



## **Association of Wind and Water Sport Industries**

### **Bylaws**

#### **ARTICLE I – NAME AND PURPOSE**

*Section 1- Name:* The name of the organization shall be Association of Wind and Water Sport Industries, hereinafter referred to as "AWSI." It shall be a nonprofit organization incorporated under the laws of the State of Oregon.

*Section 2- Purpose:* AWSI is the member based trade association representing the manufacturers, retailers, and schools in windsurfing, kiteboarding, and any other relevant wind and water sports. AWSI's mission is to promote the advancement and sustainability of wind and water sport industries.

#### **ARTICLE II – MEMBERSHIP**

*Section 1- Eligibility for Membership:* Application for voting membership shall be open to any wind sport industry manufacturer, retailer, or school, as well as any person or firm that supports the purpose of the AWSI. Membership is granted after completion and receipt of a membership application and annual dues. The Board of Directors may determine additional criteria for members when deemed necessary. In order to maintain eligible voting status, a member must keep current with annual membership dues.

*Section 2- Annual Dues:* The dues schedule shall be determined annually by a vote of the Board of Directors. The Board of Directors may establish an initiation fee from time to time in the best interests of AWSI. The annual membership dues shall be valid from January 1 through December 31 of the year paid.

*Section 3- Rights of Members:* Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections, and any other vote proposed to the membership.

*Section 4- Resignation and Termination:* Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Failure to renew annual dues is grounds for dismissal from membership.

*Section 5- Non-voting membership:* The Board of Directors shall have the authority to establish and define non-voting categories of membership.



Section 6. *Meetings.* The annual meeting of the membership shall be held during the annual industry trade even in the Fall of each year, for the election of directors and such other business as may come before the membership.

Section 7. *Quorum.* A majority of the members of AWSI in good standing who are present at any duly called meeting of the Membership or of the Board of Directors shall be deemed a quorum for the conduct of all business and elections

Section 8. *Action Without a Meeting.* Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all members unanimously.

### **ARTICLE III – BOARD OF DIRECTORS**

*Section 1- Board Role, Size, and Compensation:* The Board of Directors is responsible for the overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have seven members. The board receives no compensation other than reasonable expenses.

*Section 2- Terms:* All Board members shall serve staggered two-year terms, and shall be eligible for reelection.

*Section 3- Meetings and Notice:* The Board shall meet at least quarterly, at an agreed upon time and place. The annual meeting shall take place immediately following the annual membership meeting each year. An official Board meeting requires that each Board member have notice at least two weeks in advance.

*Section 4- Board elections:* At each annual meeting, the members shall elect directors to the positions whose terms expire that year. Any member can nominate a candidate.

*Section 5- Quorum:* A majority of Board members then in office constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

*Section 6- Voting:* Passage of a motion requires a simple majority vote.

*Section 7- Vacancies:* In the event that a vacancy occurs in the Board of Directors by resignation or otherwise, the Board of Directors may appoint a qualified member of AWSI to complete the remainder of the term of the vacant board position.

*Section 8- Resignation, Termination, and Absences:* Resignation from the board must be in writing and received by the Secretary. If a member of the Board of Directors is absent



without good cause from two consecutive meetings, it shall be taken as a sign of disinterest in their office. Said member may be asked to relinquish his or her duties on the Board of Directors. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 9- Officers and Duties:* The Officers shall be a President, Vice President, Treasurer, and Secretary, and shall be voted on by a majority of the Board of Directors at the annual meeting. The Officers shall serve for a term of one year and may be re-elected if nominated for successive terms. The duties of the officers shall be as follows:

*The President* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The Vice President* shall chair committees on special subjects as designated by the board, as well as assist the President in his or her duties.

*The Secretary* shall be responsible for keeping a written record of official proceedings and transactions of AWSI, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The Treasurer* shall oversee the organization's accounting, assist in the preparation of the budget, and make financial information available to board members and the public.

*Section 10- Special meetings:* Special meetings of the board may be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out to each board member at least two weeks in advance.

*Section 11. Action Without a Meeting.* Any action required by law to be taken at a meeting of the board of directors, or any action which may be taken at a directors' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all directors unanimously.

## **ARTICLE IV – COMMITTEES**

*Section 1- Committee Formation:* The Board of Directors may create standing or ad hoc committees as needed. The Board President appoints all committee Chairs.

## **ARTICLE V — DIRECTOR AND STAFF**

*Section 1 — Executive Director:* The Board of Directors shall at its discretion hire an executive director and other staff to carry out the day-to-day duties of the organization.



#### **ARTICLE VI – LIMITATIONS OF AUTHORITY**

No members or group of members shall take any action in the name of or on behalf of AWSI unless duly authorized by a majority vote of the Board of Directors. Any unauthorized action in the name of AWSI shall be deemed wholly void and not binding on AWSI or any of its members and shall not be construed to be the official act or acts of AWSI. There shall be no personal liability of any AWSI member for any act of the Association, by its officers, directors, or employees, acting within the scope of authority of the Association.

**ARTICLE VI – INDEMNIFICATION.** The corporation shall indemnify its officers and directors to the fullest extent allowed by current and future Oregon law.

#### **ARTICLE VIII — AMENDMENTS**

*Section 1- Amendments:* These bylaws may be amended when necessary by two-thirds majority of the Board of Directors.

#### **CERTIFICATION**

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on June 9, 2009.