

Competitive Wake Surf Association, Inc.

Bylaws

As amended June 11, 2020

Competitive Wake Surf Association, Inc.

Bylaws

ARTICLE I. NAME, MISSION, AND PURPOSE

- A. 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 engage in any lawful activities that will tend to develop and promote the sport of wake worldwide for the best interests of the sport, any membership, and the general public.
 - 5. To conduct successful wake surf events that foster the growth of the sport of wake surf. 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 Board 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, a Secretary and a 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 eleven (11) 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. POWERS 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. The Vice-President shall be a member of, and shall Chair, the Discipline Committee.
- D. 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, and he shall coordinate and share the execution of his duties with the Secretary at the direction of the Executive committee. The Treasurer shall be a member of, and shall Chair, the Budget Committee. In the event of the temporary absence or unavailability of the Treasurer, the Secretary may perform the duties of the Treasurer.
- C. The Secretary shall be responsible for the keeping of a written record of all official proceedings and transactions of the CWSA, and he shall coordinate and share the execution of his duties with the Treasurer at the direction of the Executive Committee. In the event of the temporary absence or unavailability of the Secretary, the Treasurer may perform the duties of the Secretary.

- D. An Officer shall be a member of, and shall Chair, the SafeSport Committee.
- E. The Executive Committee shall consist of the President, the Vice President, the Secretary and the 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 President 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. Applications for Directors shall be accepted by the Board on a continuing basis, via web portal submission and by email.
- B. Director positions are open for election each year at the annual meeting.
- C. The Board shall determine election procedures. New Board members are elected by majority vote.
- 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 the officers (President, Vice-President, Secretary, and Treasurer) that have expired terms. Officers so elected shall serve for a minimum term of one (1) year and may be reelected for successive one to three year terms, and shall be the Officers of CWSA for the duration of their term of office.

ARTICLE VI. COMMITTEES

- A. The following shall be the Standing Committees:
 - 1. Appeal
 - 2. Adaptive
 - 3. Awards
 - 4. Budget
 - 5. Discipline
 - 6. Executive

7. Judging
 8. Judge Training
 9. Marketing
 10. SafeSport
 11. Safety
 12. WRS
- B. Except as otherwise provided in these Articles, members of the Standing Committees must be approved by a majority vote of the Board.
 - C. The Board may appoint other Special Committees by a majority vote.
 - D. Officers, Directors and Members of any class may be appointed to Standing and Special Committees, however, only Directors may vote on recommendations to be addressed by the Board.
 - E. The President shall designate an Appeal Committee as required to adjudicate matters as set forth in Article IX.

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 by authorizing that proxy to be exercised by another director by an email or text delivered to the Secretary prior to the meeting.
- 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. All documentation required to be considered by the Board for that action agenda item should be timely provided, however, no vote or action of the Board shall be invalidated due to a failure to provide all documentation to related to an 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. The Board shall have the authority to impose discipline upon any member or other party within its jurisdiction for any violation of its Articles of Incorporation, the Bylaws, any published Competition Rules or Guidelines, Codes of Conduct, safety standards and guidelines, and other published Board policies and procedures for the development of the sport of wake surfing. The Board may also, by contract, impose discipline upon contractually affiliated national, regional or local federations or associations, and individual event organizers or promoters. Discipline may include admonition, censure, ejection from an event venue, disqualification from an event, revocation of ranking at an event, assessment of monetary penalties, probation, suspension or revocation of membership, including rights and privileges of membership, or such other form of discipline as may be appropriate. The Board or its designee may condition any disciplinary sanction imposed with terms, or a probationary period.
- B. The Board may delegate all or any portion of its authority to investigate allegations, conduct hearings, receive evidence, make factual determinations, adjudicate violations and impose discipline, and may also determine which, if any, violations and which disciplinary sanctions, if any, may be entitled to the right of Due Process and Appeals as set forth below in Article IX.

ARTICLE IX. DUE PROCESS AND APPEALS

- A. An aggrieved party, including any class of Member, an athlete, a contractually affiliated national, regional or local federation or association, an individual event organizer or promoter may, if permitted by Rule, appeal an adverse disciplinary or administrative action or sanction made by a Board delegated committee, official, event organizer or body.
- B. For all permitted appeals the following procedures apply:
 - 1. As soon as possible after receiving notice of an adverse decision, but in all cases within ten calendar (10) days of such notice, an aggrieved party may appeal all or a portion of the adverse decision by filing a Notice of Appeal with the President, in writing, and by payment of a \$200.00 appeal fee.
 - 2. Failure to timely file such Notice of Appeal or failure to timely pay the appeal fee shall

be deemed a waiver of any objection to the adverse decision, and that decision shall be final and non-appealable.

3. The written Notice of Appeal shall include the following:
 - i. The full name, date of birth, address, phone number and email address of the appealing party.
 - ii. If the appealing party is an affiliated national, regional or local federation or association, or an individual event organizer or promoter, the legal name of the entity, if any, and its designated representative including the representative's full name, address, phone number and email address.
 - iii. A copy of the decision from which the appeal is taken,
 - iv. A statement whether or not the appealing party contends that the appeal is urgent, i.e., a circumstance exists that requires immediate action on the appeal, or that it must be heard and decided within ten (10) days.
 - v. If the aggrieved party contends that the appeal is urgent, a brief statement of the facts in support the contention that "urgent" attention or decision is required.
 - vi. A detailed statement of the basis for the appeal which shall concisely state each reason the appealing party contends that the decision, or any portion of the decision by the committee, body or official which issued the adverse decision is erroneous. The statement must specify which, if any, of factual determinations are not supported by the record, which, if any, published rule or standard was not properly applied to the facts, or any other irregularity or error the appealing party contends merits relief, including disproportionality of the sanction. The statement shall also specify the precise relief sought by the appealing party. A failure to comply with this provision will result in the dismissal of the appeal.
 - vii. The signature of the aggrieved party (and the signature of his parent or legal guardian if the aggrieved party is under eighteen (18) years of age).
 - viii. The appeal fee shall be refunded to the appealing party if the appealing party substantially prevails on Appeal.

C. Upon receiving the Notice of Appeal, the President shall:

1. Designate an Appeal Committee which shall consist of the President and two disinterested Directors. If there are not a sufficient number of disinterested directors, an athlete member in good standing may be designated to serve on the Appeal Committee.
2. Distribute the Notice of Appeal to the members of the Appeal Committee.
3. Determine whether or not the Notice of Appeal and payment of the appeal fee is timely. If either is not timely, the President shall dismiss the appeal.
4. Determine whether or not the Appeal Committee has jurisdiction to decide the appeal. If the Appeal Committee lacks jurisdiction, the President shall dismiss the appeal.
5. Determine whether or not the Notice of Appeal meets the material requirements set forth in this Article. If the Notice of Appeal does not materially comply with the requirements, the President may dismiss the appeal.
6. Determine whether or not an urgent circumstance exists based upon the facts alleged in the Notice of Appeal and the record received from body, committee or official making the adverse determination.

D. If the appeal is urgent (i.e., requires a decision within ten (10) days) the President, in consultation

with Appeal Committee members, shall convene a hearing via teleconference as soon as possible which shall include as many members of the Appeal Committee as can be gathered for the emergency teleconference and shall also include the appealing party, and any witnesses if possible.

- E. Notwithstanding anything herein to the contrary, if the appeal is urgent and the appeal requires a decision before a quorum of the Appeals Committee can be gathered despite best efforts to obtain a quorum, then the decision of those Appeals Committee 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.
- F. If the appeal is not urgent, the President shall schedule a hearing, in consultation with Appeal Committee members, either in person or via teleconference at the earliest time convenient for members of the Appeal Committee, all parties and any witnesses, 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.
- G. For any appeal hearing, the President may impose deadlines for parties to submit evidence or materials to be considered prior to the hearing date.
- H. All parties shall have the following rights during the appeal hearing:
 - 1. To be assisted or represented by any other member in good standing, or by legal counsel of the party's choosing.
 - 2. To present relevant written and testimonial evidence and oral argument to the Appeal Committee during the hearing.
 - 3. To have an audio, video or stenographic record made of the hearing at the party's own expense.
- I. The Appeals Committee will review the following:
 - 1. The appealing party's contentions of error set forth in the Notice of Appeal.
 - 2. The record, including investigative material, testimony of witnesses, if any, the documentary, video or audio evidence presented, the transcript, audio or video recording of any previous hearing, and the written decision of the committee, body or official which issued the initial adverse determination.
 - 3. The published Rules and standards applicable to the conduct and alleged to support the any adverse determination.
 - 4. The past disciplinary record of the appealing party, if any.
 - 5. Past precedent, if any.
 - 6. For good cause shown, any additional evidence not available to the trier of fact for the initial adverse determination.
 - 7. Argument of the all parties.
- J. In any appeal hearing conducted under this section, the Appeal Committee shall affirm the decision at issue unless the appealing party proves by clear and convincing evidence that the decision should be overturned or modified. A two-thirds majority is required for a decision by

the Appeal Committee.

- E. The Appeal Committee may affirm or modify any finding of an appealed violation and may affirm or modify any sanction imposed in any manner not inconsistent with Article VIII of these Bylaws.
- K. The decision of the Appeal Committee is final and is not subject to review.
- L. This Article does not apply to Officers and Directors acting in their official roles as Officers and Directors of the corporation, and all such official conduct of Officers and Directors shall be subject to Article III exclusively.

ARTICLE X. LIMITATIONS OF AUTHORITY

- A. 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 XI. 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, Board employee, key consultants, key independent contractors and their employees and volunteer committee members, 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.
- C. The Board may require members, Officers, Directors, Board employees, key consultants, key independent contractors and their employees, and volunteer committee members sign such other agreements, and comply with educational requirements as may be consistent with the interest of the CWSA.

ARTICLE XII. 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 XIII. 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 XIV. FISCAL YEAR

The CWSA fiscal year shall be the calendar year.

ARTICLE XV. PARLIAMENTARY PROCEDURE

- A. 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.
- B. 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.

ARTICLE XVI. 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 XVII. 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.

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