

WATER SKI- WAKEBOARD MANITOBA INC.

BY-LAWS AND CONSTITUTION

BY-LAW NO. I

A By-law relating generally to the affairs of Water Ski- Wakeboard Manitoba, Inc. Be it enacted by the *Congress* of Water Ski- Wakeboard Manitoba as a By-law as follows:

ARTICLE I - ORGANIZATION

- 1.01. The name of this organization shall be Water Ski- Wakeboard Manitoba, hereinafter referred to as WSWM.
- 1.02. WSWM, having been incorporated under the Laws of the Province of Manitoba, shall at all times maintain its corporation in good standing.
- 1.03. WSWM is duly affiliated to Water Ski and Wakeboard Canada, hereinafter referred to as WSWM

ARTICLE 2 - PURPOSE

- 2.01. The purpose of WSWM shall be to improve, encourage and promote water skiing and wakeboarding in all aspects; to promote friendly and sportsmanlike co-operation among its members in the interests of water skiing and wakeboarding generally; to provide standards therein, to institute and regulate water skiing and wakeboarding championships of the Region and award regional championships; to aid in prescribing tests for qualification; to approve the appointment of referees and judges within the Region; to approve and certify records of performance; to encourage and assist in promoting safety; to aid WSWM in carrying out its aims and objectives within WSWM.

ARTICLE 3 - INDIVIDUAL MEMBERSHIP

- 3.01. Qualifications for "Individual Membership";
 - a) The Individual Members shall be the incorporators of WSWM;
 - b) Those persons who have submitted a written application and paid the prescribed fees or dues to WSWM and who have complied with the procedures set out by the Board of Directors from time to time shall be entitled to become Individual Members of WSWM and;
 - c) Individual Members shall be willing to support and take part in the activities of WSWM.
- 3.02. Fees and Dues: Membership fees, annual dues or any induction fees for Individual Membership shall be defined and established by a majority vote of the Individual Members at the Annual General Meeting of WSWM for each year after recommendation by the Board of Directors.
- 3.03. Rights and Privileges;
 - a) Each Individual Member over 16 years of age shall be entitled to have notice of and attend and be entitled to vote at all meetings and elections of WSWM;

- b) Each Individual Member 18 years of age or over will be entitled to hold an office on the Executive of WSWM; and
- c) Each Individual Member shall have the right to attend all social events and all other events and activities of WSWM and to participate therein.

3.04. Removal and Resignation;

- a) Individual Members may withdraw from WSWM by tendering their resignation in writing to the President of WSWM stating in the letter the date on which they wish to resign their membership.
- b) Individual Members or Clubs may be expelled from WSWM by a resolution of the members passed in a General Meeting called for that purpose; and
- c) Any Individual Member of WSWM whose dues or membership fees are in arrears for a period of ninety (90) days or more are automatically expelled from WSWM and shall not be entitled to attend meetings or vote until such time as all monies owing are paid up to date.
- d) The Board of Directors may request the resignation of an individual member if 2/3 (two thirds) majority finds the conduct of that member to be detrimental to WSWM. The affected member shall be notified of such action in writing with a full statement of the reasons for the request. Within thirty (30) days of the notice of request for resignation directed to the member's last known address, the member may request a hearing before the Board of Directors. If no request is received within that time, it will be presumed that no hearing is desired. Thereafter, the Board of Directors may determine the issue upon the information it has before it at that time. The Board of Directors shall have the power to either or both;
 - i. remove the affected individual from any office or position within WSWM and
 - ii. expel the member; with a 2/3 (two thirds) majority vote. Any such decision of the Board of Directors shall be final and if the member is expelled, any and all rights including any prepaid dues or membership fees shall be forfeited by that member.

3.05 *Good Standing*

- a) *Member in Good Standing is defined as:*
 - i) *The member owes no outstanding fees or other debt to WSWM;*
 - ii) *The member has not ceased to be a member;*
 - iii) *The member has not been suspended or expelled from membership, or had other membership restriction or sanctions imposed upon them;*
 - iv) *The member has complied with the constitution, bylaws, policies, rules and regulations of WSWM;*
 - v) *The member is not subject to a disciplinary investigation or action previously, has fulfilled all terms and condition as such disciplinary action to the satisfaction of WSWM;*
- b) *Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing set out above.*

ARTICLE 4 - CLUB MEMBERSHIP

- 4.01. There shall be two classes of club membership within WSWM; "Club" and "Affiliated Club".
- 4.02. Qualifications for membership;

- 4.02. a. "Club" membership shall be granted to groups;
- i) Consisting of ten (10) or more individual members whom have;
 - ii) Submitted a written application to the WSWM Board of Directors containing the names and addresses of each individual member, a listing the individual Members elected as officers, the name of the Individual Member to be appointed to the WSWM Board of Directors and a duly signed and dated copy of the Constitution and By-laws as adopted by the Individual Members in the club and;
 - iii) Have complied with the policies and procedures as adopted by the Board of Directors pertaining to Club membership.
- 4.02. b. "Affiliated Club" membership shall be granted to groups;
- i) Consisting of less than ten (10) but with a minimum of five (5) individual members whom have;
 - ii) submitted a written application to the WSWM Board of Directors containing the names and addresses of each individual member, a listing the Individual Members elected as officers, the name of the Individual Member to be appointed to the WSWM Board of Directors and a duly signed and dated copy of the Constitution and By-laws as adopted by the Individual Members in the affiliate club and;
 - iii) Which have complied with the policies and procedures as adopted by the Board of Directors pertaining to Affiliate Club membership.
- 4.03. Maintaining Membership;
- a) each Club or Affiliated Club shall pay an induction fee or annual dues as defined and established from time to time by resolution(s) passed by the Board of Directors and;
 - b) each Club or Affiliated Club shall submit annually a current list of the individual members which belong to it
 - c) each Club or Affiliated Club shall maintain liability insurance with a minimum limit of **Three (3) million** dollars prior. The liability insurance must include injury to participant coverage and must name WSWM as an additional insured. This insurance must be in place prior to commencement of any club activities.
 - d) each Club or Affiliated Club shall submit in writing, signed notification of any changes in the constitution, bylaws, elected officers or insurance coverage within 15 days of said change.
- 4.04. Removal and Resignation;
- a) A Club or Affiliated Club may withdraw from WSWM by so notifying the President of WSWM stating the date on which it wishes to withdraw its membership;
 - b) A Club or Affiliated Club may be expelled from WSWM by a resolution passed by a 2/3 (two-thirds) majority vote at a Board of Directors meeting, provided written notice of such expulsion, stating reasons, has been forwarded to the affected club's president and listed membership thirty (30) days prior to the Board of Directors Meeting;
 - c) A Club or Affiliated Club in arrears of dues, or no longer in compliance with the articles as laid out in section 4.02 or 4.03 above, is automatically expelled from WSWM.
- 4.05. Re-In statement;
- a) Re-in statement of a Club or Affiliated Club expelled as in Article 4.03 above can only occur after conditions in articles 4.02 and 4.03 are met and a written submission is made to the President of WSWM.

- b) Re-in statement can only be granted by a 2/3 (two-thirds) majority vote at the next meeting of the Board of Directors.

4.06. Rights and Privileges;

- a) Each Club shall appoint a Director to sit on the WSWM Board of Directors for a one (1) year term beginning the first day of November in each year. This Director must be an Individual Member (ARTICLE 3 above), be at least eighteen (18) years of age and shall attend all Board of Directors meetings during their term of office. This Director shall carry 2 (two) votes at the WSWM Board of Directors meetings. A Director as appointed by a Club shall be the only person to vote in this manner.
- b) Each Affiliate Club shall appoint a Director to sit on the WSWM Board of Directors for a one (1) year term beginning the first day of November each year. This Director must be an Individual Member (ARTICLE 3 above), be at least eighteen (18) years of age and shall attend all Board of Directors meetings during their term of office. This Director shall carry 1 (one) vote at the WSWM Board of Directors meetings. A Director as appointed by an Affiliate Club shall be the only person to vote in this manner.
- c) Any Club or Affiliated Club changing their appointed Director during the term in 4.06.a or 4.06.b must give written notice sixty (60) days in advance of the change, to the President of WSWM.

ARTICLE 5 - THE BOARD OF DIRECTORS

5.01. The Governing Body shall consist of a Board of Directors composed of:

- a) Members of the WSWM Executive Board (ARTICLES 8 and 9); and
- b) Directors as appointed by member Clubs (4.06.a) and Affiliated Clubs (4.06.b)

5.02. *The Chair of the Board of Directors;*

- a) *shall be the President of WSWM,*
- b) *or in the Presidents' absence shall be the Vice-Chair (5.07.a),*
- c) *if the Chair and the Vice-Chair are both absent the Chair shall be selected from the attending elected Executive Board Members (9.01) and appointed by the Board of Directors, and*
- d) *the Chair shall not vote, except to break a tie.*

5.03. Voting;

- a) Each Director as appointed by a Club (4.06.a) shall carry 2 (two) votes at all meetings of the Board of Directors meetings of WSWM;
- b) Each Director as appointed by an Affiliate Club (4.06.b) shall carry 1 (one) vote at all meetings of the Board of Directors meetings of WSWM;
- c) Each elected member of the Executive Board of WSWM with the exception of the **Chair (or Vice-Chair as per 5.02)** shall carry 1 (one) vote at the Board of Directors meeting of WSWM;
- d) A simple majority of votes cast from those votes present at the meeting shall be sufficient for the determination of any matter, except where these Articles specifically call for a 2/3 (two-thirds) majority of those present, at any meeting and in the event of a tie, the **Chair (or Vice-Chair as per 5.02.)** shall be entitled to cast a tie breaking vote.
- e) A Director may give their vote(s) by proxy to another Director (**except as per 5.03.f**) when they are unable to attend a meeting. Notification in writing to the President, of this proxy must arrive at

least 24 hours prior to the Board of Directors meeting. No Board Member shall vote more than four (4) votes under any circumstances,

- f) No Executive Board Member may vote by Proxy for an absent Director at a Board of Directors Meeting. An Executive Board Member absent from a Board of Directors meeting may not have their vote made by proxy.

5.04. Quorum;

- a) Quorum at a Board of Directors meeting shall consist of sufficient Directors such that the sum of their votes is equal to a minimum of fifty percent (50%) of the total votes for all Directors currently on the Board of Directors. Votes associated with Executive Board members are not included in this calculation for Quorum.
- b) At a regular bi-annual meeting (5.05.a) where Quorum is NOT achieved the Executive Board has the power to act in place of the Board of Directors (8.07.2).

5.05. Notice and Meetings;

- a) The Board of Directors shall meet on the last Wednesday of March and the last Wednesday of September.
- b) Additional meetings of the Board of Directors may be called by the President, and in the absence of the President, by the ***Vice-Chair (5.07.a)***, or by any two (2) members of the Executive; and
- c) Notice of all regular and special meetings of the Board of Directors shall be by mail at least fourteen (14) days prior to the date of meeting. Such notice shall advise the date, the time, the place of the meeting plus an agenda of the items to be discussed.

5.06. Vacancies and Attendance at Board of Directors Meetings;

- a) If a vacancy shall occur amongst the Directors by reason of death, resignation, disqualification or otherwise, the President will direct the affected Club or Affiliate Club to fill the vacancy;
- b) If a Director fails to attend three (3) consecutive meetings, the Board of Directors may deem that seat vacant. If the seat is deemed vacant the President will direct the affected Club or Affiliate Club to appoint a replacement Director for the remainder of the term.
- c) If an Executive Board Member fails to attend three (3) consecutive meetings of the Board of Directors without valid reason, the Executive Board member's office shall be deemed vacant and the Board of Directors shall appoint a new Individual Member to fill the office for the remainder of the term.

5.07. Duties and Powers of the Board of Directors. The Board of Directors shall, in addition to the powers defined elsewhere, have the authority to:

- a) ***at the first Board of Directors meeting immediately following an Annual General Meeting, the Board of Directors shall elect a Vice-Chair from amongst the elected members of the Executive Board (9.01). In the event of the absence of the President of WSWM, the Vice-Chair shall assume the role and responsibilities of the Chair at all meetings of the Board of Directors, the Executive Board and the Management Committee***
- b) prescribe and recommend amendments to the Constitution, By-laws and rules of WSWM;
- c) to approve long and short range plans, policies and procedures as required to direct the WSWM Executive Board and Management Committee in the management of the affairs of WSWM.
- d) review and approve the budget, including budgeted expenditures, as proposed by the WSWM Executive Board. This budget is to be prepared for approval by the Board of Directors prior to implementation by the WSWM Executive Board.

- e) review all actions of the WSWM Executive Board and Management Committee.
- f) where the actions of the WSWM Executive Board or the Management Committee are deemed inappropriate by resolution of the Board of Directors, the Board may adopt resolutions and measures, and by resolution direct the WSWM Executive Board and Management Committee to implement them.

5.08 *Conflict of Interest;*

- a) *A Director, Officer or member of a committee who has an interest, or may be perceived as having an interest, in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case shall be, shall refrain from voting or speaking in debate on such contract or transaction, shall refrain from influencing the decision on such contract; and shall otherwise comply with the requirements of the Act regarding conflict of interest.*

ARTICLE 6. EXECUTION OF DOCUMENTS AND CORPORATE SEAL

- 6.01. Contracts, documents or any instruments in writing and requiring the signature of WSWM shall be signed by the President and the Secretary or the Executive Director. In the absence of the President, the Secretary and the Vice President of Finance shall sign. The President or the Executive Director shall affix the seal of WSWM to such instruments as requiring the same.
- 6.02. The Board of Directors shall have the power to appoint by resolution, from time to time, any officer or officers, persons or persons, on behalf of WSWM either to sign contracts, documents and instruments generally or to sign specific contracts, documents or instruments in writing.
- 6.03. The Corporate Seal is to be permanently kept at the offices of WSWM.

ARTICLE 7. Fiscal Year

- 7.01. The fiscal year of WSWM shall commence April 1st of each year.

ARTICLE 8 - WSWM EXECUTIVE BOARD

- 8.01. The Executive Board *members* of WSWM shall consist of the following:
 - a) The President *of WSWM*;
 - b) Secretary;
 - c) Vice-President Finance (Treasurer);
 - d) Vice-President Grassroots;
 - e) Vice-President High Performance;
 - f) Executive *Board* Member at Large (2);
 - g) Past-President; and
 - h) Executive Director (non-voting)
- 8.02. *The Chair of the Executive Board;*
 - a) *shall be the President of WSWM,*

- b) *or in the Presidents' absence shall be the Vice-Chair (5.07.a),*
- c) *if the Chair and the Vice-Chair are both absent the Chair shall be selected from the attending elected Executive Board Members (9.01), and*
- d) *the Chair shall not vote, except to break a tie.*

8.03. Voting:

- a) Each elected member of the Executive Board (9.01) *and the Past President* of WSWM with the exception of the Chair shall carry 1 (one) vote at the WSWM Executive Board;
- b) A simple majority of votes cast from those votes present at the meeting shall be sufficient for the determination of any matter at any meeting and in the event of a tie, the Chair shall be entitled to cast a tie breaking vote;
- c) No provision shall be made for Executive Board members to vote by proxy.

8.04. Quorum at a WSWM Executive Board meeting shall consist of sufficient *Executive Board members* such that 4 (four) votes are present not including the Chair (8.02) or the Executive Director.

8.05. Notice and Meetings.

- a) Meetings of the WSWM Executive Board may be called by the President, and in the absence of the President, by the *Vice-Chair (5.07.a)*, or by any two (2) *Executive Board Members*; and
- b) Notice of all regular and special meetings of the WSWM Executive Board shall be made at least 24 (twenty-four) hours prior to the time of the meeting. Such notice shall advise the date, the time, the place of the meeting plus an agenda of the items to be discussed.

8.06. Vacancies and Attendance at *Executive Board* Meetings.

- a) If a vacancy shall occur amongst the WSWM Executive Board by reason of death, resignation, disqualification or otherwise, the President of WSWM will direct Board of Directors to appoint an Individual Member to fill the vacancy;
- b) If an *Executive Board member* fails to attend three (3) consecutive Executive Board meetings, the Board of Directors may deem that seat vacant. If the seat is deemed vacant the President of WSWM will direct Board of Directors to appoint an Individual Member to fill the vacancy.

8.07. Duties and Powers of the WSWM Executive Board.

8.07.1. The WSWM Executive Board shall be the primary body responsible for the operation of WSWM. The duties of the WSWM Executive Board shall include, but not be limited to:

- a) Implementing the policies and planning documents as adopted by the general membership and the Board of directors;
- b) Preparing budgets for the operation of WSWM programs (*including all standing and Ad hoc committees*) and presenting them to the Board of Directors for approval;
- c) Developing and approving programs for the various activities of WSWM;
- d) Reviewing the actions of the Management Committee;
- e) Reviewing and approving the proposals brought forward from the various standing committees;
- f) Approving expenditures in accordance with the budget as approved by the Board of Directors;

- g) Striking ad-hoc committees to implement specific tasks and events;
 - h) From time to time assigning duties to the office of the Executive Member at Large.
- 8.07.2. The Executive Board shall have the power to act in place of the Board of Directors when Quorum for a Board of Directors meeting is not achieved at either of the two Bi-Annual Board of Directors Meetings (5.05.a). This power does NOT extend to other meetings of the Board of Directors as called by the President (5.05.b & 5.05.c).
- 8.08. The duties of the Officers of WSWM;
- 8.08.1. The President;
- a) shall Chair of the Board of Directors of WSWM;
 - b) shall Chair of the Executive Board of WSWM;
 - c) shall Chair of the Management Committee of WSWM;
 - d) shall be a member ex-officio of all Committees of WSWM;
 - e) shall have the general powers and responsibilities of management usually pertaining to the office of President of a Corporation, and such other powers and duties as may from time to time be assigned to the President;
 - g) shall know the contents of WSWM By-laws, Resolutions and Rules and shall enforce same;
 - h) shall act as the President for WATER SKI- WAKEBOARD MANITOBA INCORPORATED for purposes of the Incorporations act of the Province of Manitoba.
- 8.08.2. The Secretary;
- a) shall attend all meetings of Board of Directors and the Executive Board of WSWM and;
 - b) shall ***be responsible to the President*** to keep at the principal office of WSWM or at such other place as the Board of Directors may direct, a book of Minutes of all meetings of the WSWM Board of Directors and the WSWM Executive Board, which minutes shall include the time and place where each such meeting was held, the names of those present, an accounting of the resolutions adopted and a summary of the proceedings thereof;
 - c) shall supervise the Executive Director in relation to and be responsible for correspondence received and sent in relation to WSWM and shall have such other powers and duties as may be assigned by the Board of Directors;
 - d) Shall act as the Secretary for WATER SKI- WAKEBOARD MANITOBA INCORPORATED for purposes of the Incorporations act of the Province of Manitoba.
- 8.08.3. The Vice-President Finance
- a) ***shall attend all meetings of Board of Directors and the Executive Board of WSWM and;***
 - b) shall be responsible to the President to act as the Chief Financial Officer of WSWM;
 - c) shall act as the Treasurer for WATER SKI- WAKEBOARD MANITOBA INCORPORATED for purposes of the Incorporations act of the Province of Manitoba;
 - d) shall supervise the Executive Director in connection with:
 - i) the keeping adequate and correct books of account of WSWM as to all transactions involving the receipt re payment of money, or the ownership and/or

possession of the property of WSWM. The books of account shall be open to inspection by any member of the Board of Directors;

- ii) the depositing all money and other valuables in the name and to the credit of WSWM with such depository as may be designated by the Board of Directors; and
 - iii) to disburse funds of WSWM as ordered by the WSWM Executive Board and account all transactions as Treasurer, and of the financial condition of WSWM at each regular WSWM Executive Board Meeting and Board of Director's meeting, such report must be in writing unless dispensed with by the Executive Board or the Board of Directors.
- e) shall have such other powers and duties as may be assigned to the Treasurer by the Board of Directors. If required by the Board of Directors, the Vice-President Finance and Executive Director shall furnish a Treasurer's Bond to WSWM at WSWM's expense;
 - f) in **conjunction** with the Executive Director at each Annual Meeting of WSWM must give a written report showing the financial status of WSWM. The report must be complete and show a breakdown of all income and expenditures;
 - g) after each Annual Meeting publish the report, and in addition upon written request of any **Individual** member, a copy of the said report may be mailed to the said **Individual** member;
 - h) have an Annual Audit by an independent accountant of the books of WSWM prepared. Said audit will be presented at the first WSWM Executive Board meeting and the Board of Director's meeting after WSWM's year end; audit to be made available to all Individual Members on Request.

8.08.4. The Vice-President Grassroots

- a) **shall attend all meetings of Board of Directors and the Executive Board of WSWM and;**
- b) is responsible to the President for the administrative functions of WSWM with respect to matters of a developmental and recreational nature and;
- c) shall serve as chair of the Standing Committee on Grassroots.

8.08.5. The Vice-President High Performance

- a) **shall attend all meetings of Board of Directors and the Executive Board of WSWM and;**
- b) is responsible to the President for the administrative functions of WSWM with respect to matters of a High Performance and technical nature, and;
- c) shall serve as the chair of the WSWM standing Committee on High Performance.

8.08.6. The Executive Member at Large

- a) **shall attend all meetings of Board of Directors and the Executive Board of WSWM and;**
- b) is responsible to the President for the administration of duties as assigned to the Executive Member at large (8.07.1.h).

8.08.7. The Executive Member at Large

- a) ***shall attend all meetings of Board of Directors and the Executive Board of WSWM and;***
- b) is responsible to the President for the administration of duties as assigned to the Executive Member at large (8.07.1.h).

8.08.8. The Past President

- a) ***shall attend all meetings of Board of Directors and the Executive Board of WSWM and;***
- b) shall be the person who was President in the term immediately prior to which the ***current*** President was first elected;
- c) shall advise the President and members of the WSWM Executive Board and Board of Directors with respect to the affairs and business of WSWM;
- d) shall serve as chairperson of the nominating committee;
- e) shall sit on the Management Committee

8.08.9. The Executive Director

- a) shall be a non-voting member of the WSWM Board of Directors;
- b) shall be a non-voting member of the WSWM Executive;
- c) shall be a non-voting member of the Management Committee;
- d) shall be the Chief Operating Officer of WSWM and is responsible to the President for the daily operation of the office, staff and operations of WSWM.

8.09. *Shall Indemnify – WSWM shall indemnify and hold harmless out of the funds of the Society each Director and Officer from and against any claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.*

8.10. *Shall Not Indemnify – WSWM shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.*

8.11. *Insurance – WSWM may purchase and maintain insurance for the benefit of it's Directors and Officers, as the Board may determine.*

ARTICLE 9 - NOMINATIONS AND ELECTION OF THE EXECUTIVE BOARD MEMBERS

9.01. Nominations for:

- i) President,
- ii) Secretary,
- iii) Vice-President Finance,
- iv) Vice-President Grassroots,
- v) Vice President High Performance and
- vi) Executive Board Member at Large

shall be made at the Annual Meeting of WSWM. Nominations may be submitted in writing to the Past President ten (10) days prior to the Annual Meeting or nominations may be taken from the floor at the Annual Meeting;

- 9.02. ***The Past-President shall appoint a Nominating Committee each year. The Nominating Committee shall solicit nominations of individual members for each Executive Board position. From these nominations the committee shall nominate one Individual Member for each Executive Board position based on a simple majority vote of the nominating committee members. At the Annual General Meeting (12.03.) the Past President shall present all received nominations and the nominating committee recommendations for each Executive Board Position.***
- 9.03. The election of ***Executive Board Members*** shall be conducted at the Annual Meeting by secret Ballot (12.13.i). The election shall be determined by simple majority. Should there be only one (1) nominee for a position, that office shall be declared filled by acclamation
- 9.04. The term of office for each ***Executive Board Member*** shall be one (1) year commencing November 1st of each year. The President shall not hold office for longer than two (2) consecutive one (1) year terms; except under the following circumstances:
- a) No other candidate is nominated and the outgoing President is willing to serve another one (1) year term;
 - b) The congress of WSWM may with a two thirds (2/3) majority elect to waive this limit for exceptional circumstances.

ARTICLE 10 - COMMITTEES

- 10.01. Standing Committees - WSWM has 2 (two) standing committees, each chaired by an Executive ***Board*** Member, these are;
- a) WSWM Standing Committee on High Performance as chaired by Vice-President High Performance. In addition to duties and responsibilities as assigned by the Executive Board this committee will be responsible ***to the Board of Directors*** for the development of the provincial water ski team, officials, coaches, sanctioning of tournaments and the operation of the provincial water ski championships;
 - b) WSWM Standing Committee on Grassroots as chaired by the Vice President Grassroots. In addition to duties and responsibilities as assigned by the Executive Board this committee will be responsible ***to the Board of Directors*** for the development and operation of developmental and recreational programs for water skiing and wakeboarding in Manitoba.
- 10.02. Other committees shall be formed by a resolution passed by the WSWM Executive Board or the Board of Directors as is required from time to time.
- a) The terms of reference and duties of these other Committees shall be outlined in writing by the Board of Directors or the Executive Board.
 - b) Committee members shall be recruited by nominations or volunteering.
 - c) When requested by the President, the Chair of each committee (or their designate) shall report at meetings of the WSWM Executive Board or the Board of Directors and at all Annual and Special Meetings of the ***Congress of WSWM***.
- 10.03. The Chair of any committee, or their designate, shall submit in writing to the President a motion or motions for action or actions pertaining to decisions of the committee. The President shall move this motion or motions at either the Executive Board, the Board of Directors, ***Annual or Special Meetings of the Congress of WSWM*** as is required by the motion or motion.

ARTICLE 11 - MANAGEMENT COMMITTEE

- 11.01. The Management Committee of WSWM shall be comprised of the WSWM President, the WSWM Past President, the Vice - Chair (5.07.a) and the Executive Director.
- 11.02. The Management Committee shall have the power and authority to administer the affairs of WSWM between meetings of the WSWM Executive Board in accordance with all decisions and directives of the Board of Directors and the WSWM Executive.
- 11.03. The Management Committee shall meet as often as may be required every calendar year for the purpose of:
 - a) administrating the activities and programs of WSWM on a day to day basis;
 - b) administrating, on a day to day basis, the budget of WSWM as approved by the Board of Directors;
 - c) supervising the activities of the employees of WSWM;
 - d) making such policy and operating decisions as may be required between meetings of the WSWM Executive;
 - e) establishing such Committees of WSWM as it may deem necessary for the proper administration the affairs of WSWM; and
 - f) recommending policies and programs to the Executive Board for its consideration.
- 11.04. The Management Committee shall be responsible for the preparation of the annual budget for WSWM consisting of proforma financial statements for the fiscal year of WSWM commencing on the first day of April, following the **Annual General Meeting** of Congress. Such proforma financial statements shall consist of a proforma income statement, proforma statement of source and application of funds and proforma balance sheet as at the end of such period. Such proforma financial statements shall be laid before the Executive Board no later than its last meeting prior to Grant Applications deadlines.
- 11.05. The Management Committee shall have the authority to fill any vacancy in the office of auditor of WSWM occurring between **Annual General Meetings** of the Congress.
- 11.06. The details of all actions taken by the Management Committee between meetings of the Executive Board shall be placed before the next meeting of the Executive Board for consideration and ratification, amendment or rejection as the Executive Board may deem appropriate.
- 11.07. Meetings of the Management Committee may be called at any time by any member of the Management Committee.
- 11.08. Notice of meetings of the Management Committee shall be given no less than 1 (one) hour prior to the date of the meeting to all members of the Management Committee.
- 11.09. The President of WSWM shall act as the Chairman of all meetings of the Management Committee.
- 11.10. Any action to be taken by the Management Committee shall require the concurrence of all voting members present. In the event they are unable to reach a consensus on the action taken, such action shall not be taken or the matter shall be referred to the Executive Board. The Executive Director (or any paid employee) of WSWM shall not be entitled to vote at any meeting of the Management Committee.
- 11.11. The quorum for a meeting of the Management Committee shall consist of the President and one other voting member or the Executive Director of WSWM.
- 11.12. The Executive Director of WSWM shall act as secretary of all meetings of the Management Committee and shall prepare or cause to be prepared the minutes of such meetings.
- 11.13. Except as otherwise provided in the By-law, the Management Committee shall have the authority to establish procedures governing the conduct of meeting of the Management Committee.

ARTICLE 12 - MEETING OF MEMBERS (CONGRESS)

- 12.01. The governing body of WSWM shall be called the Congress and shall be comprised of all **Individual** members of WSWM.
- 12.02. The ultimate decision making power in all matters concerning WSWM is vested in the Congress and the Congress may overrule any decision taken by the Board of Directors, the WSWM Executive, the Management Committee, an officer or a committee of WSWM.
- 12.03. An **Annual General Meeting of the Congress** shall be held by WSWM not less than thirty (30) days prior to the fiscal year end. All **Individual** members are entitled to attend and the Board of Directors shall be required to send a notice to all **Individual** members at their last known address of the date, time and place of the meeting at least thirty (30) days prior to the **Annual General Meeting of the Congress**. Such notice shall also contain a list of the nominees submitted for the Executive Board offices as well as an Agenda of the meeting.
- 12.04. Special meetings of the **Congress** may be held at the call of the President upon giving written notice to each **Individual** member at least fourteen (14) days in advance.
- 12.05. The Chair of all meetings of the Congress shall be the President of WSWM**
- 12.06. **Individual** members over sixteen (16) years of age and in good standing are entitled to vote in any matter at any **Congress** meeting of WSWM. All **Individual** members **over sixteen (16) years of age** can vote by proxy, provided permission of **said** proxy vote is given in writing to the President at least twenty-four (24) hours prior to the start of the meeting. No **Individual** member attending the meeting shall be entitled to vote more than three (3) votes.
- 12.07. The business shall be conducted by a motion duly seconded and discussed in accordance with Robert's Rules of Order.
- 12.08. Twenty-five percent (25%) of the members of WSWM shall constitute a quorum of any special meeting **of the Congress**. Proxy votes can be counted to establish a quorum.
- 12.09. There shall be no quorum requirement for the **Annual General Meeting of the Congress (12.03)**
- 12.10. Every question submitted to a meeting of members shall be decided in the first instance by a show of hands.
- 12.11. At any meeting,, unless a poll is requested by any member, a declaration by the **Chair** that a resolution has been carried, carried unanimously or carried any particular majority shall be conclusive evidence of the fact.
- 12.12. In the event of a tie vote, the **Chair** may cast the deciding vote.
- 12.13. The purpose of the Annual **General Meeting of the Congress (12.03)** is to carry out the business of WSWM and to provide direction to the Board of Directors of WSWM. The order of business shall be as follows:
- a) roll call
 - b) reading and approval of previous minutes
 - c) President's report
 - d) Treasurer's report
 - e) reports of committees
 - f) reports of club representatives
 - g) reports of special committees
 - h) communications
 - i) **election of Executive Board Members**
 - i) **The Past President assumes the chair of the meeting and initiates the election of the President (Elect) of Water Ski- Wakeboard Manitoba,**
 - ii) **The following process is followed for the election of an Executive Board Member:**

- *Report of the Nominating Committee is presented,*
- *The chair calls for nominations from the floor,*
- *The chair calls for nominations from the floor,*
- *The chair calls for nominations from the floor,*
- *The chair closes the call for nominations.*
- *The candidates are each given the opportunity to make a presentation to the congress.*
- *The chair calls for the vote by secret Ballot (9.03.)*
- *The votes are counted by no less than 2 scrutineers as approved by the Congress and reported to the chair.*
- *The chair declares the winner as that candidate with the greatest number of votes from those cast.*

- iii) *The election of the Treasurer (Elect) of Water Ski- Wakeboard Manitoba commences in the same manner as in 12.06.i.ii.*
- iv) *The election of the Secretary (Elect) of Water Ski- Wakeboard Manitoba commences in the same manner as in 12.06.i.ii.*
- v) *The election of the Vice President (Elect) - High Performance of Water Ski- Wakeboard Manitoba commences in the same manner as in 12.06.i.ii.*
- vi) *The election of the Vice President (Elect) - Grass Roots of Water Ski- Wakeboard Manitoba commences in the same manner as in 12.06.i.ii.*
- vii) *The election of the Executive Board Member at Large (Elect) of Water Ski- Wakeboard Manitoba commences in the same manner as in 12.06.i.ii.*
- viii) *The Past President quits the chair*
- ix) *The President Resumes the Chair of the meeting.*

- j) setting up membership fees and dues
- k) appointment of Auditors, if necessary
- l) new business
- m) adjournment

12.14. As soon as possible, following each meeting *of the Congress*, each *Individual member, Club and Affiliated Club* is entitled to and should receive a copy of the minutes of the meeting.

ARTICLE 13 - AMENDMENTS

13.01 These By-laws may be amended as follows:

- a) By a simple majority vote of the members present at any Annual Meeting provided that notice of the proposed amendment was submitted in writing to all members at their last known address at least thirty (30) days prior to the meeting;
- b) By unanimous vote at the Annual Meeting without notice of the proposed amendment; and
- c) By a resolution passed by a three-fourths (3/4 ths) majority vote of the Board of Directors present at a meeting of the Board of Directors providing notice of this effect was given to all members of the Board of Directors at least thirty (30) days in advance, which resolution is subsequently ratified by a simple majority vote at the Annual Meeting.

ARTICLE 14 - DISSOLUTION

14.01 WSWM may be dissolved under the following conditions:

- a) By a three-quarters (3/4) majority vote of the Board of Directors present at a meeting of the Board of Directors providing notice of motion to this effect has been given to all members of the Board of Directors at least thirty (30) days in advance by Registered Mail; and

- b) The decision of the Board of Directors is ratified by a majority vote at a public meeting open to all *Individual* members providing all members have received notice of the date, time, place and purpose of the meeting by mail at least thirty (30) days in advance of the meeting; and
- c) In case of dissolution of WSWM, the assets of WSWM shall be held in trust by Water Ski and Wakeboard Canada for a minimum of five (5) years; these assets shall be turned over to a group which within five (5) years has established a Water Ski Association sanctioned by Water Ski and Wakeboard Canada within Manitoba. If none has been established within five (5) years, the assets shall be turned over to Water Ski and Wakeboard Canada.

ARTICLE 15 - SEAL

15.01 The Board of Directors may adopt a Seal, which shall be the common seal of WSWM.

WHERE THE RULES OF PROCEDURE ARE SILENT, ROBERT'S RULES OF ORDER SHALL APPLY.

Dated at the City of Winnipeg, in the Province of Manitoba, this _____ day of _September_____ AD, 20__.

WATER SKI- WAKEBOARD MANITOBA, INC.

PER: _____ PRESIDENT

PER: _____ SECRETARY

Constitution and By-Laws amended October 28, 2006

Approved & Accepted at Water Ski- Wakeboard Manitoba Inc. Annual General Meeting, October 28, 2006.