

US HYDROFOIL ASSOCIATION

Bylaws

Name, Mission, and Purpose

The name of the organization shall be the US Hydrofoil Association, Inc., hereinafter, referred to as "USHA."
This organization is a sport discipline of "USA WATER SKI, INC.," the abbreviation of which is "USA-WS."
USA-WS is the national governing body of water skiing in the United States.

The mission of the USHA is to help introduce people to the sport of hydrofoiling, provide consistent and fair standards by sanctioning and governing all domestic events and to help educate the public on ways to have more fun and generally improve individual skills in hydrofoiling.

The purpose of the USHA is as follows:

- To promote and improve high standards of conduct among the membership and within the sport.
- To foster sound business practices within the sport and to promote a better understanding of the problems affecting hydrofoiling's growth and prosperity.
- To engage in any lawful activities that will tend to develop and promote the sport of hydrofoiling worldwide for the best interests of the sport, membership, and the general public.
- Promote and maintain good relations within the hydrofoil industry and its manufacturers to promote economic well being through commerce.

Membership

Membership in USHA shall be open to any individual member of USA-WS, without discrimination on the basis of race, color, religion, age, or sex; subject only to payment of dues as the USA-WS and USHA Boards of Directors may prescribe from time to time. In no case shall the eligibility requirements of USHA be more restrictive than those of USA-WS.

Special classes of membership, i.e. Associate Membership, secondary Sport Discipline membership and other classes of membership, may be authorized and established by the 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.

USA-WS members that have designated hydrofoiling as their primary Sports Discipline and that are 18 years of age or older shall be classified USHA voting members. USA-WS members shall designate their primary Sport Discipline during annual membership renewal.

Officers and Directors

The officers shall be a President, a Vice President, a Treasurer, and a Secretary. Officers shall be selected from the seated Directors. The Vice President shall succeed to the Presidency for the current term in the event the President is unable to fulfill his duties.

There shall be ten (10) Directors each serving two year terms so arranged that the term of half the Directors in each category shall expire each year.

Two shall be athletes;

Six shall be "at large" members; and

Two shall be industry representatives.

The Officers and Directors shall constitute the Board and shall serve their term until their successors are duly elected.

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 USHA to fill the vacancy. Such appointment shall only be until the next General meeting Board elections at which time the new director must be formally elected by the general membership. 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.

Any chairman of a USHA Standing Committee who is not a current Officer or Director shall be a Director ex-officio for the current term with all the duties and privileges of a Director but without a vote.

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 vote of the Board. A Board member shall be allowed to proxy his vote through a previously approved (by the Board) alternate representative.

Power and Duties of Officers and Directors

The President shall preside at all meetings of the USHA and of the Board. He shall be the Executive Officer and the Chairman of the Executive Committee. He shall appoint standing committees.

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 Treasurer shall keep proper accounts of all money received and expended and shall make disbursements upon the order of the Board. He shall make an annual report to the membership and the Board.

The Secretary shall be responsible for the keeping of a written record of all official proceedings and transactions of the USHA. The Secretary shall have power to hold committee chairmen responsible to commitments.

The Executive Committee shall consist of four Board members. They shall act and exercise all powers of the Board. Any order for the allocation of funds shall be by the unanimous vote of the Executive Committee in the absence of a majority vote by the Board. In the absence of actual meetings, assent by telephone, fax, or in writing shall be deemed sufficient for lawful decisions of the Executive Committee and the Board.

The Board shall have the power and duty to conduct generally the affairs of USHA, 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.

USA Water Ski Representation

USHA, as a Sport Discipline of USA-WS, is guaranteed representation and voting privileges on the USA-WS Board as defined in USA-WS Bylaws Article VI.

The USA-WS Director shall be a current member of the Board and shall be selected by the Board.

Elections

The nominating Committee and its Chair shall be appointed by the President. 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. Candidates must serve and participate at least one full year on a standing committee to be eligible for nomination.

Director positions open for election each year at the annual membership meeting, beginning with the year 2000 are as follows:

One (1) athlete position;
Three (3) "at large" positions; and
One (1) industry representative position.

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.

Directors thus elected shall serve for a term of two (2) years and may be reelected for a successive two-year term, if nominated.

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

Committees

There shall be the following Standing Committees: Executive, Grass Roots, Marketing/Membership, Rules and Competition.

The President may appoint Special Committees at his discretion.

The President, subject to Board approval, shall appoint USHA representatives to USA-WS committees.

Meetings

The annual meeting of the Membership and Board shall be held at such convenient times and places as determined by the Board.

Special meeting of the Membership may be called by the Board or by written request petition signed by fifty (50) USHA members to the President stating the purpose of such special meetings.

Special meeting of the Board may be called at any time by the President or by written request.

Disciplinary Action

A member may be suspended or expelled for unsportsmanlike conduct; any willful violation of USHA, and/or any other Sport Discipline, and/or USA-WS rules or procedures; criminal or fraudulent acts; failure to pay indebtedness; or any other act which is contrary to the objectives and purposes of USHA and USA-WS.

Suspension or expulsion shall be referred directly to USA-WS and resolved in accordance with USA-WS Bylaws Article IX.

Other disciplinary action shall be addressed by the Board and requires a 2/3 vote of the Board.

Due Process and Appeals

Members shall have the right to due process including the appeal of actions or decisions by USHA, or its representatives, where USHA has ultimate jurisdiction and responsibility for the action or decision. This Article does not apply to membership suspensions or expulsions, nor actions or decisions for which USA-WS has ultimate jurisdiction and responsibility. These issues shall be appealed directly to USA-WS.

Appeals shall follow the process detailed in the USA-WS Bylaws Article IX Section C.

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 USHA and USA-WS unless expressly provided for elsewhere in these Bylaws.

Grievance Procedure

Any member of USHA may file a written grievance with the President of USHA alleging a violation of the Bylaws or USHA rules, policies and procedures.

If the President of USHA determines that the grievance is a USA-WS matter, he shall refer it to the USA-WS President. Otherwise, he shall refer it to the Executive Committee of USHA.

In such instances, the Executive Committee shall appoint an investigating committee of at least three regular members of USHA, subject to the approval of the President.

The committee shall conduct a confidential investigation to determine whether any action is warranted. The committee will report, within thirty (30) days, in writing to the President recommending a resolution. The President shall enact the recommendation unless it is revised or overturned by a majority vote of the Board through an appeal process.

If a member is not in agreement with the decision of the Executive Committee, the member shall have the right to appeal the decision to the USHA Board.

Limitations of Authority

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

Conflict of Interest and Ethical Practice

The USHA Board shall subscribe to the USA-WS written Code of Conduct and Ethical practices which includes the requirement that each Officer, member of the Board, and each committee representative, annually agree in writing to abide by such code.

The Board may adopt additional standards and practices relevant to USHA. These standards and practices may be amended from time to time by the Board, as it may deem advisable.

Indemnification

- I 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 USHA and USA-WS and its membership for all actions taken in good faith on behalf of USHA and USA-WS, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case USHA and/or USA-WS 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.
- II USA-WS hereby indemnifies USHA Officers and Board members and USHA 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 USA-WS Bylaws.

By-law Amendments

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

Fiscal Year

USHA fiscal year shall be the calendar year.

Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern USHA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order USHA may adopt.