

# **American Barefoot Club Bylaws**

(Amended August 11, 2009)

## Article 1- Name

1. The name of the organization shall be "American Barefoot Club," the abbreviation of which shall be "ABC". 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 2- Purpose

1. The purpose of this organization shall be to organize, promote and govern barefoot water skiing in the United States, and as a Sport Discipline of USA Water Ski & Wake Sports (USA-WSWS) and through its affiliation with the International Waterski & Wakeboard Federation (IWWF), to promote barefoot water skiing throughout the world.

## Article 3- Membership

1. Membership in the ABC shall be open to any individual member of USA-WSWS without discrimination on the basis of race, color, religion, age, or sex: subject only to payment of dues as the USA-WSWS and ABC may prescribe from time to time.

2. Membership in the ABC with voting privileges shall be open to any individual or family members in good standing in USA-WSWS, 18 years or older, who are interested in barefoot water skiing, upon such terms and conditions and subject to such qualifications and payment of dues as the ABC Board of Directors may prescribe from time to time. The privileges of this membership will be exercised in the region of the individual's residence as determined by ABC membership files.

## Article 4 – Suspension or expulsion

1. A member may be expelled or suspended only by a 2/3-majority vote of the ABC Board of Directors on charges made in writing with the written concurrence of at least 3 members of the ABC and submitted to the Board.

2. Suspension or expulsion may be appealed and/or a grievance filed to the ABC per Article 5 when the ABC Board of Directors has made a final decision, then the resolution shall be referred directly to USA-WSWS and resolved in accordance with the USA-WSWS Bylaws Article IX. The resolution must be passed by a two-third majority of the Board of Directors.

#### Article 5 – Due process and appeals

A. Members shall have the right to due process including the appeal of actions or decisions by ABC Board of Directors or its representatives, where ABC has ultimate jurisdiction and responsibility for the action or decision. The process in this Article must be used for membership suspensions or expulsions before being forwarded to USA-WSWS, which has ultimate jurisdiction and responsibility. The member must check the definition of an Appeal in the USA-WSWS Bylaws Article IX.

B. Appeals shall use the following process:

1. As soon as possible after receiving notice of an adverse decision, but in all cases within ten (10) days of such notice, a member who believes that such decision was arbitrary or unreasonable shall file a written appeal with the President of ABC. Failure to timely file such an appeal shall be deemed a waiver of any objections to the decision, and that decision shall then become final and non-appealable.

The written appeal shall include the following:

- (a) The identity of the appellant;
- (b) The identity of the ABC representative responsible for the decision (appellee);
- (c) A statement identifying whether the appeal requires action within ten (10) days, and if so, the reasons why "urgent" attention is required;
- (d) Citation of the criteria, standards or other material which the appellant contends ABC was obliged to follow in rendering the decision at issue;
- (e) A short and plain statement of all facts which the appellant contends demonstrate his dissatisfaction of the selection criteria at issue, and decision was arbitrary or unreasonable; and

(f) The signature of the complainant (and the signature of his parent or legal guardian if he is under eighteen (18) years of age).

2. Upon receiving the written appeal, the President shall immediately distribute a copy of the appeal to each Officer and Director.

3. If the appeal is urgent (i.e., requires a decision any other facts which the appellant contends demonstrate that the within ten (10) days), the President shall convene a hearing via teleconference as soon as possible which shall include as many members of the Board as can be gathered for the emergency teleconference and shall also include the aggrieved member and the appellee if possible.

4. If the appeal is not urgent, the President shall schedule a hearing either in person or via teleconference at the earliest time convenient for members of the Board, the aggrieved member and the appellee, and shall provide written notice of the date, time and type of hearing. Any person entitled to participate in the hearing may do so via teleconference.

5. Notwithstanding anything herein to the contrary, if the urgency of the appeal requires a decision before a quorum of the Board can be gathered despite best efforts to obtain a quorum, then the decision of those Board members who were able to participate in the hearing shall be final, and shall not be subject to attack on the basis that a quorum was not present.

6. Each party shall have the following rights during the formal hearing:

- (a) To be assisted or represented by any member, or by legal counsel of the party's choosing;
- (b) To call witnesses and present oral and written evidence and argument which the Board, during the hearing, deems relevant;
- (c) To confront and cross-examine adverse witnesses; and
- (d) To have an audio, video or stenographic record made of the hearing at the party's own expense.

7. In any hearing conducted under this section, the Board shall affirm the decision at issue unless the aggrieved member proves by clear and convincing evidence that the decision was arbitrary or unreasonable. The decision of the

Board is final and non-appealable within ABC unless expressly provided for elsewhere in these Bylaws.

8. After a resolution has been reached and the Appeals process has produced a final decision, the President shall forward the results to the President of USA-WSWS for action under Article IX of the USA-WSWS Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

#### Article 6 - Grievance Procedure

A. Any member of ABC may file a written grievance with the President of ABC alleging a violation of the ABC Bylaws or ABC rules, policies and procedures. The member must check the definition of a Grievance in the USA-WSWS Bylaws Article IX.

B. The President of ABC shall present the Grievance complaint to the Executive Committee for action per the following:

1. In such instances, the Executive Committee shall appoint an investigating committee of at least three regular members of ABC, subject to the approval of the President. None shall be members of the Region where the grievance occurred.

2. The committee shall conduct a confidential investigation to determine whether any action is warranted. The committee will report, within 30 days, in writing to the President recommending a resolution. The President shall present the results of the investigation and the results of the committee determination to the ABC Board of Directors for final resolution.

3. The President shall enact the recommendation unless it is revised or overturned by a majority vote of the Board through a Grievance procedure.

C. After a decision has been reached and the Grievance process has produced a final decision, the President shall forward the results to the President of USA-WSWS for action under Article IX of the USA-WSWS Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

#### Article 7 - Regional Organization

1. The U.S. shall be divided into 5 regions, as follows

a. Eastern Region: Thirteen (13) states plus the District of Columbia

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|-------------------|--------------------------|
| 1. Connecticut    | 2. Delaware              |
| 3. Maine          | 4. Maryland              |
| 5. Massachusetts  | 6. New Hampshire         |
| 7. New Jersey     | 8. New York              |
| 9. Pennsylvania   | 10. Rhode Island         |
| 11. Vermont       | 12. Virginia             |
| 13. West Virginia | 14. District of Columbia |

b. Midwest Region: Eleven (11) states

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|---------------|------------------|
| 1. Illinois   | 2. Indiana       |
| 3. Iowa       | 4. Michigan      |
| 5. Minnesota  | 6. Missouri      |
| 7. Nebraska   | 8. North Dakota  |
| 9. Ohio       | 10. South Dakota |
| 11. Wisconsin |                  |

c. Southern Region: Seven (7) states

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|-------------------|-------------------|
| 1. Alabama        | 2. Florida        |
| 3. Georgia        | 4. Kentucky       |
| 5. North Carolina | 6. South Carolina |
| 7. Tennessee      |                   |

d. South Central Region: Seven (7) states

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|---------------|----------------|
| 1. Arkansas   | 2. Louisiana   |
| 3. Kansas     | 4. Mississippi |
| 5. New Mexico | 6. Oklahoma    |
| 7. Texas      |                |

e. Western Region: Twelve (12) states

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|----------------|-------------|
| 1. Alaska      | 2. Arizona  |
| 3. California  | 4. Colorado |
| 5. Hawaii      | 6. Idaho    |
| 7. Montana     | 8. Nevada   |
| 9. Oregon      | 10. Utah    |
| 11. Washington | 12. Wyoming |

2. Any state, territory, or possession of the United States may be included in any of said regions or transferred from one region to another region only by 2/3 vote of the ABC Board of Directors.

3. Each region shall adopt and may amend its own Regional Bylaws, provided that there is not a conflict with the Bylaws of the ABC or the Bylaws of the USA-WSWS or any authorized rules made or taken hereunder. Whenever such conflicts exist the conflicting Regional Bylaws or action taken hereunder shall automatically be suspended in application and supplanted by the applicable bylaws of ABC, or the bylaws of USA-WSWS, or by the rule made or action taken hereunder by the Board. In order to avoid such conflicts a draft of all regional Bylaws or amendments thereto shall be promptly submitted to the Board for examination and recommendations. The Board determination as to the existence of a conflict shall be conclusive. Regional Officers, meetings, etc., herein referred to shall be provided for in the Regional Bylaws.

#### Article 8 - Board of Directors

The Board of Directors, hereinafter referred to as the Board, shall consist of 12 voting board members: the two Regional Directors from each of the five ABC regions, the President, and Vice President. The President shall only vote in case of a tie.

1. All voting board members shall be ABC members in good standing. The Regional board members shall be elected from the ABC membership. Using such rules and regulations, and upon such terms and conditions with respect to qualifications, elections procedures, and related matters as the Board may, by 2/3 majority vote of all voting board members, may prescribe from time to time.

2. At the Annual Regional Meeting each region shall elect a Regional Director annually to serve on the Board for a term of two years. At that time each region shall also elect a Reserve Director to serve a term of one year. In addition to service on the Board each Director shall, in his or her second year, serve as the Executive Director for the Region for a term of one year. The Executive Director shall be considered the official source of ABC information for the region.

3. New Directors term of office shall begin when the Summer Meeting of the new board is called to order and shall terminate at the end of the Directors term at the

end of the Summer Meeting of the current board, or until a successor is elected if not at the normal time.

4. Should the office of Executive Regional Director become vacant for any reason, the replacement for the Executive Regional Director shall be that region's Regional Director.

5. Should the office of Regional Director become vacant for any reason, the replacement for the Regional Director shall be the Reserve Director, who shall serve in that capacity until the next Annual Regional Meeting where a new Regional Director and Reserve Director can be elected.

6. Should the office of Reserve Director become vacant for any reason, the replacement shall be elected by that region's Regional Council.

7. The Board may remove one of its members for sufficient cause by a 2/3-majority vote of all voting board members.

8. The Board shall full power and authority over the affairs of the ABC, except as limited in these bylaws and by veto of the USA-WSWS Board. There shall be a quorum of 7 voting board members in order for the Board to conduct business. A favorable vote of a majority of the voting board members present shall be required for passage of any item except rule or bylaws changes. Items of business concerning changes to ABC rules require a favoring vote of 2/3 majority of the total - board members.

9. Honorary Directorship will be awarded to all past presidents, persons with five (5) years Board service. Years of service as a Reserve Director will not be applied towards Honorary Directorship.

#### Article 9 - Officers

1. The officers of the ABC shall be President, Vice President, Treasurer and Secretary. These officers shall be elected one at a time by a majority of the incoming ABC Board, including reserve directors, at the Annual Summer Meeting in odd years. The president and vice president shall be a member of the ABC, and can serve only two (2) consecutive two (2) year terms in the same office, but can be reelected after a one- (1) term absence.

2. The term of each duly elected officer shall begin immediately following the election, and shall end immediately preceding the annual summer meeting of the new board two (2) years later, or until a successor has been duly elected.
3. Additional officers may be designated and elected by the Board, who shall prescribe the terms of office and duties of such officers.
4. Special offices, such as historian, and special awards in recognition of exceptional service or merit to barefooting and/or the Board, may be authorized and established by the Board on such term and such conditions, and with such rights and privileges as it may determine.
5. A vacancy in any office herein provided for shall be filled by the Board without undue delay by a majority vote of all board members, including reserve directors, at a regular or special meeting, or by mail ballot. The Board may remove any officer by 2/3-majority vote of all board members, including reserve directors, at any time for sufficient cause. In the case of the disability of any officer or any other sufficient cause, the board may, by a majority vote of all board members, including reserve directors, delegate the duties and powers of such office temporarily to any other officer or board member. Any replacement in the first half of any vacated term shall be eligible to serve one (1) additional term; in the second half the appointee may be re-elected for two (2) additional terms.

#### Article 10 - Duties of officers

The duties of the ABC officers shall be as follows:

1. President;
  - a) Shall have general direction of the business of the ABC, subject to the authority of the Board, and shall do those things required to assist in the smooth and efficient operation of the ABC.
  - b) The President shall oversee and run the ABC Board meeting, and shall only cast a vote in the case of a tie.
  - c) The President, Vice President or a board appointed alternate will be appointed as the ABC's representatives on the USA-WSWS Board and shall report the progress of the ABC on an annual basis to the USA-WSWS.
  - d) The President shall appoint all standing committees, subject to article 8 of these bylaws, and may appoint special committees at



his/her discretion with the responsibility to instruct, advise, assist and oversee the progress of these committees as required.

- e) The President shall cause to be called all regular meetings of the board in accordance with these bylaws; may call special meetings of the board at any time; and may call for a vote of the board by mail or email ballot with all due discretion. The President shall preside at all meetings of the board.
- f) The President shall appoint special board committees with due discretion, provided that they do not conflict with standing committees or special committees previously appointed.
- g) The President may delegate any duties previously discussed to the Vice President for assistance or division of responsibilities as agreed upon by the Board.

## 2. Vice president;

- a) Shall assist the president to perform the duties or exercise the powers of the President during the absence and/or disability of the president; and when so acting, shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the president.
- b) Shall follow up on all actions taken by the board to determine they have been implemented with notification to the board of any failure to implement.

## 3. Secretary;

- a) The secretary, as the recording officer of the ABC, shall record and keep the minutes of the meetings of the board and is the nominal custodian of its records.

## 4. Treasurer;

- a) The Treasurer, as the financial officer of the ABC, shall develop financial plans and keep financial records for the ABC.
- b) The Treasurer shall have possession of the ABC treasury and the treasurer or president's signature shall be required on all checks written against the ABC treasury. All checks or monies over \$500.00 to

be drawn from the ABC treasury will require the approval of a majority of the board (6).

- c) This position may be combined with the Secretary.

#### Article 11 - Committees

1. The standing committees are listed below. The President shall appoint the chairman, subject to board approval, and exercise approval of committee members selected by the chairman, all from ABC members in good standing. Special committees that do not conflict with the standing committees may be activated by the President as required subject to board approval.

1. Records Committee
2. Rules Committee
3. Officials Committee
4. Awards Committee
5. Media Committee
6. Technology Committee
7. Bylaws Committee
8. Finance Committee
9. Executive Committee

2. There shall be an ABC Athlete Advisory Council that shall broaden communication between ABC and athletes, and represent to 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.

3. Subject to approval by the ABC Board, the Athlete Advisory Council shall determine the type and number of its' board members, except that at least 20% of the voting power may be with "*Elite athletes*". The members of the Athlete Advisory Council shall select these board members.

4. The Athlete Advisory Council shall elect the 3 Advisory Council Directors to the ABC Board of Directors.

5. Qualifications of an "Elite athletes" for the ABC Athlete Advisory Council shall be by:

(a) Representing the United States in international water ski competition, either as Team members or as individual qualifiers, within the preceding ten (10) years. Such international competitions shall include, but not be limited to, World Championships, Pan American Championships and Pan Am Games. OR,

(b) Demonstrating within the two (2) preceding ski years, that they actively engaged in amateur athletic competition by competing in the ABC (i) National Championships Open Division; (ii) Elite Team Trials; or (iii) finishing in the top half of the ABC Open Division Ranking List.

#### Article 12- Duties and authority of committees

1. Standing committees duties shall be as determined by the Board of Directors from time to time.

2. The President shall determine special committees' duties.

3. Committee proposals, decisions, and actions shall be valid only when ratified by the board at a meeting or by e-mail ballot.

#### Article 13 - Meetings

1. The summer meeting of the board shall be held at the National Barefoot Tournament; at a time, date, and place designated by the president to coordinate with the Nationals schedule. Ten days advance written notice and agenda of the meeting shall be sent to each officer and director.

2. All Regional directors and reserves, incoming, incumbent, and outgoing shall attend the Summer Meeting. 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. Each officer and director not reelected

shall surrender all papers, documents and files pertaining to the office to the successor immediately prior to the meeting of the new board.

3. Agenda for the Summer Annual Meeting shall be approximately as follows:

Incumbent board

- a. Call to order by President
- b. Establish quorum- Minutes
- c. Report of officers
- d. Committee reports
- e. Old business
- f. Election of officers by new board (odd years)

New board

- a. Call to order by President (new)
- b. Establish quorum
- c. New business
- d. Adjourn

4. Board meeting may be recessed as required, and reconvened to complete the remainder of the agenda. Board meetings may be open to the ABC members as determined by the President.

5. The President may call special meetings of the board. When requested by three (3) or more directors, the president must call a special meeting within thirty (30) days. Unless waived in writing by all directors, ten days written notice of the time, place, and purpose of all special meetings of the board must be given by mail to each director at his/her last known address.

6. Quorum at all board meetings shall consist of 8 (eight)-voting board members. Reserve directors shall serve only in the absence of either Regional Director and shall, at that time, have full voting privileges.

7. The Board may utilize USPS mail, email, internet, social or other electronic media for discussion and to conduct business. All ABC Board members shall have access to any such discussion. Since this will be complimenting a physical meeting the fundamentals of Roberts Rules of Order shall be followed.

Article 14 – Amendments

1. These bylaws shall be amended by a 2/3-majority vote of the board of directors.

Article 15 - Parliamentary authority

1. Roberts Rules of Order, newly revised current edition, shall govern ABC in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules, which the ABC may adopt.

Article 16 - Final disposition of funds

1. Should the ABC dissolve for any reason the entire treasury of the ABC will become the sole property of the USA-WSWS treasury, a 501 c 3 corporation.

As approved \_\_\_\_\_