

# American Barefoot Club Bylaws

(Amended August 11, 2009)

## 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 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.
- 

## 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 (USA-WS) and through its affiliation with the International Water Ski Federation (IWSF), to promote barefoot water skiing throughout the world.

## Article 3 - Membership

1. Membership in the ABC with voting privileges shall be open to any individual or family members in good standing in USA-WS, 16 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.
2. A member may be expelled or suspended only by a 2/3-majority vote of the ABC Board of Directors on charges made in writing with the written concurrence of at least 3 members of the ABC and submitted to the Board.

## Article 4 - Regional Organization

1. The U.S. shall be divided into 5 regions, as follows
  - a. 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
    11. Vermont
    12. Virginia
    13. West Virginia
    14. District of Columbia
  - b. Midwest Region: Eleven (11) states

- |               |                  |
|---------------|------------------|
| 1. Illinois   | 2. Indiana       |
| 3. Iowa       | 4. Michigan      |
| 5. Minnesota  | 6. Missouri      |
| 7. Nebraska   | 8. North Dakota  |
| 9. Ohio       | 10. South Dakota |
| 11. Wisconsin |                  |

c. Southern Region: Seven (7) states

- |                   |                   |
|-------------------|-------------------|
| 1. Alabama        | 2. Florida        |
| 3. Georgia        | 4. Kentucky       |
| 5. North Carolina | 6. South Carolina |
| 7. Tennessee      |                   |

d. South Central Region: Seven (7) states

- |               |                |
|---------------|----------------|
| 1. Arkansas   | 2. Louisiana   |
| 3. Kansas     | 4. Mississippi |
| 5. New Mexico | 6. Oklahoma    |
| 7. Texas      |                |

e. Western Region: Twelve (12) states

- |                |             |
|----------------|-------------|
| 1. Alaska      | 2. Arizona  |
| 3. California  | 4. Colorado |
| 5. Hawaii      | 6. Idaho    |
| 7. Montana     | 8. Nevada   |
| 9. Oregon      | 10. Utah    |
| 11. Washington | 12. Wyoming |

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 only by 2/3 vote of the ABC Board of Directors.
3. Each region shall adopt and may amend its own Regional Bylaws, provided that there is not a conflict with the Bylaws of the ABC or the Bylaws of the USA-WS or any authorized rules made or taken hereunder. 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 ABC, or the bylaws of USA-WS, 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. Regional Officers, meetings, etc., herein referred to shall be provided for in the Regional Bylaws.

#### Article 5 - Board of Directors

The Board of Directors, hereinafter referred to as the Board, shall consist of 12 voting board members: the two Regional Directors from each of the five ABC

regions, the President, and Vice President. The President shall only vote in case of a tie.

1. 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 all voting board members, may prescribe from time to time.
2. 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.
3. 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.
4. 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.
5. 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.
6. Should the office of Reserve Director become vacant for any reason, the replacement shall be elected by that region's Regional Council.
7. The Board may remove one of its members for sufficient cause by a 2/3-majority vote of all voting board members.
8. The Board shall full power and authority over the affairs of the ABC, except as limited in these bylaws and by veto of the USA-WS Board. There shall be a quorum of 7 voting board members in order for the Board to conduct business. A favorable vote of a majority of the voting board members present shall be required for passage of any item except rule or bylaws changes. Items of business concerning changes to ABC rules require a favoring vote of 2/3 majority of the total - board members.
9. Honorary Directorship will be awarded to all past presidents, persons with five (5) years Board service. Years of service as a Reserve Director will not be applied towards Honorary Directorship.

## Article 6 - 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 of the incoming ABC Board, including reserve directors, at the Annual Summer 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 reelected 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 it 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 all board members, including reserve directors, at a regular or special meeting, or by mail ballot. The Board may remove any officer by 2/3-majority vote of all board members, including reserve directors, at any time for sufficient cause. In the case of the disability of any officer or any other sufficient cause, the board may, by a majority vote of all board members, including reserve directors, delegate the duties and powers of such office temporarily to any other officer or board member. Any replacement in the first half of any vacated term shall be eligible to serve one (1) additional term; in the second half the appointee may be re-elected for two (2) additional terms.

## Article 7 - 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 over see and run the ABC Board meeting, and shall only cast a vote in the case of a tie.
  - c) The President, Vice President or a board appointed alternate will be appointed as the ABC's representatives on the USA-WS Board and shall report the progress of the ABC on an annual basis to the USAWS.
  - d) The President shall appoint all standing committees, subject to article 8

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 division of responsibilities as agreed upon by the Board.

## 2. Vice president;

- a) Shall assist the president to perform the duties or exercise the powers of the President during the absence and/or disability of the president; 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) This position may be combined with the Secretary.

## Article 8 - Committees

1. The standing committees are listed below. The President shall appoint the chairman, subject to board approval, and exercise approval of committee

members selected by the 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 subject to board approval.

- |              |                         |
|--------------|-------------------------|
| 1. Rules     | 2. Computer             |
| 3. Officials | 4. Towboats             |
| 5. Ratings   | 6. U.S. Barefoot Teams  |
| 7. Records   | 8. Bylaws               |
| 9. Safety    | 10. Executive & Finance |
|              | 11. Awards              |

#### Article 9 - 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 e-mail ballot.

#### Article 10 - Meetings

1. The summer meeting of the board shall be held at the National Barefoot Tournament; 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 Meeting. Outgoing Directors will attend for the purpose of insuring 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 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, ten days written notice of the time, place, and purpose of all special meetings of the board must be given by mail to each director at his/her last known address.
6. Quorum at all board meetings shall consist of 7 (seven) voting board members. 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 email, an internet forum, or other electronic media to conduct business. All ABC Board members shall have access to the internet discussion. Since this will be complimenting a physical meeting the fundamentals of Roberts Rules shall be followed. Voting shall be conducted either in a physical meeting or via email request sent by the President.

#### Article 11 - Amendments

1. These bylaws shall be amended by a 2/3-majority vote of the board of directors.

#### Article 12 - Parliamentary authority

1. Roberts Rules of Order, newly revised current edition, shall govern ABC in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules, which the ABC may adopt.

#### Article 13 - 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-WS treasury, a 501 c 3 corporation.