open to all who subscribe to the vision, mission and objectives of USA-WSWS, regardless of gender, race, color,

religion, national origin, age, or sex, are United States citizens or are otherwise qualified for membership in USA-WSWS in accordance with IWWF's policies and procedures, and who pay such membership fees as the Board shall approve from time to time. Members shall be represented by Directors, as set forth in these Bylaws and any Policies and Procedures adopted by the Board from time to time. Affiliates (defined below) shall also be entitled to Board representation as set forth below. The selection of all Directors, Committee and all Task Force Members shall be made without regard to gender, race, color, religion, national origin, age, or sex.

- A. Privileges of this membership shall be exercised as set forth in these Bylaws and any Policies and Procedures adopted by the Board from time to time.
 - 1. Annually, during membership renewal, members shall designate a "primary" Sport Discipline and may also designate a "secondary" Sport Discipline.
 - 2. Such designation shall not preclude member participation in events and programs of multiple Sport Disciplines.
 - 3. USA-WSWS' Charter Sport Disciplines shall be: American Barefoot Club (ABC); American Kneeboard Association (AKA); American Water Ski Association (AWSA); National Collegiate Water Ski Association (NCWSA); National Show Ski Association (NSSA); National Water Ski Racing Association (NWSRA); Water Skiers with Disabilities Association (WSDA); USA Wakeboard (USA-WB)
- B. USA-WSWS may, at the discretion of the Board, provide for different types of memberships, such as individual, family, etc.; with reasonable fees, rights and privileges as it may establish from time to time.
- C. In any referendum under Article XI of these bylaws, or any other matter submitted to a vote of the general membership of USA-WSWS by resolution of the Board, each member shall have one (1) vote that shall be cast in the member's "primary" Sports Discipline.
- E. In elections to fill Sport Discipline seats, each member who holds a voting membership in the relevant class (i.e., in the relevant Sports Discipline) shall be entitled to cast one vote for each seat up for election, unless the Sport Discipline has adopted bylaws, approved by the Board at its discretion, to the contrary. Cumulative voting shall not be permitted in any instance.
- F. Notwithstanding anything to the contrary herein, only members 18 years and older shall possess voting rights on matters submitted to vote of the general membership of USA-WSWS.
- G. There shall be an Athlete Advisory Council that shall broaden communication between USA-WSWS and the athletes, and represent on the Board the interests of the athletes. Subject to any restrictions stated expressly in, or necessarily implied by these bylaws, and subject to approval by the Board, the Athlete Advisory

Council shall be entitled to establish its own bylaws and operational policies and procedures enabling it to conduct its affairs in any manner approved by a majority of its members. The Athlete Advisory Council shall determine the type and number of its Directors, Committee Representatives and Task Force members, all of whom shall be selected and qualified as set forth in USOPC Bylaws Section 8.5.

- H. USA-WSWS shall on its own, or upon written request and notice by a sports organization, recognize “Affiliates” as follows;
1. Affiliates are organizations or entities which conduct national programs or regular national amateur athletic competitions in a Sport Discipline on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition; and
 2. Which ensure that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the Sport Discipline in relation to all other programs and competitions in the Sport Discipline in the United States.
 3. All Affiliates shall be provided with reasonable direct representation on the board of directors with a seat on the Board. If no Affiliate satisfies the above listed criteria, this seat will remain vacant and open until filled.
- I. USA-WSWS may also permit and recognize “Association” which may be non-amateur and recreational clubs, water ski industry trade associations, and other organizations involved in water skiing. Association must have Charters and/or bylaws that support the purposes of USA-WSWS and enhance water skiing and comply with these Bylaws and all of USA-WSWS’ applicable Policies and Procedures and requirements. Association shall only have those rights specifically granted by the Board in the resolution granting the association.
- J. A Sport Discipline may be disenfranchised should any one or more of the following conditions exist: (i) membership of the Sport Discipline falls below 1/2 of 1% of USA-WSWS total individual membership. This membership number will include the Primary Sport Discipline and Secondary Sport Discipline choices combined per the Primary/Secondary membership table in the current version of the USA-WSWS Policies and Procedures Manual; (ii) failure to meet financial obligations or maintain financial stability; (iii) cause discredit to the public image of USA-WSWS, IWWF or the USOPC; (iv) failure to hold a national championship on consecutive years. Disenfranchising a Sport Discipline requires a two-thirds (2/3) vote of the Board.
- K. Any membership, affiliation or association may be suspended or revoked for good cause upon two-thirds (2/3) vote of the Board, provided that such actions shall be subject to the grievance and disciplinary procedures set forth in Article IX of these bylaws.

ARTICLE VI GOVERNANCE AND OPERATION

A. USA-WSWS shall have a Board of Directors (“the Board”) which shall have full power and authority over the affairs of USA-WSWS, except as limited in these Bylaws and the Articles of Incorporation.

1. The authority and responsibilities of the Board shall include the following:

- a. The Board shall ensure that the activities of USA-WSWS are guided by clear strategic plans, organizational priorities, and program goals and objectives consistent with the vision, mission and objectives of USA-WSWS;
- b. The Board shall provide for the management of USA-WSWS by an effective Executive Director whose performance is regularly evaluated by the Board based upon well-defined criteria. The Executive Director shall serve at the pleasure of the Board, which shall have full authority to hire, contract with, conduct periodic performance evaluations of, and replace the Executive Director of USA-WSWS at its’ discretion;
- c. The Board shall adopt, and require consistent application of, objectively set systems, policies and procedures for the operation of USA-WSWS. These policies and procedures shall not be in conflict with these bylaws;
- d. The Board shall endeavor to develop and maintain an effective partnership between the paid professional staff and volunteer members of USA-WSWS;
- e. The Board shall require that the Executive Director operate and manage USA-WSWS in a manner which is fiscally and legally sound;
- f. The Board shall set the fiscal year of USA-WSWS, and shall adopt schedules listing all dues, fees, and other charges levied against USA-WSWS members and affiliates which the Board deems to be necessary and appropriate;
- g. The Board shall be responsible for the governance of all disciplines under the jurisdiction of USA-WSWS as required by the USOPC, and in discharging such responsibility, the Board shall give significant weight to the recommendations of the relevant Sport Discipline on any matters specific to a particular discipline;
- h. The Board shall have the authority and the responsibility to establish, review on an annual basis, regulate, modify, or disband committees, working groups, or task forces, except that the Board shall not be authorized to disband any committee established under these bylaws as a permanent Designated Committee;
- i. The Board shall appoint or nominate a USA-WSWS representative(s) to the International Waterski and Wakeboard Federation, who shall serve at the pleasure of the Board;
- j. The Board shall appoint or nominate a USA-WSWS representative(s) to the USOPC, who shall serve at the pleasure of the Board. Generally, the Board

- shall make such appointments prior to each quadrennial of the USOPC, but the Board may also do so during an Olympic quadrennial to fill a position vacated by removal, retirement, resignation or otherwise;
- k. The Board shall appoint or nominate a representative to the USA Waterski & Wake Sports Foundation Board of Trustees; and
 - l. The Board shall exercise all other authority consistent with these bylaws as
 - m. may be necessary and appropriate to ensure the proper government and functioning of USA-WSWS.
2. The Board shall consist of (a) Sport Discipline Directors from each Sport Discipline; (b) Athlete Advisory Council Directors; (c) at least one seat for each Affiliate, and (d) at least one (1) Independent Director, all with voice and vote. Associations and USA-WSWS Honorary National Directors will have seats on the board with voice but no vote. All Directors shall comply with USA-WSWS Policies and Procedures and requirements relating to Directors.
- a. Sport Discipline Directors shall be elected by the respective Sport Discipline. Each Sport Discipline shall determine, in its bylaws, how to elect its Directors allocated to the Board.
 - (1) Sport Discipline Directors must have served no less than two (2) full years on the Sport Discipline Board, as a voting member, prior to election to the USA-WSWS Board;
 - (2) Each Sport Discipline shall be allocated a minimum of one (1) and up to a maximum of five (5) voting Director(s) on the Board. Additional voting Directors shall be allocated to a Sport Discipline based upon membership as provided for in the USA-WSWS Policies and Procedures.
 - (3) The allocation of Sport Discipline Directors shall take effect at the first USA-WSWS annual meeting and shall be in effect for two (2) years. A biennial review shall be done by the Board with sufficient lead-time to allow Sport Discipline membership to resolve any changes. Changes in the allocation of Sport Discipline Directors shall become effective at the annual meeting of the Board following the end of each two-year period.
 - b. Athlete Advisory Council Directors shall be selected by the Athlete Advisory Council. The Athlete Advisory Council shall determine how to select its' Directors allocated to the Board.
 - (1) The Athlete Advisory Council shall be allocated sufficient Directors so that not less than Thirty-Three and One-Third Percent (33.3%) of the membership and total voting power of the USA-WSWS Board consists of Athlete Advisory Council Directors, in accordance with and as required by USOPC Bylaws and Requirements regarding Athlete Representation (see USOPC Bylaws Section 8.5).

- (2) The allocation of Athlete Advisory Council Directors shall take effect in accordance with these Bylaws (as amended), and shall remain in effect as set forth in USA-WSWS' Policies and Procedures. A biennial review shall be undertaken by the Board with sufficient time to allow the Athlete Advisory Council to comply with any changes in the allocation and number of Athlete Advisory Council Directors. Changes in the allocation and number of Athlete Advisory Council Directors shall be effective as set forth in USA-WSWS' Policies and Procedures.
 - (3) Athlete Representatives will equal at least Thirty-Three and One-Third Percent (33.3%) of the membership and total voting power of all USA-WSWS Designated Committees and Other Committees and Task Forces in accordance with and as required by USOPC Bylaws and Requirements regarding Athlete Representation (see USOPC Bylaws Section 8.5).
- c. At least one (1) independent director shall be selected by the other members of the Board, in accordance with USOPC Bylaws and Requirements and USA-WSWS' Policies and Procedures. All independent directors shall be qualified and selected as defined by and in accordance with USA-WSWS Policies and Procedures.
 - d. Directors of any Affiliates (if any) shall be appointed by the USA-WSWS Board of Directors, in accordance with the act. All Affiliated Organizational Directors shall be qualified and appointed by and in accordance with the USA-WSWS Bylaws and the Act.
 - e. Directors of any Associations (if any) may be selected from time to time upon a two-thirds vote of the Board to seat any such Director on the Board, and subject to the requirement that any such Associations continue to meet the definition of an Associations as set forth in these Bylaws and any other requirements established by the Board from time to time
 - f. USA-WSWS Honorary National Directors shall be non-voting Directors that meet one or more of the following requirements and that receive a majority vote of the Board. Honorary USA-WSWS National Directors are elected to the Board for life, and shall meet the following requirements.
 1. Chairmen of the Board for two (2) or more years;
 2. President for two (2) or more years;
 3. Vice President for three (3) or more years;
 4. Secretary or Treasurer for three (3) or more years; or
 5. Voting Director for six (6) or more years.
 - g. Sport Disciplines and the Athlete Advisory Council may elect a designated alternate(s) for each voting Director allocated, and the Board may elect a

designated alternate for the Independent Director. Alternates must meet the same qualifications required for the designated Director. Alternates may attend all Board meetings (regular or special) with no voice nor vote. In the event an elected Sport Discipline, Athlete Advisory Council or Independent Director is unable to attend a meeting, the designated alternate for the absent Director will have both voice and vote for that Director.

B. Board votes shall be allocated to voting Directors as follows:

- a. Each Board ballot shall have 100 votes maximum, with votes being weighted to ensure that the Athlete Advisory Council Directors have at least one third (1/3) of the total number of votes allocated to their Directors, and that the Independent Director shall have at least the same number of votes as one Athlete Advisory Council Director. Directors of any Affiliate shall have a one vote for each such Director. The remaining votes shall be allocated among the Sport Discipline Directors. In the event of a tie, the Chairman shall have one (1) vote to break any tie.
 - b. Sport Discipline vote allocation shall be based on the percentage of the Sport Discipline membership to the total USA-WSWS membership (excluding “no Sport Discipline preference” members) rounded to the nearest integer. Each Sport Discipline shall have a minimum of one (1) vote. Should the Sport Discipline allocation be more or less than a whole number of votes, the difference shall be resolved by a majority vote of the Sport Discipline Directors;
 - c. Athlete Advisory Council votes shall be divided equally among the Athlete Advisory Council Directors;
 - d. The vote(s) of an absent Director shall not be cast unless a duly elected alternate is in attendance, in which case the alternate shall cast the Director’s vote(s).
 - e. The allocation of votes shall take effect at the first USA-WSWS annual meeting and shall be in effect for two (2) years. Changes in the allocation of votes shall become effective at the annual meeting of the Board following the end of each two-year period.
1. Director terms shall be subject to the following provisions:
 - a. The term of each Sport Discipline Director, Independent Director, Affiliate Director (if any), and Athlete Advisory Council Director shall be no less than two (2) years, except where reallocation eliminates a Director with an unexpired term. The terms of Sport Discipline Directors and Athlete Advisory Council Directors (or Independent Director, in the event that more than one Independent Director is a member of the Board) shall be arranged

so that not more than 50% (+/- one Director) of these terms expire in one year;

- b. The term of each duly elected Director shall begin when the annual meeting of the Board is called to order and shall end immediately preceding the annual meeting of the Board nearest the end of the period provided for such term, or until a successor has been duly elected. Outgoing Directors shall attend the Annual Meeting for the purpose of ratifying mail ballots. Nothing contained herein shall preclude reelection of the same person for successive terms of office;
- c. In the event a Sport Discipline seat is vacated prior to the expiration of the regular term for such seat, such seat shall be filled with a qualified replacement from the Sport Discipline in accordance with procedures established by the Sport Discipline and shall serve for the duration of the vacated term.
- d. In the event an Athlete Advisory Council Director seat is vacated prior to the expiration of the regular term for such seat, such seat shall be filled with a qualified replacement from the Athlete Advisory Council in accordance with procedures established by the Athlete Advisory Council, and shall serve for the duration of the vacated term;
- e. In the event an Independent Director seat is vacated prior to the expiration of the regular term for such seat, such seat shall be filled with a qualified replacement in accordance USA-WSWS Policies and Procedures, and shall serve for the duration of the vacated term;
- f. If no other Affiliated Organizational Director is available to serve upon the expiration of term limit, the Affiliated Organizational Director shall serve on the Board so long as they satisfy the criteria set forth for those seats, until another Affiliated Organizational Director is identified;
- g. Compensation of Directors
No Director or board member shall receive any form of compensation for services on the board. There shall be no reimbursement of travel expenses from USA-WSWS unless specifically authorized by the Board, except that Athlete Advisory Council representatives and the Independent Director shall (upon documented request) be reimbursed per diem expenses.
- h. A Board of Director or Committee member's position on a committee may be declared vacant upon resignation, removal, incapacity, disability or death. A Board of Director or committee member may resign at any time by giving written notice to the Chair of the Board, Designated Committee, or if appointed by the Board, to the Board. Such resignation shall take effect at

the time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. Notice will be disseminated to the Chair of the Board or by the Chair of the committee

The USA-WSWS Board of Directors, each Sport Discipline Board of Directors, and the AAC shall have the authority to remove and replace a director or committee member elected or selected by them, including the Independent Director, for "cause." "Cause" shall include the failure of any such Director or any committee member to attend or participate in more than two (2) consecutive meetings that are unexcused by the Board or applicable committee during the calendar year, and/or the failure to fulfill the duties of director or committee member as generally set forth in USA-WSWS Bylaws, and Policies and Procedures, and/or the violation of in USA-WSWS Bylaws, and/or the Policies and Procedures and/or the Code of Conduct and Ethics. Any decision regarding the removal or replacement of a director or committee member shall require a two-thirds (2/3) majority vote of the USA-WSWS or Sport Discipline Board or AAC, as applicable. Notice of any such proposed action shall be provided to the responding director or committee member, and to all other members of the USA-WSWS or Sport Discipline Board or AAC (as applicable), at least fourteen (14) days prior to a vote on any such proposal. The responding director or committee member shall have an opportunity to provide a written response to any such proposal, at least seven (7) days prior to a vote on any such proposal.

2. The Board shall elect the following officers; Chairman of the Board, President, Vice President, Treasurer, and Secretary, each of whose terms of office shall be one year. Any member of the Board may nominate any other member for an office. Nominations and elections shall occur at the annual meeting of the Board in January of the year in which elections are scheduled to occur. The Chairman shall have voice and vote. Remaining Officers shall have voice but no vote unless they are a current Sport Discipline or Athlete Advisory Council Director. The elected officers shall not be officers in another USOPC-designated NGB. The election and duties of these officers shall be as set forth below:
 - a. Chairman of the Board
 - (1) The Chairman of the Board must be a current director who has served for at least one year; an Honorary National Director; or a past Director who has served at least three years.
 - (2) The Chairman shall preside at all meetings of the Board; cause to be called the regular meetings of the Board; follow up on actions taken by the Board to ensure they have been implemented; do those things

- required to assist in the smooth and efficient operation of the Board; and be a member of the Executive Committee;
- (3) The Chairman shall vacate his former seat on the Board at the time they take office and shall occupy only the seat of the Chairman. Their former seat shall be deemed vacated and shall be filled in accordance with the procedures set forth in these bylaws for filling vacancies
 - (4) The Chairman shall have one (1) vote that shall be cast only when there is a tie vote, in which case the Chairman shall cast the tie breaking, vote.
- b. President.
- (1) The President must be elected from the current voting Directors or from the Honorary National Directors
 - (2) The President shall be responsible for the general direction of the business of USA-WSWS, subject to the authority of the Board. They shall do those things required to assist in the smooth and efficient operation of USA-WSWS.
 - (3) They may call special meetings of the Board of Directors at any time at their discretion.
 - (4) They shall appoint the Chair of all Designated Committees.
 - (5) They may appoint special committees at their discretion. They shall instruct, advise, assist and oversee the progress of these committees as required for their smooth and efficient operation.
 - (6) They shall be a member of the Executive Committee.
 - (7) They are authorized to sign contracts and agreements, approved by the Board, in the name of USA-WSWS.
- c. Vice President
- (1) The Vice President shall, in the President's absence and/or inability to render and perform their duties or exercise their powers, perform the same and when so acting, shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.
 - (2) They shall be a member of the Executive Committee.
 - (3) They must be elected from the current voting Directors or from the Honorary National Directors
- d. Secretary. The Secretary is the recording officer of USA-WSWS and the nominal custodian of its records.
- e. Treasurer.
- (1) The Treasurer is the chief financial officer of USA-WSWS and shall ensure that all treasury functions of USA-WSWS are handled professionally and competently and will work with USA-WSWS staff and with the accounting firm selected by USA-WSWS toward such end. The Treasurer will present financial data at board meetings and at the annual meeting of members.

(2) The Treasurer shall be elected each year immediately following the election of the Chairman, President and Vice President.

(3) They shall be a member of the Executive Committee.

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3. The following committees shall be deemed "Designated Committees" as defined by USOPC Bylaws Section 8.5.1(d), whose make up, selection, duties and responsibilities shall be defined herein. Procedures for matters before the Designated Committees shall be maintained in the USA-WSWS Policies and Procedures Manual and updated as necessary.

Executive
Judicial
Ethics
Nominating
Bylaws
International Activities Committee

4. The following committees shall be deemed "Special Committees" which shall be other NGB Committees" as defined by USOPC Bylaws Section 8.5.1(e) whose make up, selection, duties and responsibilities shall be defined herein and in USA-WSWS Policies and Procedures Manual.

Risk Management
Waterways.
Towboat
Awards
Time and Place

5. The President, the Executive Committee, or the Board may establish Special Committees from time to time, which shall be deemed "Other NGB Committees" as defined by USOPC Bylaws Section 8.5.1(e), and subject to the above requirements regarding AAC representation.

6. The makeup and selection of the members of all Designated Committees and Special Committees and Task Forces shall conform to the requirements and provisions of the Ted Stevens Olympic and Amateur Sports Act and the USOPC Bylaws, including all applicable Athlete Representation Requirements as may be in effect from time to time.

The Executive Committee shall be empowered to act upon all matters requiring Board attention between regular meetings of the full Board, and which cannot be deferred until the next meeting of the full Board. The Executive Committee shall have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), and during such times the Executive Committee shall possess the same powers, authority and responsibilities as the Board. The Executive Committee shall discharge its' responsibilities in accordance with the following provisions:

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- a. The Executive Committee shall consist of seven (7) voting members, including the Chairman of the Board; President; Vice President, Treasurer; and three (3) athletes meeting the qualifications set forth in the USOPC Bylaws and Requirements regarding Athlete Representation (see USOPC Bylaws Section 8.5)) selected by the Athlete Advisory Council. The President shall chair the committee. The Executive Director and the immediate past President shall be non-voting ex-officio members of the committee and may participate in all meetings.
 - b. Actions taken by the Executive Committee, on behalf of the Board, must be ratified by the Board at its' next meeting, and if not so ratified, must be revoked and reversed to the extent reasonably possible.
 - c. USA-WSWS shall have an Executive Director who shall be appointed by and serve at the pleasure of the Board, and who shall be responsible for the management and operation of USA-WSWS in accordance with the general policy directives of the Board as outlined in USA-WSWS Policies and Procedures.
 - d. USA-WSWS shall have one Sport Discipline for each discipline under its jurisdiction. Each Sport Discipline shall be permanent so long as its respective discipline remains subject to the jurisdiction of USA-WSWS and meets the requirements set forth in these Bylaws.

Each Sport Discipline's Board of Directors shall consist of members of the relevant discipline, Directors (except for Athlete Advisory Council Directors) shall be elected by popular vote of the members of the Sport Discipline, unless specifically provided to the contrary in Sport Discipline Bylaws. Each Sport Discipline Board shall include among its' members the following representatives:

- a. Athlete Representatives from the Sport Discipline shall be selected by the Athlete Advisory Council, such that not less than one-third of the membership and voting power of the Sport Discipline Board is held by such Athlete Representatives. All such Athlete Representatives shall be qualified in accordance with and as required by USOPC Bylaws and Requirements regarding Athlete Representation (see USOPC Bylaws Section 8.5).
 - b. The Executive Director of USA-WSWS, or his designated representative(s), in a non-voting ex-officio capacity.
7. Subject to approval by the Board, a Sport Discipline may organize itself by geographic subdivision, and may provide that some or all seats on the Sport Discipline Board shall be filled by members representing certain geographic subdivisions within the discipline. The geographic subdivision structure shall

not be established arbitrarily or in such a way as to excessively concentrate representation or authority in any particular geographic subdivision.

8. Subject to approval by the Board, each Sport Discipline shall determine the type, number, term and procedures for electing its officers.
 9. Subject to any restrictions stated expressly in, or necessarily implied by these bylaws, and subject to approval by the Board, each Sport Discipline shall be entitled to establish its² own bylaws and operational policies and procedures enabling it to conduct its² affairs in any manner approved by a majority of its' members.
 10. Sport Disciplines shall select their USA-WSWS Board representative(s) prior to the commencement of the USA-WSWS meeting at which the USA-WSWS Board is scheduled to elect its' officers.
- e. Judicial Committee. The Judicial Committee shall be appointed by the Board. The Board shall establish policies and procedures for the operation of the Judicial Committee consistent with these Bylaws. The membership of the Judicial Committee shall consist of five (5) voting members, including two (2) athletes meeting USOPC Bylaws and Requirements regarding Athlete Representation (see USOPC Bylaws Section 8.5) selected by the AAC.
 - f. Ethics Committee: The membership of the Ethics Committee shall consist of thirteen (13) voting members (one (1) member from each Sport Discipline as selected by the Sports Discipline Presidents and approved by the President of USA-WSWS), plus four (4) Athlete Representatives selected by the AAC. The Chair shall be appointed by the President. The membership of the Committee may be reduced in the event a Sports Discipline declines or fails to nominate a representative to the committee, but in all cases the AAC representation on the Committee shall comply with all USOPC Bylaws and Requirements regarding Athlete Representation.
 - g. Nominating Committee: The membership of the Nominating Committee shall consist of thirteen (13) voting members (one (1) member from each Sport Discipline as selected by the Sports Discipline Presidents and approved by the President of USA-WSWS), plus four (4) Athlete Representatives selected by the AAC. The Chair shall be appointed by the President. The membership of the Committee may be reduced in the event a Sports Discipline declines or fails to nominate a representative to the committee, but in all cases the AAC representation on the Committee shall comply with all USOPC Bylaws and Requirements regarding Athlete Representation.
 - h. Bylaws Committee: The membership of the Bylaws Committee shall consist of thirteen (13) voting members (one (1) member from each Sport Discipline as

selected by the Sports Discipline Presidents and approved by the President of USA-WSWS), plus four (4) Athlete Representatives selected by the AAC. The Chair shall be appointed by the President. The membership of the Committee may be reduced in the event a Sports Discipline declines or fails to nominate a representative to the committee, but in all cases the AAC representation on the Committee shall comply with all USOPC Bylaws and Requirements regarding Athlete Representation.

- i: International Activities Committee: The membership of the International Activities Committee shall consist of thirteen (13) voting members (one (1) member from each Sport Discipline as selected by the Sports Discipline Presidents and approved by the President of USA-WSWS), plus four (4) Athlete Representatives selected by the AAC. The Chair shall be appointed by the President. The membership of the Committee may be reduced in the event a Sports Discipline declines or fails to nominate a representative to the committee, but in all cases the AAC representation on the Committee shall comply with all USOPC Bylaws and Requirements regarding Athlete Representation.

- j. Attendance Requirements
Committee members are expected to participate in all regularly scheduled committee meetings, unless otherwise approved by the Chair of the committee. Each Committee will hold at least one (1) meeting a year, via teleconference, electronic communication, internet conference, or other means, as directed by the Chair of the committee.

- k. Term
The term of all Designated Committees is one year and starts with adjournment of the Annual January Board meeting. The chair of each committee will be appointed by the President of the Board in accordance with the USA-WSWS Bylaws and USA-WSWS Policies & Procedures.

- l. Removal
A committee member's position on a committee may be declared vacant upon the committee member's resignation, removal, incapacity, disability, or death. A committee member may resign at any time by giving written notice to the Chair of the Designated Committee, or if appointed by the Board, to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notice will be disseminated to the committee by the Chair of the committee.

m. Compensation of Committees

No Chair or committee member shall receive any form of compensation for services on the committee. There shall be no reimbursement of travel expenses from USA-WSWS unless specifically authorized by the Board, except that Athlete Advisory Council representatives and the Independent Director shall (upon documented request) be reimbursed per diem expenses.

n. Conflicts of Interests

All committee members are required to comply with the Conflicts of Interest statement in the USA-WSWS Bylaws and the Code of Conduct and Ethics Policy which requires disclosures of actual, perceived, and potential conflicts ("conflicts"). Conflicts must immediately be disclosed to the Ethics Committee for review should one appear during the term of the committee member.

ARTICLE VII MEETINGS

1. The Board shall meet as a body at least once each fiscal year, in accordance with the following provisions:

1. An annual meeting of the Board shall generally be held in the month of January at a time and place to be designated by the Chairman of the Board.
2. Notice of each meeting shall be given at least sixty (60) days prior to the meeting.
3. Special meetings of the Board may be called by the Chairman, the President, or by seven (7) directors by written request to the Chairman. Time, place, reason, and agenda for special meetings will be communicated to all officers and directors with a minimum of thirty (30) days' notice, unless an emergency requires less notice. In the event of failure by the Chairman to call a special meeting of the Board within ten (10) days of written request by seven (7) directors, as described above, then the President is empowered and required to call such a meeting in the same manner as the Chairman. Special meetings may be conducted and attended either in person or via teleconference.
4. Any action required or permitted to be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken shall be approved by the directors or the members of the committee and filed with the Chairman.
5. The rules contained in the current edition of Robert's Rules of Order, most current edition, shall govern USA-WSWS in all cases to which they are applicable and in which case they are not inconsistent with these bylaws. In the event of any ambiguity or deficiency in these bylaws, the Board shall adopt an interpretation of the provision at issue by majority vote.

B. The Chairman shall arrange for the taking of minutes at all meetings of the Board and will certify that they represent an accurate meeting and record of all matters coming before or acted upon by the Board, including when a director abstains due

to a conflict of interest or for any other reason on a matter before the Board. The minutes shall specifically include a compilation of all Roll Call votes taken at any meeting, including each Director's vote ("yes," "no," or "abstain") taken on all such issues. Minutes of all meetings will be distributed to all directors and made available upon request to any member within thirty (30) days of each meeting. Meeting minutes shall be publicly available for at least the three most recent years, and shall be posted and available at least quarterly (in the event a Board meeting is held during any quarter).

- C. At any meeting of the Board, a quorum shall consist of 51% of the voting Directors and 51 votes. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or committee members if any action taken is approved by a number which would constitute at least a majority of the required quorum; provided that the following actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of annual budgets; and (iii) such other issues as may be designated elsewhere in these bylaws as requiring a certain number of votes or attendees.
- C. Sport Discipline Boards shall meet at least one (1) time during each fiscal year, and all shall be governed by procedures adopted by the Sport Discipline which do not conflict with these bylaws.

ARTICLE VIII CONFLICT OF INTEREST AND ETHICAL PRACTICE

- A. The Board shall adopt a written Code of Conduct and Ethics for USA-WSWS which shall include the requirement that each officer and member of the Board and the members of each Sport Discipline Board, as well as senior staff members, annually agree in writing to abide by such code. The code may be amended from time to time by the Board as it may deem advisable.
- B. Any officer of USA-WSWS, or member of the Board, or of any Sport Discipline, who has a financial interest in any contract or transaction involving USA-WSWS shall have no vote with respect to approval of such contract or transaction.
- C. The Code of Conduct and Ethics shall be administered by the Ethics Committee (except that any proceedings alleging a violation thereof shall be heard by the Judicial Committee), and the Judicial Committee shall review the Ethics Chair's Code of Conduct and Ethics form on an annual basis.

ARTICLE IX COMPLAINT AND APPEAL PROCEDURES

- A. The following types of complaints and appeals (Claims) may be filed with USA-WSWS:

1. Complaints under USA-WSWS' SafeSport Policy;
 2. Complaints alleging:
 - a. a violation of (i) any USA-WSWS' Policies and Procedures, or any other duly adopted rule or regulation, including but not limited to USA-WSWS' Code of Conduct and Ethics, (ii) any provision of the USA-WSWS' Bylaws, (iii) any applicable provisions of the USOPC Bylaws; or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA-WSWS' recognition as a National Governing Body, but specifically excluding Complaints over which a USA-WSWS Sport Discipline has exclusive jurisdiction pursuant to the Sport Discipline's Bylaws;
 - b. that any athlete, coach, trainer, manager, administrator, or official, has allegedly been denied, or threatened with the denial, with that individual's opportunity to compete or participate in a USA-WSWS sanctioned competition or as a member of a USA-WSWS team.
 3. Complaints under this sub-section may only be filed by persons who are directly affected by the action complained of, or their designated representative.
 4. A Claim of Appeal from decisions reserved to a USA-WSWS Sport Discipline. Appeals under this sub-section may only be filed by persons who are directly affected by the action complained of, or their designated representative.
 5. In all proceedings before the Judicial Committee, the parties-in-interest shall have the right to be represented by an attorney (who may serve as the party's designated representative in connection with the filing of a Complaint or Claim of Appeal).
- B. Jurisdiction for claims arising under USA- WSWS' SafeSport Policy shall be as follows:
- a. The U.S. Center for SafeSport shall have the exclusive jurisdiction over sexual issues arising under USA-WSWS' SafeSport Policy;
 - b. The U.S. Center for SafeSport and the USA-WSWS Judicial Committee shall have concurrent jurisdiction over all other issues arising under USA-WSWS' SafeSport Policy, except that the Judicial Committee's jurisdiction as to any such issue shall be secondary to (and the Judicial Committee shall defer to) any exercise of jurisdiction by the U.S. Center for SafeSport.
 - c. The Judicial Committee shall have jurisdiction over all other claims. The Board shall adopt policies and procedures implementing the provision of this Article IX (see Appendix I), which shall (i) provide procedures for the prompt and equitable resolution of Complaints and Appeals, (ii) include

- provisions for the early disposition of Complaints and Appeals, such as by motion to dismiss or otherwise, (iii) provide for fair notice and an opportunity for a hearing to the parties (including athletes, coaches, trainers, managers, administrators and officials before declaring them ineligible to participate and/or before suspending a member on a provisional or permanent basis).
- B. All Complaints or Claims of Appeal shall be subject to the following filing fees, which shall be paid to USA-WSWS at the time of the initial filing:
- a. Complaints under USA-WSWS SafeSport Policy: No filing fee shall be required.
 - b. All other Complaints and Claims of Appeal shall be subject to a \$250 filing fee, except that (i) USA-WSWS and its Sport Disciplines shall not be required to pay a filing fee; and (ii) all other complainants or appellants may request that the filing fee be reduced or waived for reasons of significant financial hardship or other circumstances justifying such a waiver, with the Judicial Committee determining whether or not to reduce or waive the filing fee.
- C. Any party may appeal a decision of the Judicial Committee's Hearing Panel to the American Arbitration Association, with the appealing party being responsible for the payment of all filing fees and costs for those proceedings. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew, or may by agreement of the parties render a binding decision based on a more limited review. Any party to a Claim may appeal the decision of the Hearing Panel pursuant to this provision. The arbitrator may give whatever weight or authority to the Hearing Panel's decision as the arbitrator deems appropriate.
- D. The final decision rendered as to any Claim, or through the USOPC Code of Conduct or Section 9 Procedures and/or by the USOPC/American Arbitration Association on a Complaint, Claim or Appeal or other Disciplinary Action involving a member is a binding decision, and shall apply to his/her membership in all of the Sport Disciplines of USA-WSWS.

ARTICLE X INDEMNIFICATION

- A. The members of the Board, as a board and individually and the members of each permanent Designated Committee, as a committee and individually, are specifically held harmless by USA-WSWS and its membership for all actions taken in good faith on behalf of USA-WSWS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case 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.

- B. USA-WSWS hereby indemnifies its² officers, board members and Sport Discipline members, individually and in their official capacities, for any liability incurred as a result of their positions in the organization or actions taken on behalf of the organization, with the following inclusions and limitations:
1. The amount of liability for which indemnification is provided includes any amounts reasonably spent in defense of or in settling any action or proceeding, whether actual or reasonably believed to be threatened, against the officer or director.
 2. The actions and proceedings to which this section applies include civil or criminal actions. However, in the case of criminal action, indemnification is limited to the amount reasonably necessary to defend against the action or proceeding and to pay any fines that may be levied against the officer or director.
 3. No indemnification will be provided where an officer, director, Sport Discipline member or other member is adjudicated to be liable and a central reason for this finding is that he acted in bad faith. No indemnification will be provided where he is found to have personally and substantially benefited from his actions and these actions in any way injured USA-WSWS or placed it at risk. Where the officer, director or member has not been adjudicated to be in bad faith and where his actions did not injure or threaten to injure USA-WSWS, no indemnification will be provided to the extent that the officer or director personally profited as a result of his actions.
 4. No indemnification will be provided to an officer, director or member where the liability was the result of an action initiated by that person and where the initiation of the action was unauthorized by the Board or these bylaws.

ARTICLE XI AMENDMENTS

- A. Amendments to these bylaws may be proposed by either (i) three members of the Board; or (ii) written petition of a majority of the Board members of a Sport Discipline or the Athletes Advisory Council; or (iii) written petition signed by at least one and one-half percent (1 ½%) of the voting members of USA-WSWS in good standing.
- B. Proposed amendments shall be presented to USA-WSWS national office, in writing, at least sixty (60) days before a scheduled Board meeting. Proposed amendments shall be voted upon by the Board only at scheduled Board meetings.
- C. Unless withdrawn, proposed amendments which have been prepared less than sixty (60) days and circulated less than thirty (30) days in advance of meetings, at which such matters would otherwise be considered, shall automatically be placed

on the agenda for action at the next meeting of the Board, which is at least thirty (30) days after the date of mailing of such proposed amendment.

- D. Amendments to these bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the full Board.
- E. Any amendment of these bylaws shall become effective sixty (60) days from the date of adoption by the Board as set forth above unless a referendum is called on the amendment, in which case the amendment shall take effect only upon approval by the general membership of USA-WSWS.
 - 1. Members in good standing and eligible to vote under provisions of Article V of these bylaws, may call a referendum on any amendment to these bylaws which has been adopted by the Board as set forth above, by filing a petition calling for such a referendum signed by five percent (5%) of the members in good standing of USA-WSWS, as reflected on the membership rolls as of the end of the most recent membership year. The petition shall include all information required to accompany a proposed amendment. Failure to obtain signatures from five percent (5%) of the members in good standing shall render the referendum null and void, and the amendment shall take effect as though there had been no attempt to call a referendum.
 - 2. Within sixty (60) days of an effective referendum call, USA-WSWS shall mail to all members in good standing a ballot which shall include all information required to accompany a proposed amendment under Section C of this Article along with a statement by the Board describing its' reasons for supporting the amendment, and a similar statement by the members responsible for the petition describing their reasons for opposing the amendment. The ballot shall provide space for members to approve or disapprove the amendment adopted by the Board and shall state that it must be received by USA-WSWS within thirty (30) days of the date of mailing by USA-WSWS to be considered.
 - 3. The vote of a majority of those members returning ballots to USA-WSWS national offices within thirty (30) days of the date such ballots were mailed by USA-WSWS shall carry the decision. Upon approval by a majority of those members returning ballots, the amendment shall become effective immediately. Upon disapproval by a majority of those members returning ballots, the Board's adoption of the same shall be nullified and the proposed amendment shall be defeated.

ARTICLE XII DISSOLUTION

USA-WSWS may dissolve only by an affirmative vote of USA-WSWS Board and the Sport Discipline Boards in the manner and proportions described below. Each member of the Board and each Sport Discipline shall be given notice of a special

meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three-quarters (3/4) of all then current directors must approve the proposed dissolution. Within ninety (90) days following Board approval of the dissolution, two-thirds (2/3) of all Sport Discipline Boards either voting by mail or in person at the called meeting, must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of USA-WSWS shall devolve upon the Board. No part of the assets, income, or net earnings of USA-WSWS shall inure to the benefit of any USA-WSWS members or directors or other individual.

ARTICLE XIII SAVINGS CLAUSE

Failure of literal or complete compliance with any provision of the Articles of Incorporation, Bylaws, or Policies and Procedures, in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Board at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

These Bylaws supersede all previous Bylaws of USA Water Ski & Wake Sports.

As amended October 26, 2021

ATTEST:

**/s/ Bob Archambeau
President of USA Water Ski & Wake Sports**