# AMERICAN WATER SKI ASSOCIATION BYLAWS

**APPROVED BY**
**BOARD OF DIRECTORS**

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# BYLAWS OF THE AMERICAN WATER SKI ASSOCIATION
# A SPORT DISCIPLINE OF USA WATER SKI & WAKE SPORTS, INC

## ARTICLE I - NAME

The name of the organization shall be "AMERICAN WATER SKI ASSOCIATION," the abbreviation of which shall be "AWSA". 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.

## ARTICLE II - PURPOSES

The purpose of this organization shall be to organize, promote, and govern traditional/3-event water skiing in the United States and to help organize and promote same throughout the world as a Sport Discipline of USA-WSWS.

## ARTICLE III - MEMBERSHIP AND VOTING PRIVILEGES

A Membership in AWSA shall be open to any individual member of USA-WSWS, without discrimination on the basis of **gender,** race, color, religion, national origin, age, or sex; subject only to payment of dues as the USA-WSWS and AWSA Boards of Directors may prescribe from time to time.

1 Privileges of this membership will be exercised in the Region of the individual's legal residence as determined by USA-WSWS membership files.

2 For purposes of these Bylaws, "Full Members" are USA-WSWS members that have designated AWSA their primary Sport Discipline;

3 Special 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 privileges, as it may establish from time to time. Rights and privileges granted to Special Member Classes shall be detailed in the AWSA Policy and Procedures.

4 In no case shall the membership or athlete participation eligibility requirements of AWSA be more restrictive than those of USA-WSWS or the International Waterski and Wakeboard Federation (IWWF).

B Voting privileges shall be open to full members in good standing that are 18 years of age or older.

## ARTICLE IV - REGIONAL ORGANIZATION

A The United States shall be divided into five 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 Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin.

3 **SOUTHERN REGION:** The states of Alabama, Florida, Georgia, Kentucky, North Carolina, South Carolina, and Tennessee.

4 **SOUTH CENTRAL REGION:** The states of Arkansas, Louisiana, Mississippi, Oklahoma, and Texas

5 **WESTERN REGION:** The states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.

B Any state, territory, or possession of the United States may be included in one of said Regions or transferred from one Region to another Region by a two-thirds vote of the Board of Directors.

C Each Region shall adopt and may amend its own Regional Bylaws.

1 Provisions of Regional Bylaws, or actions taken thereunder, shall not be in conflict with the Bylaws of AWSA, the Bylaws of USA-WSWS, or any authorized rules made or actions taken thereunder. Wherever such conflict exists, the conflicting Regional Bylaws, or action taken thereunder, shall automatically be suspended in application and supplanted by the applicable Bylaws of AWSA, the

Bylaws of USA-WSWS, or by the rules made or action taken thereunder by the Board. The Board determination as to the existence of a conflict shall be conclusive.

2 Regional Bylaws and revisions thereto, must be approved by the Board and require two-thirds (2/3) affirmative vote.
   (a) Regional Bylaws and amendments thereto, approved by the Regional Board shall be submitted to the AWSA Bylaws Committee.
   (b) The Bylaws committee shall review and upon 2/3 affirmative vote forward the Regional Bylaws or amendments to the Board for approval.
   (c) With Board approval, the Region is authorized to implement the Bylaws or revisions according to the procedures in the Regions' Bylaws.

## ARTICLE V - BOARD OF DIRECTORS

**A** The Board of Directors (herein referred to as the "Board") shall have full power and authority over the affairs of AWSA except as limited in these Bylaws.

**B** The Board shall consist of Directors from the following groups: Regional Directors, Athlete Advisory Council Directors, AWSA Honorary National Directors and Affiliated Organization Directors. Each Director must be an AWSA "full member" in good standing. The term of each duly elected Director shall begin when the Annual Meeting of the Board of Directors 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. Nothing contained herein shall preclude re-election of the same person for successive terms of office.

1 Regional Directors are voting Directors elected by the AWSA members of each Region under such rules and regulations and upon such terms and conditions (with respect to qualifications, election procedures, and related matters) as the Board may, by a two-thirds vote, prescribe from time to time.

   (a) Each Region shall adopt election procedures not in conflict with Board rules and regulations, provided that the right of a voting member to vote for an AWSA Director shall not be restricted by requiring attendance at Regional meetings or the payment of any fees other than USA-WSWS and AWSA dues.
   (b) Four Directors shall be elected from each Region. Each Region shall elect one of its Directors for a term of one year, during which time this person shall, in addition to being a Director, serve as the executive head of the Region, and shall hold the title Executive Vice President. The other three Directors from each Region shall each serve a term of three years, so arranged that the term of one said Director shall expire each year.
   (c) Each Region may elect a designated Alternate for each voting Director. Alternates must meet the same qualifications required for the designated Director. Alternates may attend all Board meetings with no voice nor vote. In the event an elected Director is unable to attend any meeting of the Board, the designated alternate for the absent director shall have both voice and vote for that Director.
   (d) The vote(s) of an absent Regional 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) Members wishing to run for Executive Vice President or Director must do so in the Region of their legal domicile.

2 Athlete Advisory Council Directors are voting Directors elected by the Athlete Advisory Council (AAC). The AAC shall determine how to elect its Directors allocated to the Board.

   (a) AAC Directors must be AWSA "full" members and "elite athletes" as defined in AWSA Policies and Procedures.
   (b) AAC Directors shall be allocated sufficient voting directors so that not less than **33 1/3%** of the membership and voting power of the Board consists of AAC Directors.
   (c) The AAC may elect a designated Alternate for each voting Director. Alternates must meet the same qualifications required for the designated Director. Alternates may attend all Board meetings with no voice nor vote. In the event an elected Director is unable to attend any meeting of the Board, the designated alternate for the absent director shall have both voice and vote for that Director.
   (d) The vote(s) of an absent AAC Director shall not be cast unless a designated alternate is in attendance, in which case the alternate shall cast the Director's vote(s).

3 AWSA Honorary National Directors are non-voting Directors who accumulate 6 points by serving on the AWSA 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. AWSA Honorary National Directors are elected to this position for life.

| | | |
|---|---|---|
| a) | President or Chairman of the Board | 3 points for each one year term |
| b) | Vice President, Treasurer or Secretary | 2 points for each one year term |
| c) | Voting Director | 3 points for each three year term |
| d) | Regional Executive Vice President | 2 points for each one year term |

4 Affiliated Organization Directors are non-voting Directors elected or appointed by an Affiliated Organization. Affiliated Organizations must receive a two-thirds vote of the Board to seat a Director on the Board. The Board shall determine the number and term of Directors allocated to each Affiliated Organization.

**ARTICLE VI - OFFICERS:**

A AWSA Officers shall be: Chairman of the Board; President; Vice President; Secretary; and Treasurer.

B Officers shall be "full" members of AWSA, in good standing. The Chairman of the Board and the President must be current Directors who have served for at least one year; past Directors who have served at least three years; or Honorary National Directors.

C Officers shall be elected by the Board at its Annual Meeting and the term of each duly elected Officer shall begin when he is elected and shall be for a period of one year or until a successor has been duly elected.

D Officers shall be allowed voice only unless they are a current voting Director.

E Officers of the AWSA may not also be Officers of another amateur sport's national governing body, except USA-WSWS.

**ARTICLE VII - DUTIES OF OFFICERS:**

A CHAIRMAN OF THE BOARD: The Chairman of the Board shall preside at all meetings of the Board of Directors. He shall cause to be called all regular meetings of the Board of Directors in accordance with these Bylaws. He may call special meetings of the Board of Directors at any time at his discretion. He may call for a vote of the Board by mail ballot at his discretion. He may appoint special Board committees at his discretion, provided they do not conflict with standing committees or special committees previously appointed by the President. He shall follow up on actions taken by the Board to determine that they have been implemented and notify the Board of any failure to implement. He shall be a member of the Executive Committee. He shall do those things required to assist in the smooth and efficient operation of the Board of Directors of AWSA.

B PRESIDENT: The President shall have general direction of the business of AWSA, subject to the authority of the Board. He shall preside at all national meetings of the membership. He shall present or have presented at each Annual Meeting of Members a report of the condition of AWSA and the status of its business affairs. He may call special meetings of the Board of Directors at any time at his discretion. He shall appoint all standing committees, subject to Article IX of these Bylaws. He may appoint special committees at his discretion. He shall instruct, advise, assist, and oversee the progress of these committees as required for their smooth and efficient operation. He shall be a member of and chair the Executive Committee. He is authorized to sign contracts and agreements approved by the Board in the name of AWSA. He shall do those things required to assist in the smooth and efficient operation of AWSA.

C VICE PRESIDENT: During the absence and/or inability of the President to render and perform his duties or exercise his powers, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President. He shall be a member of the Executive Committee.

D SECRETARY: The Secretary is the recording Officer of AWSA and the nominal custodian of its records.

E TREASURER: The Treasurer is the chief financial officer of AWSA and shall be responsible for the control of AWSA funds and the maintenance of appropriate records. The Treasurer shall be a member of the Executive Committee. The Treasurer may be the same person as the one who occupies the office of Secretary.

## ARTICLE VIII USA-WATER SKI & WAKE SPORTS REPRESENTATION

A As a Sport Discipline of USA-WSWS, AWSA is guaranteed representation and voting power on the USA-WSWS Board as defined in USA-WSWS Bylaws Article VI Section A2(a).

1) Should the allocated number of USA-WSWS Directors be equal to the number of Regions, these seats shall be allocated one (1) to each Region.
2) Should the allocated number of USA-WSWS Directors be less than the number of Regions, the Board shall elect the allocated number of Director(s) from the Regional delegates at the summer meeting of the Board.
3) Should the allocated number of USA-WSWS Directors be greater than the number of Regions, seats shall be allocated one (1) to each Region and additional seats shall be delegated to the Region(s) with the greatest percentage of full AWSA members.
4) Regions may elect a designated Alternate for each USA-WSWS Director allocated. Alternates may attend Board meetings with no voice and no vote. In the event an elected Director is unable to attend any meeting of the Board; the designated alternate shall have both voice and vote for that Director. Any unseated Regional Director(s) shall be designated the alternate for one of the seated Regions, as determined by the Board

B Qualifications for USA-WSWS Directors representing AWSA and their alternates shall be the same as that for the position of Regional Director. The Regions may establish additional qualifications and shall determine election procedures for their USA-WSWS Director delegate(s) and alternate(s).

## ARTICLE IX COMMITTEES

A Subject to the approval of the Board, the President may appoint the following ~~standing~~ **Designated** Committees composed of "full" members of AWSA in good standing. ~~Standing~~ **Designated** committees shall have representation from each Region and from the AAC.

Executive
Boat Drivers Rating & Classification
Bylaws
International Activities
Judges and Scorers Qualification & Classification
Nominating
Rules
Safety
Seeding
Skiers Qualification
Technical
Towboat

B ~~Standing~~ **Designated** Committees may be added or deleted by 2/3 vote of the Board from time to time.

C The Executive Committee shall consist of the Chairman of the Board, the President, the Vice President, the Treasurer, up to five at large members appointed by the President, and sufficient AAC "elite" athletes" to constitute **33 1/3%** membership and voting power. A majority of the Executive Committee shall be voting members of the Board. This committee shall have representation from each Region. The Executive Director (or his delegate) and the immediate past President, shall be non-voting ex-officio members.

D ~~Standing~~ **Designated** Committees shall include **33 1/3%** "elite" athlete" membership and voting power.

E Committees required having equal representation from each Region and which are also required to have athlete representation shall not count these athletes in determining equal Regional representation.

F Special committees appointed by the Chairman or President are not required to have equal representation from each Region.

G The duties of the ~~standing~~ **Designated** committees, including the Executive Committee shall be as determined by the Board of Directors from time to time and detailed in the AWSA Policies and Procedures. The officer appointing the committee shall determine the duties of special committees.

H Subject to approval of the Board, the President shall nominate AWSA representatives to USA-WSWS committees in accordance with AWSA Policies and Procedures, Article 11.

## ARTICLE X - MEETINGS

**A** The Board shall meet as a body at least two (2) times during each fiscal year, in accordance with the following provisions:

1 The annual meeting shall begin on the day before the beginning of the National Tournament.

2 The annual meeting shall be attended by both incoming and outgoing Directors. Outgoing Directors will attend for the purpose of insuring their votes were recorded correctly on previous mail ballots and may remain with a voice but no vote for the balance of the meeting.

3 The first order of business on the agenda, after call to order, roll call, announcement of a quorum, and approval of minutes, shall be to take action on mail ballots not previously acted on at a Board meeting. The balance of the agenda shall be as determined by the Chairman and approved by the Board.

4 All regular meeting dates will be established at the prior Board meeting with notice of each meeting to be given at least sixty (60) days prior to each meeting.

5 At all meetings of the Board, a quorum shall consist of 51% of the voting Directors (or their seated designated alternates). A meeting at which a quorum is initially present may continue to transact business not withstanding the withdrawal of Directors, so long as a number that constitutes a majority of the required quorum approves any action.

6 When approved by the Board, a Director(s) shall be allowed to participate in a Board meeting via teleconferencing.

B Special meetings of the Board may be called by the Chairman of the Board or the President. When requested by a quorum of the voting Directors, the Chairman of the Board must call a meeting within sixty (60) days. Directors, or their elected alternate, must be present in person or via teleconferencing, to vote. Unless waived in writing by all Directors, thirty (30) days notice of the time, place, and purpose of all special Board meetings must be given to each Officer and Director.

C The Annual National Meeting of Members of the AWSA shall occur during the week of the National Tournament on the day and at the time determined by the Board and published in an official USA-WSWS membership publication at least thirty (30) days in advance of the meeting. The place of said meeting shall be in the vicinity of the tournament. In the event a National Tournament is not scheduled for any one year, the time and place for the meeting shall be set by the Board.

1 Members entitled to vote and who are present at the annual meeting shall constitute a quorum, provided a majority of Regions are represented, and an affirmative vote of the majority of those Members shall be the act of the Membership unless otherwise provided by law.

2 Each individual voting member shall be entitled to vote in person on all matters submitted. A family membership shall carry the privilege of two votes, provided there are two voting members in the family present to cast the votes.

3 The order of business at the Annual Membership Meeting shall be:
Call to order
Roll call of members present
Minutes of prior meeting
Report of the Treasurer
Report of the President
Comments and suggestions from members

Any action contemplated by these Bylaws

## ARTICLE XI - CONFLICT OF INTEREST AND ETHICAL PRACTICE

A. The 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.

B. AWSA, an affiliated Sport Discipline of USA-WSWS, will not tolerate any form of harassment, unlawful discrimination, abuse or misconduct and will uphold a zero tolerance policy, consistent with the United States Olympic & Paralympic Committee (USOPC) SafeSport initiative. The USA Water Ski & Wake Sports SafeSport Program Handbook is an appendix to the USA Water Ski & Wake Sports Policies and Procedures Manual.

C. The Board may adopt additional standards and practices relevant to AWSA. These standards and practices may be amended from time to time by the Board as it may deem advisable.

## ARTICLE XII - SUSPENSION OR EXPULSION

A A member may be suspended for Unsportsmanlike conduct; any willful violation of AWSA, 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 AWSA, USA-WSWS, IWWF and/or USOPC.

B Suspension or Expulsion may be appealed and/or a complaint filed to the AWSA per ARTICLE XIII and it shall be sent directly to the USA-WSWS Judicial Committee and resolved in accordance with USA-WSWS Bylaws Article IX.

## ARTICLE XIII – COMPLAINTS

The American Water Ski Association/AWSA hereby adopts the following Policies and Procedures for all proceedings under the American Water Ski Association Bylaws Article XIII (Complaint Procedures).

1. **Complaints**.

The American Water Ski Association/AWSA shall have exclusive jurisdiction over complaints relating to the following:

The application or interpretation of any of American Water Ski Association rules of competition including administrative rules relating thereto.

**The following complaints shall be sent to the USA-WSWS Judicial Committee relating to the following for resolution;**

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 American Water Ski Association 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 AWSA President, with a copy to all members of the American Water Ski Association 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 AWSA 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 American Water Ski Association 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 Compliant. If the Hearing Panel determines that any individual(s) not listed as either as 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 American Water Ski Association Board of Directors.

**3. <u>Administration</u>.**

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 American Water Ski Association 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. <u>Appeals</u>.**

Any appeal from a decision of the American Water Ski Association 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 American Water Ski Association Board of Directors shall by through the appeals arbitration process established and maintained by the United States Olympic & Paralympic 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 XIV – INDEMNIFICATION

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

D. USA-WSWS hereby indemnifies its Officers, Board members and AWSA 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 XV - AMENDMENTS

A. Amendments to these Bylaws may be proposed by either (i) any three members of the Board; or (ii) written petition of a majority of the Board members of a Regional Council Board 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 AWSA in good standing.

B. Proposed amendments shall be presented to the AWSA Bylaws Committee, 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. The Board shall designate, in its policies and procedures, how proposed amendments shall be presented.

D. Unless withdrawn, proposed amendments which have been submitted 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.

E Amendments to these bylaws may be adopted after:
1 Approval by the Board with a two-thirds (2/3) affirmative vote, and
2 Approval by the USA-WSWS Board.

F Amendments shall be communicated to the membership sixty (60) days prior to their effective date and shall become effective on that date 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 as follows:

1. Members in good standing who are eligible to vote 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 AWSA as reflected on the membership rolls as of the end of the most recent membership year. 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 AWSA within thirty (30) days of the date of mailing by AWSA to be considered.

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

AWSA may dissolve only by an affirmative vote of the AWSA Board and the Regional Council Boards in the manner and proportions described below. Each member of the Board and each Regional Council 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 Council 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 AWSA shall devolve upon the Board. No part of the assets, income, or net earnings of AWSA shall inure to the benefit of any AWSA members or Directors or any other individual.

## ARTICLE XVII - SAVINGS CLAUSE

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

## ARTICLE XVIII - FISCAL YEAR

The fiscal year shall be the calendar year.

## ARTICLE XIX - POLICIES AND PROCEDURES

Policies and Procedures shall be established and amended by a 2/3 vote of the Board, and when applicable, shall direct Board actions. These Policies and Procedures shall not be in conflict with these Bylaws or the USA-WSWS Bylaws and/or USA-WSWS Policies and Procedures.

## ARTICLE XX - PARLIAMENTARY AUTHORITY

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

These Bylaws supersede all previous Bylaws of the American Water Ski Association.

**As ~~approved~~ PROPOSED: November 23, 2021**