

# BYLAWS OF THE WISCONSIN WATER SKI FEDERATION, INC.

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# **BYLAWS OF THE WISCONSIN WATER SKI FEDERATION, INC.**

Organized August 27, 1960

The restated and new bylaws of the Wisconsin Water Ski Federation approved December 2, 2006 by water skiers and clubs from throughout the state.

## **Article I – NAME**

The name of this organization shall be “Wisconsin Water Ski Federation”, the abbreviation of which shall be WWSF.

## **Article II – PURPOSES**

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the purpose of the organization shall be to educate individuals interested in water skiing. Additionally, the organization shall promote water skiing, water safety and good sportsmanship in Wisconsin and elsewhere; promote the formation of water ski clubs, serve as an educational, informational and organizational center for water skiers and general public in Wisconsin; disseminate information and news on water skiing to the general public; present annually the Wisconsin Water Ski Convention & Expo (WWSCE), the Wisconsin State Traditional Championships, The Wisconsin State Show, Barefoot, Wakeboard, Collegiate, Disabled and Scholastic Tournaments and other events and tournaments as deemed by the Board of Directors.

## **Article III – MEMBERSHIP**

**Section 1** Membership in WWSF shall be open to any individual member of USA-WS, without discrimination on the basis of race, color, religion, age, or sex; subject only to payment of dues as the USA-WS and WWSF Boards of Directors may prescribe from time to time.

- a.** Privileges of this membership shall be exercised in the state of Wisconsin based on an interest in water skiing, water safety and good sportsmanship, whose application for membership is approved by the membership committee and the Board of Directors. The membership application in its approved form shall contain an agreement to abide by the Rules, Policies and Procedures and Bylaws of the WWSF.
- b.** For the purposes of the bylaws, “Full Members” are active, have declared a sports discipline, and are USA-WS members. See Membership and Voting sections detailed in the WWSF Policy and Procedures Manual.
- c.** Special classes of membership may be authorized and established by the BOD 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 WWSF Policy and Procedures Manual.
- d.** In no case shall the membership or athlete participation eligibility requirements of WWSF be more restrictive than those of USA-WS or the specific Sport Discipline.

- e. Voting privileges shall be open to “Full Members” in good standing that are 18 years of age or older.

**Section 2** Any individuals or clubs membership in the WWSF may be suspended per Article X. Termination of membership of an individual or club shall not release said member or club from the obligation to pay all dues or amounts owing to the end of the period of membership.

**Section 3** An individual member, affiliated club or affiliated member may resign from this organization at any time upon written notice to the membership chairperson. There shall be no liability for membership refund following resignation or suspension where such resignation or suspension takes place more than ten (10) days after the effective date of membership.

**Section 4** No member may belong to any organization that is in direct conflict with or competing against the WWSF.

#### **ARTICLE IV – DUES**

**Section 1** The dues of each member, affiliated club or affiliated member of the Federation shall be determined at least thirty (30) days prior to the renewal date by the Board of Directors and method of payment thereof.

**Section 2** Renewal dues are payable every January 1 for each member, affiliated club or affiliated member. The details of the dues structure are defined in the WWSF Policies and Procedures Manual.

#### **ARTICLE V – MANAGEMENT**

**Section 1** The management of this Federation shall be vested in one (1) Board of Directors.

**Section 2** The Board Of Directors shall consist of the President, Vice-President, most recent Active Past-President (until succeeded by a new Past-President), Treasurer, Secretary, Midwest AWSA Councilperson of Wisconsin, NSSA Wisconsin Region Executive Director, one (1) Director from each of the Sports Disciplines competing in and recognized by the WWSF and USA-WS and one (1) Recreational director and one (1) director from each WWSF affiliated club.

**Section 3** When a vacancy occurs of any officer on the Board for any reason, such vacancy shall be filled by a majority vote of the remaining directors. A person elected shall hold office for the unexpired term of his predecessor.

**Section 4** Regular meetings of the Board of Directors shall be held at such time and place as may be designated by the Executive Board of Directors between September and May. Special meetings may be called by a majority of the Board of Directors upon giving fourteen (14) days notice, which notice shall be written and state place, day, hour, and purpose of meeting.

**Section 5** A quorum exists if 50% + 1 of the Board of Directors are present of which a minimum of 3 of the elected officers are present also. All board members shall be allowed to vote in person. However, if a Sport Discipline or affiliated Club Director is unable to attend a Board meeting of the WWSF, the Sport Discipline or affiliated club, may appoint an Alternate Director from that Sport Discipline or affiliated Club, to be in attendance at the

meeting, to take the seat of the absent Director and exercise their voice and vote in the meeting.

**Section 6** There shall be only one (1) vote per member regardless of the number of voting positions held by any individual.

**Section 7** Every WWSF affiliated club must send a representative to the regular business meetings of the Board of Directors during the WWSF fiscal year to maintain their affiliation. See the meeting section in the WWSF Policies & Procedures Manual for attendance requirements.

**Section 8** The Management of this Federation shall be delegated by the Board of Directors to an Executive Board consisting of the President, Vice-President, most recent Past President (until succeeded by a new Past President), Treasurer, Secretary, and Two (2) directors-at-large elected by the Board of Directors at the first non-skiing Board Of Directors meeting following Labor Day. The Executive Board shall have charge of the business and affairs of this Federation during the interim of all meetings. This section shall constitute the Chain of Succession for the WWSF.

**Section 9** The Board of Directors has the authority to create a paid Executive Director(s) position. The position may be terminated with a 14 day notice in writing mailed to the last known address. Any work or records done by the Executive Director(s) are the property of the WWSF and must be surrendered at the time of termination.

## **ARTICLE VI – OFFICERS**

**Section 1** The elected Officers of this Federation shall be the President, Vice-President, Secretary, and Treasurer. They shall be members of the Board of Directors which shall also include elected Sport Discipline Directors as defined in the WWSF Policies and Procedures Manual.

**Section 2** The officers shall be elected by the voting members and shall hold office until their successors shall have been elected and qualified as specified in these by-laws.

**Section 3** The **PRESIDENT** shall preside at all meetings of this Federation and of the Board of Directors and shall only cast a vote in case of a tie vote. The President shall appoint all committees with the approval of the Board of Directors and shall carry on those responsibilities assigned to him by these Bylaws and by the Board of Directors.

**Section 4** The **VICE-PRESIDENT**, during the absence or temporary incapacity of the President, shall perform the duties, and have the powers of the President. Duties of the Vice-President shall be appointed by the President and the Board of Directors. The Vice-President shall be the chair of the nominating committee.

**Section 5** The **TREASURER** shall keep all accounts of the Federation and have charge of its funds. He/she shall keep all funds in a bank approved by the Board of Directors and in the name of the Wisconsin Water Ski Federation, subject to withdrawal by checks signed in such a manner as may from time to time be approved by the Board of Directors. An audit shall be conducted annually by two (2) WWSF members elected by the Board of Directors and submitted to the membership. The Treasurer shall be bonded by the WWSF per current practices. He/she shall prepare an annual budget for the WWSF.

**Section 6** The **SECRETARY** shall give notice of all meetings of the Federation. He/she shall keep a record of the votes and proceedings of all such meetings and keep such other records as the Board of Directors shall require including minutes and correspondence. Minutes of all meetings shall be sent to all officers and directors within ten (10) days. He/she shall prepare an address list of all officers, directors, and committee chairpersons to be mailed (USPS or electronically) along with the minutes of the meetings of the Board of Directors.

**Section 7** It shall be the responsibility of the **SPORTS DISCIPLINE DIRECTORS** to make sure that any and all Wisconsin Water Ski Federation business is carried out at their respective State Tournaments/Championships. This may include but is not limited to membership matters, and WWSF requirements. If in the case of an election that the Sports Discipline Director is one of the candidates, that person may not be involved in that election.

**Section 8** As specified in these bylaws, vacancies in any elected office may be filled by a majority vote of the members at any Board of Directors meeting of the WWSF that a quorum, per Article V Section 5, is present. The successor, so elected, shall serve for the unexpired term of his/her predecessor.

## **ARTICLE VII – ELECTIONS**

### **Section 1** Voting Privileges

- a. All full members, age 18 and over, one (1) vote.
- b. Associate memberships may be applied for per the WWSF Policy & Procedures Manual.

### **Section 2** Positions elected, Terms of office and year elected.

- |                   |                                  |
|-------------------|----------------------------------|
| a. President      | 2 Year Term Odd Year             |
| b. Vice-President | 2 Year Term Even Year            |
| c. Treasurer      | 2 Year Term Even Year            |
| d. Secretary      | 2 Year Term Odd Year             |
| e. Directors:     |                                  |
| Sport Disciplines | per Policies & Procedures Manual |
| Affiliated Clubs  | per Policies & Procedures Manual |

**Section 3** The officers of the corporation shall be nominated per the WWSF Policies & Procedures Manual section on Nominating Procedures and voted on at each of the state tournaments with a cumulative vote total determining the results.

**Section 4** The Sport Discipline Directors will be nominated per the WWSF Policies & Procedures Manual section on Nominating procedures and voted on at their respective state tournaments.

**Section 5** WWSF Bylaws govern the nomination and election process for each position per Section 6.

**Section 6** All persons seeking office must be WWSF regular members and members of the Sport Discipline that they are seeking to represent and they shall be notified no later than two

weeks after elections of results by the Nominating Committee Chairperson.

**Section 7** All newly elected Directors and Officers who were unopposed in the election shall begin their duties immediately upon their reelection. All other Directors and Officers shall begin their duties at the first regular WWSF meeting in the fall or upon approval of the WWSF Executive Board. The incoming Treasurer shall work with the outgoing Treasurer to reconcile all of the funds, accounts, other financial business etc. and the actual transfer to the incoming Treasurer shall take place at the end of the current fiscal year.

**ARTICLE VIII –GENERAL MEMBERSHIP MEETINGS (ANNUAL AND SPECIAL)**

**Section 1** The annual meeting of the General Membership of the WWSF for the transaction of business shall be held at the Wisconsin Water Ski Convention & Expo (WWSCE).

**Section 2** In the event that the Wisconsin Water Ski Convention & Expo (WWSCE) is cancelled, the annual meeting shall be at a time and place designated by the WWSF Board of Directors.

**Section 3** Notices of place, day and hour of the annual meeting and all meetings of the members shall be prepared and distributed to the members by the Secretary in the Wisconsin Water Skier or fourteen (14) days prior to the meeting.

**Section 4** All meetings of the members shall be held at the place, day and hour designated in the notice and the business conducted at such meeting shall be confined only to that announced in the notice.

**Section 5** A quorum shall consist of 20 members in good standing in the WWSF. Any action taken at the regular, annual, or special meetings of the membership and the board shall require a majority vote of those present unless otherwise specified elsewhere in these Bylaws. All issues approved by a majority vote of the membership during the annual meeting of the membership, shall be brought to the WWSF Board of Directors as a recommendation, and shall be reviewed by them for further action.

**Section 6** There shall be no consumption of any alcohol beverages, illegal intoxicants, or smoking during WWSF meetings.

**ARTICLE IX - COMMITTEES**

**Section 1** The following committees are Standing Committees:

MEMBERSHIP	MARKETING
NOMINATING	Wisconsin Water Skier
SAFETY	WWSF Website
BYLAWS and POLICIES & PROCEDURES	
WISCONSIN WATER SKI CONVENTION & EXPO (WWSCE)	
HISTORIAN	
Hall of Fame	

**a.** Special committees shall be appointed as deemed necessary by the Board of Directors.

b. The duties and responsibilities of these committees are defined in the WWSF Policies and Procedures Manual.

c. The President is directed to consider removal of a chairperson for not attending regular business meetings or fails to carry out the duties required by the Board of Directors.

## **ARTICLE X - DISCIPLINARY ACTION**

**Section 1** A member may be disciplined, including suspension or expulsion, for: unsportsmanlike conduct; any willful violation of a specific Sport Discipline recognized by the WWSF and a member of the WWSF and/or USA-WS rules or procedures; code of conduct; criminal or fraudulent acts; failure to pay indebtedness; or any other act which is deemed contrary to the objectives and purposes of the WWSF, USA-WS, IWSF and/or USOC. Suspension and Expulsion shall be referred directly to the appropriate Sport Discipline President if the alleged offence takes place at an event held under their authority or to the WWSF President if the event is a WWSF sponsored or hosted event. Sponsored events shall include, but not be limited to, Wisconsin Water Ski Convention & Expo (WWSCE), Ski Camp, Judges and Boat Drivers School, the Wisconsin State Tournaments, and all WWSF meetings.

**Section 2** For WWSF disciplinary actions, the Executive Board shall appoint an investigative committee to conduct a confidential investigation to determine whether any disciplinary action is warranted or the Board of Directors may serve as the investigating committee

**Section 3** The investigation shall include availing the accused member(s) and club representative if disciplinary action against a club is sought, the opportunity to make a statement regarding the allegation of any misconduct or alleged violation before rendering a recommendation providing said appearance before the investigation committee can be made in a timely manner.

**Section 4** Intentional misrepresentation of information to the Investigating Committee by any member(s) shall impeach said member(s) testimony and give rise to further disciplinary recommendation by the Committee.

**Section 5** The committee shall report in writing to the WWSF Executive Board, recommending that disciplinary action be imposed or that no action be taken based upon a preponderance of the evidence that an allegation occurred.

**Section 6** The WWSF shall provide, upon request in writing, the proper authority of any damaged property with name and address of the accused so that civil litigation may be initiated but shall not act as a liaison for any civil litigations. Any associated costs incurred by the WWSF must be repaid by the accused to the WWSF.

## **ARTICLE XI – DUE PROCESS**

**Section 1** Each member being investigated shall be notified by certified letter to his/her last known address, no longer than 45 days after the conclusion of the investigation of the alleged incident(s) or infraction(s), of any charges that an investigating committee may recommend. Such notice shall include the date, place, and time at which a hearing can be held.

**Section 2** The hearing shall be conducted by a quorum of the Executive Board and will

remain open to the Board of Directors only.

**Section 3** Each member so charged shall have the right to appear personally (with parent or guardian if under 18) and/or through an attorney to present evidence and witnesses on the member behalf.

**Section 4** The Board of Directors may decline to impose any penalty, may reduce a recommended penalty, or may increase a recommended penalty based on the facts presented by the Hearing Committee.

## **ARTICLE XII - GRIEVANCES**

Any member of WWSF may file a written grievance with the President of WWSF alleging a violation of the WWSF Bylaws or Policies or Procedures using due process as stipulated in Article X and XI. If a member is not in agreement with the decision of the WWSF Board of Directors, the member shall have the right to appeal the decision to the WWSF Board per Article XIII of the WWSF Bylaws.

## **ARTICLE XIII – APPEALS**

**Section 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 WWSF. 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 WWSF 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 WWSF 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 any other facts which the appellant contends demonstrate that the 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).

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

**Section 3** If the appeal is urgent (i.e., requires a decision 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.



**Section 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.

**Section 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.

**Section 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.

**Section 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 WWSF unless expressly provided for elsewhere in the Bylaws.

**Section 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-WS for action under Article IX of the USA-WS Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

#### **ARTICLE XIV – AFFILIATIONS**

The WWSF shall be affiliated with USA Water Ski Inc. the National governing body of water skiing in the United States and the various Sport Disciplines represented in the state of Wisconsin.

#### **ARTICLE XV – AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board of Directors at any two (2) consecutive regular meetings, as described in Article V, provided the amendment was introduced in writing at a prior meeting by the Bylaws Committee.

**ARTICLE XVI - INDEMNIFICATION** The members of the WWSF, as a Federation and individually, and the members for each permanent standing committee, as a committee and individually, are specifically held harmless by the WWSF and its membership for all actions taken in good faith on behalf of WWSF, including errors and omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case WWSF 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 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 - DISSOLUTION**

**Section 1** WWSF may dissolve only by an affirmative vote of the WWSF Board in the manner and proportions described below. Each member of the Board 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, either voting by mail (USPS or electronically) or in person at the called meeting, must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of WWSF shall devolve upon the Board. No part of the assets, income, or net earnings of WWSF shall inure to the benefit of any WWSF members or Directors or any other individual.

**Section 2** Upon dissolution of the corporation, the Board of Directors shall dispose of all assets in such manner as qualifies as exempt at the time under section 501c3 of the Internal Revenue Code, or the corresponding code of any future federal tax code.

## **ARTICLE XIX - FISCAL YEAR**

The fiscal year of this Federation shall commence on the first day of January and end on the thirty-first day of December.

## **ARTICLE XX - 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. Proposed amendments shall require announcement within the meeting minutes as a special agenda item and/or published 14 days prior to the next scheduled or special meeting, and listed on the next meeting agenda. No amendments can be acted upon with less than 14 days of publication. These Policies and Procedures shall not be in conflict with these Bylaws or the USA-WS Bylaws and/or USA-WS Policies and Procedures.

## **ARTICLE XXI - PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XXII – CONFLICT OF INTEREST**

**Section 1** The WWSF Board of Directors shall subscribe to the WWSF Conflict of Interest policy which includes the requirement that each Officer, Board member and Committee chair to annually agree in writing to abide by such policy.

**Section 2** The WWSF Board of Directors may adopt additional standards and practices relevant to WWSF. The Board may amend these standards and practices from time to time, as it may deem advisable.

These Bylaws supersede all previous Bylaws of the Wisconsin Water Ski Federation.

Approved December 2, 2006 by the WWSF Board of Directors.