

**By Laws of
Western Region Sports Acrobatics
Association**

**BY LAWS OF
WESTERN REGION SPORTS ACROBATICS ASSOCIATION**

NAME

The name of this corporation shall be Western Region Sports Acrobatics Association, Inc. and will be hereinafter referred to as the "corporation" or "WSA". The corporation is to be registered as a nonprofit corporation in California.

ARTICLE I PURPOSE

Section 1. Mission Statement:

Western Region Sports Acrobatics Association, Inc. is dedicated to achieving the highest ideals of sport. It is governed by principles that foster a spirit of cooperation between the management team and the membership to maintain a continuous focus on the athlete.

Section 2. Description:

This corporation, through its standing Committees, Officers, and its Board of Directors as listed and defined in ARTICLE IV of these Bylaws, determines and controls all matters necessary to the advancement, organization, and administration of Acrobatic Gymnastics in Region 1 on a nonprofessional basis. Region 1, as defined by USA Gymnastics-Acrobatic Gymnastics, includes all areas in the states of California, Nevada, Utah, Arizona and Hawaii. All functions, duties, decisions, and control of the aforementioned matters are considered non-delegable. In addition, only such Directors and Officers as previously defined shall participate in decisions governing the sport and exercising control of the sport. This corporation is a member of only one national organization, and that organization is USA Gymnastics-Acrobatic Gymnastics.

ARTICLE II PRINCIPAL OFFICE

The Board of Directors may at any time change the location of the principal office and/or may move individual functions of the principal office to other locations under special circumstances.

MEMBERSHIP

Section 1. Categories of Membership:

Membership is open to any individual or organization that is interested in Acrobatic Gymnastics. There shall be four (4) categories of membership in this corporation as follows:

- A. Board of Directors
- B. Regular Members
- C. Club Members

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D. Athlete Members

Section 2. Member in Good Standing:

A member in good standing shall be defined as one who:

- A. Has paid all current dues
- B. Has no money owed to the corporation
- C. Has accounted for all moneys entrusted to him/her by the corporation for any purpose
- D. Has not been determined culpable in matters of malfeasance or actions detrimental to the corporation.

Section 3. Board of Directors

The members of the Board of Directors shall be voting members of the corporation. Death, resignation, or removal of any Director automatically terminates his/her membership as a voting member of this corporation. He/She must be a current professional member in good standing with USA Gymnastics-Acrobatic Gymnastics and reside in the previously defined region. Members may be elected to the board, but will not assume the duties of the office until all qualifications have been met.

Multiple members of the same household serving on the Board of Directors will, each, retain exclusive voting rights. The members of this Board of Directors shall be members in good standing from one of the following categories.

Section 4. Regular Members

Any individual, such as a coach, trainer, manager, parent, club owner, administrator, official, judge or other interested person active in Acrobatic Gymnastics, may become a regular member of this corporation. Regular members are not voting members of the corporation.

Section 5. Club Memberships

A group, club or team with active participants and a principal coach, teacher or leader, having an interest in Acrobatic Gymnastics may become a club member of this corporation when it and its participants have become members in good standing with USA Gymnastics-Acrobatic Gymnastics, is located within the region and has paid the annual dues for the region. Voting club members are board members with one vote per club. Voting member must be a current USAG professional member.

The regional dues are collected from each club at the annual fall meeting. Each club in the region is required to pay dues in order to vote, receive funding, or be eligible for regional membership rates.

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Section 6. Athlete Members

Any student in a club, school, college or university, or any athlete having an interest in Acrobatic Gymnastics may become a member of this corporation. He/She must be a member in good standing with USA Gymnastics-Acrobatic Gymnastics and reside within the region. Athlete members are not voting members of the corporation.

ARTICLE III MEETING OF THE CORPORATION

Section 1. Annual Meetings

There shall be two annual meetings for the WSA Board of Directors.

The first annual meeting of the Board of Directors shall be held in the fall of each year. Should the date selected conflict with an official USA Gymnastics-Acrobatic Gymnastics function, an alternate date may be selected if approved by a simple majority of the Board of Directors. The purpose of the meeting shall be to coordinate all sanctioned events, meet dates, hosts, fees and clinics. The location of the meeting can be within or without the State of California as designated by the Board of Directors or the Executive Committee. Written notice of the annual meeting shall be delivered in person or by mail to each voting member of the Board. Any such notice shall be delivered at least thirty 30 days before the date of the meeting at the address of the member as shown on the records of the corporation. Such meeting shall be open to all members of the region.

The second annual meeting of the Board of Directors shall be held in conjunction with the Region 1 Championships. The purpose of the meeting shall be to discuss and resolve regional issues which have developed since the initial meeting and provide updated information regarding the Nationals competition. Such meeting shall be open to all members of the region.

Section 2. Special Meetings

Special meetings of the Board of Directors may be called at anytime, for any purpose, by the Chairman of the Board or by any two Executive Committee members. Written notice shall be delivered at least seven (7) days before the date of the meeting at the address of the member as shown on the records of the corporation.

Section 3. Quorum

A quorum for the transaction of business at any meeting shall not be less than sixty percent (60%) of the members of that committee. Roll call will be taken at the beginning of each session or at the request of any member of the committee. Voting rights shall not be exercised through the use of proxies. Any action taken at an Annual, Regular, or Special Meeting of the Board shall be valid and binding when the aforementioned requirements for quorum are met or until it is determined that there is not a quorum.

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Section 4. Liabilities of Members

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

Section 5. Rules of Order

In the absence of a vote of the majority to the contrary, Robert's Rules of Order shall be the official rules of parliamentary procedure to be followed in the conduct of meetings of the Board of Directors.

Section 6. Conflict of Interest

Refer to Appendix A for the Conflict of Interest Policy

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number of Directors

The Board of Directors shall consist of the corporate Officers and one representative from each Club Member in good standing. There shall also be advisory, non-voting members of the Board, the Advisory Board, to include lifetime appointees to the Board, organizational representatives and other special members as determined by the Board of Directors.

Section 2. Powers of the Board of Directors

Subject to limitations of the Articles of Incorporation, other sections of these Bylaws, and California law, all corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors. The business affairs of the corporation shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- A. To select, appoint and remove any members, Directors, committee chairs and members, team members, agents, and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws; fix compensation if any; and require from them security for faithful service.

- B. To create new offices from time to time, including the office of Executive Director, which in the judgment of the Board of Directors may be necessary to the accomplishment of the purposes of the corporation,

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- C. To conduct, manage and control the affairs and business of the corporation through its committees, officers, and employees.
- D. To adopt policies to be implemented by the Chairman of the Board through the Executive Director and Committee Chairs covering any matters which will encourage and promote acrobatic gymnastics in the United States.
- E. To set membership fees.

Section 3. Place of Meetings

Meetings of the Board of Directors can be within or without the State of California as designated by the Board of Directors or the Executive Committee.

Section 4. Action without Meeting

Any action of the Board of Directors or Executive Committee may be taken without a meeting if a majority of the voting members consent in writing to the action. Such written consent and formal wording of actions approved shall be circulated to the Board as a portion of the minutes of the meeting of the Board of Directors. Telephone votes (including conference calls) must be confirmed by written validation within 72 hours.

Section 5. Removal

The Officers of this corporation, who are members of the Regional Administrative Committee, may be removed as specified in the USA Gymnastics-Acrobatic Gymnastics Operating Code. Other Directors may be removed from office or seat on the Board for good cause by vote of a majority of the members of the Board of Directors. Reasons for removal include, but are in no way limited to; actions seriously detrimental to the corporation; having been convicted or plea of *nolo contendere* to a criminal charge constituting a felony in the United States or of any state; having been guilty of fraud, deceit or misrepresentation in applying for membership or in the performance of duty as a member of the Board. Such removal shall be without prejudice to the contract rights, if any, of the Director removed. The Director shall be entitled to due process as outlined in the Bylaws of USA Gymnastics.

Section 6. Compensation

The Directors shall receive no compensation for their services as Directors.

Section 7. Equal Opportunity

The Board of Directors shall consist of members selected without regard to race, color, religion, age, national origin, sex or sexual orientation.

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ARTICLE V OFFICERS

Section 1. Officers

The Officers of this corporation shall be the Regional Administrative Committee Chairman, the Regional Junior Olympic Committee Chairman, the Regional Technical Committee Chairman, the Regional Administrative Athlete Representative, the Regional Judging Coordinator (non-voting) and any other officers as the Board of Directors may elect or appoint. All officers shall be members of the Board of Directors.

Section 2. Election and Term of Office

The Board of Directors shall, at its annual meeting, elect the officers of the corporation who are not members of the Regional Administrative Committee for a term of two (2) years. New officer positions may be created or un-expired terms filled at any time by the Board of Directors.

The procedure for the election of the Regional Administrative Committee is specified in the Operating Code of USA Gymnastics-Acrobatic Gymnastics.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by two-thirds of all voting members of the Board whenever in its judgment the best interests of the corporation shall be served thereby. Reasons for removal include, but are in no way limited to: actions seriously detrimental to the corporation; having been convicted or plea of *nolo contendere* to a criminal charge constituting a felony in the United States or of any state; having been guilty of fraud, deceit or misrepresentation in applying for membership or in the performance of duty as a member of the Board. Such removal shall be without prejudice to the contract rights, if any, of the officer removed. Such removal shall be without prejudice to the contract rights, if any, of the officer removed. The officer shall be entitled to due process as outlined in the Bylaws of USA Gymnastics.

Section 4. Vacancies

A vacancy in any office elected or appointed by the Board of Directors because of death, resignation, removal, or for any other reason shall be filled by the Board of Directors for the un-expired term of the position. Such replacement shall be by majority vote at a regular or special meeting or by written ballots mailed to the Secretary.

Section 5. Regional Administrative Committee Chairman (RACC)

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Subject to the policy control of USA Gymnastics-Acrobatic Gymnastics, the RACC shall be responsible for the general supervision, direction, and control of the business and other affairs of the corporation; shall preside at all meetings of the Board of Directors; may call special meetings at his/her discretion or when requested by any two members of the Executive Committee. He/She shall also have such other powers and duties as may be prescribed by the Board of Directors from time to time. In addition this officer is responsible for the overall administration of events, finances, planning, and development of Acrobatic Gymnastics in the region. He/She is chairman of the Regional Administrative Committee and works with the other members of the committee to accomplish the responsibilities listed below:

He/She shall also fulfill the duties of Region 1 Administrative Committee Chairman for USA Gymnastics-Acrobatic Gymnastics as currently defined in the Operating Code for USA Gymnastics-Acrobatic Gymnastics. These duties include, but are in no way limited to:

1. Help to develop Acrobatic Gymnastics in the region.
2. Call and chair a fall meeting of the clubs and members of the region to organize the competitive year.
3. Be prepared to represent the views of the region at any meetings.
4. Represent the region as a voting member on the National Administrative Committee.
5. Facilitate the petition process for local, state, and regional events.
6. Receive a copy of the Competition Report Form and meet results for each meet in the region.
7. Ensure athletes have properly qualified for state and regional events.
8. Dispense information of an administrative nature to the membership of the region.
9. Support and attend regional events.
10. Prepare a written annual report of regional activities and finances and submit this report to the National Administrative Committee Chairman.
11. Establish procedures to raise operating funds for the region and maintain a regional checking account.
12. Be directly responsible to the National Administrative Committee Chairman.
13. Chair additional duties assigned to the Regional Administrative Committee.

Section 6. Regional Junior Olympic Committee Chairman (RJOCC)

This officer is responsible for developing the Junior Olympic Program within the region. He/She must have coached Level 9 and or Level 10 athletes within the past 5 years. He/She is a member of the Regional Administrative Committee and works with the other members of the committee to develop Acrobatic Gymnastics in the region. In the absence or disability of the RACC, the RJOCC shall perform the duties of the RACC,

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and in so acting, shall have all of the powers of the RACC. He/she shall also have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

He/She shall also aid in the fulfillment of the duties of Regional Junior Olympic Committee Chairman for Region 1 as currently defined in the Operating Code of USA Gymnastics-Acrobatic Gymnastics. These duties include, but are in no way limited to:

1. Be prepared to represent the views of the region at any meetings.
2. Represent the region as a voting member at National Junior Olympic Committee meetings.
3. Support and attend regional events.
4. Submit a written report of regional activities to the National Junior Olympic Committee Chairman.
5. Submit recommendations for the Junior Olympic Program to the National Junior Olympic Committee Chairman.
6. Assist with regional clinics. Recommend topics, content, and presenters.
7. Submit expenses to the Regional Administrative Chairman for reimbursement.

Section 7. Regional Technical Committee Chairman (RTCC)

This officer is responsible for dealing with technical matters within the region including issues with Specifications for Acrobatic Gymnastics and the FIG Code of Points. This person does not make new policy but communicates rule interpretations made at the national level. He/She serves on the Regional Administrative Committee and works with the other members of the committee to develop Acrobatic Gymnastics in the region. Specific duties include the following:

1. Must maintain Regional level or higher judging status while holding this office.
2. Be prepared to represent the views of the region at any meetings.
3. Represent the region as a voting member of the National Technical Committee.
4. Oversee the assigning of judges to all local, state and regional meets that is accomplished by the Regional Judging Coordinator.
5. Receive a copy of the Meet Referee Report for each meet within the region.
6. Dispense information of a technical nature to the membership of the region.
7. Maintain records of the active status for all judges within the region.
8. Assist with regional clinics.
9. Actively participate in the training of judges, coaches, and athletes in the technical aspects of the rules and regulations.
10. Support and attend regional events.

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11. Submit a financial report to the Regional Administrative Committee Chairman for reimbursement of expenses.

Section 8. Regional Judging Coordinator (RJC)

This officer is responsible for assigning judges in the region. This officer must maintain an active membership as a rated judge. He/she is a non-voting member of the Regional Administrative Committee and is directly responsible to the RTCC. Specific duties include the following:

1. Must maintain active membership as a rated judge.
2. Serve as a voting member on the Regional Technical Committee.
3. Serve as a non-voting member of the Regional Administrative Committee.
4. Function as the assigning officer for all local, state, and regional meets.
5. Attend the fall meeting of clubs within the region for the planning of the competitive year.
6. Send to all judges of the region a list of planned meets to assess their availability.
7. Send a list of assignments to all judges and host clubs as soon as such a list is available.
8. Be responsible to the Regional Technical Committee Chairman.
9. Submit a financial report to the Regional Technical Committee Chairman for reimbursement of expenses.

Section 9. Athlete Representative to the Regional Administrative Committee

This athlete is responsible for representing the interests of athletes in the region. He/she functions as a member of the Regional Administrative Committee which is responsible for the administration of events, finances, planning, and development of Acrobatic Gymnastics in the region. Specific duties and responsibilities include the following:

1. Must be at least 16 years of age.
2. Within the past 10 years, must have been a member of the National, World Championships, Junior World Championships, or World Games Team if possible. If the region has no candidates that meet this criterion, must have been an Elite athlete in the past 5 years. If there are no Elite athletes in the region, the athlete must have been at least Level 10 in the past 5 years.
3. Be prepared to represent the views of athletes in your region at any meetings.
4. Represent the region as a voting member of the National Acrobatic Gymnastics Athlete Council.
5. Attend national sub-committee meetings as selected and/or assigned.
6. Help to develop Acrobatic Gymnastics in the region.
7. Support and attend regional events.
8. Assist with regional clinics to ensure that athlete interests are being met.

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9. Submit a financial report to the Regional Administrative Committee Chair for reimbursement of expenses.

Section 10. Secretary

The duties of Secretary may be assumed by any of the Board of Directors, officers or may be elected or appointed. Duties may include the following: The Secretary shall keep full and complete records of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it to such instruments as may be required in the regular course of business, shall make or mail any notices as may be necessary, shall supervise the keeping of the records of the corporation, and may perform such other duties as the Board of Directors may from time to time prescribe. The Secretary must distribute the minutes of all Board and Executive Committee Meetings to the Board within thirty (30) days of the said meeting. The Secretary must submit a report of the Region's activities when requested and publish and distribute a regional newsletter.

Section 11. Treasurer

The duties of Treasurer may be assumed by any of the Board of Directors, officers or may be elected or appointed. Duties may include the following: The Treasurer shall be responsible for the receipt and safe keeping of all funds of the corporation. He/She shall see that they are deposited in a bank or financial institution designated by the Board of Directors. The Treasurer shall also prepare an annual financial report to the Board of Directors at the close of each fiscal year. All corporation funds shall be paid out only on checks of the corporation signed by such officers as may be designated to do so by the Board. The Treasurer shall have all of the duties and powers incident to the office, and shall have such other powers and duties to perform as may be prescribed from time to time by the Board of Directors. The Treasurer must establish and maintain a Regional Fund for the support of athletes' travel, administrative duties and any other activities as determined by the region and shall be responsible for the collection of outstanding debts. The treasurer must provide a copy of the annual profit and loss statement for all professional members in attendance at the Annual Fall Meeting.

ARTICLE VI COMMITTEES

Section 1. Executive Committee

This committee is composed of the Regional Administrative Committee Chairman, Regional Junior Olympic Committee Chairman, Regional Technical Committee Chairman, Regional Judging Coordinator (non-voting) and Athlete Representative to the Regional Administrative Committee. It may also have Treasurer and/or Secretary as non-voting members of the Executive Committee. This committee also has responsibilities to the national level of USA Gymnastics-Acrobatic Gymnastics. Its purpose is to function in the name of Board of Directors on major decision matters

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between Board meetings. This committee will oversee membership and financial services of the corporation.

Section 2. Standing Committees

The Board of Directors or Executive Committee may establish Standing Committees for a specific purpose. There are currently no Committees.

The Chair of each committee will be appointed by the Board of Directors or Executive Committee. Individual members of each committee will be selected by its Chair in consultation with the RACC.

Section 3. Temporary Committees

From time to time, the Board of Directors or Executive Committee may appoint Committees for a specific purpose in a given time frame. These ad hoc committees serve at the pleasure of the appointing body until the specific project is completed.

ARTICLE VII FINANCIAL MATTERS

Section 1. Deposits

All monies strictly pertaining to the WSA, whether in the form of currency or negotiable instruments, received by the corporation shall be deposited as received to the credit of the corporation in such banks or depositories as the Board of Directors may designate.

Section 2. Funds

The Board of Directors may from time to time create and appropriate and designate such funds of the corporation as may be appropriate and necessary for the accomplishment of the purposes of this corporation. All corporation funds shall be paid out only on checks of the corporation signed by two Executive Committee Members. Requests for funds shall be submitted on the Expense Request Form included in these Bylaws.

Section 3. Sureties and Bonds

If the Board of Directors shall require it, any officer, employee, or agent shall execute to the corporation a bond in such sum, and with such sureties, as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

Section 4. Annual Dues

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The annual WSA dues are currently \$50 per club/team. These dues are paid directly to the WSA for the basic management of the region to cover the costs of phone calls, mailings, postage, copies, and miscellaneous petty expenses.

Section 5. Regional Fund

A per athlete surcharge shall be collected for the WSA Regional Fund. The amount is to be determined at the annual fall meeting and is specified in the Region 1 Rules and Policies. This fund shall be used primarily to defray travel expenses for athletes & judges of WSA selected by the Acrobatic Gymnastics Program Committee to represent USA Gymnastics-Acrobatic Gymnastics at international competitions. In addition a portion of the funds can be used for clinics, regional awards, accounting fees and marketing of the sport in the region.

A guideline for the dispersal of the WSA Regional Fund shall be as follows:

- a. A portion of the funds collected the previous year are to be paid out in support of WSA athletes & judges selected by the Acrobatic Gymnastics Program Committee to compete at World Championships. They will receive funding as approved by the Board of Directors.
- b. A portion of the funds collected the previous year are to be paid out in support of WSA athletes & judges selected by the Acrobatic Gymnastics Program Committee to compete in foreign International Invitational meets. They will receive funding as approved by the Board of Directors.
- c. A portion of the funds collected in the previous year is to be held for future growth of the WSA Regional fund.
- d. Travel funds will be paid directly to athletes or USAG National Office upon verification that those athletes have been chosen by the Program Committee and have tickets issued.
- e. A portion of the funds can be used for clinics, regional awards, accounting fees and marketing of the sport as approved by the board of directors at the fall meeting.

Section 6. Gifts

The Board of Directors may accept on behalf of the corporation any gift, contribution, bequest or devise for the general purposes of or any special purpose of the corporation.

Section 7. Indemnification

WSA shall indemnify each of its present or former directors, officers, employees or official representatives against all expenses actually and reasonably incurred by such

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person in connection with the defense of pending or threatened litigation to which such person is, or is threatened to be made, a party to because such person is or was serving in such capacity. Such person shall be entitled to be indemnified if he/she acted in good faith and in a manner he/she believed to be in, and not opposed to, the best interests of WSA and were entirely consistent with the Bylaws of this corporation. The Board of Directors may, at its discretion, obtain the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in the Bylaws and policies in effect at the time of the action. The Board may also authorize the purchase of insurance on behalf of any persons indemnified in this section.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July each year.

ARTICLE IX AMENDMENT OF THE BYLAWS

These Bylaws may be amended or repealed or other Bylaws adopted by vote of a majority of the members of the Board of Directors at any meeting.

ARTICLE X MISCELLANEOUS

The Executive Committee Members, or such other persons as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation standing in the name of this corporation. The authority granted in these Bylaws to the officers to vote or represent this corporation in any other corporation may be exercised either by the officers in person or by any person authorized to do by proxy or power of attorney duly executed by the officers.

ARTICLE XI OTHER DOCUMENTS

Region 1 Acrobatic Gymnastics Rules and Policies

ARTICLE XII OBLIGATIONS

This corporation agrees to meet each and every obligation imposed on it as the Region 1 governing body for Acrobatic Gymnastics in USA Gymnastics.

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ARTICLE XIII ARBITRATION

The corporation agrees to submit, upon demand of USA Gymnastics-Acrobatic Gymnastics, to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving its recognition as Region 1 governing body, as provided for in Section 395, Subchapter H, Chapter 17 of Title 36 of the United States Code, or involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, as provided for in USA Gymnastics' Constitution and Bylaws.

ARTICLE XIV EQUAL OPPORTUNITY

The corporation shall provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition without discrimination on the basis of race, color, religion, age, national origin, sex, or sexual orientation.

ARTICLE XV ELIGIBILITY

Section 1. Eligibility

The WSA does not have eligibility requirements more restrictive than those of USA Gymnastics.

**ARTICLE XVI GRIEVANCES, CORRECTIVE ACTION AND
SUSPENSIONS**

Section 1. General Procedures for Athletes: Grievances

Athlete grievances are handled through USA Gymnastics-Acrobatic Gymnastics as set forth in their Rules and Policies Handbook.

Section 2. General Procedures for All Members: Corrective Action

- A. Whenever the activities or conduct of any member of WSA is considered to be lower than the written standards or aims of WSA, or disruptive or destructive to the operations of WSA, corrective action against such member may be requested by any Officer of WSA, by the Chairperson of any Standing Committee, by the Executive Director, by any member of the Board of Directors of WSA, or by any member of WSA. All requests for corrective action shall be in writing, shall be made to the Executive Committee, and shall be

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supported by reference to the specific activities or conduct which constitutes grounds for the request.

- B. Whenever corrective action involves an athlete or could be a suspension or revocation as an Officer, the Chairman of the Executive Committee shall appoint an ad hoc committee to investigate the matter within seven days. In all other instances, the Executive Committee shall refer the matter to an ad hoc committee within thirty days. The ad hoc committee shall be composed of three members of WSA or USA Gymnastics-Acrobatic Gymnastics who are not involved in the matter.
- C. Within fifteen days after the ad hoc committee's receipt of the request for corrective action, the committee shall make a report of its investigation to the Executive Committee. Prior to making such report, the member against whom corrective action has been requested shall have an opportunity for an interview. He shall be informed of the general nature of the charges against him and shall be invited to discuss, explain or refute them. This interview shall not constitute a hearing, shall be preliminary in nature and none of the procedure rules in these By-laws with respect to hearing shall apply thereto. A record of such interview shall be made by the committee and included with its report to the Executive Committee.
- D. The Executive Committee shall take action upon the request for corrective action within fifteen days following the receipt of a report from the ad hoc committee. The action of the Executive Committee on a request for corrective action may be to reject or modify the request for corrective action; to issue a warning, a letter of admonition, or a letter of reprimand; to impose terms of probation or monitoring; or to recommend that their holding of membership, office or position be revoked or suspended. Any recommendation by the Executive Committee for suspension or revocation of membership or for suspension of office or position shall entitle the affected member to the procedural rights provided in the Fair Hearing Plan.
- E. The Chairman of the Executive Committee shall notify in writing the Chairman of any relevant Standing Committee of all requests for corrective action received by the Executive Committee within fifteen days and shall continue to keep them fully informed of all action taken in connection therewith.
- F. A member who is the subject of a request for corrective action shall be notified and informed of the grounds for the request within fifteen days. The member and the Chairman of any relevant Standing Committee shall also be promptly notified of the subsequent recommendations of the Executive Committee. All required notices to the member shall be sent by the Chairman of the Executive Committee or the Executive Director by certified or registered mail, return receipt requested.

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Section 3. Summary Suspension.

- A. Any one of the following shall have the authority summarily to suspend or revoke a member's privileges whenever action must be taken immediately for the safety or best interest of the membership of WSA: RACC, Chair of a Standing Committee, or the Executive Committee.
- B. A summary suspension/revocation may be imposed only in writing and shall become effective immediately upon imposition. The summary suspension shall not be lifted except in accordance with its term, or upon removal by the Board of Directors as provided in this Article and the Fair Hearing Plan.
- C. The member whose privileges have been summarily suspended may be presented with notice in person or shall be notified by the Chair of the Executive Committee by registered or certified mail, return receipt requested, within seven days after the suspension is imposed. When notice of the summary suspension is presented in person, the presenter shall notify the Chair of the Executive Committee and the Chair of any relevant Standing Committee.
- D. A member who has been summarily suspended may request a hearing and appellate review of the matter in accordance with the Fair Hearing Plan.

Section 4. Automatic Suspension

- A. Any member convicted of a misdemeanor or felony in any state of the United States of America may be subject to suspension based on review by the Board of Directors.
- B. Any member who fails to pay his/her dues or debts in reasonable time to WSA is automatically suspended until the dues or debts are paid to date.

ARTICLE XVII DISSOLUTION

Section 1. Dissolution

The corporation shall be dissolved upon a unanimous vote of the full Board of Directors.

Section 2. Assets

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

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Appendix A: Conflict of Interest Policy

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**BY LAWS OF
WESTERN REGION SPORTS ACROBATICS ASSOCIATION**

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**BY LAWS OF
WESTERN REGION SPORTS ACROBATICS ASSOCIATION**

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**BY LAWS OF
WESTERN REGION SPORTS ACROBATICS ASSOCIATION**

ARTICLE VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**BY LAWS OF
WESTERN REGION SPORTS ACROBATICS ASSOCIATION**

**Annual Conflict of Interest Statement for the
Western Region Sports Acrobatics Association**

This statement affirms that:

I have received a copy of the conflicts of interest policy in the By Laws of the Western Region Sports Acrobatics Association, and I have read and understand the policy. I agree to comply with the policy and I understand the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signed: _____ Date: _____

Printed Name: _____

Officer Position: _____

BY LAWS OF WESTERN REGION SPORTS ACROBATICS ASSOCIATION

By Law Revision History

Original Release: Bylaws adopted November 1, 2003

Revision B:

Changes: Released on October 24, 2004

1. Article 3 Section 3 and 5. Added that board members must be current professional members.
2. Article VI Sections 5,6,7,8,9 Sections were updated to change Regional Committee Representatives duties to match the latest requirements from USAG.
3. Article VIII, Section 5 to add:
Travel funds will be paid directly to athletes upon verification from the USAG National Office that those athletes have been chosen by the Program Committee and have tickets issued.
Deleted last sentence from Article VIII, Section 5, Paragraph 1
4. Article XII. Removed the section on Competition Meets and moved this into its own document called Region 1 Acrobatic Gymnastics Rules and Polices. Gave new Title called "Other Documents" which listed this new document.

Revision C:

Changes: Released on March 24, 2005

1. Article 3 Section 6. Removed definition and replaced with reference to Appendix A.
2. Added Appendix A: Conflict of Interest Policy

Revision D:

Changes: Released on October 30, 2005

Replace all references to Sports Acrobatics to Acrobatic Gymnastics. Keep name of corporation as Western Region Sports Acrobatics Association.

Section 4. Annual Dues

The annual WSA dues are currently \$50 per club/team. These dues are paid directly to the WSA for the basic management of the region to cover the costs of phone calls, mailings, postage, copies, awards, and miscellaneous petty expenses.

Section 5. Regional ~~Travel~~ Fund

**BY LAWS OF
WESTERN REGION SPORTS ACROBATICS ASSOCIATION**

A per athlete surcharge shall be collected for the WSA Regional Travel Fund. The amount is to be determined at the annual fall meeting and is specified in the Region 1 Rules and Policies. This fund shall be used **primarily** to defray travel expenses for athletes & judges of WSA selected by the Sports Acrobatics Program Committee to represent USA Gymnastics-Sports Acrobatics at international competitions. In addition a portion of the funds can be used for clinics, regional awards, accounting fees and marketing of the sport in the region.

A guideline for the dispersal of the WSA Regional Travel Fund shall be as follows:

- f. A portion of the funds collected the previous year are to be paid out in support of WSA athletes & judges selected by the Sports Acrobatics Program Committee to compete at World Championships. They will receive funding as approved by the Board of Directors.
- g. A portion of the funds collected the previous year are to be paid out in support of WSA athletes & judges selected by the Sports Acrobatics Program Committee to compete in foreign International Invitational meets. They will receive funding as approved by the Board of Directors.
- h. A portion of the funds collected in the previous year is to be held for future growth of the WSA Regional travel fund.
- i. Travel funds will be paid directly to athletes or USAG National Office upon verification that those athletes have been chosen by the Program Committee and have tickets issued.
- j. A portion of the funds can be used for clinics, regional awards, accounting fees and marketing of the sport as approved by the board of directors at the fall meeting.