

APPROVED 1/17/2004 BY USA WATER SKI BOARD OF DIRECTORS

WESTERN REGION BYLAWS

AMERICAN WATER SKI ASSOCIATION

APPROVED BY:

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ARTICLE I NAME

The name of this organization shall be the Western Region of the American Water Ski Association (Region). The American Water Ski Association (AWSA) is a Sport Division of USA Water Ski. USA Water Ski (USA-WS) is the national governing body of water skiing in the United States.

ARTICLE II PURPOSE

The purpose of this organization shall be:

1. To carry out within the Region the purposes, policies, and directives of AWSA and USA-WS.
2. To promote better coordination and understanding between skiers, clubs, and associations.
3. To promote membership in the Region, AWSA and USA-WS of individuals, clubs and associations.
4. To effectively promote and coordinate AWSA tournaments and other organized "Western" skiing activities in the Region.
5. To act as official voice for the Region in matters pertaining to AWSA and USA-WS.
6. To maintain standards of safety for the protection of skiers, spectators and water skiing in the Region.
7. To deal with all matters affecting the Region, (not provided for or governed by AWSA and/or USA-WS) through the development of rules and practices for the Region and to do whatever may be necessary to promote the best interest of AWSA in the Region.

ARTICLE III MEMBERSHIP

1. Membership in the Region shall be open to any individual member of the AWSA, in good standing, without discrimination on the basis of race, color, religion, age, or sex; and whose legal domicile is within the boundaries of the Region as defined in the AWSA Bylaws Article IV.
2. Members less than eighteen years of age shall be classified as junior members and shall not have voting privileges.
3. Members may be disciplined, including suspension or expulsion, for unsportsman-like conduct; any willful violation of Western Region and/or AWSA and/or USA-WS rules or procedures; criminal or fraudulent acts; failure to pay indebtedness; or any other act which is contrary to the objectives and purposes of the Region, AWSA, USA-WS, IWSF and/or the USOC. Suspension and Expulsion shall be referred directly to the AWSA President and shall be resolved in accordance with AWSA Bylaws Article XII.
4. Members may be disciplined only by a two-thirds vote of the Western Regional Council on charges made in writing over the signatures of at least three regular members of AWSA and submitted to the Council.
5. Members may file a written grievance with the Western Executive Vice President (EVP) alleging a violation of these Bylaws or Regional 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 XIV of AWSA Bylaws.
6. Members shall have the right to due process including the appeal of actions or decisions by the Council or its representatives where the Region has ultimate jurisdiction and responsibility for the action or decision.

ARTICLE IV WESTERN REGIONAL COUNCIL

1. Management of the Region shall be vested in the Western Council (Council).
2. The Council shall consist of the following voting members: Executive Vice President; Western USA-WS Director(s); Western AWSA National Directors; and one (1) Area Council Representatives from each Area within the Regions jurisdiction, as defined by AWSA. At the annual meeting, the Regional Council shall divide the Region into a minimum of six (6) council areas (Areas), with no maximum, the Areas being apportioned on the basis of geographical area, location, and AWSA membership. The apportionment shall be approved by a two-thirds (2/3) majority of the Council members present. Council member candidates will be identified for the new areas and elected by the members on the next official ballot, pursuant to Article X. Newly elected Council members for any new Areas shall take office pursuant to Article IV (9).
3. Council members must permanently reside within the Area they represent at the time the council member takes office. "Permanent residency" shall mean that the council member must reside within the geographic location of the Area for which he/she represents, a minimum of seven (7) months, in the year for which he/she was elected. The Regional Council may, at its sole discretion, upon two thirds (2/3) vote of the remaining Council members, vacate the Council Area seat for failure to meet the residency standard set forth. The vacated Council Area seat will be filled pursuant to Article VIII (4).

4. The Council shall make the decisions on matters affecting the Region as a whole.
5. The Executive Vice President (EVP) and the Area Council Representative will make the decisions on matters affecting the Council Representatives Area, subject to approval by the Council as a whole.
6. No more than four Area Council Representatives, excluding the EVP, shall be elected or appointed from any one state. The EVP may be elected from any state and will not be considered an additional member from a particular state for the purpose of this section.
7. The 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, and such other matters as may be referred to them by the EVP.
8. In any Area where there is no Council Representative, the EVP shall make the decisions for that Area.
9. All Council members shall take office simultaneously with the EVP as specified in the AWSA bylaws.
10. Nothing contained herein shall preclude reelection of the same person for successive terms of office.
11. The Council shall have no authority, expressed or implied, to impose upon, or subject the membership of this organization to any personal liability for, or in connection with, the activities of said officers or other members.
12. Wherever guarantees or financial commitments are required to be made in the execution of the duties and functions of officers, they shall be confined to the personal liability of the officers and such members as may desire to bind themselves thereto individually.

ARTICLE V EXECUTIVE VICE PRESIDENT

1. Annually, the Executive Vice President (EVP) shall be elected by the membership of the Western Region and shall serve for one (1) year or until his successor has been properly installed.
2. The term of the EVP shall begin on the date of the Annual Meeting of Members of AWSA, as provided for in Article X of the AWSA bylaws, and shall end on the date nearest the expiration of the period of time provided for such term.
3. The duty of the EVP shall be to act as Chairman of the Council, to preside at all of its meetings and to present a report of activities and plans for the Region at each annual membership meeting.
4. Subject to these bylaws, the EVP shall be the Executive Head 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.
5. It shall be the duty of the EVP to carry out the purposes of the Region as set forth in Article II of these bylaws, and to generally assist each Council Representative in his Area.
6. It shall be the duty of the EVP to carry out directives, mandates, and duties as set forth by AWSA and USA-WS.

ARTICLE VI AWSA NATIONAL DIRECTORS

1. In compliance with the rules and bylaws of AWSA, three (3) AWSA National Directors shall be elected from the membership of the Region by the regular members thereof, under such rules and regulations and upon such terms and conditions (with respect to the qualifications, election procedure and related matters) as the Board of Directors of AWSA may prescribe from time to time.
2. These Directors shall serve terms of three (3) years, respectively, so arranged that the term of one said Director shall expire each year.
3. The term of each elected Director shall begin on the date of the Annual Meeting of Members of AWSA, as provided for in Article X of its bylaws, and shall end on the date nearest the expiration of the period of time provided for such term.
4. If a vacancy occurs in any Directorship, it shall be filled through temporary appointment by the Council within thirty (30) days after it occurs; and the temporary appointee shall hold office until the next Annual Membership Meeting at which time the vacancy shall be filled by election for the unexpired portion of the term.
5. The Council shall select up to three National Director alternates who shall represent the Region at AWSA Board meetings in the absence of an elected National Director or the EVP. Qualifications for alternates shall be the same as for the National Director.

ARTICLE VII USA-WS DIRECTOR(S)

1. The Western Region shall generally be allocated one (1) USA Water Ski Director seat per AWSA bylaws. This Director shall be elected from the membership of the Region by the membership, under such rules and regulations and upon such terms and conditions (with respect to the qualifications, election procedure and related matters) as the Board of Directors of AWSA and USA-WS may prescribe from time to time.

2. Should the Western Region be allocated more than one USA-WS Director seat, additional Directors shall be elected using the procedures detailed in Article VII Section 1, and so arranged that the term of one said Director shall expire each year.
3. USA-WS Directors shall serve terms of two (2) years, elected in the even year and seated in the odd year.
4. If a vacancy occurs in this Directorship, it shall be filled through temporary appointment by the Council within thirty (30) days after it occurs; and the temporary appointee shall hold office until the next Annual Membership Meeting at which time the vacancy shall be filled by election for the unexpired portion of the term.
5. The Council shall select one USA-WS Director alternate who shall represent the Region at USA-WS Board meetings in the absence of an elected USA-WS Director. Qualifications for the alternate shall be the same as for the elected Director.

ARTICLE VIII COUNCIL REPRESENTATIVES

1. Annually, each Area shall elect one (1) Representative to represent their Area on the Council.
2. It shall be the duty of each Council Representative to carry out the purposes of the Region as set forth in Article II of these bylaws, and to generally assist the EVP in carrying out his duties.
3. If an Area has no elected Council Representative, the EVP may appoint a Council Representative for that Area, subject to approval by the Council.
4. Should a Council Representative become unable to serve, fail, or refuse to serve (which shall be determined by the remaining members of the Regional Council), the EVP and/or the Regional Council shall select a successor to fill the vacancy, subject to approval by the Council, until such time the Area selects a replacement.
5. An alternate may be selected to represent that Area at Council meetings in the absence of the elected Council Representative. Qualifications for the alternate shall be the same as for the Council Representative. Area(s) may submit the name(s) of an alternate to the EVP for consideration. The EVP and/or the Regional Council shall ultimately select an alternate, subject to approval of the council.

ARTICLE IX OFFICERS AND COMMITTEES

1. The Council may elect such officers and appoint committees as they deem necessary to conduct the business of this organization.
2. Officers shall hold office for a term of one year, or until their successors have been duly elected.

ARTICLE X ELECTION PROCEDURES

1. A Nominating committee composed of at least three (3) members of the Region, shall be appointed by the EVP no later than sixty (60) days after the Annual Council Meeting. As far as practical, the members of this committee should geographically represent the Region.
2. The Nominating Committee shall attempt to secure two qualified and willing candidates for the positions of EVP, AWSA National Director, USA-WS Director, and Regional Area Council representatives.
3. The Regional Council may reject any nomination for office on the grounds that the nominee is not a member of the Region in good standing or, in the case of a Regional Council Area Seat that the nominee does not reside within the skiing area for which he is nominated. Any such rejection by the Regional Council on these grounds shall be final, subject to Article XIV of the AWSA By-Laws.
4. The election shall be conducted by official ballot. Such ballot will be published in the *Western Regional Guide* or made available to each member no later than June 15th. Members eligible to vote will be determined by the roster of Western members as furnished by AWSA at the time of the mailing. The official ballot will indicate the names of the nominees submitted by the Nominating Committee and will provide space for write-in candidates. The official ballot may also contain issues to be presented to the membership by the Regional Council, and may be made available to each member by electronic transmission, such as the "Internet", or any other subsequent technological communications innovation that the Regional Council deems appropriate. The membership may also cast their official ballot by using any means approved by the Regional Council at the Annual Council Meeting just prior to said election.
5. Procedures for conducting the election will be established by the Council and shall accompany the official ballot.

6. A Tellers Committee with Chair shall be appointed by the EVP no later than sixty (60) days prior to the Annual Summer Council Meeting from among Western members. The Teller's Committee shall ascertain that ballots are valid and make a count of the ballots. The Chair has the responsibility for safekeeping of the ballots.
7. A Report will be made by the Teller's Committee and the winners of the elections announced at the Annual Membership Meeting.
8. Official ballots and/or official proxies, to be valid, must be received by the Teller's committee not later than ten (10) days prior to the annual membership meeting, pursuant to Article XI (1).
9. Election to office shall be decided by tabulation of the official ballots. Ties shall be broken by vote of the members present at the annual membership meeting per Article XI of these By-Laws, and votes represented by official proxy at said annual membership meeting.

ARTICLE XI MEETINGS

1. The annual membership meeting of this organization shall be held within the bounds of the Region during the Western Region Tournament and shall be near the tournament site. In the event there is no Western Regional Tournament, the annual meeting shall be at a time and place designated by the Council.
2. The Council shall meet within ten (10) days prior to the annual membership meeting.
3. Voting members of the Region shall be notified in writing of the time and place of the annual membership meeting at least ten (10) days in advance of such meeting.
4. Each voting member of the Western Region shall be allowed one (1) vote in person, or through submission of an official proxy form (if one is provided by the Regional Council).
5. There shall be at least twenty (20) voting Western Region members present in person to constitute a quorum for the purpose of transacting business.
6. The order of business at the annual meeting shall be:
 - (1). Calling the meeting to order
 - (2). Roll call of the members present
 - (3) Reading of the minutes of the prior meeting
 - (4) Announcement of the results of the election of AWSA National Directors, USA-WS Directors, and Regional Council Representatives, and EVP.
 - (5). Report of the Regional EVP
 - (6). Other business
 - (7). Old business
 - (8). New business

7. The Council may authorize membership meetings or meetings of the Council at any time; provided that for general membership the notifications procedures in 3 above must be followed. Unless waived in writing, ten days notice of the time, place, and purpose of all Council meetings must be given.
8. The Regional Council shall hold an annual Mid-Winter meeting between January 1st and February 1st of each year at a place within the Region and date designated by the EVP.
9. At all meetings of the Council, two-thirds (2/3) of Council shall constitute a quorum.
10. In lieu of special meetings, the Council may take any action by mail, teleconference, the "internet", or any other subsequent technological communications innovation that the Regional Council deems appropriate, and may take action on any resolution approved by a majority of the Council (unless greater majorities are required by these By-laws), which shall have the same force and effect as if adopted at a called meeting of the Council. The Regional Council shall be notified of the results of all ballots. All such ballots shall be ratified at the next scheduled meeting of the Regional Council.

ARTICLE XII DUES AND ASSESSMENTS

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 Council and same shall be imposed only by majority vote of the members at a Membership meeting, at which time any member may terminate his membership prior to application of such dues and assessments.
2. The Council may authorize and approve the collection of reasonable and appropriate entry fees for sanctioned competition water skiing events or may authorize and approve reasonable entrance fees or charges to be levied at authorized water skiing events, under such terms and provisions as it may deem appropriate from time to time.

ARTICLE XIII BYLAWS AMMENDMENTS

1. These bylaws may be amended and approved by the Council. Amendments shall be voted upon by the Council only at scheduled Council meetings.
2. Amendments to these bylaws may be adopted after approval by the Council with a two-thirds (2/3) affirmative vote and after approval by the AWSA Board of Directors.
3. 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 the Region. Member referendums shall follow the procedures detailed in Article IX USA-WS Bylaws.
4. 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-WS, shall automatically be suspended in application and supplanted by the rules and bylaws of AWSA and or USA-WS, where such conflict exists.

ARTICLE XIV INDEMNIFICATION

The members of the Council, as a council and individually, and the members of each committee, as a committee and individually, are specifically held harmless by the Region, AWSA and USA-WS and its membership for all actions taken in good faith on behalf of the Region, AWSA and USA-WS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case the Region and AWSA and USA-WS 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 upon such finding.

ARTICLE XV CODE OF CONDUCT

1. The Region shall subscribe to the USA-WS written Code of Conduct and Ethical Practices which includes the requirement that each Officer and Council member annually agree in writing to abide by such code.
2. The Regional Council may adopt a "Code of Conduct" to govern conduct of it's members, and may make changer to said Code of Conduct as may be required from time to time. Violations of said Code of Conduct shall be governed by Article III (3) and/or Article III (5) of these By-Laws.

ARTICLE XVI FISCAL YEAR

The fiscal year of the Region shall coincide with that of the AWSA.

ARTICLE XVII PROCEDURES

1. The rules contained in the current edition of the Roberts Rules of order, newly revised, shall govern the Region 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 Region, AWSA and USA-WS may adopt.
2. Policies and Procedures may be established and amended by the Council, and when applicable, shall direct Region and Council actions. These Policies and Procedures shall not be in conflict with these Bylaws or the AWSA and USA-WS Bylaws and Policies and Procedures.

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