

**BYLAWS OF FLORIDA WATER SKI FEDERATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

ARTICLE ONE. OFFICES

Section One. Principal office. The principal office of this corporation is in the State of Florida and shall be located at the office or residence of the then current president of this corporation.

Section Two. Other offices. The corporation may have such other offices, within the State of Florida, as the board of directors may from time to time determine.

ARTICLE TWO. MEMBERSHIP

Section One. Classes of Membership. The corporation shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member over the age of eighteen shall be entitled to one vote.

Section Two. Qualifications. Any individual that is a resident of the State of Florida that pays the dues as provided below and that agrees to be bound by the articles of incorporation of this corporation, by these bylaws, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in this corporation.

Section Three. Admission to Membership. The directors shall from time to time prescribe the form and manner in which application may be made for membership.

Section Four. Property Rights. No member of this corporation shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

Section Five. Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section Six. Transfer, Termination, and Reinstatement. Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these bylaws within 30 days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE THREE. CERTIFICATES OF MEMBERSHIP

Section One. Membership Cards. The board of directors may provide for the issuance of cards evidencing membership in the corporation, which shall be of such form as any determined by the board. Such cards shall be signed by the president, vice president, or by the secretary. All cards evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the membership card shall be entered on the records of the corporation by the secretary. If any card shall become lost, mutilated, or destroyed, a new card may be issued to replace it on such terms and conditions as the board of directors may determine.

Section Two. Issuance of Membership Cards. If the board of directors shall have provided for the issuance of membership cards under the provisions of Section one of this Article, then, when a person has been elected to membership and has paid any initiation fee and dues that may then be required, such a card shall be issued in the name of and delivered to the new member by the secretary.

ARTICLE FOUR. MEMBERSHIP FEES AND DUES

Section One. Annual Dues. The board of directors may determine from time to time the amount of annual dues payable to the corporation by members.

Section Two. Payment of Dues. Dues shall be payable in advance on the first day of January in each fiscal year or when a new member joins the FWSF during the fiscal year

Section Three. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of 30 days from the beginning of the fiscal year or period in which such dues become payable, that person's membership may be terminated by the board of directors.

ARTICLE FIVE. MEETINGS OF MEMBERS

Section One. Annual Meeting. An annual meeting of members shall be held at the Florida State Championships each year, beginning with the year 1990 or at such places as the board of directors may designate from time to time by resolution. Appropriate for consideration at such meetings shall be the election of directors, officers, and Florida Council Members for the AWSA Southern Region and such other corporate business as may come before the meeting.

Section Two. Special Meetings. Special meetings of members may be called by the president, the board of directors, or not less than one-tenth of such members as may be qualified to vote.

Section Three. Place of Meeting. The board of directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual or special meeting of members.

Section Four. Notice of Meetings. Except for the annual meeting held at the Florida State Championships, written or printed notice stating the place, day, and hour of any meeting of members shall be delivered personally or by mail, to each member entitled to vote at such meeting, not less than 30 days nor more than 60 days before the date of such meeting, by or at the direction of the president, secretary, or such officers or persons as are calling the meeting. In the case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing and must be mailed at least 30 days before the date of the meeting.

Section Five. Quorum. At any meeting of the membership, ten (10) voting members in attendance shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

Section Six. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member.

Section Eight. Voting Rights. Each member, eighteen (18) years of age or older, shall be entitled to one vote.

The candidates for directors, officers, and Florida Council Members receiving the highest number of votes will be deemed to be elected.

ARTICLE SIX. DIRECTORS

Section One. Number. The authorized number of directors of this corporation shall be seven (7). The Vice President, Secretary, and Treasurer of the Corporation shall constitute three (3) of the Directors. The President/Councilperson of the Corporation and the other three individuals elected to the Florida Council for the AWSA Southern Region shall constitute the other four (4) Directors."

Section Two. Qualifications of Directors. Directors must be members of the corporation and must either be an officer of the corporation or a Florida Council Member.

Section Three. Term of Office. The directors named in the articles of incorporation as the first board of directors shall hold office until the next Florida State Water Ski Championships, when an election of directors shall be held. Thereafter, the term of office of each director shall be one year, until the next annual

meeting of members following the director's election and until the qualification of a successor in office.

Section Four. Powers. Except as otherwise provided in the articles of incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.

Section Five. Replacement of Directors. (a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by election of a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any person elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in the Articles of Incorporation of the corporation or law.

Section Six. Compensation. No member of the board of directors shall receive any compensation from the corporation.

Section Seven. Meetings. (a) Meetings shall be held at such place or places as the board of directors or the president may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the corporation.

(b) Five (5) shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(c) Except as may otherwise be provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

(d) All meetings of the board of directors shall be governed by Robert's Rules of Order, newly revised, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, with the articles of incorporation of this corporation, or with applicable law.

Section Eight. Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board shall individually or collectively consent in writing to such action, and such written consent or consents if filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section Nine. Liability of Directors. The directors or this corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE SEVEN. OFFICERS

Section One. Designation of Officers. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint one or more assistant secretaries, and one or more assistant-treasurers, as it shall deem desirable, such officers to have

the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two. Election and Term of Office. The officers of this corporation shall be elected annually by the members at the regular annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the members. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section Three. Removal. Any officer elected by the members may be removed by the members whenever in their judgment the interests of the corporation would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Four. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five. President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation.

The President:

(a) Shall preside at all meetings of members and of directors;

(b) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and

(c) Shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

Section Six. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice presidents shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president or by the board of directors.

Section Seven. Treasurer. If so required by the board of directors, the treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(b) Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and

(c) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

Section Eight. Secretary. The secretary shall:

(a) Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the corporation;

- (d) Keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and
- (e) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Section Nine. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation.

Section Ten. Order of Elections. At the regular annual meeting of the members of the Corporation at which elections are held, the officers of the Corporation and the Councilpersons to the Florida Council for the AWSA Southern Region shall be elected in the following order:

- First: President/Councilperson
- Second: Remaining three Councilpersons
- Thirdly: Vice President
- Fourth: Treasurer
- Fifth: Secretary

The position of President/Councilperson shall be held by a single individual who shall have the duties of both President of the Corporation and Councilperson of the Florida Council for the AWSA Southern Region.

Section Eleven. Councilpersons shall be the Florida Representatives of the Corporation to the AWSA Southern Region. There shall be four Councilperson positions. The President of the Corporation shall automatically hold one of the Councilperson positions. The other three Councilpersons shall be elected annually by the Members at the Regular annual meeting of the Members. Each Councilperson shall hold office until his or her successor shall have been duly elected and shall have been qualified. No person may hold more than one Councilperson position at one time. Procedures regarding removal and vacancies shall be the same as that of the officers of the Corporation."

ARTICLE EIGHT. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts. The board of directors may, by resolution duly adopted, authorize any officer of officers, or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section Two. The FWSF Board of Directors shall approve by majority vote all contracts entered into by the organization, any expenditure in excess of one hundred (\$100.00), other than expenditures occurring in the normal course of business, and such other matters as may be referred to them by the President.

Section Three. Gifts and Contributions. The board of directors or an executive committee may:

- (a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on such terms as the board or committee shall approve;
- (b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;

- (c) Collect and receive the income from such funds or property;
- (d) Devote the principal or income from such donations to such benevolent and charitable purposes as the board or committee may determine; and
- (e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section Three. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the treasurer in such manner as the board of directors shall from time to time by resolution determine.

ARTICLE NINE. MISCELLANEOUS

Section One. Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section Two. Fiscal year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TEN. AMENDMENTS

Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of 75% of the members entitled to vote or by the vote of 75% of a quorum at a meeting duly called for the purpose according to the articles or bylaws.

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