

**AMERICAN WATER SKI ASSOCIATION, SOUTHERN REGION
A SPORT DISCIPLINE OF USA WATER SKI & WAKE SPORTS, INC**

BY-LAWS

DATE: AMENDED January 29, 2022

ARTICLE I NAME

SECTION 1

The name of this organization shall be the Southern Region of the American Water Ski Association, the abbreviation of which is AWSA SR, as defined in the bylaws of the American Water Ski Association Article IV, A.3, as approved August 10, 1998, a Sport Discipline of USA Water Ski & Wake Sports (USA-WSWS), which is the national governing body of water skiing in the United States.

ARTICLE II PURPOSE

Section 1

The purpose of this organization shall be: to carry out within the Region the purposes, policies, and directives of AWSA and USA-WSWS, as expressed in its constitution, rules and bylaws.

Section 2

To promote better coordination and understanding between skiers, clubs, and associations.

Section 3

To promote membership in the Region, AWSA and USA-WSWS of individuals, clubs and associations.

Section 4

To effectively promote and coordinate AWSA tournaments and other organized AWSA SR skiing activities in the Region.

Section 5

To act as official voice for the Region in matters pertaining to AWSA and represent the AWSA SR on the USA-WSWS Board of Directors.

Section 6

To establish and maintain standards of safety for the protection of skiers, spectators and AWSA water skiing in the Region.

Section 7

To deal with all matters affecting AWSA SR, (not provided for or governed by AWSA) through the development of rules and practices for the Region.

Section 8

To do whatever else may be necessary to promote the best interest of AWSA in this Region.

ARTICLE III MEMBERSHIP

Section 1

Membership in AWSA SR shall be open to any individual member of AWSA and USA-WSWS, without discrimination on the basis of gender, race, color, religion, national origin, age, or sex: who is a bonafide member residing within the Region, as now or hereafter defined by AWSA and USA-WSWS shall be considered a member in this Sport Discipline. The privileges of this membership will be exercised in the region of the individuals' residence as determined by AWSA and USA-WSWS membership files. Subject only to payment of dues as the USA-WSWS, AWSA and AWSA SR may prescribe from time to time.

Section 2

Any such affiliated member under eighteen years of age shall be classified as a junior member.

Section 3

A member may be disciplined, including suspension or expulsion, for: unsportsmanlike conduct; any willful violation of AWSA SR and/or AWSA and/or USA-WSWS rules or procedures; criminal or fraudulent acts; failure to pay indebtedness; or any other act which is contrary to the objectives and purposes of AWSA SR, AWSA, USA-WSWS, IWWF and/or USOPC. Suspension and Expulsion shall be referred directly to the AWSA President and shall be resolved in accordance with AWSA Bylaws Article XII.

Section 4

A member may be disciplined only by a two-thirds vote of the AWSA SR Council on charges made in writing over the signatures of at least three regular members of AWSA and USA-WSWS and submitted to the AWSA SR Council.

Section 5

Any member of AWSA SR may file a written grievance with the Executive Vice President of AWSA SR alleging a violation of the Bylaws or AWSA SR 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 XII of AWSA Bylaws.

Section 6

Members shall have the right to due process including the appeal of actions or decisions by AWSA SR or its representatives where AWSA SR has ultimate jurisdiction and responsibility for the action or decision

ARTICLE IV MANAGEMENT

Section 1

The management of the AWSA SR shall be vested in a Regional Council.

Section 2

The AWSA SR Regional Council will make the decisions on matters affecting the AWSA SR Region as a whole. The Executive Vice President and the local councilmen will make the decisions on matters affecting the councilmen's state, subject to appeal to the Council as a whole. In any state where there is no councilman, the Executive Vice President shall make the decisions.

ARTICLE V REGIONAL COUNCIL

Section 1

The AWSA SR Regional Council shall consist of the Executive Vice President, and at least four (4) AWSA SR Regional Councilmen representing different states, selected in the following manner. The voting members of the AWSA SR Regional Council shall consist of the Executive Vice President, the three (3) National Directors and at least twenty two (22) AWSA SR Regional Councilmen representing different states, selected in the following manner.

Section 2

The AWSA SR Executive Vice President shall be elected by the AWSA SR membership at the Annual Meeting of the AWSA Southern Region and shall serve for one (1) year or until his successor has been properly installed in office. Per AWSA Bylaws Article V.

Section 3

Each state shall elect three Councilmen (except Florida, who shall elect four Councilmen) at their AWSA SR sanctioned State tournament, if held.

Section 4

The Executive Vice President may appoint a Councilman for any state it deems necessary, provided that state has no elected Councilman.

Section 5

No more than three Councilmen, other than the Executive Vice President, shall be elected or appointed from any state, except as provided in Section 3 above. The Executive Vice President may be elected from any state and will not be considered an additional member from a particular state for the purpose of this section.

Section 6

Should any Regional Councilmen become unable to serve the remaining members of that state's Council shall elect a successor to fill this vacancy for the remainder of the term.

Section 7

All Councilmen shall take office simultaneously with the Executive Vice President as provided by the AWSA Bylaws.

Section 8

Honorary National Directors and retired Executive Vice Presidents of the AWSA SR shall be ex-officio members of the Regional Council with voice, but without vote.

ARTICLE VI DUTIES OF THE EXECUTIVE VICE PRESIDENT

Section 1

It shall be the duty of the Executive Vice President to act as Chairman of the Regional Council, preside at all of its meetings and present a report of activities and plans for the region at each annual meeting. Subject to these bylaws, he shall be Official Executive Representative 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 for.

Section 2

It shall be the duty of the Executive Vice President to carry out the purposes of the Region as set forth in Article II of these bylaws, and to generally assist each Councilman in his state.

Section 3

It shall be the duty of the Executive Vice President to carry out directives, mandates, and duties as set forth by AWSA and USA-WSWS.

ARTICLE VII DUTIES OF THE REGIONAL COUNCILMEN

Section 1

It shall be the duty of each Councilman to carry out the purposes of the Region as set forth in Article II of these bylaws, and to generally assist the Executive Vice President in carrying out his duties.

Section 2

The Regional 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 Executive Vice President.

Section 3

The Officers herein provided for shall hold office for a term of one year, or until their successors have been duly elected.

ARTICLE VIII PROCEDURE FOR ELECTION OF OFFICERS

Section 1

The Nominating Committee shall be composed of the full Council of the AWSA Southern Region.

Section 2

The Nominating Committee shall nominate qualified and willing candidates for each office of AWSA National Director and an Alternate (three year term) and AWSA Executive Vice President and an Alternate (one year Term). In the odd year, they shall also seek candidates for one (1) USA-WSWS Director and an Alternate, to be elected in the odd year and seated in the even year, per AWSA Bylaws Article V and USA-WSWS Bylaws Article VI.

Nominations will take place by Council at the Mid-Winter Meeting. The Nominating Committee must submit all names to the Executive Vice President at the conclusion of the midwinter meeting. The nominee's names shall be placed on the absentee ballot.

Section 3

Any senior member desiring to vote may do so in person, at the Southern Region Annual Meeting or by absentee ballot (not both). Absentee Ballots must be sent individually and directly to the Chairman of the AWSA Southern Region Teller's committee at least five (5) days prior to the start of the AWSA Southern Regional Tournament. The absentee ballot or copy, thereof, will be printed in the current AWSA Southern Region Guide and on the Southern Region website. The mail (absentee) ballot shall indicate the names of the nominees submitted

by the Nominating Committee, and only those names will be eligible to receive absentee votes. The Nominating Committee must submit all names to the EVP at the conclusion of the mid-winter meeting.

The completed mail (absentee) ballot with proof of AWSA and USA-WSWS membership (copy of current membership card) must be received by the Chairman of the AWSA Southern Region Teller's Committee, sent individually and directly from the senior member at the address noted in the "AWSA Southern Region Guide", and the Southern Region website.

Section 4

A Tellers Committee with Chairman shall be appointed by the Executive Vice President consisting of a panel of three, not on ballot, from separate states, selected from Council, Directors and Committee members to be selected prior to the annual AWSA Southern Regional Meeting from among AWSA Southern Region members who will be present at the AWSA Southern Regional Tournament and annual AWSA Southern Region Meeting.

Section 5

The Teller's Committee shall ascertain that mail (absentee) ballots are valid and make a count of the ballots. The Chairman has the responsibility for safekeeping of the mail (absentee) ballots.

Section 6

Other qualified candidates for the office of AWSA Executive Vice President, AWSA National Director and Alternates and the USA-WSWS Director and Alternate, may be nominated from the floor during the AWSA Southern Regional Meeting.

Section 7

The Teller's Committee will make a roll call of all AWSA SR members present at the AWSA Southern Regional meeting.

Section 8

The Teller's Committee will make a Report on the vote by members present and by mail (absentee) ballot and the winners of the elections will be announced.

ARTICLE IX OFFICERS AND COMMITTEES

Section 1

The Regional Council may elect such officers and appoint committees as they deem necessary to conduct the business of this organization.

Section 2

The Regional Council may recommend to the AWSA Board of Directors the removal of any official from office by a two-thirds (2/3) vote of the total number of Regional Council, at any time, with or without a cause. When a vacancy in a Directorship occurs for any reason, it shall be filled through temporary appointment by the Regional Council; and the person temporarily appointed shall hold office until the next Annual AWSA Southern Regional Meeting, at which time such vacancy shall be filled by election for the unexpired portion of said term.

ARTICLE X MEETINGS

Section 1

The annual meeting of this organization shall be held within the bounds of the AWSA SR during the AWSA Southern Region Tournament and shall be near the tournament site.

Section 2

In the event there is no AWSA Southern Regional Tournament, the annual meeting shall be at a time and place designated by the AWSA SR Council.

Section 3

All senior members of the AWSA Southern Region shall be notified in writing of the time and place of the annual meeting at least ten (10) days in advance of such meeting.

Section 4

Each senior member of the AWSA Southern Region shall be allowed one vote in person or by mail (absentee) ballot.

Section 5

There shall be at least twenty (20) senior AWSA Southern Region members present in person to constitute a quorum for the purpose of transacting business.

Section 6

The order of business at the annual meeting shall be:

1. Calling the meeting to order and presentation of mail (absentee) ballots.
2. Roll call of the members present in person or by mail (absentee) ballot.
3. Election of AWSA Regional Directors and Alternates.
4. Election of AWSA Regional Executive Vice President and Alternate.
5. Election of USA-WSWS Director and Alternate. (in odd years only)
6. Reading of the minutes of the prior meeting.
7. Report of the Executive Vice President.
8. Old business.
9. New business.
10. Other reports.
11. Old business.
12. New business.

Section 7

The AWSA Southern Regional Council may authorize membership meetings or meetings of the AWSA Southern Regional Council at any time, provided that for general membership the notifications procedures in Section 3 must be followed.

Section 8

At all meetings of the Council, two-thirds (2/3) of Council shall constitute a quorum. Unless waived in writing, ten days' notice of the time, place, and purpose of all Council meetings must be given by email at his/her last known address. However, if a Councilman is unable to attend a meeting of the AWSA SR Council, the remaining Councilman from that state, may appoint an Officer from that states Federation, in attendance at the meeting, to take the seat of the absent Councilman and exercise their voice and vote in the meeting.

Section 9

In lieu of special meetings, the Council may take any action by email per the Electronic Balloting Procedures of the SR Council, and any resolution approved in writing by a majority of the Councilmen (unless greater majorities are required by these Bylaws) shall have the same force and effect as if adopted at a called meeting of the Council. The Council shall be notified by return email of the results of the ballot or ballots. All email Ballots shall be ratified (in person) at the next, scheduled meeting of the Council.

ARTICLE XI DUES, ASSESSMENTS AND LIMITATIONS OF AUTHORITY

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

Section 2

While the Executive Vice President and Regional Councilmen herein provided for are the Official Authorized Representatives of this organization, they shall have no authority, expressed or implied, to impose upon, or subject the membership of this organization to any financial liability or obligation, or any personal liability for or in connection with the activities of said officers, or other members.

Section 3

Wherever guarantees or financial commitments are required to be made in the execution of the duties and functions of said officers, they shall be confined to the personal liability of the officers and such members as may desire to bind themselves therefor, individually.

ARTICLE XII AMENDMENTS TO THE BY-LAWS

Section 1

These bylaws may be amended, changed and approved by a 2/3 vote of the AWSA Southern Regional Council at the AWSA Southern Region Mid-Winter meeting or the Annual AWSA Southern Region meeting, per the standards set forth in the AWSA Bylaws Article XV.

Section 2

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-WSWS, shall automatically be suspended in application, and supplanted by these Rules and Bylaws of AWSA and or USA-WSWS, where such conflict exists, to the end that this organization may be completely integrated with and conformable to the National organization as an integral part thereof. Per AWSA Bylaws Article XV.

ARTICLE XIII INDEMNIFICATION

Section 1

The members of the AWSA Southern Regional Council, as a Council and individually, and the members for each permanent standing committee, as a committee and individually, are specifically held harmless by AWSA SR, AWSA and USA-WSWS and its membership for all actions taken in good faith on behalf of AWSA SR, AWSA and USA-WSWS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case AWSA SR and/or AWSA and/or USA-WSWS 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 XIV CODE OF CONDUCT AND ETHICS, CONFLICT OF INTEREST AND GIFTS

Section 1

The AWSA SR shall subscribe to the AWSA/USA-WSWS written Code of Conduct and Ethics, Conflict of Interest and Gifts policies which includes the requirement that each National Director, and each National committee member, annually agree in writing to abide by such code. The link to the official form will be sent individually to each individual that is required to complete the form each year per the posted Southern Region Directors and National Committee members approved by the AWSA President each year to AWSA/USA-WSWS.

ARTICLE XV FISCAL YEAR

Section 1

The fiscal year of this organization shall commence on the date of installation of officers of each year.

ARTICLE XVI PROCEDURE

Section 1

The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the Southern Region of the AWSA 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 AWSA Southern Region, AWSA and USA-WSWS may adopt.

Section 2

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

As amended January 29, 2022