

# **Competitive Wake Surf Association, Inc.**

## **Bylaws**

**DRAFTED JANUARY 31, 2012**

**APPROVED 02-13-12**

**NAME CHANGE APPROVED 02-22-12**

**Amended 03-20-12**

## Competitive Wake Surf Association, Inc.

### Bylaws

- A. **ARTICLE I: NAME, MISSION, AND PURPOSE** The name of the organization shall be Competitive Wake Surf Association, Inc., hereinafter, referred to as “**CWSA**.”
- B. The mission of the **CWSA** is to help promote the sport of wake surfing, provide recommended consistent and fair standards governing wake surfing events and tournaments, and to provide effective communication regarding wake surfing events and significant issues of interest to stake holders in the wake surfing industry.
- C. The purpose of the **CWSA** is:
1. To promote high standards of conduct within the sport.
  2. To foster fair and consistent regulations and standards within the sport.
  3. To engage in any lawful activities that will tend to develop and promote the sport of wake surfing worldwide for the best interests of the sport, any membership, and the general public.
  4. To conduct successful wake surf events that foster the growth of the sport of wake surf.
  5. Promote and maintain good relations within the wake surf industry to promote economic well-being through commerce.
  6. To encourage safety in all aspects of wake surfing.

#### **ARTICLE II: MEMBERSHIP**

- A. Membership in **CWSA** shall be open to any individual, without discrimination on the basis of race, color, religion, age, or sex; subject only to payment of dues as **CWSA** Boards of Directors may prescribe from time to time. Members of the Board of Directors are automatically Members of CWSA.
- B. Special classes of membership, i.e. Associate Membership, secondary Sport Discipline membership and other classes of membership, may be authorized and established by the **CWSA** 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.
- C. Members shall have no voting rights.

#### **ARTICLE III: OFFICERS AND DIRECTORS**

- A. The officers shall be a President, a Vice President, and a Secretary/Treasurer. Officers, when at all possible, shall be chosen from among current Directors. The Vice President shall succeed to the Presidency for the current term in the event the President is unable to fulfill his duties.
- B. There shall be no less than three (3) and no more than nine (9) Directors each serving a minimum one-year term. Term length, expirations and qualifications can be revised by a majority vote of the members of the Board of Directors (the “Board”) at any properly noticed Board meeting.
- C. The Officers and Directors shall serve their term until their successors are duly elected.
- D. 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 **CWSA** to fill the vacancy with a majority vote. Such appointment shall only be until the next General meeting for Board elections at which time the new Director must be formally elected by the remaining Board Members. 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.

- E. 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 replaced by a member through majority vote of the Board.
- F. Officers and Directors may be removed with or without cause by a two-thirds vote of the Board.
- G. An Officer or Director may resign by providing written notice to the Board.

#### **ARTICLE IV: POWER AND DUTIES OF OFFICERS AND DIRECTORS**

- A. The President shall preside at all meetings of the **CWSA** and of the Board. He shall be the Executive Officer and the Chairman of the Executive Committee.
- B. 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.
- C. The Treasurer shall keep proper accounts of all money received and expended and shall make disbursements upon the authorization of the Board. He shall make an annual report to the membership and the Board.
- D. The Secretary shall be responsible for the keeping of a written record of all official proceedings and transactions of the **CWSA**.
- E. The Executive Committee shall consist of the President, the Vice President, and the Secretary/Treasurer. A majority of the Executive Committee shall be voting members of the Board. 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.
- F. The duties of the Executive Committee shall be as determined by the Board of Directors from time to time. The Board, at its next scheduled meeting, shall review for approval, all of the actions taken by the Executive Committee.
- G. The Board shall have the power and duty to conduct generally the affairs of **CWSA**, 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: ELECTIONS**

- A. The President shall appoint the Nominating Committee and its Chair, from the current Board of Directors. 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.
- B. Director positions are open for election each year at the annual membership meeting,
- C. 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.
- D. Directors thus elected shall serve for a minimum term of one (1) year and may be reelected for successive one to three year terms, if nominated.

- E. At the first meeting of the new Board, the Directors shall elect a new President, a new Vice-President, and a new Secretary/Treasurer, who shall be the Officers of **CWSA** for the ensuing year.

#### **ARTICLE VI: COMMITTEES**

- A. There shall be the following Standing Committees: Executive, Marketing/Membership, Competition, Safety, and Nominating. Members of the Standing Committees must be approved by a majority vote of the Board.
- B. The Board may appoint Special Committees by a majority vote.

#### **ARTICLE VII: MEETINGS**

- A. The annual meeting of the Membership and Board shall be held at such convenient times and places as determined by the Board.
- B. Special meetings of the Membership may be called by the Board or by written request petition signed by one third of the **CWSA** members to the President stating the purpose of such special meetings. Such meetings must be called with three (3) days-notice to all Members.
- C. Meetings of the Board may be called at any time by the President by written request with three (3) days-notice to all of the members of the Board, or by written request from one third of the Board of Directors to the President stating the purpose of such Board meeting with three (3) days notice to all members of the Board
- D. A majority of the Board shall constitute a quorum for voting for the transaction of business. Except as otherwise provided in these Bylaws, the act of a majority of the members of the Board present at a meeting at which a quorum is present shall be an act of the Board. Except as otherwise provided in these Bylaws, each member of the Board shall be entitled to one (1) vote on each matter submitted to a vote of the Board. A Board member shall be allowed to vote by proxy through a previously approved (by the Board) alternate representative.
- E. A vote by the Board may only be taken after providing all Board Members with three (3) days notice of the action agenda item including all documentation required to be considered by the Board for that action agenda item.
- F. No contract or transaction between **CWSA** and one or more of its Directors/Officers or any other corporation, firm, association or entity in which one or more of its Directors/Officers are directors or officers or are financially interested (an "Interested Director") shall be void or voidable because of such relationship or interest, because such Interested Director is present at a meeting in which a vote is taken that authorizes, approves or ratifies such transaction assuming that: (1) such relationship has been disclosed to all voting members of the Board and (2) the transaction is fair and reasonable to **CWSA**. An aforementioned transaction is approved or ratified by **CWSA** if it receives an affirmative vote of a majority of the members of the Board who have no interest or relationship in the transaction described in this section, but such transaction may not be authorized, approved or ratified by a single Director. If a majority of the members of the Board who have no relationship or interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purposes of taking action under this section. The presence of, or vote cast by, an Interested Director shall not be counted for the purposes of determining whether the transaction is approved under this section.

#### **ARTICLE VIII: DISCIPLINARY ACTION**

- A. A member may be suspended or expelled for unsportsmanlike conduct; any willful violation of **CWSA** adopted rules, regulations, policies and procedures; criminal or fraudulent acts; failure to pay indebtedness; or any other act which is contrary to the objectives and purposes of **CWSA**.

- B. Suspension or expulsion may be appealed and/or a grievance filed to the **CWSA** per ARTICLE IX when the **CWSA** Board of Directors has made a final decision. The resolution must be passed by a two-thirds majority of the Board of Directors.
- C. Disciplinary action shall be addressed by the Board and requires a two thirds vote of the Board.

#### **ARTICLE IX: DUE PROCESS AND APPEALS**

- A. Members shall have the right to due process including the appeal of actions or decisions by **CWSA** Board of Directors or its representatives, where **CWSA** has ultimate jurisdiction and responsibility for the action or decision.
- 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 **CWSA**. 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;
  - 2. The written appeal shall include the following
    - a. The identity of the appellant;
    - b. The identity of the **CWSA** 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 **CWSA** 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).
- C. Upon receiving the written appeal, the President shall immediately distribute a copy of the appeal to each Officer and Director.
- D. 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.
- E. 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.
- F. 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.
- G. Each party shall have the following rights during the formal hearing:
  - 1. To be assisted or represented by any member, or by legal counsel of the party's choosing;
  - 2. To call witnesses and present oral and written evidence and argument which the Board, during the hearing, deems relevant;
  - 3. To confront and cross-examine adverse witnesses; and
  - 4. To have an audio, video or stenographic record made of the hearing at the party's own expense.

- H. 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 **CWSA** unless expressly provided for elsewhere in these Bylaws.
- I. The resolution must be passed by a two-thirds majority of the Board of Directors.

#### **ARTICLE X: GRIEVANCE PROCEDURE**

- A. Any member of **CWSA** may file a written grievance with the President of **CWSA** alleging a violation of the **CWSA** Bylaws or **CWSA** rules, policies and procedures.
- B. The President of **CWSA** 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 **CWSA**, subject to the approval of the President.
  - 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 **CWSA** Board of Directors for final resolution.
  - 3. The Executive Committee shall enact the recommendation unless it is revised or overturned by a majority vote of the Board through a Grievance procedure.
- C. The final resolution must be passed by a two-thirds majority of the Board of Directors.

#### **ARTICLE XI: LIMITATIONS OF AUTHORITY**

No member or group of members shall take any action in the name of or on behalf of **CWSA** unless duly authorized in conformity with these by-laws. Any unauthorized action in the name of **CWSA** shall be deemed wholly void and not binding on **CWSA** or any of its members and shall not be construed to be the official act or acts of **CWSA**. There shall be no personal liability of any **CWSA** member for any act of the **CWSA**, by its officers, directors, or employees, acting within the scope of authority of the **CWSA**.

#### **ARTICLE XII: ETHICAL PRACTICE**

- A. The **CWSA** Board shall subscribe to a written Code of Ethics which includes the requirement that each Officer, member of the Board, and each committee representative, annually agree in writing to abide by such code.
- B. The Board shall adopt standards and practices relevant to **CWSA**. The Board may amend these standards and practices from time to time, as it may deem advisable.

#### **ARTICLE XIII: INDEMNIFICATION**

- A. 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 **CWSA** and its membership for all actions taken in good faith on behalf of **CWSA**, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case **CWSA** 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.

- B. **CWSA** hereby indemnifies **CWSA** Officers and Board members and **CWSA** 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 **CWSA** Bylaws.

**ARTICLE XIV: AMENDMENTS**

Amendments, modifications, or revisions to these by-laws may be made by a two-thirds vote of the Board at any Director's meeting duly called and properly noticed to all Directors.

**ARTICLE XV: FISCAL YEAR**

The **CWSA** fiscal year shall be the calendar year.

**ARTICLE XVI: PARLIAMENTARY PROCEDURE**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern **CWSA** in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order **CWSA** may adopt. Following Robert's Rules of Order is a convenience of the Board to facilitate efficient meetings and failure of strict compliance with Robert's Rules of Order will not invalidate an otherwise properly approved action of the Board.

**ARTICLES XVII: BOOKS AND RECORDS**

- A. **CWSA** shall keep a Membership book with the name and address of each Member in alphabetical order along with any documents evidencing a resignation, expulsion or termination of such Member.
- B. **CWSA** shall keep complete books and records of account and shall keep minutes of all of the proceedings of the Board and the Standing Committees. Such books shall include a listing of the name and address of each Director and Officer; the latest annual report filed with the State of Florida; written communication to Members in the past three (3) years; financial statements furnished for the past three (3) years; a copy of the Articles of Incorporation and any amendments thereto; a copy of these Bylaws and any amendments thereto; minutes from all meetings and records of votes for the past three (3) years; and all other documents required under Florida Statute 617, as may be amended from time to time.
- C. **CWSA** shall maintain a registered office and registered agent in accordance with Florida law, and current information regarding **CWSA** shall be readily available to the Members in accordance with Florida Statute 617.1602, as may be amended from time to time.

**ARTICLE XVIII: DISSOLUTION**

- A. **CWSA** may be dissolved in accordance with Chapter 617, Florida Statutes, as may be amended from time to time.
- B. Notice of any meeting to dissolve **CWSA** must be made at least thirty (30) days prior to such meeting. In no event will any property or asset of **CWSA** be distributed to any Member, Director, Officer or private individual upon dissolution of **CWSA**. In the event of the dissolution of **CWSA**, all property and assets will be distributed to a non-profit, charitable organization (as defined by the Internal Revenue Code) selected by a majority vote of the remaining members of the Board.

**As Approved February 13, 2012**  
**Name Change approved February 22, 2012**  
**Revised March 20, 2012**