

## **BY-LAWS**

# **AMERICAN WATER SKI ASSOCIATION, EASTERN REGION**

## **A SPORT DISCIPLINE OF U.S.A. WATER SKI AND WAKE SPORTS, INC**

### **BY-LAWS**

Dated approved by Council = May 19, 2018

### **ARTICLE I NAME**

#### **Section 1**

The name of this organization shall be the Eastern Region of the American Water Ski Association, the abbreviation of which is AWSA ER, as defined in the Bylaws of the American Water Ski Association Article IV, A.3, as approved August 10, 1998, a Sport Discipline of USA Water Ski & Wake Sports, (USA-WSWS) which is the national governing body of water skiing in the United States.

### **ARTICLE II PURPOSE**

**The purpose of this organization shall be:**

#### **Section 1**

To carry out within the Region the purposes, policies, and directives of AWSA and USA-WSWS, as expressed in its constitution, rules and bylaws.

#### **Section 2**

To promote better coordination and understanding between skiers, clubs, and associations.

#### **Section 3**

To promote membership in the Region, AWSA and USA-WSWS of individuals, clubs and associations.

#### **Section 4**

To effectively promote and coordinate AWSA tournaments and other organized AWSA ER skiing activities in the Region.

#### **Section 5**

To act as official voice for the Region in matters pertaining to AWSA and represent the AWSA ER on the USA-WSWS Board of Directors.

#### **Section 6**

To establish and maintain standards of safety for the protection of skiers, spectators and AWSA water skiing in the Region.

#### **Section 7**

To deal with all matters affecting AWSA ER, (not provided for or governed by AWSA) through the development of rules and practices for the Region.

#### **Section 8**

To do whatever else may be necessary to promote the best interest of AWSA in this Region.

### **ARTICLE III MEMBERSHIP**

#### **Section 1**

Membership in AWSA ER shall be open to any individual member of AWSA and USA-WSWS, without discrimination on the basis of race, color, religion, age, or sex: bonafidely residing within the Region, as now or hereafter defined by AWSA and USA-WSWS shall be considered a member in this Sport Discipline. The privileges of this membership will be exercised in the region of the individuals' residence as determined by AWSA and USA-WSWS membership files. Subject only to payment of dues as the USA-WSWS, AWSA and AWSA ER may prescribe from time to time.

#### **Section 2**

Any such affiliated member under seventeen years of age shall be classified as a junior member. Any such affiliated member over seventeen years of age shall be classified as a senior member.

#### **Section 3**

A member may be disciplined, including suspension or expulsion, for: unsportsmanlike conduct; any willful violation of AWSA ER and/or AWSA 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 ER, AWSA, USA-WSWS, IWWF and/or USOC. Suspension and Expulsion shall be referred directly to the AWSA President and shall be resolved in accordance with AWSA Bylaws Article XII.

#### **Section 4**

A member may be disciplined only by a two-thirds vote of the AWSA ER Council on charges made in writing over the signatures of at least three regular members of AWSA and USA-WSWS and submitted to the AWSA ER Council.

#### **Section 5**

Any member of AWSA ER may file a written grievance with the Executive Vice President of AWSA ER alleging a violation of the Bylaws or AWSA ER rules, policies or procedures. If a member is not in agreement with the decision of the Council, the member shall have the right to appeal the decision to the AWSA Board. Per Article XII of AWSA Bylaws.

#### **Section 6**

Members shall have the right to due process including the appeal of actions or decisions by AWSA ER or its representatives where AWSA ER has ultimate jurisdiction and responsibility for the action or decision.

### **ARTICLE IV MANAGEMENT**

#### **Section 1**

The management of the AWSA ER shall be vested in a Regional Council. However, during any membership meeting any action taken shall be binding on the Council.

#### **Section 2**

The AWSA ER Regional Council will make the decisions on matters affecting the AWSA ER Region as a whole. The Executive Vice President and the local Councilmen will make the decisions on matters affecting the Councilmen's state, subject to appeal to the Council as a whole. In any state where there is no Councilman, the Executive Vice President shall make the decisions.

### **ARTICLE V REGIONAL COUNCIL**

#### **Section 1**

The AWSA ER Regional Council shall consist of the four Directors as described in Section 2 and at least three (3) AWSA ER Regional Councilmen representing different states, selected in the following manner.

## **Section 2**

Of the four Directors, three of them shall serve terms of three (3) years, respectively, so arranged that the term of one said director shall expire each year. The remaining Director shall be elected to a term of one year, during which period he shall, in addition to his duties as Director, serve as the Executive Head of the Region, and his official title in this capacity shall be that of "Regional Executive Vice President." In the case where no one candidate receives a majority, there shall be a runoff and elimination conducted at the Annual Regional Meeting until one candidate receives a majority vote of the eligible and voting members present at the said meeting. A USA-WSWS Director and an alternate shall be elected at this said meeting by majority vote.

## **Section 3**

The States of Connecticut, New York, Pennsylvania, and Virginia shall each have two (2) Council Members and balance of States shall have one (1). Council members shall be elected at their AWSA ER sanctioned tournament, if held or at a State Federation meeting. Each State may elect an Alternate Council Member to represent that State if a regular member is unable to attend a Council Meeting.

## **Section 4**

The Executive Vice President may appoint a Councilman for any state it deems necessary, provided that the state has no elected Councilman.

## **Section 5**

The Executive Vice President may be elected from any state and will not be considered an additional member from a particular state for the purpose of this section.

## **Section 6**

When a vacancy in a Directorship occurs for any reason, it shall be filled through temporary appointment by the Regional Council; and the person temporarily appointed shall hold office until the next AWSA Annual Eastern Regional Meeting, at which time such vacancy shall be filled by election for the unexpired term.

## **Section 7**

Should any Regional Councilmen become unable to serve, the remaining member(s) of that state's Council and that state's Federation President shall appoint a successor to fill this vacancy for the remainder of the term with the approval of the Executive Vice President.

## **Section 8**

All Councilmen shall take office simultaneously with the Executive Vice President as provided by the AWSA Bylaws.

## **1. ARTICLE VI DUTIES OF THE EXECUTIVE VICE PRESIDENT**

### **Section 1**

It shall be the duty of the Executive Vice President to act as Chairman of the Regional Council, preside at all of its meetings and present a report of activities and plans for the region at each annual meeting. Subject to these bylaws, he shall be Official Executive Representative of this organization in the making of all contracts, arrangements, plans, and appointments; the giving of notices, the certifying of records, reports, and statements; or other executive action herein provided for.

### **Section 2**

It shall be the duty of the Executive Vice President to carry out the purposes of the Region as set forth in Article II of these bylaws, and to generally assist each Councilman in his state.

### **Section 3**

It shall be the duty of the Executive Vice President to carry out directives, mandates, and duties as set forth by AWSA and USA-WSWS.

### **Section 4**

It shall be the duty of the Executive Vice President to enforce these Bylaws and perform all duties, herein expressed or implied, incidental to the office of the Executive Vice President.

### **Section 5**

The Executive Vice President may appoint a Secretary to be the recording officer and custodian of records during his/her term in office.

## **ARTICLE VII DUTIES OF THE REGIONAL COUNCILMEN**

### **Section 1**

It shall be the duty of each Councilman to carry out the purposes of the Region as set forth in Article II of these Bylaws, and to generally assist the Executive Vice President in carrying out his duties.

### **Section 2**

The Regional Council shall approve by majority vote all contracts entered into by the organization, any expenditure in excess of five hundred (\$500.00), other than expenditures occurring in the normal course of business, including but not limited to items in the approved ER budget if the item's expenditure level is consistent with the line item in the approved ER budget, and such other matters as may be referred to them by the Executive Vice President.

### **Section 3**

The Officers herein provided for shall hold office for terms of one year, or until their successors have been duly elected.

## **ARTICLE VIII PROCEDURE FOR ELECTION OF OFFICERS**

### **Section 1**

A Nominating Committee composed of members of the AWSA ER, shall be appointed by the Executive Vice President no later than sixty (60) days after the AWSA ER Regional Meeting. As far as practical, the members of this committee should geographically represent the Region. The Nominated shall be put to vote by Membership in attendance at the Eastern Region Annual or Winter Meeting.

### **Section 2**

The Nominating Committee shall attempt to secure two(2) qualified and willing candidates for each office of AWSA National Director and AWSA Executive Vice President. In the odd year, they shall also seek candidates for one (1) USA-WSWS. Per AWSA Bylaws Article V and USAWSWS Bylaws Article VI.

(a) The Region may elect an Alternate for each Director allocated. Alternates must meet the same qualifications required for 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, an Alternate shall be seated and shall have both voice and vote for that Director.

(b) The vote(s) of an absent Regional Director shall not be cast unless Alternate is in attendance, in which case the Alternate shall cast the Director's vote(s).

### **Section 3**

A Tellers Committee with Chairman shall be appointed by the Executive Vice President from among AWSA ER members who are present at the AWSA Eastern Region Tournament and AWSA Eastern Region Meeting.

### **Section 4**

There will not be mail (absentee) ballots.

### **Section 5**

Other qualified candidates for the office of AWSA Executive Vice President, AWSA National Director and Alternates and the USA-WSWS Director and Alternate, may be nominated from the floor during the AWSA Eastern Region Meeting.

#### **Section 6**

A roll call of all AWSA Eastern Region members present at the AWSA Eastern Regional meeting may be made to determine voting eligibility.

#### **Section 7**

A Report will be made by the Teller's Committee on the vote by members present and the winners of the elections will be announced.

### **ARTICLE IX OFFICERS AND COMMITTEES**

#### **Section 1**

The Regional Council may elect such officers and appoint committees as they deem necessary to conduct the business of this organization.

#### **Section 2**

The Executive Vice President shall appoint a Tournament Committee within (30) days after the Regional Mid-Winter Meeting.

#### **Section 3**

The Council shall elect a Treasurer to be the Chief Financial Officer of the Eastern Region. The Treasurer shall be responsible for the control of Eastern Region funds and the maintenance of appropriate records.

#### **Section 4**

The Regional Council may recommend to the AWSA Board of Directors the removal of any official from office by a two-thirds (2/3) vote of the total number of Regional Council, at any time, with or without a cause.

When a vacancy in a Directorship occurs for any reason, it shall be filled through temporary appointment by the Regional Council; and the person temporarily appointed shall hold office until the

next Annual AWSA Eastern Regional Meeting, at which time such vacancy shall be filled by election for the unexpired portion of said term.

## **Section 5**

The committees of the ER may include but shall not be limited to the following committees: Regional Awards Committee, Communications/Guidebook Committee, Website Committee, a Regional Bylaws Committee, Regional Junior Development Committee, Regional Membership Committee, and a Time and Place Committee. The EVP may appoint other committees as deemed necessary. The duties of the committees shall be defined in the Policies & Procedures (P&P) Manual.

## **ARTICLE X DUTIES OF THE COMMITTEES**

### **Section 1**

The Tournament Committee shall be charged with all Eastern Region tournament scheduling. The Eastern Region Tournament bid process and Tournament schedule shall be outlined and defined in Section 3.0 of the Eastern Region Policies and Procedures Manual.

### **Section 2**

The Nominating Committee shall:

(A) Notify all members of the Eastern Region when open nominations are to be accepted. This notification will include requirements for each office.

(B) Nominate a candidate for any position not having a candidate nominated under Section 2(A) above. Not less than one, but not more than two persons may be nominated by the committee for each position not having a nominee. Any nomination found defective may be voided by the Nomination Committee.

### **Section 3**

Special Committees authorized by the Regional Council, as deemed necessary, shall carry out the duties and functions as prescribed by the Council. The work of each Special Committee shall be coordinated with, and conform to, the activities of the corresponding committees of the AWSA wherein applicable. Selection of such committees shall be by appointment of the Executive Vice President.

## **ARTICLE XI MEETINGS**

### **Section 1**



A; The annual meeting of this organization shall be held within the bounds of the Eastern Region during the AWSA Eastern Region Tournament and shall be near the tournament site and as defined in section 2.2.1 of ER P&P. In the event there is no AWSA Eastern Regional Tournament, the annual meeting shall be at a time and place designated by the AWSA ER Council.

B; The Mid-Winter Meeting as defined in section 2.2.2 of ER P&P.

C; EVP at his/her discretion may call a special meeting as outlined in ER P&P section 2.2.3, if it is not for actions required by By-Laws to be at Mid-Winter or Annual Meetings.

For Teleconference meetings, Council members must be given a minimum of 7 days' notice for meetings by e-mail. Teleconference meetings must have a quorum to conduct business.

E-mail meetings must include the complete Council, provide information for consideration and allow at least one week for discussion before vote is taken.

Any action taken at these meetings shall have the same force and effect as if adopted at the Annual or Mid-Winter meeting of the Council. Minutes for meetings and any action taken must be posted on ER web page no more than 30 days after any such meeting.

## **Section 2**

At all meetings of the Council, Fifty-one percent (51%) of Council shall constitute a quorum to conduct business. This does not release the Council from 2/3 vote as called for in other sections of By-laws.

## **Section 3**

All senior members of the AWSA Eastern Region shall be notified on ER Web page of the time and place of the annual meeting at least ten (10) days in advance of such meeting.

## **Section 4**

Each senior member of the AWSA Eastern Region shall be allowed one vote in person.

## **Section 5**

The order of business at the annual meeting shall be:

1. Calling the meeting to order.
2. Roll call of the members present in person.
3. Election of AWSA Regional Directors and Alternates.
4. Election of AWSA Regional Executive Vice President and Alternate.

5. Election of USA-WSWS Director and Alternate (in odd years only).
6. Reading of the minutes of the prior meeting.
7. Report of the Executive Vice President.
8. Other reports.
9. Old business.
10. New business.

## **ARTICLE XII DUES, ASSESSMENTS AND LIMITATIONS OF AUTHORITY**

### **Section 1**

No dues or assessments of any kind or character may be levied, assessed or charged against any members of this organization by act of the Regional Council and same shall be imposed only by majority vote at the annual meeting, at which time any member may terminate his membership prior to application of such dues and assessments. However, the Regional Council may authorize and approve the collection of reasonable and appropriate entry fees for any sanctioned competition water skiing event, or may authorize and approve reasonable entrance fees or charges to be levied at authorized water skiing exhibition events, under such terms and provisions as it may deem advisable.

### **Section 2**

While the Executive Vice President and Regional Councilmen herein provided for are the Official Authorized Representatives of this organization, they shall have no authority, expressed or implied, to impose upon, or subject the membership of this organization to any financial liability or obligation, or any personal liability for or in connection with the activities of said officers, or other members.

### **Section 3**

Wherever guarantees or financial commitments are required to be made in the execution of the duties and functions of said officers, they shall be confined to the personal liability of the officers and such members as may desire to bind themselves therefor, individually.

### **Section 4**

A tournament registration fee shall be determined by the Regional Council for every AWSA ER Class C or higher sanctioned tournament. This fee shall be forwarded by the sponsoring club with the tournament sanction application to the Executive Vice President. EVP approval will not be granted until this registration fee has been received. The Eastern Region Tournament shall pay a

tournament registration fee which shall be set by Regional Council and the Regional Council may also impose a head tax per skier skiing in the Eastern Regional Tournament. All tournament fees, waiver of fees and taxes described in these sections shall be determined by a 2/3 majority vote of the Regional Council if at all possible at the ER Summer Regional Meeting.

## **ARTICLE XIII AMENDMENTS TO THE BYLAWS**

### **Section 1**

These bylaws may be amended, changed and approved by a 2/3 vote of the AWSA Eastern Regional Council at the AWSA Eastern Region Mid-Winter meeting or the Annual AWSA Eastern Region meeting, per the standards set forth in the AWSA Bylaws Article XVI.

### **Section 2**

Any provision of these Bylaws which is or shall become contrary to or in conflict with the Rules and bylaws of AWSA and or USA-WSWS, shall automatically be suspended in application, and supplanted by these Rules and bylaws of AWSA and or USA-WSWS, where such conflict exists, to the end that this organization may be completely integrated with and conformable to the National organization as an integral part thereof. Per AWSA Bylaws Article XVI.

## **ARTICLE XIV INDEMNIFICATION**

### **Section 1**

The members of the AWSA Eastern Regional Council, as a Council and individually, and the members for each permanent standing committee, as a committee and individually, are specifically held harmless by AWSA ER, AWSA and USA-WSWS and its membership for all actions taken in good faith on behalf of AWSA ER, 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 ER and/or 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.

## **ARTICLE XV CODE OF CONDUCT**

### **Section 1**

The AWSA ER shall subscribe to the AWSA written Code of Conduct and Ethical Practices which includes the requirement that each Officer, member of the Council, and each committee representative, annually agree in writing to abide by such code.

## **ARTICLE XVI FISCAL YEAR**

### **Section 1**

The fiscal year of this organization shall commence on the date of installation of officers of each year.

## **ARTICLE XVII PROCEDURE**

### **Section 1**

The rules contained in the current edition of the Robert's Rules of Order Newly Revised, shall govern the Eastern Region of the 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 the AWSA Eastern Region, AWSA and USA-WSWS may adopt.

### **Section 2**

These bylaws supersede all previous Bylaws of the AWSA Eastern Region of the American Water Ski Association.

As Amended and Approved, date approved by council May 19, 2018