



Bylaws

Minnesota Water Ski Association

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Revision History

These Bylaws adopted	January 1960
Amended	March 1965
Amended	July 1993
Amended	May 2004
Amended	January 2020

Article I – Name

The name of this non-profit corporation shall be **Minnesota Water Ski Association** (hereinafter sometimes referred to as “MWSA” or “Association”). MWSA is incorporated under Chapter 317A of the laws of the State of Minnesota.

Article II – Mission

The mission of the Association is to encourage and promote water safety, and to encourage and promote organized and competitive three (3) event (slalom, tricks, and jumping) tournament water skiing for males and females of all ages in the State of Minnesota under sanction from the American Water Ski Association/USA Water Ski and Wake Sports.

Article III – Members

Section 3.1

The membership shall consist of the following classes of members:

- Senior member: A Minnesota resident 18 years or older.
- Junior: A member age 17 years and younger.
- Associate: A non-resident of Minnesota 18 years or older.
- Family: Husband, wife, and all children ages 17 years and younger.

Section 3.2

Each senior member shall be entitled to one vote and shall also be entitled to hold office and to server as a Director of the Association. A family consisting of a husband and wife who are both senior members will have two votes.

Section 3.3

A person shall become a member by paying his, her or their dues as established by the Board. A term of membership shall be on a calendar year basis (i.e. January 1 to December 31). Notwithstanding, the Board may adopt rules with respect to new members who join after September of a given year to allow the new membership to extend through the following calendar year.

Section 3.4

A member may be expelled for any reason as set forth under the official rules of the American Water Ski Association, a sport division of USA Water Ski and Wakesports, the national governing body of organized water skiing, of which the MWSA is a member club. Expulsion shall be by a two-thirds (2/3) vote of the Board.

Section 3.5

All competitors in the Minnesota State Championships and participants in the Junior Development program and must be members of the Association.

Article IV – Board of Directors

Section 4.1

The business and affairs of the Association shall be managed by or under the direction of a Board of Directors who shall be elected by the members as hereinafter provided. The Board shall consist of a minimum of three (3) members. Some of the Directors shall also server as officers of the Association. All members of the Board shall be current paid members of the AWSA/USA Water Ski and Wake Sports and MWSA.

Section 4.2

The Board shall consist of the following:

- a. The immediate past President of the Association.
- b. The current President who shall server as Chair of the Board.
- c. The Vice President who shall serve as Vice Chair of the Board.
- d. The Secretary.
- e. The Treasurer.
- f. The Minnesota Midwest Regional Council Representative.
- g. Any member of the Association who is elected officer of AWSA/USA Water Ski and Wake Sports.

Section 4.3

Directors shall serve for a term of two (2) years or until his or her replacement has been elected. There shall be no term limit for Board members. In addition to the elected members of the Board, the immediate past president of the Association shall upon expiration of his/her term as President/Board Chair automatically become a member of the Board for one (1) year after his/her term as President expires or until a new President of the Association has been elected for his/her successor.

Section 4.4

A majority of the Directors then serving shall constitute a quorum for the transaction of Association's business at all meetings except as otherwise specifically required by these Bylaws.

Section 4.5

Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

Section 4.6

Directors shall not be financially compensated for their duties as Directors of the Association.

Section 4.7

A Director may resign at any time by giving written notice of his/her resignation to the Board. The resignation is effective when received by the Board unless a later date has been specified in the notice. In the event of a vacancy on the Board, a successor Director to fill the remaining term shall be elected by an affirmative vote of a majority of the Board of Directors present at a duly held meeting.

Section 4.8

Regular Board meetings shall be held immediately after a general membership meeting. A special meeting of the Board may be called by the Chair or acting Chair or any two other Directors.

Section 4.9

A Board member may be removed by a vote of a majority of the Senior and Associate members voting at a duly called meeting of the members provided two (2) weeks advanced notice of the proposed recall has been given to the general membership.

Section 4.10

A meeting of the Board or any committee of the Board may be conducted by a telephone conference or any means of communication through which the participants may simultaneously hear each other during the meeting, if notice of the meeting has been given as would be required for a meeting and if the number of persons participating in the conference is sufficient to constitute a quorum. Participating in a conference constitutes personal presence at the meeting. A Director may participate in a Board meeting by means of communication through which the Director, all other Directors participating, and all other Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means shall constitute personal presence at the meeting.

Section 4.11

Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a writing signed by all of the Board members.

Section 4.12

The Board of Directors will hold meetings at such places as determined by the Board.

Article V – Officers

Section 5.1

The senior members of the Association shall elect the officers of the Association. Each officer shall also automatically become a member of the Board of Directors. The officer positions shall consist of the following: President, Vice President, Secretary, Treasurer and such other officer positions as the Board may determine.

Section 5.2

The duties of the officers shall be:

- A. The President shall preside over all meetings of the Association and serve as chair of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall carry on those other responsibilities assigned to him/her by these Bylaws and by the Board of Directors. The President shall prepare and distribute an agenda in advance of any regularly scheduled meeting of the membership and Board of Directors, shall recognize and cultivate leadership qualities in others, and shall inspire enthusiasm for the Association's mission. The President may appoint a committee to audit the books of the Treasurer and to assist the Treasurer in the preparation of an annual budget.
- B. The Vice President shall perform such duties as may be determined from time to time by the Board and during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the Chair/President including presiding over all meetings but only so long as the absence or inability of the President continues.

- C. The Secretary shall assemble and distribute meeting notices, agendas and minutes for all Association meetings. He/She shall also assemble a periodic newsletter or other communication method to inform members of relevant events, Association news, changes in rules or regulations related to the sport, and other items that may be of interest to the general membership.
- D. The Treasurer shall keep all financial records and accounts of the Association and have charge of the funds. He/she shall keep all funds in a bank account approved by the Board of Directors and in the name of the Association, subject to withdrawal by checks signed in such manner as may from time to time be approved by the Board. The Treasurer shall disburse the funds of the Association under the direction of the Board. The Treasurer shall prepare an annual report and a proposed budget for the upcoming year to submit to the members for approval at the annual meeting of the members. The annual report shall include an income statement reflecting all income and expense statement (and/or cash flow statement) and a balance sheet. The Treasurer shall prepare and present a report at each regularly scheduled membership and Board meeting reflecting the financial condition of the Association.
- E. The Minnesota Regional Council Representative shall represent the best interests of the Association at semi-annual meetings of the Midwest Regional Council of the American Water Ski Association. He/she shall be knowledgeable of the Association's mission, current activities and goals, and knowledgeable of the current Tournament Rules of AWSA. He/she shall be prepared to discuss and vote on all matters pertaining to the Midwest Regional Council. In addition, the Minnesota Representative shall prepare and submit semi-annual reports to the Association.

Section 5.3

An officer of the Association may resign at any time by giving written notice of his/her resignation to the Board. The resignation is effective when received by the Board unless a later date has been specified in the notice. Submission of resignation of the position of an officer shall also be deemed to be a resignation from the Board unless the resigning officer had also been the immediate past president. The Board present at a duly held meeting shall elect a replacement to fill the remaining term of the Officer.

Article VI – Finance

Section 6.1

The Board of Directors shall set annual membership dues payable to the Association at the last regularly scheduled meeting of the Board of Directors.

Section 6.2

Any dues, contributions, or gifts made to the Association shall be accepted or collected only as authorized by the Board.

Section 6.3

All funds of the Association shall be deposited to the credit of the Association under such conditions and in such banks as shall be designated by the Board.

Section 6.4

Title to all property shall be held in the name of the Association.

Section 6.5

The Treasurer shall make a summary report of the financial condition of the Association to the members and the Board of Directors at each regularly scheduled meeting. At the Annual Meeting of the membership, the Treasurer shall present a detailed report of the finances of the Association. The annual report shall include at a minimum an income statement reflecting all income and expenses (and/or cash flow statement) and a balance sheet.

Article VII – Membership Meetings

Section 7.1

The Association shall meet at least once every month, unless otherwise determined by a majority of the Directors, October through May during the third week of the month. The meetings shall be held at such places as determined by the Board. Notice of meetings shall be provided to all members and the Board of Directors at least one week in advance. Special meetings may be called at any time by the Chair/President, a majority vote of the board or upon written request of 10% of the members with a minimum of upon one week's notice.

Section 7.2

All senior members are entitled to one vote on any matter presented to the Board.

Section 7.3

Motions approved by a majority of qualified senior members present shall be passed and established as a recommendation to the Board, which will have the official vote.

Section 7.4

The annual meeting of the Association will be held during the weekend of the Minnesota State Water Ski Championships.

Article VIII – Elections

Section 8.1

Each election year the Board shall prepare a slate of at least one candidate for each elected office and will make the list available to the membership prior to the annual membership meeting.

Notwithstanding, the senior members at the annual meeting may also nominate additional candidates for the various offices.

Section 8.2

Written notice of the time and place of the annual meeting together with a slate of candidates for the Offices/Board shall be made available to the members at least two weeks before the election at the Annual Meeting of the general membership.

Section 8.3

Elections shall be conducted by voice vote unless a written ballot is requested. Only those members present at the annual meeting may vote.

Article IX – Committees

Section 9.1

The Chair/President, with the approval of the Board, may establish and dissolve committees as needed and shall appoint the committee chairs. The President shall be an ex-officio member of each committee. The following shall be a list of recommended standing committees of the Minnesota Water Ski Association:

- A. The Hall of Fame committee, acting under guidelines as set by the Association, shall select and honor those individuals who have made a significant impact on water skiing in the State of Minnesota. Hall of Fame members shall be honored on the MWSA website. Other awards may be given at the direction of the BOD on a timely basis.
- B. The Junior Development committee shall organize and run an annual clinic for junior members during the month of June.
- C. The Judges, Scorers, and Drivers committee, working within the requirements of AWSA/USA Water Ski and Wake Sports for judges, scorers, and drivers, shall conduct clinics when needed, and will maintain an adequate group of officials for state tournaments.
- D. The Legislation committee shall be aware of laws of the State of Minnesota that pertain to water skiing and shall represent water skiers at legislative meetings. This committee shall inform members of the Association of existing or pending legislation affecting the sport.
- E. The Membership committee shall promote and solicit membership in local clubs, the Association, and AWSA/USA Water Ski and Wake Sports.
- F. The Safety committee shall assure safe conduct of all AWSA sanctioned water ski events in the State of Minnesota, shall offer recommendations for increasing safety of the sport, shall conduct periodic safety clinics when needed, and shall file all safety records as required by AWSA/USA Water Ski and Wake Sports.
- G. The Website committee, under the direction of the Webmaster, shall design and maintain the Association's website and will solicit viable information and post it in a timely manner.

Article X – Rules of Order

All meetings of the members and the Board shall be governed and operated pursuant to Robert's Rules of Order as may be revised.

Article XI – Indemnification

To the full extent permitted by the State of Minnesota, as permitted from time to time, or by other provisions of the law, each person who was or is a party to any threatened, pending, or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director, or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative voice of the majority of the Board of Directors for which notice stating such purpose has been given against expenses, including attorney's fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in

connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust, or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of the provision of the Bylaws.

Article XII – Amendment of Bylaws

Section 12.1

Except as otherwise provided herein, the Bylaws of the Association may be amended as follows: (a) a two-thirds (2/3) majority vote of the Board of Directors then serving; or (b) upon the recommendation of a majority vote of the Directors, a majority vote of the senior members voting at a general membership meeting present at a duly organized meeting to approve said amendments.

Notwithstanding, any amendment to extend the term of the directors or the manner in which they are elected shall be submitted to the general membership as provided in (b) above. Any meetings of the members to consider a proposed amendment or amendments shall require at least two (2) weeks advance notice together with a copy of the proposed amendment to the Bylaws and a copy of the existing Bylaw or Bylaws.