

BYLAWS OF UNITED STATES WINDSURFING ASSOCIATION, INC.

(Approved at Board of Directors meeting 3/28/98)

ARTICLE I. NAME & ORGANIZATIONAL ALLIANCE

1.1 Name. The name of the Corporation is the United States Windsurfing Association, Inc. which is abbreviated to US Windsurfing.

1.2 Alliance with United States Sailing Association (US SAILING). As the national governing body for all sailing sports, US SAILING has designated US Windsurfing as the national organizing authority for Windsurfing and a Council of US SAILING, with representation on its Board of Directors and various committees.

ARTICLE 2. PURPOSES

The purposes for which the Corporation was formed are to promote the enjoyment of recreational and competitive Windsurfing. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof. This shall include but shall not be limited to:

- (1) Facilitating participation in windsurfing for both recreation and competition;
- (2) Promoting safety, water access, and water quality;
- (3) Disseminating information on windsurfing to members and the public;
- (4) Supporting member clubs and associations;
- (5) Promoting fair, fun and safe racing for all levels of ability;
- (6) Administering the US Windsurfing and International Racing Rules of Sailing/Guidelines;
- (7) Issuing and registering sail numbers for national and international competition;
- (8) Fostering a national ranking system for competitors;
- (9) Serving as a Council of US SAILING;
- (10) Interacting with Windsurfing organizations in other countries.

The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation shall be distributed or inure to the benefit of its members, Directors or Officers. Should it be dissolved, US Windsurfing's assets shall be turned over to a philanthropic organization to be selected by the Board of Directors in office at that time.

ARTICLE 3. MEMBERSHIP

3.1 Classes of Membership. The Corporation has four membership classes: Active, Association, Business and Contributing.

3.1.1 An Active Member is any person holding a valid membership card in the Corporation. Such a card makes a person eligible for all member benefits, including participation in windsurfing regattas sanctioned by the Corporation. The sole qualification to obtain a valid membership card is the payment of annual dues which from time to time shall be determined and set by the Board of Directors.

3.1.2 An Association Member is any group of three or more windsurfers interested in furthering the purposes of the Corporation having paid the annual Association dues which from time to time shall be determined and set by the Board of Directors. Associations include local Windsurfing clubs, regional and statewide organizations of windsurfing enthusiasts.

3.1.3 A Business Member is any corporation, partnership, proprietorship or other legal entity interested in furthering the purposes of the Corporation and having paid to the Corporation a Business Member's initiation contribution and/or annual dues which from time to time shall be determined and set by the Board of Directors.

3.1.4 A Contributing Member is any person, corporation, partnership, proprietorship, association or other legal entity interested in furthering the purposes of the Corporation and having

donated to the Corporation funds, products or services exceeding the dues that would be required for their class of membership.

3.2 Applications. All applications for membership shall be submitted to the Executive Director. Each application shall contain the name, address, telephone number and local Windsurfing club/association, if any, of the applicant and the class of membership applied for. No person or organization interested in windsurfing or any related activity may be denied membership for any reason except misconduct or non-payment of dues.

3.3 Association Requirements. An Association Member must have at least three active members in good standing, who have advised the Corporation in writing of their organizational status. Each Association shall at all times maintain on file with the Corporation the name and mailing address of their Secretary. Notice to such Secretary from the Corporation shall constitute notice to the organization and to all its members. The Corporation shall not be responsible for any liability or obligation of any Association.

3.4 Suspension and Expulsion. The Board of Directors may suspend or expel any member by unanimous action, for any conduct which in the opinion of the Board is improper and prejudicial to the welfare, reputation or best interests of the Corporation. Not less than 15 days before any such suspension or expulsion, the Board shall notify the member in writing (by certified mail or e-mail sent to the last address of the member shown on the Corporation's records) of such pending action, of the reasons for such pending action, and take into consideration any such member's objections to such action.

ARTICLE 4 MEETINGS VOTING & RECORDS PROCEDURES

4.1.1 Member Meetings. The annual meeting of the Corporation shall be in third or fourth quarter of each year at such time and place as the Board of Directors may determine. The purposes of these meetings shall be to discuss windsurfing and organizational issues of concern to members, elect the Board of Directors and approve, amend or repeal bylaw changes affecting membership eligibility and voting rights.

4.1.2 Special Meetings. Special member meetings may be called by the Board of Directors, or by written request from a representative of at least five percent of members entitled to vote at the time such request is received by the Board.

4.1.3 Quorum Requirements. Pursuant to Section 608(b) of the Not-for-Profit Corporate Law of the State of New York, a quorum for the transaction of any business at a meeting of members shall be not less than the members entitled to cast one hundred votes or one-tenth (1/10) of the total number of votes entitled to be cast, whichever is the lesser. Votes by proxy shall be included in this quorum. A meeting at which there is no quorum may be adjourned for a period of not more than four weeks and the secretary shall send a notice of the date of the adjourned meeting to all members who were not present at the meeting originally called. A quorum as heretofore provided shall be required at any adjourned meeting.

4.1.4 Notice Requirements. The Secretary shall give notice of all annual and special meetings to all members in good standing as of record date (defined in section 4.1.5). Such notice must be in writing sent no later than 30 days before the meeting, and shall include the place, date and time of the meeting..

4.1.5 Record Date. The date not more than 30 days prior to the date on which proxies are mailed to members shall be the record date used in identifying members able to vote in the annual election of Directors.

4.1.6 Location of Member Meetings. Member meetings may be held in conjunction with Board meetings, US Windsurfing National Championships, other events attended by Board members and staff, or by written request from a representative of at least five percent of the members entitled to vote at the time such request is received by the Board.

4.2.1 Election of Directors. US Windsurfing's Board of Directors, excluding the Participating Organization Directors, shall be elected by an annual proxy mailing to all members in good standing as of the record date. Active Members who are members of affiliated associations shall cast their votes individually; however, such individual votes may be cast by one delegate to the

annual member meeting, authorized in writing by the association Secretary. Each proxy returned shall contain the printed name of each Active, Business or Contributing member and the signature of each individual, association delegate or responsible officer of a business member. The proxy shall contain the name, city, state and occupation of each nominee selected by US Windsurfing's Nominating Committee and be accompanied by brief resumes of nominee qualifications. Proxies shall designate the Executive Director or his/her delegate to present the proxy counts at the annual member meeting.

4.2.2 Write-in Candidates. The proxy shall contain space for write-in candidates to be a National Director or a specific Regional Director. To be elected, write-in candidates must receive a combined vote count from proxies and ballots at the annual meeting that exceeds the vote counts obtained by the Nominating Committee's nominees for National Director or specific Regional Directors.

4.2.3 Participating Organization Directors. Participating Organization Directors shall be appointed by their respective organizations.

4.3 Approval, Amendment or Repeal of Bylaw Changes Made by the Board. The Annual Meeting notice following any Board of Directors meeting in which changes to the bylaws affecting membership eligibility and voting rights are made shall contain a proxy with a concise statement of these changes and reasons for making them. The proxies shall enable all members to approve, amend or repeal such changes. Returned proxies shall contain the printed name of each member, signature of the individual, association delegate, or responsible officer of a business member. Members entitled to vote shall consist of all members in good standing as of the record date defined above. A simple majority of the votes cast by proxy and ballot at the annual meeting shall be required to repeal or amend the Board's action.

4.5.1 Minutes and Other Records. The Corporation shall keep as permanent records: (1) Articles of Incorporation, Bylaws and all amendments to them currently in effect; (2) minutes of all meetings of its Board of Directors and members; (3) a record of all actions taken by the Executive Committee or Board without a meeting; and (4) appropriate accounting records.

4.5.2 Member's Rights to Inspect Corporate Records. Members have the right to request copies, or inspect and copy, during regular business hours any of the documents specified in Section 4.5.1, if they give the corporation written notice of the member's demand at least five business days before the date on which the member (or the member's agent or attorney) wishes to visit US Windsurfing's principal office. The corporation may impose a charge to cover the costs of labor, material and postage for copies of any documents provided to the member.

4.5.3 Information Furnished to US SAILING. As a Council of US SAILING, US Windsurfing shall provide the following: 1) current Bylaws; 2) updated list of Board of Directors, Officers and Committee Chairs; 3) minutes of Board meetings; and 4) newsletters.

4.5.4 Use of Membership List. The US Windsurfing membership list may be released only with the approval of the Board of Directors.

ARTICLE 5. BOARD OF DIRECTORS

5.1 General Powers. All corporate powers, policy and planning shall be exercised by, or under the authority of the Board of Directors. Implementation of the plans and business affairs of the corporation shall be managed by the Executive Director who is employed by and serves under the direction of the Executive Committee on behalf of the Board of Directors and members.

5.2.1 Number of Directors. Unless otherwise provided in the Articles of Incorporation, the number of directors of the Corporation shall be nineteen. The number of directors may be increased or decreased by vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director. Members of the Board shall be selected without regard to race, color, religion, national origin or gender.

5.2.2 Mid-term Vacancies on the Board. Vacancies which arise on the Board of Directors mid-term may be filled by a majority vote of the Directors then in office.

5.3.1 Assignments of Directors. Directors shall represent the national Corporation and all its members, its eleven regions and participating national organizations:

5.3.2 National Directors. Eight Directors drawn from and elected by the membership at large. One of these positions shall be reserved for the immediate past President, if he or she is willing to serve in this capacity and is elected by the membership.

5.3.3 Regional Directors. One elected by members in each of 11 US WINDSURFING Regions:

- (1) Pacific (HI, Guam)
- (2) Southwest (AZ, CA, NV)
- (3) Northwest (AL, ID, OR, WA)
- (4) Rocky Mountain (CO, MT, NM, UT, WY)
- (5) South Central (AR, LA, OK, TX)
- (6) North Central (IA, KS, MO, NE, ND, SD, MN)
- (7) Great Lakes (IL, IN, KY, MI, OH, WI)
- (8) Northeast (CT, ME, MA, NH, NY, RI, VT)
- (9) Mid Atlantic (DE, DC, MD, NJ, NC, PA, VA, WV)
- (10) Southeast (AL, FL, GA, MS, SC, TN)
- (11) Caribbean (PR, USVI, Canal Zone)

5.3.4 Associate Organization Directors. Four, non-voting. One Director appointed by each of the following organizations:

- American Windsurfing Industries Association (AWIA)
- International Mistral Class Organization (IMCO)
- Olympic Yachting Committee (USOYC)
- United States Sailing Association (US SAILING)

5.4 Director Qualifications and Term of Office. Each Director must be an active member of US Windsurfing while serving on the Board of Directors and shall be at least nineteen years of age. All elected Directors shall serve two year terms.

5.5 Board Chairman. At all meetings of the Board, the President, or in his absence, the First Vice President shall preside.

5.6 Newly-Created Directorships and Vacancies. Newly-created directorships resulting from an increase in the number of Directors or vacancies occurring in the Board for any reason may be filled by a vote of majority of the Directors then in office, unless otherwise required by the articles of incorporation. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the remaining term of his predecessor.

5.7.1 Removal of Directors. Any Director may be removed for cause by vote of the majority of directors then in office. Cause for removal may include: conflict of interest; breach of duty and malfeasance.

5.7.2 Removal of Directors by Vote of Members. A Director may be removed for cause by the members only at a members' meeting called for that purpose. Cause for removal may include: invalid election procedures; conflict of interest, breach of duty and malfeasance. This section is subject to the special meeting call requirements of section 4.1.2, and notice requirements of section 4.1.4. Regional Directors (defined in section 5.3.3) and Participating Organization Directors (defined in section 5.3.4) may only be removed by a vote of those members entitled to elect such directors. Such Directors may be removed only if the number of votes to remove would be sufficient to elect such Director.

5.8 Resignation of Directors. A Director may resign at any time by giving written notice to the Board, via the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President or Secretary, and acceptance of the resignation shall not be necessary to make it effective.

5.9.1 Meetings of the Board of Directors. The US Windsurfing Board shall hold a minimum of two meetings during each year of its existence. At least one of these meetings shall take place at the time and place of the US SAILING Spring Meeting or Annual General Meeting. All committees of the Board shall hold official meetings at the time and place of the US Sailing Annual General Meeting or Spring Meeting to facilitate communication with US SAILING officials.

5.9.2 Quorum of Directors. Unless otherwise provided in the Articles of Incorporation, or required by law, six members of the entire Board shall constitute a quorum of Directors for transacting business, or of any specified item of business.

5.9.3 Action of the Board. The act of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require a greater percentage. Each Director present shall have one vote.

5.9.4 Location of Board Meetings. The Board may hold its meetings any place, as it may from time to time determine.

5.10 Notice of Board Meetings.

5.10.1 Regular Meetings. All Directors shall be notified in writing of the time, place and agenda of regular meetings of the Board at least 30 days prior to such meetings.

5.10.2 Special Meetings. Special meetings of the Board may be called by the President or at the written request of a majority of the Board of Directors. Written notice of such meetings shall be given to all Directors at least 21 days prior to the date of the meeting. A notice for a special meeting shall state the reason for calling such meeting and the business to be transacted at the meeting.

5.11.1 Appointment of Standing Committees. The Board, by resolution adopted by a majority of the entire Board, shall designate an Executive Committee and other standing committees as the Board may deem appropriate. Each such committee shall serve at the pleasure of the Board.

5.11.2 Committees Which Exercise the Authority of the Board of Directors. Any committee which exercises the full authority of the Board must consist entirely of Directors and at least two such Directors. Any act of such committee must be authorized by the vote of a majority of the committee. Regardless of a committee's compliance with the above requirements, only the Board of Directors may: authorize distributions; approve or recommend to members the dissolution, merger or sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; or adopt, amend, or repeal the Bylaws or Regulations.

ARTICLE 6. OFFICERS

6.1 Officers Election and Terms. Unless otherwise provided for in the Articles of Incorporation, the Board shall elect or appoint from the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as it may determine. Any two or more offices may be held by the same person, except the office of President. All officers shall be elected or appointed to hold office until the next election of Board members, or until their successor has been elected or appointed. Presidents of the Corporation may be reelected as president for no more than three consecutive one-year terms.

6.2. Removal and Resignation. Any officer elected or appointed by the Board may be removed by the Board with cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

6.3. President. The President shall be the chief executive officer of the Corporation. This person shall:

- 1) Preside at all meetings of the Board;
- 2) Oversee the general management of the affairs of the Corporation;
- 3) Lead, or appoint another Director to lead US Windsurfing's strategic planning process;
- 4) Nominate all Task Force and temporary committee Chairs for Board approval;
- 5) Lead the Executive Committee in making necessary policy decisions between Board meetings and in an annual review of the Executive Director's performance;
- 6) When it is necessary to hire a new Executive Director, organize a search committee to find and screen candidates for the Board to consider.
- 7) See that all orders and resolutions of the Board are carried into effect.

6.4 Vice Presidents. During the absence or disability of the President, the Vice President, or if there are more than one, the First Vice President shall have all the powers and

functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

6.5 Treasurer. The Treasurer shall oversee the care, custody and accounting of all the funds and securities of the Corporation, administered by the Executive Director. This person shall:

- 1) Analyze the financial condition and historical trends in the income and expenditures of the Corporation;
- 2) Study and critique all budgets prepared by the Executive Director and assist in the presentation and interpretation of this information at all Board meetings;
- 3) Recommend changes, if necessary, in the depositories of US Windsurfing funds and securities for approval by the Board of Directors;
- 4) At the request of the Board, have an audit of the accounts of the Corporation made by a committee appointed by the Executive Committee, and present such audit in writing at the next Board meeting.

6.6 Secretary. The Secretary shall keep the minutes of all strategic planning and business meetings of the Board. This person shall:

- 1) Have custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors;
- 2) Attend to the giving and serving of all notices of the Corporation;
- 3) Have charge of such books and papers as the Board of Directors may direct;
- 4) Attend to such correspondence as may be assigned by the Board; and
- 5) Perform all other duties incidental to this office.

6.7 Assistant Secretary. During the absence or disability of the Secretary, an Assistant Secretary appointed by the Board, shall have all powers and functions of the Secretary.

ARTICLE 7. EXECUTIVE COMMITTEE

7.1 Composition. The Executive Committee shall be chaired by the President and include all National Directors.

7.2 Responsibilities:

- 1) Carry out the functions of the Board between meetings of the Board.
- 2) Appoint the Executive Director and other key staff officers.
- 3) Establish the compensation and review the performance of the Executive Director and other staff officers.
- 4) Report its decisions to the next meeting of the Board of Directors for review and ratification.

ARTICLE 8 OTHER STANDING COMMITTEES

8.1 Committees and Domains:

<u>Name</u>	<u>Domain</u>
Communications	Membership Development Newsletter Promotion of US Windsurfing
Safety & Access	Safety Water Access Water Quality Insurance Instructor Training
Events	Competition Events Guide/Manual Sanctioning Sponsor Relations Regatta Management Ranking Lists Cruising

8.2 Responsibilities. Each Committee is responsible for the activities, programs and services within its domain as assigned by the US Windsurfing Board of Directors. These responsibilities include planning and development, management and administration, budgeting and financial matters.

8.3 Appointments. The Board shall elect or appoint the Chair of each Committee. The Chair may be an Officer or Director of US Windsurfing, but need not be. The membership of each Committee may include representatives of its sub-committees, and others who will advance the interests of the Committee. All Committee members are subject to the approval of the Board of Directors.

8.4 Special Committees If appointed, special committees which report directly to the Board will be supervised by a Vice President appointed by the Executive Committee.

ARTICLE 9. REGIONAL DIRECTORS

9.1 Mission. Regional Directors serve as the official US Windsurfing representative and regional coordinator for all members in their geographic area. Their mission is to provide leadership and expertise, drawing on US Windsurfing's resources, to support regional windsurfing clubs, associations and event organizers and promote participation in and enjoyment of windsurfing.

9.2 Regional Director Responsibilities:

- 1) Recruit and appoint Regional committees and state coordinators to assist in organizing windsurfing events and resolving problems with beach and water access, safety and water quality.
- 2) Provide advice and expertise to help strengthen Regional clubs and associations.
- 3) Assist Regional clubs, associations and members in accessing US Windsurfing's expertise to persuade local and state officials to repeal unnecessary regulations and improve beach access and parking facilities.
- 4) Assist event organizers in scheduling, organizing, sanctioning, scoring and reporting the results of their events in accordance with US Windsurfing's Events Guide.
- 3) Select and designate an annual Regional Windsurfing Championship.
- 4) Utilize the Regional Championship and Points Regattas to determine competitor rankings and eligibility to compete in US Windsurfing's National Championships, when applicable.
- 5) Inform US Windsurfing's Executive Director and President of progress achieved and problems encountered in achieving US Windsurfing's regional mission.

ARTICLE 10. NOMINATING COMMITTEE

10.1 Composition. The Nominating Committee shall be composed of a Chairman, the President and a minimum of one other Board member or member at large. The Chairman shall be appointed by the President, with the approval of the Board of Directors.

10.2 Responsibilities:

- 1) Interview all Board members to determine their willingness to be nominated for their present position or in some other capacity, or suggestions for their successors;
- 2) Notify the membership through the newsletter of the approaching election to seek candidates for anticipated Board openings;
- 3) Nominate at least one candidate for each office to be listed in the proxy request mailing to all members. The slate of nominees with a brief resume of each shall be submitted to the Newsletter Editor by July 1, for publication in the Sept.-Oct. issue;
- 4) Prepare a slate of Board officers and committee chairs for election at the Fall Board meeting;
- 5) Submit newsletter articles on the results of the Board and officer elections.

ARTICLE 11. EXECUTIVE DIRECTOR

The Executive Director is the Chief Operating Officer of the Corporation and is responsible for implementing the policies, plans and programs approved and assigned by the Board of Directors. This person shall:

- 1) Maintain close communications with the President and other Executive Committee members for problem solving and decisions required in the time intervals between Board meetings;
- 2) Sign and execute all contracts in the name of the Corporation;
- 3) Sign all checks, drafts, notes, and orders for the payment of money, or assign an appointee who shall be duly authorized by the Board of Directors;
- 4) Establish and maintain monthly and annual budget and cash flow analyses;
- 5) Exhibit US Windsurfing's books and accounts to any director or member of the Corporation upon application at the office of the Corporation during ordinary business hours.
- 6) With the assistance of the Communications Committee Chair, design and implement the Corporation's marketing, membership development and fulfillment programs
- 7) Serve as a spokesperson for the Corporation to inform members, the general public and media about US Windsurfing and the sport of windsurfing;
- 8) Oversee the work of the Newsletter Editor and production staff;
- 9) Hire, train and supervise other staff personnel within the budget approved by the Board to implement the duties they have assigned to the Executive Director.

ARTICLE 11. INDEMNIFICATION

11.1 General. As a Council of US SAILING, the Corporation shall defend, indemnify and hold harmless any person who is a party, or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person, their testator or intestate is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, as a result of such action, suit or proceeding, or any appeal therein.

11.2 Mandatory Indemnification of Directors. The Corporation shall indemnify Directors when a Director prevails in a lawsuit against them or the Corporation.

11.3 Limitations on Indemnification of Directors. The Corporation may not indemnify any Director when the Corporation has prevailed against the Director in any legal action, nor when the Director faces liability for receipt of improper personal benefits.

ARTICLE 12. AMENDMENTS

Bylaws may be adopted, amended or repealed by a majority vote of the Board of Directors, subject to section 4.3.