

## **American Barefoot Club Bylaws**

(Ratified January 31, 2021)

### **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 sports 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), and the US Olympic & Paralympic Committee (USOPC) to promote barefoot water skiing throughout the world.

### **ARTICLE 3 - Membership**

1. Membership in ABC shall be open to any individual member of USA-WSWS, without discrimination on the basis of gender, race, color, religion, national origin, 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 - Conflict of Interest and Ethical Practice**

1. ABC, an affiliated Sport Discipline of USA-WSWS, will not tolerate any form of harassment, unlawful discrimination, abuse or misconduct and will uphold a zero-tolerance policy, consistent with the United States Olympic & Paralympic Committee (USOPC) SafeSport initiative. The USA Water Ski & Wake Sports SafeSport Program Handbook is an appendix to the USA Water Ski & Wake Sports Policies and Procedures Manual.

## **ARTICLE 5 - Suspension or Expulsion**

1. The following complaints shall be sent to the USA-WSWS Judicial Committee to be resolved in accordance with USA-WSWS Bylaws article IX:

- a) Requests for or appeal of suspension or expulsion
- b) Complaints filed to the ABC required to be sent to the USA-WSWS Judicial Committee per Article 6 of these ABC Bylaws.

## **ARTICLE 6 - Complaint Procedures**

1. Complaints:

- a) The ABC shall have exclusive jurisdiction over complaints relating to the following:
  - i. The application or interpretation of any of ABC rules of competition including administrative rules relating thereto
- b) All complaints relating to the following shall be sent directly to the USA-WSWS Judicial Committee for resolution:
  - i. Any alleged or actual denial, or threat to deny, an individuals' opportunity to compete or participate (including as an athlete, coach, manager or otherwise) in a USA-WSWS sanctioned competition or as a member of an official U.S. team designated to participate in international competition relating to ABC activities.

2. Manner of Filing, Notice and Binding Nature of the Proceedings:

- a) A complaint may be filed by any person who claims direct and actual harm as a result of the actions complained of. The complainant shall file a Complaint with the ABC President, with a copy to all members of the ABC Executive Committee, and also with a copy to the Executive Director of USA-WSWS.
- b) The Complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the Complaint.
- c) Promptly following receipt of the Complaint, the ABC President shall send a copy of the Complaint, together with all materials filed with the Complaint,

and any relevant documents otherwise in the possession of the ABC, to the party(ies) against whom the Complaint has been filed (the "Respondent(s)").

- d) Following receipt of the Complaint, the ABC Executive Committee shall promptly designate a Hearing Panel (which may be the Executive Committee itself) to investigate and decide the Complaint (subject to ratification or amendment of the Hearing Panel's decision by the ABC Board of Directors. The parties shall be given notice of the hearing panel appointees, and a reasonable opportunity to object to any hearing panel appointees because of any conflicts of interest or actual bias or prejudice. The Hearing Panel shall designate a chair to preside over all matters and hearings relating to the Complaint. If the Hearing Panel determines that any individual(s) not listed as either as a Complainant or Respondent are interested parties to whom notice of the proceedings (and an opportunity to be added or intervene as a party) should be given, the Hearing Panel Chair shall provide notice of the proceedings (which shall include a copy of the complaint and all other materials and relevant documents to the third-party(ies); the third-party(ies) shall thereafter inform the Hearing Panel of their intent to participate in the proceedings within a time period established by the Hearing Panel, except that the proceedings shall continue even in the absence of any such third-party(ies) who do not give notice of their intent to participate.
- e) Throughout all such proceedings, all parties shall have the right to submit additional relevant documents for consideration by the Hearing Panel. Copies of all materials provided by any party, or any other communications, shall be provided to all other parties, and there shall be no *ex parte* communications between the parties and the Hearing Panel. All parties, including any affected or intervening party, shall be eligible to participate fully in the proceedings, including any hearing. All parties, including any affected or intervening party, shall be bound by the decision of the Hearing Panel, even if she/he chooses not to participate, subject only to the ratification or amendment of the Hearing Panel's decision by the ABC Board of Directors.

### 3. Administration:

- a) The Complaint and all proceedings relating thereto shall generally be administered consistent with the principles of due process for such proceedings as set forth in the USA-WSWS Bylaws and related Policies and Procedures.
- b) The Hearing Panel shall provide a written report of its decision, and the basis therefor, to the ABC President, with a copy to the Executive Committee and USA-WSWS Executive Director. Upon receipt of the decision, the President shall present the decision at the next regularly

scheduled meeting of the Board of Directors (or a special meeting of the Board of Directors, if determined necessary by the Executive Committee). At that Board of Directors meeting, the interested parties (including any intervening third-party(ies)) shall have the opportunity to provide written and oral presentations as to why they believe the Hearing Panel's decision should be ratified or amended, following procedures as established by the Executive Committee. After considering the matter, the Board of Directors shall ratify the Hearing Panel's decision or may (upon a two-thirds vote of the directors in attendance) amend the decision. The Board of Director's decision may be made in writing or may be made a part of the minutes of the meeting, and shall be deemed final when made, and the time for filing any appeal from the Board of Director's decision shall commence when that decision is made. The President shall notify the interested parties (including any intervening third-party(ies)) of the decision of the Board of Directors.

4. Appeals:

- a) Any appeal from a decision resulting in any membership restriction, suspension or termination shall be sent to the USA-WSWS Judicial Committee in accordance with Article IX of the USA-WSWS' Bylaws.
- b) Any appeal from any other decision of the ABC Board of Directors shall be through the appeals arbitration process established and maintained by the United States Olympic Committee.

5. Other Complaints:

- a) USA-WSWS shall have the sole and exclusive jurisdiction with respect to all other complaints, which shall be administered as set forth in Article IX of USA-WSWS' Bylaws and related Policies and Procedures.

## **ARTICLE 7 - Regional Organization**

The U.S. shall be divided into 5 Regions, as follows:

1. Eastern Region: Thirteen (13) states plus the District of Columbia
  1. Connecticut
  2. Delaware
  3. Maine
  4. Maryland
  5. Massachusetts
  6. New Hampshire
  7. New Jersey
  8. New York
  9. Pennsylvania
  10. Rhode Island



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 by 2/3 Vote Of The Board.

3. Each Region shall adopt and may amend its own Regional Bylaws, provided that these Regional Bylaws shall not conflict with the Bylaws of the ABC or the Bylaws of the USA-WSWS or any authorized rules made or taken thereunder. 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 the 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.

## **ARTICLE 8 - Board of Directors**

1. In addition to the ABC President, who shall vote only in the case of a tie, the ABC Board of Directors, hereinafter referred to as the Board, shall consist of up to seventeen (17) eligible voting Board members, including ten (10) Regional Directors, two (2) from each of the five (5) ABC Regions, the ABC Vice President, and six (6) Elite Athlete Representatives to the ABC Board (which constitute at least 33 1/3% of the voting power of the Board). Additionally, the ABC Board of Directors shall include the Secretary and Treasurer, who do not have voting privileges, and five (5) Reserve Directors, one for each Region, who shall have voting privileges only in the absence of one of their respective Region's Directors, or as otherwise prescribed in these Bylaws.

2. 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 The Board, may prescribe from time to time.

3. 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.

4. 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.

5. 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.

6. 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.

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

8. The Board may remove one of its members for sufficient cause by a 2/3-majority Vote Of The Board.

9. The Board shall have 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 9 voting Board members as described in Article 13.6 in order for the Board to conduct business. A Vote Of The Board is determined by a counting the number of votes cast by voting Board members once a Quorum is established. A majority Vote Of The Board shall be required for passage of any item except as otherwise specified in these Bylaws.

10. Changes to ABC Rules or Bylaws require approval by a 2/3 majority Vote Of The Board.

11. Honorary Directorship will be awarded to all past Presidents or persons with five (5) years Board service. Years of service as a Reserve Director will not be applied towards Honorary Directorship. Honorary Directors shall have voice but no vote at ABC Board meetings.

## **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 Vote Of The Board of the incoming ABC Board, together with any Reserve Directors of the new Board present, at the Annual Summer Board 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 re-elected 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 the Board 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 The Board, together with any Reserve Directors present, at a regular or special Board meeting, or by mail ballot. The Board may remove any officer by 2/3-majority Vote Of The Board, together with any Reserve Directors present, at any time for sufficient cause. In the case of the disability of any officer, or for any other sufficient cause, the Board may, by a majority Vote Of The Board, together with any Reserve Directors present, delegate the duties and powers of such office temporarily to any other officer or board member. Any Officer replaced during the first half of a vacated Officer's term shall be eligible to be re-elected to one (1) additional term; any replacement occurring during the second half of a vacated Officer's term shall be eligible to 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 and the Vice President will cover these responsibilities in the case of his/her vacancy.
  - 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 ABC on an annual basis to USA-WSWS.
  - d) The President shall appoint all standing committees, subject to Article 10 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 divide responsibilities with the Vice President as agreed upon by the Board.

2. Vice President:

- a) The Vice President shall assist the President to perform his/her duties or exercise the powers of the President during the President's absence and/or disability; 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) The Treasurer and Secretary positions may be combined and filled by the same person.

## **ARTICLE 11 - Committees**

1. The ABC standing committees are listed below. The President shall appoint the chairman of each committee, subject to Board approval, and exercise approval of committee members selected by each 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. Elite athletes shall be allowed to constitute at least 20% of committee membership and voting power.

- a) Records Committee
- b) Rules and Bylaws Committee
- c) Officials Committee
- d) Awards Committee

- e) Marketing and Social Media Committee
- f) Technology Committee
- g) Team Select
- h) Skier Development
- i) History Committee
- j) 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 33 1/3% of the voting power of the Board shall be with "*Elite athletes*". The members of the Athlete Advisory Council shall select these Board members.

4. The Athlete Advisory Council shall elect the 6 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) finished 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 mail ballot.

## **ARTICLE 13 - Meetings**

1. The summer meeting of the Board shall be held at the National Barefoot Tournament (or if not held during the month of August); 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 Board Meeting. Outgoing Directors will attend for the purpose of ensuring 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 Board 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, seven days written notice of the time, place, and purpose of all special meetings of the Board must be given by mail or electronic means to each director at his/her last known address.

6. Quorum at all Board meetings shall consist of 51% of the voting Regional Directors and at least 9 total votes. 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 mail, email, social or other electronic media for discussion and to conduct business ("Electronic Discussions"). Electronic Discussions are not special meetings and need not comply with Article 13, paragraph 5 of these Bylaws. All ABC Board members shall have access to Electronic Discussions. The Board, by majority Vote Of The Board may adopt special rules governing Electronic Discussions.

#### **ARTICLE 14 -Amendments**

1. These bylaws shall be amended by a 2/3-majority Vote Of The Board.

#### **ARTICLE 15- Parliamentary Authority**

1. Roberts Rules of Order, newly revised current edition, shall govern the ABC in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules that 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 by ABC Board 07FEB2021 and by USA-WSWS Board of Directors 21JAN2021