

## **US HYDROFOIL ASSOCIATION BYLAWS**

### **Article I Name, Mission, and Purpose**

1. The name of the organization shall be the US Hydrofoil Association, Inc., hereinafter, referred to as "USHA." This organization is a Sports Discipline of "USA Water Ski, Inc.," the abbreviation of which is "USA-WS." USA-WS is the national governing body of water skiing in the United States.
2. The mission of the USHA is to help introduce people to the sport of hydrofoiling, provide consistent and fair standards by sanctioning and governing all domestic events and to help educate the public on ways to have more fun and generally improve individual skills in hydrofoiling.
3. The purpose of the USHA is as follows:
  - To promote and improve high standards of conduct among the membership and within the sport.
  - To encourage safety in all aspects of hydrofoiling.
  - To foster sound business practices within the sport and to promote a better understanding of the problems affecting hydrofoiling's growth and prosperity.
  - To engage in any lawful activities that will tend to develop and promote the sport of hydrofoiling worldwide for the best interests of the sport, membership, and the general public.
  - Promote and maintain good relations within the Hydrofoil industry and its manufacturers to promote economic well being through commerce.

### **Article II Membership**

1. Membership in USHA 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 USHA Boards of Directors may prescribe from time to time. In no case shall the eligibility requirements of USHA be more restrictive than those of USA-WS.
2. Special classes of membership, i.e. Associate Membership, secondary Sport Discipline membership and other 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 rights) as it may establish from time to time.
3. USA-WS members that have designated hydrofoiling as their primary Sports Discipline and that are 18 years of age or older shall be classified USHA voting members. USA-WS members shall designate their primary Sport Discipline during annual membership renewal.

### **Article III Officers and Directors**

1. The officers shall be President, Vice President, Treasurer, and Secretary. Officers shall be selected from the seated Directors. The Vice President shall succeed to the Presidency for the current term in the event the President is unable to fulfill his duties.
2. There shall be ten (10) Directors each serving a two-year term so arranged that the term of half the Directors in each category shall expire each year.
  - Two shall be athletes;
  - Six shall be "at large" members; and
  - Two shall be industry representatives.
3. The Board will include among its members the Executive Director of USA-WS or his designated representative(s) in a non-voting ex-officio capacity.

4. The Officers and Directors shall constitute the Board and shall serve their term until their successors are duly elected.
5. In the event that a vacancy occurs in the Board, by resignation or otherwise, the Board may at their discretion appoint a qualified member of the USHA to fill the vacancy. Such appointment shall only be until the next Annual Membership meeting, at which time the new director must be formally elected by the general membership. Such appointed Director shall not be disqualified, by reason of such service, from being elected at the next annual election for a full term thereafter.
6. Any chair of a USHA Standing Committee who is not a current Officer or Director shall be a Director ex-officio for the current term with all the duties and privileges of a Director but without a vote.
7. Officers and Directors are elected with the expectation of serving their term with consistent attendance and if they are absent without good cause from two consecutive meetings of the Board, it shall be taken as a sign of disinterest in their office. At the discretion of the President, said Officer or Director shall be asked to relinquish his duties on the Board and be replaced by a member through vote of the Board. A Board member shall be allowed to proxy his vote through a previously approved (by the Board) alternate representative.

#### **Article IV Power and Duties of Officers and Directors**

1. The President shall preside at all meetings of the USHA and of the Board. He shall be the Executive Officer and the Chairman of the Executive Committee. He shall appoint all Standing and Special Committee members and shall have power to hold committee chairmen responsible to commitments.
2. The Vice President shall assume the duties of the President in his absence or his inability to attend a duly called meeting of the Board or of the Membership.
3. The Treasurer shall keep proper accounts of all money received and expended and shall make disbursements upon the order of the Board. He shall make an annual report to the membership and the Board.
4. The Secretary shall be responsible for the keeping of a written record of all official proceedings and transactions of the USHA.
5. The Executive Committee shall consist of four Board members. They shall act and exercise all powers of the Board. In the absence of actual meetings, assent by teleconference, electronic media or in writing shall be deemed sufficient for lawful decisions of the Executive Committee and the Board.
6. The Board shall have the power and duty to conduct generally the affairs of USHA, except as otherwise provided in these bylaws. They may adopt such policies and procedures, as they may deem expedient for the good order, welfare, and convenience of the members and for admission to membership.

#### **Article V USA Water Ski Representation**

1. USHA, as a Sport Discipline of USA-WS, is guaranteed representation and voting privileges on the USA-WS Board as defined in USA-WS Bylaws Article VI.
2. The USA-WS Director shall be a current member of the Board and shall be selected by the Board. This is a two-year term of office and seats in the odd year.
3. An alternate USA-WS Director may be selected to serve if the Director is unable to attend the USA-WS Board of Directors meeting. The alternate shall be selected in the same manner as the USA-WS Director. (USA-WS Bylaws Article VI.2 (a))

## **Article VI Elections**

1. The Nominating Committee and its Chair shall be appointed by the President. The Nominating Committee shall verify from each acceptable candidate, in good standing, their willingness to serve on the Board, if elected, and to attend meetings of the Board.
2. Director positions open for election each year at the annual membership meeting are as follows:
  - One (1) athlete position;
  - Three (3) "at large" positions; and
  - One (1) industry representative position.
3. The Board shall determine election procedures. New Board members are elected by majority vote. The nominated individual receiving the highest votes is elected, second highest is elected and so forth until the open seats are filled.
4. Directors thus elected shall serve for a term of two (2) years and may be reelected for a successive two-year term, if nominated.
5. At the annual meeting of the Board, the Directors shall elect a President, a Vice-President, a Treasurer, and a Secretary (the Treasurer and Secretary may be combined), who shall be the Officers of the Association for the ensuing year.

## **Article VII Committees**

1. There shall be the following Standing Committees: Executive, Grass Roots, Marketing/Membership, Rules and Competition.
2. The Executive, Rules and Competition Committees shall have members appointed by the Athlete Advisory Committee, which will maintain a minimum of 20% representation in both numbers and voting power.
3. The President may appoint Special Committees at his discretion.
4. The President, subject to Board approval, shall appoint USHA representatives to USA-WS committees, as determined and required by the President of USA-WS.

## **Article VIII Meetings**

1. The annual meeting of the Membership and Board shall be held at such convenient times and places as determined by the Board.
2. The membership shall have sixty (60) days notice of the date of the Annual General Membership meeting.
3. Special meeting of the Membership may be called by the Board or by written request petition signed by fifty (50) USHA members to the President stating the purpose of such special meetings.
4. Special meetings of the Board may be called at any time by the President or by written request.

## **Article IX Suspension and Expulsion**

1. A member may be suspended or expelled for Unsportsmanlike conduct; any willful violation of USHA, and/or any other Sport Discipline, 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 USHA, USA-WS, IWSF and/or USOC.

2. Suspension or Expulsion may be appealed and/or a grievance filed to the USHA per **ARTICLE X OR ARTICLE XI** and when the USHA Board of Directors has made a final decision, then the resolution shall be referred directly to USA-WS and resolved in accordance with USA-WS Bylaws Article IX. The resolution must be passed by a two-thirds majority of the Board of Directors.

### **Article X Due Process and Appeals**

1. Members shall have the right to due process including the appeal of actions or decisions by USHA Board of Directors, or its representatives, where USHA 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-WS, which has ultimate jurisdiction and responsibility. The member must check the definition of an Appeal in the USA-WS Bylaws Article IX.
2. Appeals shall use the following process:
  - (a) 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 USHA. 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:
3. The written appeal shall include the following
  - (a) The identity of the appellant;
  - (b) The identity of the USHA 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 USHA 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).
4. Upon receiving the written appeal, the President shall immediately distribute a copy of the appeal to each Officer and Director.
5. 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.
6. 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.
7. 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.
8. 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.

9. 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 USHA unless expressly provided for elsewhere in these Bylaws.
10. 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 XI Grievance Procedure**

1. Any member of USHA may file a written grievance with the President of USHA alleging a violation of the Bylaws or USHA rules, policies and procedures. The member must check the definition of a Grievance in the USA-WS Bylaws Article IX.
2. The President of USHA shall present the Grievance complaint to the Executive Committee for action per the following:
  - (a) In such instances, the Executive Committee shall appoint an investigating committee of at least three regular members of USHA, subject to the approval of the President. None shall be members of the area where the grievance occurred.
  - (b) 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 USHA 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.
4. 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-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 XII Limitations of Authority**

1. Members or a group of members shall not take any action in the name of or on behalf of USHA unless duly authorized in conformity with these bylaws. Any unauthorized action in the name of USHA shall be deemed wholly void and not binding on USHA or any of its members and shall not be construed to be the official act or acts of USHA. There shall be no personal liability of any USHA member for any act of the Association, by its officers, director, or employees, acting within the scope of authority of the Association.

### **Article XIII Conflict of Interest and Ethical Practice**

1. The USHA Board shall subscribe to the USA-WS written Code of Conduct and Ethical practices which includes the requirement that each Officer, member of the Board, and each committee representative, annually agree in writing to abide by such code.
2. The Board may adopt additional standards and practices relevant to USHA. These standards and practices may be amended from time to time by the Board, as it may deem advisable.

### **Article XIV Indemnification**

1. The members of the Board, as a board and individually, and the members of each permanent standing committee, as a committee and individually, are specifically held harmless by USHA and USA-WS and its membership for all actions taken in good faith on behalf of USHA and USA-WS, including omissions,

unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case USHA and/or 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 prior to such finding.

2. USA-WS hereby indemnifies USHA Officers and Board members and USHA 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-WS Bylaws.

### **Article XV Bylaw Amendments**

1. Amendments modifications, or revisions to these bylaws may be made by two-thirds vote of the Board at any Director's meeting duly called and may be made by mail ballot to all Directors.

### **Article XVI Fiscal Year**

1. USHA fiscal year shall be the calendar year.

### **Article VII Parliamentary Procedure**

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

As amended by the USHA Board of Directors on this date October 19, 2004