



# AMENDED AND RESTATED BYLAWS of the AMERICAN CANOE ASSOCIATION, INC.

*Effective xxx, 2017*

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**Rationale for Addition:** inserted Table of Contents to improve ability to easily reference sections of the Bylaws

**ARTICLE I – NAME:**

The name of the organization shall be the AMERICAN CANOE ASSOCIATION, INCORPORATED (hereinafter the “Association” or the “ACA”).

**ARTICLE II – LOCATION:**

The Association is incorporated under the laws of the State of New York. The principal office of the Association shall be located in such place as the Board of Directors may designate.

**ARTICLE III – PURPOSES:**

The purpose of the Association, which is organized exclusively for nonprofit public benefit, shall be to serve purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended), serving as a national forum for all paddlers, addressing their needs and promoting the benefits of canoeing and other paddle sports as lifetime recreational activities. The Association shall also enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American and Parapan American competition. The Association will promote and grow paddle sports in the United States through the following:

**Rationale for Change:** necessary to comply with the Amateur Sports Act

Section 1 - SAFETY, EDUCATION, AND INSTRUCTION - developing and implementing safety, education, and instruction programs designed to introduce, inform, and train paddlers of all skill levels in all aspects and areas of canoeing and other paddle sports.

Section 2 - ATHLETIC COMPETITION - developing and promoting paddlesport athletic competition at all levels, and in cooperation with other organizations, including serving as the National Governing Body (“NGB”), as that term is defined in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §§ 220501 et seq. (the “Sports Act”), for the sport of Canoe/Kayak (including any disciplines of the sport), in the United States and as the National Federation in the United States responsible to the International Canoe Federation (the “ICF”), as further described in Article X of these Bylaws and ACA Board Policy GOV-009: Competition Council.

**Rationale for Change:** necessary to comply with the Amateur Sports Act

Section 3 - CONSERVATION AND PUBLIC POLICY - developing and implementing programs designed to protect our natural environment, promoting the low impact use of our natural resources, and protecting the rights of all paddlers to use and access our rivers, lakes and coastal waters.

Section 4 - RECREATION - developing and implementing programs designed to meet the needs of individuals or organizations engaged in the non-competitive aspects of canoeing and other paddle sports.

## **ARTICLE IV – CORPORATE SEAL:**

The seal of the Association shall be in the form of a circle enclosing the emblem of the Association and shall bear its name, year of incorporation, and the words "Corporate Seal, New York" or words and figures of similar import.

## **ARTICLE V – MEMBERSHIP:**

The Association shall be a membership organization, with individuals comprising the primary base of members served and represented through the Association, but other membership classifications, including organizations, are permissible as set forth herein or as established by the Board of Directors. The following terms and conditions shall apply to Association membership:

Section 1 - Eligibility. Any person or organization interested in advancing the purposes of the Association may become a member. Membership shall be open to any individual regardless of race, creed, gender, political affiliation, sexual orientation, age, and mental or physical condition.

Any elected or appointed official of the Association shall be a member in good standing at the time of selection and throughout the term of service.

No member shall have any property right by virtue of membership, nor shall any earnings or assets accrue to any member except as reasonable compensation for services rendered and reimbursement of expenses as determined or established by the Board of Directors.

Section 2 – Classifications of Membership: The Association may have individual and organizational membership categories as established by resolution of the Board of Directors. As of the date of these Bylaws, the membership classifications of the Association are described in ACA Board Policy MEM-001: Membership Classifications. Notwithstanding the foregoing, for so long as the Association is an NGB, it shall have, at a minimum, membership classifications that satisfy the requirements of the Sports Act and the USOC Bylaws. All capitalized terms describing membership classifications used but not otherwise defined in these Bylaws will have the meaning ascribed to those terms in the applicable policy.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding membership registration and voting

Section 3 - Dues. Dues for each classification of members shall be established by the Board from time to time.

Section 4 - Voting Rights. All members, other than those individuals who have not attained the age of eighteen (18) or older as of 12:01 am Eastern Standard Time on January 1st of such year, shall hold full voting rights during their period of membership. Organizational members shall designate from time to time an individual who will be noted in the records of the Association as having the authority to cast the vote of such organizational member.

**ARTICLE VI - GOVERNANCE AUTHORITY OF THE MEMBERSHIP:**

The membership of the Association shall have voice and vote in governing the affairs of the Association as described herein.

Section 1 - General Powers and Authority. The eligible voting members of the Association shall have the general powers and authority to (in each case, unless otherwise limited by another provision of these Bylaws):

- (A) Elect the Board of Directors, representatives to National Activity Committees and Divisional Officers;
- (B) Amend the Association's Articles of Incorporation and Bylaws;
- (C) Discuss the activities and operations of the Association and make recommendations on such issues to the Board of Directors;
- (D) Receive and comment on the annual report, annual budget, and all other general reports and plans of the Association;
- (E) Vote on the disposal of Association real estate and real property;
- (F) Vote on the distribution of the corpus of the endowment funds of the Association;
- (G) Vote to dissolve the Association upon recommendation by the Board of Directors;
- (H) Recall elected officers and directors.

Section 2 - Balloting. Elections for At-Large Directors, other elected positions, and actions proposed by either the Board of Directors or the membership as described in Section 3, requiring membership decisions shall be conducted by ballot of the eligible membership consistent with ACA Board Policy GOV-011: Electronic Voting Process. Votes of eligible members may be initiated by the Board of Directors, by majority action of the annual membership meeting, or by petition of not less than ten percent (10%) of members eligible to vote. Ballots delineating the issues involved or including a list of nominees as appropriate shall be provided to the membership as directed by prevailing law. A reasonable deadline for the tabulation of votes shall be determined by the Board of Directors.

**Rationale for Change:** clarifies the Board’s intent in regards to the voting process that has occurred since 2013

Section 3 - Annual Membership Meeting. The Board of Directors shall determine the location and date of the Annual Membership Meeting, and announce same to the membership six months prior to the event and also in accordance with prevailing legal means not more than 50 nor less than 30 days prior to the event. The Annual Membership Meeting shall provide a forum for discussion and debate, shall provide an

opportunity for floor nominations for national offices consistent with ACA Board Policy GOV-011: Electronic Voting Process, and shall provide an opportunity for proposing specific membership ballots on any issues the membership have authority to govern.

**Rationale for Change:** clarifies the Board’s intent in regards to the voting process that has occurred since 2013

Section 4 - Proxies. Voting by proxy and electronic proxy is allowed. The Board of Directors shall be responsible for proxy voting procedures consistent with established law. Each eligible member shall have one vote. No member may cast more than one vote.

Section 5 - Election of Officials. At the Annual Membership Meeting an election shall be conducted as specified in Section 2. The ballot shall contain the names of those Members nominated by the Nominating Committee, Councils, and Board Committees, and by majority vote from the floor of the annual membership meeting, for the various offices properly presented for election. In the case of greater than two (2) candidates, the candidate receiving a plurality of votes shall prevail.

**Rationale for Change:** necessary to comply with the Amateur Sports Act and USOC guidelines regarding elections

Section 6 - Voting. Except as otherwise provided by law or in these Bylaws, all matters which shall properly come before the membership shall be decided by a majority of votes cast by the membership present at a meeting at which a quorum is present.

Section 7 - Quorum. The quorum for a Membership Meeting shall be one hundred (100) voting members or ten percent (10%) of the Association membership who currently hold voting rights, whichever is less. As prescribed by law, proxies shall count toward a meeting quorum for the vote in question.

Section 8 - Recall. Any elected director may be recalled by the membership, except that an elected Elite Athlete director may only be recalled by eligible Elite Athletes. A recall motion shall be made in accordance with Roberts Rules of Order, including written notice containing specific complaints presented to the official one month prior to presentation of a recall motion at an annual meeting. A two-thirds majority at an annual meeting shall be required to refer the recall petition to the membership for ballot as per Article VI Section 2 of these Bylaws. A two-thirds majority of the ballots cast shall sustain the recall.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding athlete representation

## **ARTICLE VII - BOARD OF DIRECTORS; OFFICERS:**

The governing body of the Association shall be the Board of Directors. With the exception of the powers granted to the general membership, the Board of Directors shall have all the authority permitted by law, or as set forth in this document, subject to any, if existing, separate provisions set forth for specific properties or assets.

Section 1 - General Powers and Authority. The Board of Directors shall have the general powers and authority to:

- (A) Transact all business of the Association, including the power to enter into binding contracts and other similar agreements on behalf of the Association;
- (B) Manage all assets, finances, securities, and properties of the Association in accordance with these and any separately existing provisions for specific assets or properties;
- (C) Approve an annual budget, annual report, and all other planning documents and publications of the Association;
- (D) Establish the policies, procedures, fee structures, rules, and other regulations governing the Association, or changes therein;
- (E) Propose amendments to the Articles of Incorporation and Bylaws of the Association;
- (F) Appoint or otherwise select all delegates, representatives, candidates, and other liaisons intended to officially represent the Association before other groups and organizations;
- (G) Delegate management of the activities of the Association to any person(s) or committee(s), however composed, provided that all actions of the Association shall be managed and all corporate powers exercised under the authority of the Board of Directors;
- (H) Elect officers; and
- (I) Remove individuals from any elected or appointed Association position for cause, upon recommendation by a hearing panel of the Board of Directors; establish and impose disciplinary actions upon members for cause, upon recommendation of a hearing panel of the Board of Directors.

Section 2 - Composition. The Board of Directors shall consist of fifteen (15) Directors, with no individual holding more than one position. All Directors must be citizens of the United States who are at least eighteen (18) years of age prior to the date of their election. The Board of Directors maintains among its members individuals who meet the qualification standards for an Elite Athletes, as defined in ACA Board Policy ATH-001: Athlete Representative Classifications, and ensures that the voting power held by those individuals is not less than twenty percent (20%) of the voting power held by the Board of Directors (described in Article VII, Section 2.D of these Bylaws). The Board of Directors shall maintain among its members three (3) Directors who shall each be considered an Independent Director (described in Article VII, Section 2.F of these Bylaws).

**Rationale for Change:** necessary to comply with the Amateur Sports Act and athlete representation requirements

The Board of Directors is comprised of the following positions:

(A) National Activity Council Directors. The Chairs of each of the Competition Council and the Safety, Education & Instruction Council (“SEIC”) will serve as National Activity Council Directors.

(i) The Competition Council (one director). The Chair of the Competition Council is the Competition Council Director on the Board. The Competition Council Director represents all Olympic, Paralympic, non-Olympic and non-Paralympic competition committees and disciplines outlined by the ICF and the Association. The Competition Council Director will not serve for more than two (2) consecutive full terms. If the Competition Council Director is elected from the same discipline for two (2) consecutive full terms, then the Competition Council shall not select an individual from the then-current Competition Council Director’s discipline for a third consecutive term unless no individuals from any other discipline are nominated pursuant to the Competition Council’s nomination procedures. Any period of service of the Competition Council Director of less than a full term shall not count as a full term for the purposes of any term limitation herein.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding athlete representation

(ii) SEIC (one director). The Chair of the SEIC is the SEIC Director on the Board. The SEIC Director represents the SEIC and will relay information on all issues related to Safety, Education, and Instruction.

(B) Property Management Committee (one director). The Property Management Committee may submit one or more nominations for election by membership ballot to the Board of Directors. All Members will vote to elect this Director.

(C) The immediate past President of the Association (one director).

(D) Elite Athlete (three directors). At least three (3) Elite Athlete Directors as follows:

- (i) One (1) Elite Slalom Athlete Director;
- (ii) One (1) Elite Sprint Athlete Director; and
- (iii) One (1) Elite Paracanoe Athlete Director.

**Rationale for Addition:** necessary to comply with the Amateur Sports Act and athlete representation requirements

The Nominating Committee shall solicit nominations of Elite Athletes who participate in the slalom discipline for the Elite Slalom Athlete Director, Elite Athletes who participate in the sprint discipline for the Elite Sprint Athlete Director, and Elite Athlete Members who participate in the paracanoe discipline for the Elite Paracanoe Athlete Director. The Nominating Committee shall review the nominees to ensure that the individuals meet the

qualification standards for an Elite Athlete. Every interested and eligible candidate shall be placed on the ballot. If at least one (1) is not nominated from each discipline, the Nominating Committee shall seek additional nominations so at least one (1) individual is nominated in each discipline, who shall then stand for election to the Board.

Elite Athletes who participate in the slalom discipline will vote to elect the Elite Slalom Athlete Director, Elite Athletes who participate in the sprint discipline will vote to elect the Elite Sprint Athlete Director, and Elite Athletes who participate in the paracanoe discipline will vote to elect the Elite Paracanoe Athlete Director. The nominees for each Elite Athlete Director seat receiving a plurality vote of the Elite Athletes eligible to vote for each such seat shall decide such election. No other Members except those indicated will be eligible to vote for Elite Athlete Directors.

**Rationale for Change:** necessary to comply with the Amateur Sports Act and athlete representation requirements

(E) Affiliated Organizations (one director). One (1) Affiliated Organizations Director, who will represent all Affiliated Organization Members. If there is one (1) Affiliated Organization Member, then that organization shall select a qualified individual to serve as the Affiliated Organizations Director. If there is more than one (1) Affiliated Organization Member, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization Director, with such selection being unanimous among the Affiliated Organization Members. If the Affiliated Organization Members are unable to agree on an Affiliated Organizations Director, each Affiliated Organization Member shall nominate one of its members to serve as the Affiliated Organizations Director, and the Affiliated Organization Members shall vote, with each having a single vote in the election of the Affiliated Organization Director, and with a plurality of such votes deciding such election. If there is a tie among the highest two (2) or more vote recipients, the President shall select the Affiliated Organizations Director from among such highest vote recipients.

**Rationale for Addition:** requirement for Affiliated Organization inclusion

Notwithstanding the foregoing, if there is no Affiliated Organization Member, the Board of Directors may appoint any individual of its choosing to fill the position that would otherwise be filled by the Affiliated Organizations Director. Such individual will serve until the next Annual Membership Meeting, provided that such individual shall automatically be removed from the Board of Directors upon admission of an Affiliated Organization Member to the Association.

**Rationale for Addition:** necessary to comply with the Amateur Sports Act

(F) Independent (three directors). There will be three (3) Independent Directors. The Nominating Committee shall solicit and review nominations of individuals and will select nominees to be cast as the slate for the Independent Directors. All nominees shall meet the independence criteria described in ACA Board Policy GOV-014: Independence Criteria. All Members will vote to elect these Directors. The greater number of Independent Directors shall be elected in odd-numbered years.

**Rationale for Addition:** necessary to comply with NGB best practices



(G) At-Large (four directors). Four (4) Directors shall be At-Large Directors. The Nominating Committee shall solicit and review nominations of individuals and will select nominees to be cast as the slate for the At-Large Directors. All Members will vote to elect these Directors.

(H) Gender Representation on the Board of Directors. With respect to nominees for all Director seats selected by the Nominating Committee, the Nominating Committee shall use reasonable efforts to seek female nominees for a reasonable number of such Director seats.

(I) Terms of Directors. All Directors shall serve terms commencing on the date of the Annual Membership Meeting where they are elected and ending on the date of the second Annual Membership Meeting following commencement of their term. The National Activity Council Directors (Competition and SEIC), the Affiliated Organizations Director, two Independent Directors and two At-Large Directors shall stand for election at Annual Membership Meetings in odd numbered years. The Property Management Director, Elite Athlete Directors, one Independent Director and two At-Large Directors shall stand for election at Annual Membership Meetings in even numbered years.

Section 3 - Officers. There shall be the following Officers of the Association, each with such duties and authorities as described herein. Duties and responsibilities in addition to those indicated may be assigned to the appropriate Officer by the President or the Board of Directors. Only Directors are eligible to serve as Officers. All Officers shall be members on the Executive Committee, as outlined in Article VII, Section 1(A). Individuals who are officers of any other amateur sports organization that is recognized as an NGB shall be ineligible to serve as Officers of this Association during their tenure of office with the other NGB.

**Rationale for Change:** necessary to comply with the Amateur Sports Act

(A) President. The President shall exercise general authority over the affairs of the Association with the powers and duties as prescribed by law, these Bylaws, and the Board of Directors. The President shall preside at all Annual and other National Membership Meetings, and all meetings of the Board of Directors and its Executive Committee. Unless such authority is vested in other persons in these Bylaws, the President shall have the authority to make all required appointments within the Association and to remove any such appointee.

(B) Vice President. The Vice President shall perform the duties of the President in the President's absence, and in the event of the death, resignation or removal of the President, the Vice President shall assume the unexpired term of the President. The Vice President will chair the Divisional and Nominating Committees.

(C) Treasurer. The Treasurer shall control and manage the funds and securities of the Association under the provisions specified by law, these Bylaws, and the Board of Directors. The Treasurer shall render to the Board of Directors and to the Annual Membership Meeting a report of the Association's significant financial transactions, the

Association's general financial condition, and the Association's budget for the next fiscal year.

(D) Secretary. The Secretary shall record the minutes of all Annual Membership Meetings and any special meetings of the Members, and meetings of the Board of Directors and its Executive Committee. The Secretary shall oversee the conduct of all elections within the Association.

(E) Term and Term Limitations. Officers shall be elected by the Board of Directors from within its membership. The term of each office shall be two (2) years. Unless the Board of Directors determines otherwise, the President and Secretary shall be elected after Annual Membership Meetings conducted in even numbered years and the Vice President and Treasurer elected after Annual Membership Meetings occurring in odd numbered years. No individual shall hold any single national office, as described above, for more than two consecutive terms.

Section 4 – Director Vacancies; Officer Vacancies. The Board of Directors may fill any vacancies in elected Directors other than Directors elected by Elite Athletes and any Director so elected by the Board of Directors shall serve until the next Annual Membership Meeting. Any vacancies in Directors elected by Elite Athletes may only be filled by a vote of the subset of Elite Athletes eligible to elect such Directors and the Board of Directors shall conduct a special nomination and election process to replace such Directors within a reasonable time, not to exceed ninety (90) days from the date of such Directors' resignation. The Board of Directors may fill any vacancies in the Officers' positions and, unless the Board of Directors determines otherwise, such Officers shall serve the remainder of the term of the Officer they were elected to replace.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding athlete representation

Section 5 - Resignations. Any Director or Officer may resign at any time by giving written notification to the President or Secretary.

Section 6 - Removal. By three-quarters vote of a quorum of the Board of Directors, a Director or Officer may be removed for cause, found and declared in such resolution for removal. In such event, written notice of the intended action shall be included in the call to the meeting, and the Director or Officer in question shall be given opportunity for rebuttal. Cause for removal of a Director shall include, but shall not be limited to, failure by a Director to attend fifty percent (50%) of the regularly scheduled meetings of the Board of Directors during a one year period. For the avoidance of doubt, unless the Board of Directors elects otherwise, any removal of a person who is both a Director and an Officer, shall remove such person in both capacities.

Section 7 - Meeting Dates and Locations. The Board of Directors shall conduct not less than three meetings per year, and shall be responsible for selecting the location(s) of these meetings. One of these meetings shall be immediately preceding or immediately following the Annual Membership Meeting.

Section 8 - Meeting Notification. Notice of meetings of the Board of Directors shall be given to each Director by mail, electronic mail, telephone, or hand before the meeting. Notice of all meetings shall be given at least twenty-four hours prior to each meeting. Presence of a

Director at a meeting shall constitute waiver of notice of meeting unless the Director attends for the sole purpose of protesting the holding of such meeting and does so either prior to or at the meeting's commencement or immediately upon the Director's arrival if after the meeting's commencement.

Section 9 - Voting. Each Director shall have one vote. Except as otherwise provided by law or in these Bylaws, all matters which shall properly come before the Board of Directors shall be decided by a majority of those votes cast. Directors may only vote by one of the following methods:

- (A) Being physically present at a meeting; or
- (B) Participating in consideration of a matter via teleconference through which all Directors participating may simultaneously hear each other during the meeting.

Section 10 - Quorum. A majority of the Directors then serving on the Board shall constitute a quorum, so long as at least two (2) of this number are members of the Executive Committee.

Section 11 - Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Section 12 - Conflict of Interest. In accordance with ACA Board Policy ENC-002: Conflict of Interest, if any Director, officer, committee member, or employee of the Association has a financial interest in any contract or transaction involving the Association, or has an interest adverse to the Association's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall:

- (A) disclose the conflict of interest,
- (B) not participate in the evaluation of the contract, transaction or business affair, and
- (C) not vote on the contract, transaction or business affair.

To the extent permitted by applicable law, such matter may be approved by the vote of a majority of the disinterested Directors or disinterested members of such Committee, as the case may be. To the extent known to the Association or known to such individual, any conflict of interest between the Association's interests and any Director, officer, committee member, or employee of the Association shall be disclosed and recorded prior to such person's election, appointment or service.

Section 13 - Action Without a Meeting. Unless otherwise provided by applicable law, any action required to be taken at a meeting of the Board, or any action that may be taken at a Board meeting or in a Board committee meeting, may be taken without a meeting if every Director entitled to vote on the matter signs one or more written consents setting forth the action, signed either before or after such action, and such consent is included in the minutes or is filed with the Association's records. Any action so taken shall be effective

when the last Director signs the consent unless the consent specifies a different effective date. Such a written consent may be in the form of a single copy signed by all Directors or in the form of counterparts signed by any number of Directors provided that all counterparts together shall include the signatures of all of the Association's Directors.

**Rationale for Change:** necessary to comply with the Amateur Sports Act and recent New York nonprofit law requirements

## **ARTICLE VIII - COMMITTEES:**

Section 1 - Standing Committees. There shall be the following Standing Committees of the Board of Directors with such duties and responsibilities as described herein. Unless otherwise provided, Standing Committees shall serve in an advisory capacity to the Board of Directors, assisting in the development and implementation of policies and other directives. Duties and authorities in addition to those indicated may be assigned to the appropriate Standing Committee by the Board of Directors. Elite Athlete and Actively Engaged Athlete representatives, as defined in ACA Board Policy ATH-001: Athlete Representative Classifications, on all committees shall be selected in accordance with Article VIII, Section 4 of these Bylaws.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding athlete representation

(A) Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and one (1) other director. At least twenty percent (20%) of the members of the Executive Committee shall be Elite Athlete Directors. The committee members shall be appointed by the President of the Association and approved by the Board of Directors. Unless otherwise and expressly prohibited by law, these Bylaws, or resolution of the Board of Directors, the Executive Committee shall have all of the powers and authority of the Board of Directors during such times as the Board of Directors is not in session. Any motions approved by the Executive Committee must be ratified at a subsequent Board of Director meeting.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding athlete representation

(B) Finance Committee. The Finance Committee shall consist of no fewer than five (5) members of the Board of Directors, and shall include among its members the Treasurer of the Association, who shall chair the committee. At least twenty percent (20%) of the members of the Finance Committee shall be Elite Athlete Directors. The committee members shall be appointed by the President of the Association and approved by the Board of Directors. The Finance Committee shall assist the Treasurer in managing and oversight of Association funds and securities, and prepare planning and reporting documents pertinent to the finances of the Association.

**Rationale for Change:** necessary to comply with the Amateur Sports Act

(C) Audit Committee. The Audit Committee shall be composed of at least five (5) Directors. At least twenty percent (20%) of the members of the Audit Committee shall be Elite Athlete Directors. The committee members, including the Chair, shall be appointed by the Board of Directors. The Chair shall have significant finance experience. The Audit Committee shall:

- (i) recommend independent auditors;
- (ii) review the independent audit report and the Association's IRS Form 990;
- (iii) review the independent auditor management letter and recommend action as needed; and
- (iv) investigate matters of financial controls and disclosure and such other matters as directed by the Board.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding athlete representation and New York nonprofit law audit requirements

Section 2 - Standing Committee Composition and Meetings. Unless otherwise provided in these Bylaws, membership and chairpersonship of all Standing Committees shall be determined through Presidential appointment and ratified by the Board of Directors for one year terms of membership. All Standing Committees shall meet as needed in conjunction with each meeting of the Board of Directors. Standing Committees shall also meet upon special request of the President or of the respective chair. The rules of conduct for meetings of all Standing Committees shall be similar to those specified for the Board of Directors in these Bylaws.

Section 3 – Non-Board Committees. There shall be the following non-Board committees of the Association, which shall have no authority to exercise powers of the Board of Directors and shall serve as advisory committees to the Board of Directors and Officers. The President, with the approval of the Board of Directors, may appoint such other special committees as may be deemed desirable in forwarding the purposes of the Association. These committees shall exercise such powers and perform such duties as may be prescribed by the President within the scope of these Bylaws. Members of these special committees need not be members of the Board of Directors.

(A) Property Management Committee. The Property Management Committee shall consist of at least two (2) members appointed by the President. Board members may not comprise a majority of the Property Management Committee. In addition, each Property Board of Trustees managing real property owned or managed by the Association shall nominate a representative to serve on the Property Management Committee in accordance with these Bylaws. The purpose of the Property Management Committee shall be to oversee the general management of all real properties under the control of the Association, to propose general management policies and guidelines affecting those properties, and to develop and review proposals regarding the acquisition and disposition of such properties.

**Rationale for Change:** changed name from National Properties Committee to Property Management Committee to accurately reflect the committee's tasks

(B) Nominating Committee. The Nominating Committee shall consist of five (5) members: (i) one (1) representative of the Divisions, (ii) three (3) Presidential appointees and (iii) one (1) Elite Athlete. The Nominating Committee shall solicit and review nominations to the Board of Directors, vet nominees for the Independent Director positions to comply with the independence standards as forth in ACA Board Policy GOV-014: Independence Criteria and shall submit nominees, upon approval of such nominees by the Board of Directors, to the Members for election, all in accordance with these Bylaws and applicable law. It shall propose criteria and identify qualified candidates for all positions on the Board of Directors, and other positions elected by the membership, forwarding a slate of such candidates, upon approval of such slate by the Board of Directors, to the membership for its consideration prior to the Annual Membership Meeting. In the case of an Elite Athlete Director vacancy, the Nominating Committee shall solicit a replacement as provided in Article VII, Section 4. If a member of the Nominating Committee is being considered for submission to the Members for election to any Board position, that member of the Nominating Committee shall abstain from any vote regarding whether such member, or any other person, should be submitted to the Members for election to such Board position.

**Rationale for Change:** necessary to comply with USOC guidelines and the Amateur Sports Act regarding athlete representation

(C) Ethics Committee. The Ethics Committee shall consist of at least three (3) members, with Actively Engaged Athletes representing at least twenty percent (20%) of the Ethics Committee. The Ethics Committee and its Chair shall be appointed by the Board of Directors. No member of the Board of Directors may serve as a member of the Ethics Committee. Members of the Ethics Committee shall satisfy the criteria then applicable to service as an Independent Director as described in ACA Board Policy GOV-014: Independence Criteria. The Ethics Committee shall have the following responsibilities:

- (i) oversee implementation of, and compliance with, ACA Board Policy ENC-001: Ethics and Conduct;
- (ii) report to the Board of Directors on all ethical issues;
- (iii) develop, and review on an annual basis, a Code of Ethics for the Board of Directors, officers, staff members, committee and task force members, volunteers, and Affiliated Organizations for adoption by the Board of Directors;
- (iv) review and investigate matters of ethical impropriety and make recommendations on such matters to the Board of Directors;
- (v) review and provide guidance on ethical questions presented to it by the Board of Directors, officers, committee and task force members, volunteers, staff and Members; and
- (vi) perform such other duties as assigned by the Board of Directors.

**Rationale for Change:** necessary to comply with USOC ethics guidelines

(D) Grievance Committee. The Grievance Committee shall consist of five (5) members: (i) four (4) Presidential appointees, with approval of the Board of Directors and (ii) one (1) Elite Athlete. The Grievance Committee shall administer the Association's grievance procedures pursuant to ACA Board Policy GOV-013: Grievance.

**Rationale for Addition:** necessary to comply with USOC grievance guidelines

Section 4. Committee Terms. All committees of the Board of Directors and all non-board committees shall be appointed promptly following the Annual Membership Meeting and shall serve until the next Annual Membership Meeting. Any vacancies may be filled by the persons having the authority to appoint members to the applicable committee.

Section 5. Athlete Representation.

The Executive Committee, the Finance Committee, the Audit Committee and each other committee of the Board of Directors that prepares, approves, or implements programs involving the expenditure of funds received from the USOC or selects individuals for international, Olympic, Paralympic, and Pan American Games team members (the "Required Elite Athlete Board Committees"), shall be comprised of at least twenty percent (20%) Elite Athlete Directors.

The Nominating Committee and any other non-board committees that are required to include Elite Athletes under the Sports Act (the "Required Elite Athlete Non-board Committees") shall be comprised of at least twenty percent (20%) Elite Athletes.

All other non-board committees, such as the Ethics Committee and Grievance Committee, shall include at least twenty percent (20%) Actively Engaged Athletes.

Appointments to all Board and non-board committees shall be made in conformance with the Sports Act and the USOC Bylaws.

**Rationale for Addition:** necessary to comply with USOC guidelines and the Amateur Sports Act regarding athlete representation

## **ARTICLE IX - NATIONAL ACTIVITY COUNCILS AND COMMITTEES:**

The major programs and activities of the Association shall be coordinated by National Activity Committees established by the Board of Directors. National Activity Committees with related programs and purposes shall be assigned by the Board of Directors to work concurrently within a designated National Activity Council.

Section 1 - National Activity Councils. There shall be the following National Activity Councils:

- A. Safety, Education and Instruction
- B. Competition (Olympic, Paralympic and other sanctioned ACA competition)

(A) Responsibilities. National Activity Councils shall oversee the affairs of individual National Activity Committees and shall represent the interests of those National Activity Committees to the Board of Directors. National Activity Councils shall oversee the development of all program plans and other reports generated by the National Activity Committees.

(B) Composition. National Activity Councils shall be composed of the elected representatives of National Activity Committees and other units as accepted by each National Activity Council and approved by the Board of Directors. The Competition Council shall be composed of at least twenty percent (20%) Elite Athletes. Each National Activity Council shall include a minimum of two Association Directors appointed by the President, to one (1) year terms, those members not constituting a majority of the National Activity Council.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding athlete representation

(C) Governance. National Activity Councils shall develop their own operating procedures and policies, programs and plans, subject to the approval of the Board of Directors. The Competition Council shall be further governed by ACA Board Policy GOV-009: Competition Council.

(D) Officers. Each National Activity Council shall elect a Chair, Vice Chair, and a Secretary. Election of officers shall be conducted at a meeting of the National Activity Council held prior to or in conjunction with the Annual Membership Meeting. Officers shall be elected for a term of two (2) years by a plurality vote of the membership of the respective National Activity Council, and absentee ballots shall be available for use only in electing officers. The duties and responsibilities of National Activity Council officers, within the context of their respective National Activity Council, shall be substantially the same as those assigned in these Bylaws to officers of similar title serving the Association.

(E) Meetings. Each National Activity Council shall hold no fewer than two (2) meetings each year, and one (1) of these meetings shall be conducted prior to or in conjunction with the Annual Membership Meeting.

**Rationale for Change:** Annual Congress has been changed to Annual Membership Meeting. 'Prior to' shows compliance with ACA Board Policy GOV-011: Electronic Voting Process

(F) Conduct of Meetings. The rules of conduct for meetings of all National Activity Councils shall be similar to those specified for the Board or Directors, except as otherwise set forth in such National Activity Council's operating procedures.

Section 2 - National Activity Committees. National Activity Committees shall be established by the Board of Directors to develop, co-ordinate and execute programs and initiatives of the Association. Upon formation of each National Activity Committee, the Board of Directors shall determine the National Activity Council affiliation of such National Activity Committee. Each National Activity Committee may be affiliated with more than one



National Activity Council, and the affiliation or affiliations may be altered, at the discretion of the Board of Directors. National Activity Committees shall function as follows:

(A) Responsibilities. National Activity Committees, working with the Board of Directors through the applicable National Activity Councils, with input and support from the chartered Divisions and ACA Affiliated Clubs, shall serve to develop and implement the major programs of the Association and shall serve to facilitate the involvement of the membership of the Association in this process. Each National Activity Committee shall submit to the appropriate National Activity Council reports of its activities on an annual basis and shall furnish such other reports and information as requested by the Board of Directors.

(B) Composition. National Activity Committees shall be composed of a number of at-large positions, which may be elected by the National Activity Committee itself or by committee affiliates, as provided in such National Activity Committee's operating procedures; *provided* that National Activity Committees that are Required Actively Engaged Athlete Non-board Committees shall be composed of at least twenty percent (20%) Actively Engaged Athletes (as of the date hereof, the National Activity Committees that are Required Actively Engaged Athlete Non-board Committees are the Competition Committee(s)). When applicable, candidates to represent each interested Division shall be selected by the applicable Division's nominating committee, and the Members residing in such Division shall elect one (1) representative for that Division to serve a one (1) year term. The at-large members may serve one (1) or two (2) year terms as the National Activity Committee defined within its operating procedures.

**Rationale for Change:** necessary to comply with the Amateur Sports Act regarding athlete representation

(C) Governance. National Activity Committees shall develop their own operating procedures, programs, plans and policies, subject to the approval of the National Activity Council and Board of Directors.

(D) Officers. Each National Activity Committee shall elect a Chair, Vice Chair, and Secretary. Election of officers shall be conducted at a meeting of the National Activity Committee held concurrently with the Annual Membership Meeting. Officers shall be elected for a term of two (2) years by a plurality vote of the membership of their respective National Activity Committee from among the members of such National Activity Committee, and absentee ballots shall be available for use only in electing officers. Each National Activity Committee may elect a representative to National Activity Councils impacting its activities, as determined by each National Activity Council, as other officers are elected. The duties and responsibilities of National Activity Committee officers, within the context of their respective National Activity Committee, shall be similar to those assigned in these Bylaws to officers of similar title serving the Association.

(E) Meetings. Each National Activity Committee shall hold no fewer than two (2) meetings each year, including a meeting of each National Activity Committee prior to or in conjunction with the Annual Membership Meeting. Failure of any National Activity Committee to hold at least two (2) meetings each year may result in the dissolution of that National Activity Committee by the Board of Directors.

(F) Conduct of Meetings. The rules of conduct for meetings of all National Activity Committees shall be similar to those specified for the Board of Directors, except as otherwise set forth in such National Activity Committee's operating procedures.

**ARTICLE X – NATIONAL GOVERNING BODY OBLIGATIONS AND COMPLIANCE WITH THE TED STEVENS OLYMPIC AND AMATEUR SPORTS ACT:**

**Rationale for Addition of this Article:** necessary to comply with the Amateur Sports Act

The Association complies with the requirements for recognition as an NGB as set forth in the Sports Act and the USOC Bylaws.

Section 1 - Association's Role as an NGB. In furtherance of the Association's athletic competition purposes, including enabling United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American, and Parapan American competition, and in serving as the NGB for Canoe/Kayak in the United States, the Association (including any disciplines of the sport) shall undertake to do the following:

(A) develop interest and participation in paddle sports throughout the United States and be responsible to the persons and Affiliated Organization Members;

(B) minimize, through coordination with other amateur sports organizations, conflicts in the scheduling of all practices and competitions;

(C) keep amateur athletes informed of policy matters and reasonably reflect the views of paddle sports athletes in its policy decisions;

(D) disseminate and distribute to amateur paddle sports athletes, coaches, trainers, managers, administrators, and officials in a timely manner the applicable rules and any changes to such rules of the Association, the USOC, the ICF, the International Olympic Committee (the "IOC"), the International Paralympic Committee (the "IPC"), and the Pan-American Sports Organization;

(E) allow an amateur paddle sports athlete to compete in any international amateur athletic competition conducted by any amateur sports organization or person, unless the Association establishes that its denial is based on evidence that the organization or person conducting the competition does not meet the requirements stated in Section 220525 of the Sports Act;

(F) provide equitable support and encouragement for participation by women where separate programs for male and female athletes are conducted on a national basis;

(G) encourage and support amateur paddle sports athletic programs for individuals with disabilities and the participation of individuals with disabilities in amateur paddle sports athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of athletic competition for able-bodied individuals;

(H) provide and coordinate technical information on physical training, equipment design, coaching, and performance analysis; and

(I) encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety for paddle sports athletes.

Section 2 - Compliance with Sports Act and USOC Requirements. To maintain compliance with the Sports Act and its obligations as an NGB, the Association shall have the following obligations, and hereby agrees to be bound by and comply with such obligations:

(A) submit to binding arbitration in any controversy involving: (i) its recognition as an NGB, as provided for in Section 220529 of the Sports Act, upon demand of the USOC, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in paddle sports, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, in each case conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified and provided for in the USOC's constitution and bylaws, except that if the Athletes' Advisory Council and National Governing Bodies' Council do not concur on any modifications to such Commercial Rules, and if the USOC's executive committee is not able to facilitate such concurrence, the Commercial Rules shall apply unless at least two-thirds of the USOC's board of directors approves modifications to such Commercial Rules;

(B) be autonomous in the governance of paddle sports by independently determining and controlling all matters central to such governance, not delegating any of that determination or control to any outside organization, and being free from outside restraint;

(C) be a member of only one (1) international sports federation which is recognized by the IOC and IPC as the worldwide governing body for the sports of Canoe/Kayak;

(D) ensure that the Association's membership is open to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in paddle sports, and any amateur sports organization that conducts paddle sports programs;

(E) provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur paddle sports competitions, without discrimination on the basis of race, color, religion, gender, age, sexual orientation, physical disability, or national origin, and with fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring the individual ineligible to participate;

(F) be governed by a Board of Directors whose members are selected without regard to race, color, religion, gender, age, sexual orientation, physical disability, or national origin, except that it shall provide for reasonable representation of both males and females on the Board of Directors;

(G) based on guidelines approved by the USOC, the Athletes' Advisory Council, and the National Governing Bodies' Council, that the Association's Board of Directors and

other relevant governing boards have established criteria and election procedures for and maintain among their voting members individuals who are actively engaged in amateur athletic competition in paddle sports or who have represented the United States in international amateur paddle sports athletic competition within the preceding ten (10) years, that any exceptions to such guidelines have been approved by the USOC, and that the voting power held by such individuals is not less than twenty percent (20%) of the voting power held in the Board of Directors and other such governing boards;

(H) provide for reasonable and direct representation on the Board of Directors or other governing board for any amateur sports organization that, in paddle sports, conducts a national program or regular national amateur athletic competition on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, and ensure that the representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in paddle sports in the United States;

(I) ensure that none of the Association's officers are also officers of any other amateur sports organization recognized as an NGB;

(J) provide procedures for the prompt and equitable resolution of grievances of the Members;

(K) not have eligibility criteria related to amateur status or participation in the Olympic Games, the Paralympic Games, the Pan-American Games, or the Parapan American Games more restrictive than those of the ICF or other applicable international sports federation for paddle sports recognized by the IOC or IPC as appropriate;

(L) provide that all paddle sports athletes who have qualified to compete internationally and have met selection and representation requirements are entered and allowed to compete in their respective competitions as required as an NGB;

(M) maintain managerial and financial competence and capability to establish national goals for paddle sports relating to the development and well-being of the sport. It will implement and administer a plan for the attainment of those goals and will execute its obligations as the NGB for paddle sports; and

(N) perform all other obligations and duties imposed by the Sports Act and by the USOC on an NGB.

Section 3 - Sanctioning Events. The Association shall review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request:

(A) to hold an international or national amateur athletic competition in the United States, or

(B) to sponsor United States canoe, kayak and stand up paddleboard athletes to compete in an international amateur athletic competition held outside the United States.

Standards and requirements relating to the sanctioning of events shall be set forth in ACA Board Policy GOV-009: Competition Council, as adopted and as amended by the Board from time to time.

Section 4 - Complaint Procedures. ACA Board Policy Gov-013: Grievance, as adopted and as amended by the Board of Directors from time to time, shall provide for the types of complaints that may be filed with the Association, the manner of filing, procedures for hearing and adjudicating such complaints, and rights for appealing the decision.

Section 5 - USOC Athlete's Advisory Council. The Association shall have a representative and an alternate representative to the USOC's Athletes' Advisory Council.

(A) Qualifications. Those Members who have represented the United States as athletes in the Olympic Games, Paralympic Games, the Pan American Games, Parapan American Games, World Championships, or other event designated by the USOC as an Operation Gold event in the sports of canoe and kayak within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

(B) Election/Selection. Only those individuals qualified to serve as the Association's representative to the USOC Athlete's Advisory Council may vote in the election of such representative. The election shall take place after the conclusion of the Olympic and Paralympic Games, but prior to January 1 of the year following the Olympic and Paralympic Games, and will be decided by plurality vote. The ACA shall comply with all other requirements of the USOC and the USOC Athletes' Advisory Council.

(C) Tenure. The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years.

(D) Term Limits. No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative, nor shall holding such position be counted toward the two-term limit in the event such alternate is later elected as the primary representative.

Section 6 - USOC National Governing Bodies' Council. The Association shall have a representative and an alternate representative to the USOC National Governing Bodies' Council. The Association Executive Director or designee shall be the Association's representative to the USOC National Governing Bodies' Council. The Association President shall be the Association's alternate representative to the USOC National Governing Bodies' Council.

Section 7 - Cooperation with USOC. The Association shall cooperate with the USOC in preventing the unauthorized use of the names, symbols, emblems, terminology and trademarks of the USOC or the word "Olympic" and its derivatives, as well as symbolic equivalents thereof, the Olympic rings, or the United States Olympic Emblem as described in the Sports Act.

## **ARTICLE XI – SAFESPORT AND ANTI-DOPING.**

**Rationale for Addition of this Article:** necessary to comply with USOC, USADA and the Center for SafeSport policies

Section 1 – Purpose. As a member NGB of the USOC, the ACA is required to adhere to the safe sport rules and regulations of the USOC. Additionally, USOC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOC to investigate and resolve safe sport violations. The USOC has designated the U.S. Center for Safe Sport as that organization. The current safe sport rules, policies and procedures are available at the offices of the ACA or on-line at the following websites: [www.safesport.org](http://www.safesport.org) and [www.americancanoe.org](http://www.americancanoe.org).

Section 2 – Compliance. As a condition for participation in any international competition, or any national competition sanctioned by the ACA, each ACA member athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in any international competition, or any national competition sanctioned by the ACA, agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for Safe Sport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies and procedures, as they may be amended from time to time. To the extent any ACA rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.

Section 3 – Anti-Doping. It is the duty of Members to comply with all anti-doping rules of the ICF and of the U.S. Anti-Doping Agency (“USADA”), including the USADA Protocol for Olympic and Paralympic Movement Testing (“USADA Protocol”) and all other policies and rules adopted by the ICF and USADA. Members agree to submit to drug testing by the ICF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules makes them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a Member may have committed a doping violation, the Member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the ICF and/or ACA, if applicable or referred by USADA.

## **ARTICLE XII - ACA REAL ESTATE AND PROPERTIES:**

Section 1 - Ownership. The ACA may find it convenient to acquire or lease and operate various real estate properties in furtherance of its charitable mission.

Section 2 - Purpose. The use of such real estate shall be dedicated to fulfilling the same purposes as the Association itself, as outlined in these Bylaws.

Section 3 - Management. Each Real Estate Property shall be managed by a separate Trustees Board, operating under the authority of the Board of Directors and these Bylaws, and shall be managed in a manner consistent with these Bylaws.

Section 4 - Property Boards of Trustees:

(A) Composition. Each Board of Trustees shall be comprised of between five (5) to nine (9) members, elected to staggered terms with an election each year. Members elected in odd-numbered years shall be elected by the Members from those nominated as per Article VI Section 5 of these Bylaws within the constraints of the applicable Property Board of Trustees' Bylaws. Those elected in even-numbered years shall be chosen from the property's local constituency as determined by the same bylaws.

(B) Nomination and Eligibility. The Trustees shall be nominated by the Division Chair Group and elected by the Members in accordance with the guidelines set forth in Article VI of these Bylaws. Each Property Board of Trustees may establish conditions of board membership within that local Board's bylaws as seems fitting and as approved by the Board of Directors.

(C) Officers. The Property Board of Trustees shall convene a meeting within four (4) weeks after the Annual Membership Meeting of the Association to elect a Chair to serve a one (1) year term. The chair shall take office on January 1 of the next year with full voting rights and shall serve as a voting member of the Property Management Committee.

(D) In addition to the day-to-day duties, the Trustees shall cooperate with the Property Management Committee in the development and implementation of a budget, programs, and policies designed to encourage full utilization of the property and its facilities.

(E) Each Property Board of Trustees's budget and all programs and policies shall be submitted jointly by each Chair of the Property Board of Trustees and the Chair of the Property Management Committee to the Board of Directors for review and approval.

(F) Each Property Board of Trustees shall deliver to the Property Management Committee, in a timely manner, a written annual report outlining the activities conducted at the property during the course of each year. The report shall also be presented at the Annual Membership Meeting.

Section 5 - Property Bylaws. Each Property Board of Trustees shall develop operational Bylaws to govern and manage its affairs, in accordance with the National Bylaws and as approved by the Board of Directors.

Section 6 - Divestment. Once acquired, no real property may be divested without the two-thirds approval of the Board of Directors and a two-thirds majority vote of the Members.

### **ARTICLE XIII – CHARTERED DIVISIONS AND ACA AFFILIATED CLUBS:**

The Association shall be represented on a state or multi-state level by Divisions chartered by the Association for that purpose. The Association shall be represented on a local level by ACA Affiliated Clubs. The terms and conditions of all charters with such groups shall be established by the Board of Directors.

Section 1 - Divisions. Association members residing within a given geographical area may, with Board of Director's approval, form a Division to further Association purposes. Divisions shall function as follows under the terms of a charter established with the-Board of Directors:

(A) Responsibilities. Divisions shall be established to affect Association purposes within a defined geographic area and to represent and serve the members of the Association residing in that area. Divisions shall facilitate communication and cooperation between the Association, Activity Committees and all ACA Affiliate Clubs within divisional jurisdiction.

(B) Structure/Governance. Divisions may function as autonomous nonprofit corporations and may be incorporated as such under applicable state laws. Each Division shall be managed by a board of directors and its officers, including the position of Division Chair which shall be the chief executive officer of the Division. The operating procedures and other governing documents of all Divisions shall be subject to the approval of the Board of Directors. The membership of each Division shall be composed of those Members residing in that jurisdiction.

(C) No Division may borrow money or own real estate, but the Board of Directors may place the management of Association property with a Division.

(D) Each Division may be entitled to receive from the Association a portion of the dues collected from Association membership residing within divisional boundaries as determined by the Board of Directors.

(E) Division Chair Group. The Division Chair Group shall be composed of the Division Chairs and the Vice President of the Association, who shall serve as the Division Chair Group's Chairperson. The Division Chair Group shall serve as a liaison group between the Divisions and the Board of Directors.

**Rationale for Change: clarification that the Division Chair Group is not a committee of the Board, but is instead a group comprised of the chair of each Division**

Section 2 - ACA Affiliated Clubs. ACA Affiliated Clubs shall be the most localized point of contact, communication, and service for members of the Association. ACA Affiliated Clubs shall be chartered in such numbers and locations as to serve and represent the Association membership and further the purposes and programs of the Association on a local level.

The terms of a formal Affiliation Charter or other agreement(s) between an ACA Affiliated Club and the Association shall be established by the Board of Directors. The Board of Directors shall obtain the advice and consent of the applicable Division Chair upon application from a club within a Division's jurisdiction.

#### **ARTICLE XIV – ADMINISTRATION AND FINANCIAL MATTERS:**

Section 1 - Professional Staff. The Board of Directors may employ and may terminate an Executive Director under such terms and conditions, as it deems appropriate. The Executive Director shall serve without vote as an ex-officio member of the Board of Directors and of the Executive Committee. The Executive Director shall employ and may terminate the employment of members of the staff necessary to the work of the Association and fix their compensation within the approved budget. The Executive Director shall



supervise the professional staff of the Association and shall manage the affairs of the Association under the policies and direction determined by the Board of Directors.

Section 2 - Fiscal Year. The fiscal year of the Association shall commence on the first day of October and shall end on the last day of September the succeeding calendar year.

Section 3 - Bonding. All officers and other persons who are authorized by the Board of Directors to receive or disburse funds, or to transfer securities of the Association, shall be required to furnish bond or similar surety for the faithful discharge of their duty, in such sums as the Board of Directors may determine. The expense of such bonds or other surety shall be borne by the Association.

Section 4 - Audit. After the close of each fiscal year, the financial transactions and books of the Association for the preceding fiscal year shall be audited by an independent certified public accountant. A report of the audit shall be made to the Board of Directors and at the Annual Membership Meeting. The Board of Directors may audit Standing Committees, Divisions, Activity Councils and Committees, Property Management Committees and any other sub group of the ACA upon request. The three most recent years of audited financial statements shall be posted on ACA's website.

Section 5 - Fiduciary Matters. The Association follows financial controls as established in ACA Board Policy FIN-001: Financial Controls Manual, as the same may be amended from time to time by the Board of Directors.

Section 6 - Indemnification. To the extent permitted under applicable law, the Association shall indemnify each individual who is or was a director, officer and certain employees identified by the Board of Directors from time to time (collectively "Indemnified Persons") of the Association against any and all liabilities and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Association or such other entity or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been an Indemnified Person or by reason of any past or future action taken or not taken in his/her capacity as such, whether or not he/she continues to be such at the time such liability or expense is incurred, provided that such individual acted in good faith in what he/she reasonably believed to be the best interests of the Association and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by, a director, officer or such Indemnified Person, other than amounts paid to the Association itself. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Indemnified Person did not meet the standards of conduct as set forth in the first sentence of this Article except where there shall have been a judgment rendered specifically finding that the action or conduct of such Indemnified Person constituted negligence or misconduct. Any Indemnified Person who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Board of Directors, but only if: (i) the Board of

Directors, acting by a quorum consisting of Directors who are not party to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the Indemnified Person has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the Association) shall deliver to it their written advice that, in their view, such Indemnified Person has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article. The rights of indemnification provided in this Section shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person. The Board of Directors may, by proper resolution, purchase and maintain insurance on behalf of any person who is or was an Indemnified Person of the Association against any liability incurred by him/her in any such capacity, or arising out of his/her status as such.

**Rationale for Change:** necessary to comply with the Amateur Sports Act and recent New York nonprofit law requirements regarding audit, financial controls and indemnification

Section 7 - Association Records. Important records and documents of the Association follow Federal Document Retention Guidelines as documented under ACA Board Policy FIN-002: Records Control and Retention. Standards for the retention of Association records and members' right to access such records shall be set forth in ACA Board Policy FIN-002: Records Control and Retention, as adopted and as amended by the Board from time to time.

**Rationale for Change:** necessary to comply with recent New York nonprofit law requirements regarding records retention

## **ARTICLE XV – AMENDMENTS:**

Amendments to or a repeal of these Bylaws may be proposed by the Board of Directors at its own initiative or upon petition by ten percent (10%) of the voting membership of the Association. Such a petition shall be presented to the Board of Directors at a Board Meeting no less than 30 calendar days prior to the Annual Membership Meeting. The Board of Directors shall present all such proposals to the membership at least twenty (20) days prior to the Annual Membership Meeting for debate.

All proposed amendments submitted to the Board for consideration must comply with the Articles of Incorporation, general principles of corporate law, and where appropriate concerning amateur athletic competition, the Sports Act and the USOC Bylaws, and must conform to other sections and chapters of these Bylaws not being affected.

Proposed Amendments to these Bylaws shall be referred to the eligible voting membership via ballot in conjunction with the Annual Membership Meeting and approved by a two-thirds affirmative vote of ballots cast.

## ARTICLE XVI – DISSOLUTION:

The Association shall use its funds and other assets exclusively to effect those purposes and objectives stated in these Bylaws.

The Association is dedicated to charitable purposes and no part of the net income or assets of the Association shall inure to the benefit of private persons. Upon the dissolution or winding up of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be distributed in furtherance of paddle sports to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

**Rationale for Change:** necessary to comply with recent New York nonprofit law requirements regarding nonprofit dissolution

The Association may be dissolved only upon recommendation of the Board of Directors and with approval of seventy-five percent (75%) of the membership of the Association.

ADDENDUM A:

APPROVED AMENDMENTS TO THESE BYLAWS:

Approved and adopted by the ACA Board of Directors and the Membership.

<u>Date of Change</u>	<u>Bylaws Change</u>
September 11, 1994	Adopted
January 7, 1997	Amended
February 19, 1999	Amended
February 17, 2001	Amended
February 8, 2009	Amended
November 3, 2012	Amended
XYZ, 2017	Amended for NGB status and New York nonprofit law

**Rationale for Addition:** inserted Addendum A to assist with tracking of Bylaw amendments over time