

Midwest Region Show Ski Association **Bylaws**

**A NON-PROFIT CORPORATION ORGANIZED UNDER THE
LAWS OF THE STATE OF IOWA**

Formed: October 5, 1991

Amended **March 28, 1992**
 October 30, 1993
 November 19, 1994
 January 16, 1999
 October 19, 2003
 February 15, 2008
 March 2, 2024

Article I – Name

The name of this organization shall be the "Midwest Region Show Ski Association", the abbreviation of which shall be "MRSSA", a regional division of the National Show Ski Association, Inc., hereinafter referred to as the "NSSA," a sport discipline of USA Water Ski & Wake Sports, the abbreviation of which is USA-WSWS. USA Water Ski & Wake Sport is the national governing body of water skiing in the United States.

Article II – Purpose

The purpose of this organization shall be to educate youth and the public regarding the sport of water skiing and show skiing specifically, in cooperation with USA Water Ski & Wake Sports, and the National Show Ski Association.

The MRSSA shall include Minnesota, Iowa, North Dakota, South Dakota, Kansas, and Nebraska.

The corporation is organized exclusively for charitable, educational, or scientific purposes.

Article III - Membership

Regular membership in MRSSA shall be open to any water ski show club, individual, or by invitation of the board of directors, whose skiing activities are within the region, upon such terms and conditions and subject to qualifications and payment of dues as the Board of Directors may prescribe from time to time.

Special classes of membership without voting privileges may be authorized and established by the Board on such terms and conditions, for such dues and with such reasonable rights and privileges as it may establish from time to time.

Every MRSSA affiliated club is encouraged to send a representative to the annual meeting to maintain their affiliation. Newly affiliated clubs may ski at that summer's tournament. All members of each club must be active members of USA-WSWS.

Article IV - Board of Directors

The Board of Directors (herein sometimes referred to as the "Board") shall have full power and authority over the affairs of MRSSA except as limited in these bylaws.

The term of each duly elected Director shall begin when they are elected and shall be for a period of two years, or until a successor has been elected or appointed. Nothing herein

contained shall prevent re-election of the same person for successive terms of office. When a vacancy of an elected Director occurs on the Board for any reason, such vacancy shall be filled by a majority vote of the remaining Board present at any Board of Directors meeting.

All meetings of the Board shall be at a time and place designated by the President or at the written request of three members of the Board. The Board may employ personnel as necessary and for which funds are available to aid in the management of MRSSA.

Article V - Officers

The MRSSA Board of Directors shall have the following officers:

President
Vice President
Secretary
Treasurer

One club representative from each member club

No more than two officers shall be representatives of any one member club.

The President, Vice President, Secretary, and Treasurer shall comprise the Executive Committee. The Executive Committee is accountable to the Board of Directors and will perform judicial functions only.

Article VI - Election and Voting Privileges

Board Voting Privileges	Term	Year Elected
Show ski club representative	1 yr.	Determined by team
President	2 yrs.	Even
Vice-President	2 yrs.	Odd
Treasurer	2 yrs.	Odd
Secretary	2 yrs.	Even
NSSA Regional Director – 1	2 yrs.	Odd
NSSA Regional Director – 2	2 yrs.	Even
NSSA Alternate Director	1 yr.	Every

There shall be no more than one vote per club regardless of the number of voting positions held by the members of a club. Board members must be present to vote. Robert's Rules of Order shall be followed.

Article VII - Duties of Officers

President - The President shall preside at all meetings of the MRSSA and of its Board. The President shall appoint all committees, subject to the approval of the Board and shall be a member ex-officio of all committees. The President shall call regular and special meetings of the members and the Board in accordance with these bylaws. The President shall have general control of the business of the MRSSA subject to the direction of the Board following Robert's Rules of Order, Newly Revised. The President shall sign and make all contracts and agreements in the name of the MRSSA and shall see that the books, reports, statements, and certificates required by the statutes of the state of Iowa are properly kept, made and filed according to the law. The President shall enforce these bylaws and perform the duties incident to the office of President.

Vice President - During the absence and/or inability of the President to render and perform the duties or exercise the powers as set forth in these bylaws or in the acts under which the MRSSA is organized, the same shall be performed and exercised by the Vice President, or determined by the Board. When so acting, the Vice President shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.

Secretary - The Secretary shall keep the minutes of all membership and Board meetings in appropriate books. The Secretary shall be custodian of the records. The Secretary shall present to the Board at their stated meetings all communication addressed to him/her officially by the President or any officer or member clubs of the MRSSA. The Secretary shall perform all duties incident to the office of Secretary.

Treasurer - The Treasurer shall be responsible for all the funds of the MRSSA and may sign all checks, in the name of MRSSA, for payment of incurred debts according to procedures as determined by the Board. The Treasurer shall exhibit at all reasonable times his/her books and accounts to any Director or club representative.

The Treasurer shall render a statement of the financial condition of the MRSSA at each regular membership meeting and shall maintain appropriate and required financial records and perform all duties incident to the office of Treasurer.

Article VIII – Suspension or Expulsion

1. A member may be suspended or expelled for unsportsmanlike conduct, any willful violation of MRSSA, NSSA, or USA-WS rules or procedures, criminal or fraudulent acts, failure to pay indebtedness, or any other act that is contrary to the objectives and purposes of the MRSSA, NSSA, and USA-WS. Expressly included is the destruction or defacing of property of host hotels/motels and/or other establishments where MRSSA functions are held.
2. A member may be expelled or suspended only by a two-thirds vote of the MRSSA Board of Directors on charges made in writing over the signature of at least three MRSSA Clubs or individual competitive members of the MRSSA and submitted to the MRSSA Board.

3. Each member suspended or expelled shall have the right to prompt and equitable resolution of grievances through the exercise of due process (See Articles IX, and X)
4. In such instances, the President shall appoint an investigating committee of at least three (3) members.
5. None of the investigating committee members shall be members of the club(s) filing charges or members of the member(s) club being charged.
6. The committee shall conduct a confidential investigation to determine whether any action is warranted. The committee will report in writing to the President, recommending that disciplinary action be imposed or that no action to be taken.

Article IX – Grievance Procedure

1. Any member of the MRSSA may file a written Grievance with the MRSSA President alleging a violation of the bylaws of MRSSA rules, policies or procedures.
2. If the President determines that the grievance is a state matter, the President shall refer the grievance to the state organization involved if one exists. If a member is not in agreement with the decision of the state organization, the member shall have the right to appeal to the full Board of Directors of the MRSSA. If a member is not in agreement with the decision of the Board of Directors of the MRSSA, the member shall have the right to appeal to the full Board of Directors of the NSSA.

Article X – Due Process

1. Each member shall be notified by registered letter to his last known address, or in person (in writing) at the site of the alleged infraction, of any charges that an investigating committee may have found to be true. Such notice shall include the date, place, and time at which a hearing may be held.
2. A hearing, when held, shall occur no less than thirty (30) days after the notice has been mailed. Said hearing shall be conducted by a quorum of the MRSSA Board of Directors or, if the President determines that a hearing before the Board would result in unnecessary delay, the President shall appoint a Hearing Committee composed of one club representative of the MRSSA from each club. The President shall then appoint a member of the MRSSA Board, other than from the club where the alleged act occurred, to serve as Chairperson of the Hearing Committee.
3. Each member so charged shall have the right to appear personally and/or through a representative to present evidence and witnesses on the member's behalf.
4. If the hearing has been conducted by a Hearing Committee, the Committee shall report in writing to the MRSSA Board its recommendations and a summary of the basis for the committee's findings.
5. The MRSSA Board shall act upon the resolutions submitted by the Hearing Committee.
6. The MRSSA Board may decline to impose any penalty, or it may reduce a recommended penalty from the investigating committee. However, the MRSSA Board shall not increase a recommended penalty or impose a penalty if the board has found the member not in contravention of Article IX.

7. The MRSSA will impose a penalty for the infraction on the member (2/3 vote required). If the member disagrees with the penalty, they may appeal the decision to the NSSA President per Articles IX and X of the NSSA Bylaws.

Article XI - Committees

Executive
Bylaws
Safety
Tournament

The President may appoint temporary and/or standing committees, subject to the approval of the Board.

The duties of committees shall be as determined by the authority appointing the committee or by the Board as appropriate.

Article XII - Membership Meetings

The MRSSA election of Directors shall occur during the Annual Meeting, as specified by the Board. The MRSSA shall have three business meetings annually.

All membership meetings other than the three business meetings listed above shall be deemed special meetings, to be called by order of the President or the Board of Directors at the time and place designated by them.

A majority of the Board of Directors must be present to constitute a quorum. If a quorum is not present, an eighty percent vote of those present is required for the transaction of business.

Article XIII - Dues

Dues are payable every Annual meeting. Dues for the following year will be determined at the Annual Meeting.

The Tournament Taxes for the following year will also be determined at the annual meeting.

Article XIV - Indemnification Statement

The members of the Midwest Region Show Ski Association, as a Sport Discipline, Federation or Region and individually, and the members for each permanent standing committee, as a committee and individually, are specifically held harmless by the Midwest Region Show Ski Association and its membership for all actions taken in good faith on behalf of Midwest Region Show Ski Association, including errors and omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross

negligence, in which case Midwest Region Show Ski Association 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 XV - SAVINGS CLAUSE

Failure of literal or complete compliance with any provision of the Bylaws or Policies and Procedures in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Board at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

Article XVI - DISSOLUTION

Section 1. Midwest Region Show Ski Association may dissolve only by an affirmative vote of the Midwest Region Show Ski Association Board in the manner and proportions described below. Each member of the Board shall be given notice of a special meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three-quarters (3/4) of all then current directors must approve the proposed dissolution. Within ninety (90) days following Board approval of the dissolution, either voting by mail (USPS or electronically) or in person at the called meeting, must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of Midwest Region Show Ski Association shall devolve upon the Board. No part of the assets, income, or net earnings of Midwest Region Show Ski Association shall inure to the benefit of any Midwest Region Show Ski Association members or Directors or any other individual.

Section 2. Upon dissolution of the corporation, the Board of Directors shall dispose of all assets in such manner as qualifies as exempt at the time under section 501c3 of the Internal Revenue Code, or the corresponding code of any future federal tax code.

Article XVII - Fiscal Year

The fiscal year of the MRSSA shall commence on the first day of January and end on the thirty-first day of December.

Article XVIII - Amendments

These bylaws may be amended by a two-thirds (2/3) majority of the Board of Directors at any MRSSA meeting. Provided a draft of amended language is electronically mailed two weeks prior to the meeting.