

# **NATIONAL BYLAWS**

## **AMERICAN CANOE ASSOCIATION, INC.**

Adopted 9/11/94, amended 1/7/97, 2/19/99, 2/17/01, 2/08/2009 and 11/03/2012

### **ARTICLE I - NAME:**

The name of the organization shall be the AMERICAN CANOE ASSOCIATION, INCORPORATED.

### **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 National 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 through:

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.

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 American Canoe Association, Inc. shall be in the form of a circle enclosing the emblem of the Association and shall bear its name, year of incorporation, 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 established by the National 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 American Canoe Association, Inc. 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.

Non-member, outside Directors of any entity within the ACA may be allowed as determined by the Bylaws of those entities.

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

Section 2 - Classifications of Membership: Classifications of membership and dues structure shall be as determined by the National Board of Directors.

Section 3 - Voting rights: All individuals who are eighteen [18] years of age or older as of January 1 shall hold full voting rights during the period of membership.

#### 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:

- (A) Elect the National 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 National 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 National Board of Directors;

(H) Recall elected officers and officials.

Section 2 - Balloting: Elections for At Large Directors, other elected positions, and actions proposed by either the National Board of Directors or the membership as described in section 3, requiring membership decisions shall be conducted by ballot of the eligible membership. Votes of eligible members may be initiated by the National 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 National Board of Directors.

Section 3 - Annual Membership Meeting: The National 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, and shall provide an opportunity for proposing specific membership ballots on any issues the membership have authority to govern.

Section 4 - Proxies: Voting by proxy and electronic proxy is allowed. The National 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 Divisional 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 multiple candidates, the candidate with the greatest plurality shall prevail.

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 entire membership.

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 official may be recalled by the membership. 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

Art-VI Sec-2 of these bylaws. A two-thirds majority of the ballots cast shall sustain the recall.

#### ARTICLE VII - NATIONAL BOARD OF DIRECTORS:

The governing body of the Association shall be the National Board of Directors. With the exception of the powers granted to the general membership, the National 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 National 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 National Board of Directors;
- (H) Remove individuals from any elected or appointed Association position for cause, upon recommendation by the Judicial Committee; establish and impose disciplinary actions upon members for cause, upon recommendation of the Judicial Committee.

Section 2 - Composition: The National Board of Directors shall consist of no more than twenty four (24) and no fewer than nineteen (19) members, with no individual holding more than one position. The National Board of Directors are comprised of the following Director positions:

- (A) Twelve (12) National At-Large Directors;
- (B) Elected Representatives from each Activity Council;

- (C) An elected Representative from the Divisional Committee;
- (D) The immediate Past President;
- (E) Up to five (5) Directors elected from co-op nomination.

Section 3 - Election of Officers and Directors: Members of the National Board of Directors shall be elected to fill the respective positions as follows. Terms of office begin on 1 January of the year following election or at such time as the new Board is installed.

(A) The President, Vice President, Treasurer, and Secretary shall be elected by the board of directors from within its membership. The term of each office shall be two (2) years. The President and Secretary shall be elected after Annual Membership Meetings conducted in even numbered years; the Vice President and Treasurer elected after Annual Membership Meetings occurring in odd numbered years.

(B) Six (6) of the twelve (12) At-Large Directors shall be elected following the Annual Membership Meeting each year. Each At-Large Director shall be elected for a term of two (2) years.

(C) A Board of Director member shall be elected from each Council. Each Council may submit one or more nominations for election by membership ballot to the board of Directors for a two-year term in odd numbered years.

(D) The National Divisional Committee, and the National Property Management Committee may nominate Candidates for membership election to the Board of Directors for two year terms in even years.

(E) The immediate past President of the Association shall serve on the National Board of Directors.

(F) Five (5) Co-opt Director positions may be filled through nomination by the President. Co-opt nominations may be submitted to the membership for election by regular or special ballot. The term of each Co-opt Director position shall be one [1] year.

Section 4 - Vacancies: The National Board of Directors may temporarily fill any vacancies in elected Directors and Officers positions and other positions elected directly by the general membership until a permanent replacement can be elected by membership ballot.

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 National Board of Directors, a Director or NBoD 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 in question shall be given opportunity for rebuttal. Cause for removal shall include, but shall not be limited to, failure by a

Director to attend fifty percent (50%) of the regularly scheduled meetings of the National Board of Directors during a one-year period.

Section 7 - Meeting Dates and Locations: The National 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 National Board of Directors shall be given to each Director by mail, electronic mail, telephone, or hand at least fifteen (15) days before the meeting. Presence of a Director at a meeting shall constitute waiver of notice of meeting.

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 National 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;

(B) Participating in consideration of a matter via teleconference.

Section 10 - Quorum: One-half plus one of the eligible voting members of the National Board of Directors shall constitute a quorum when 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 the Association 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: Any conflict of interest between Association interests and any elected or appointed board member, or other Association Official, shall be disclosed and recorded prior to election, appointment or service. Where such duality exists, the individual shall refrain from voting, but may state an opinion or be asked to provide information.

#### ARTICLE VIII - OFFICERS AND COMMITTEES OF THE NATIONAL BOARD OF DIRECTORS:

The National Board of Directors shall function with the officers and committees described herein.

Section 1 - Officers: There shall be the following Officers of the Association 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 National Board of Directors.

(A) President: The President shall be the Chief Elected Officer of the corporation, and shall exercise general authority over the affairs of the corporation with the

powers and duties as prescribed by law, these Bylaws, and the National Board of Directors.

The President shall preside at all Annual and other National Membership Meetings, and all meetings of the National Board of Directors and its Executive Committee.

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 when absent, 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 Committee.

(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 National Board of Directors. The Treasurer shall render to the National 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 and other Membership Meetings, and meetings of the National Board of Directors and its Executive Committee. The Secretary shall oversee the conduct of all elections within the Association.

(E) Term Limitations: No individual shall hold any single national office, as described above, for more than two consecutive terms.

Section 2 - Standing Committees: There shall be the following Standing Committees of the National Board of Directors with such duties and responsibilities as described herein. Unless otherwise provided, Standing Committees shall serve in an advisory capacity to the National 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 National Board of Directors.

(A) Executive Committee: The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and two (2) additional members of the National Board of Directors who shall be nominated by the President with the approval of the National Board of Directors. Unless otherwise and expressly prohibited by law, these Bylaws, or resolution of the National Board of Directors, the Executive Committee shall have all of the powers and authority of the National Board of Directors during such times as the National Board of Directors is not in session.

(B) Divisional Committee: The Divisional Committee shall consist of the Divisional Chairs, as elected by their Divisions, and be chaired by the National Vice President. The Committee shall nominate from its membership, a Vice Chair, for membership election as a member of the National Board of Directors.

While intended as a liaison group between the Divisions and the National Board of Directors, the Divisional Committee will also serve as the Nominating Committee of the Association. It shall propose criteria and identify qualified candidates for all positions on the National Board of Directors, and other positions elected by the membership, forwarding a slate of such candidates to the membership for its consideration along with other candidates nominated at the Annual membership Meeting.

(C) Finance Committee: The Finance Committee shall consist of no fewer than five (5) members of the National Board of Directors, and shall include among its members the ACA Treasurer who shall chair the committee. The balance of committee members shall be appointed by the President of the Association. 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.

(D) National Properties Committee: The National Properties Committee shall consist of no fewer than two presidential appointees. National board members may not comprise a majority of the National Properties 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 National Properties Committee in accordance with Article X, Section 4c of these bylaws.

The purpose of the National Properties 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.

(E) National Judicial Committee: The National Judicial Committee shall hear appeals from the decisions of Association Bodies. It will interpret the Association's Bylaws when requested by the Board, or the President. It will investigate grievances alleging wrongdoing or misconduct of Association representatives and make recommendations to the board for its action. Decisions of the Board of Directors will be final and not subject to appeal.

(1.) Hearings shall be conducted only after a fair notice to all interested parties. All interested parties shall have opportunity to present information at such hearing.

(2.) Grievances of a competitive nature shall be handled by the appropriate National Activity Committee in accordance with its procedures, as approved by the Board of Directors.

(3.) The National Judicial Committee shall consist of three members of the association serving staggered three-year terms, and shall serve by Presidential nomination and Board of Directors approval.

(F) Standing Committee Composition: Unless otherwise provided within these Bylaws, membership and chairmanship of all Standing Committees shall be



determined through Presidential appointment and ratified by the National Board of Directors for one year terms of membership.

(G) Meetings: All Standing Committees shall meet as needed in conjunction with each meeting of the National Board of Directors. Standing Committees shall also meet upon special request of the President or of the respective Committee Chair.

(H) Conduct of Meetings: The rules of conduct for meetings of all Standing Committees shall be similar to those specified for the National Board of Directors in Article VII, Sections 5 to 12.

Section 3 - Other Special Committees: The President, with the approval of the National 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 National Board of Directors.

#### 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 National Board of Directors. National Activity Committees with related programs and purposes shall be assigned by the National Board of Directors to work concurrently within a designated National Activity Council. While both National Activity Committees and National Activity Councils are required to develop their own bylaws, those bylaws, and all programs, plans and policies developed by the National Activity Committees and the National Activity Councils shall be subject to the final authority of the National Board of Directors.

Section 1 - National Activity Councils: National Activity Councils shall serve various program areas such as: Safety, Education, and Instruction and Athletic Competition. National Activity Councils may be created by the National Board of Directors and shall function as follows:

(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 National 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, Divisions, and other units as accepted by each Council and approved by the National Board of Directors. National Activity Committees will not be limited to participation on a single Activity Council. Each National Activity Council shall include a minimum of two National Board of Directors appointed by the president, to one-year terms, those members not constituting a majority of the Council.

(C) 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 concurrently with the Annual Congress. Officers shall be

elected for a term of two (2) years by a majority vote of the membership of their respective National Activity Council, and absentee ballots shall be available for use only in electing officers. Individuals other than those serving as members of the National Activity Council may also be elected to officer positions. 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 on the National Board of Directors. Each Council shall nominate a member for membership election to the National Board of Directors.

(D) Meetings: Each National Activity Council shall hold no fewer than two (2) meetings each year, and one (1) of these meetings shall be conducted in conjunction with the Annual Congress.

(E) Conduct of Meetings: The rules of conduct for meetings of all National Activity Councils shall be similar to those specified for the National Board of Directors in Article VII, Sections 5 thru 12, but as modified and altered in the Council's own bylaws. Council Bylaws must be approved by the National Board of Directors.

Section 2 - National Activity Committees: National Activity Committees shall be established by the National Board of Directors to develop, co-ordinate and execute programs and initiatives of the Association. National Activity Committees shall function as follows:

(A) Responsibilities: National Activity Committees, working with the National Board of Directors through the applicable National Activity Councils, with input and support from the chartered ACA Divisions and ACA Affiliated Clubs, shall serve to develop and implement the major programs of the organization 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 Councils, reports of its activities on an annual basis and shall furnish such other reports and information as requested by the National Board of Directors.

(B) Composition: National Activity Committees shall be composed of a representative from each interested Division, and a number of at-large positions, which may be elected by the committee itself or by committee affiliates. Divisional Representative candidates shall be selected by the applicable Divisional Nominating Committee and shall be elected by ballot of the members of the Association residing in that Division. Each Division shall elect one (1) such representative each year. The At-Large members may serve one or two year terms as the committee defines within its Bylaws.

(C) 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 majority vote of the membership of their respective National Activity Committee from among the committee members, and absentee ballots shall be available for use only in electing officers. Each National Activity Committee may elect a representative to Activity Councils impacting its activities 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 on the National Board of Directors.

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

(E) Conduct of Meetings: The rules of conduct for meetings of all National Activity Committees shall be similar to those specified for the National Board of Directors in Article VII, Sections 5 thru 12 and as defined in the Activity Committee's bylaws.

#### ARTICLE X - 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 Article III of these Bylaws.

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

#### Section 4 - Property Boards of Trustees:

(A) Composition; Each Board shall be comprised of between five to nine members, elected to staggered terms with an election each year. Members elected in odd years shall be elected by National Ballot, from those nominated as per Article VI Section 5 of these Bylaws within the constraints of the Property Board of Trustees Bylaws. Those elected in even 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 Divisional Committee and elected by the membership 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 operating Bylaws as seems fitting and as approved by the ACA National 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 National Properties Committee.

(D) In addition to the day-to-day duties, the Trustees shall cooperate with the National Properties 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 budget and all programs and policies shall be submitted jointly by each Chair of the Property Board of Trustees and the Chair of the National Property Committee to the National Board of Directors for review and approval.

(F) Each Property Board of Trustees shall deliver to the National Property 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 By-Laws to govern and manage its affairs, in accord with the National By-Laws and as approved by the National Board of Directors.

Section 6 - Divestment: Once acquired, no real property may be divested without the two thirds approval of the National Board of Directors and a two thirds majority of a membership ballot as described in Art-VI Sec-2.

#### ARTICLE XI - CHARTERED ACA DIVISIONS AND ACA AFFILIATED CLUBS:

The Association shall be represented on a state or multi-state level by ACA 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 National Board of Directors.

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

(A) Responsibilities: ACA 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. ACA Divisions shall facilitate communication and cooperation between the Association, Activity Committees and all ACA Affiliate Clubs within divisional jurisdiction.

(B) Structure / Governance: ACA Divisions may function as autonomous nonprofit corporations and may be incorporated as such under applicable state laws. Each ACA Division shall be managed by a board of directors and its officers, including the position of Divisional Chairperson which shall be the chief elected officer of the Division, and who shall serve on the Divisional Committee as per Article VIII, Section 2,B.

The bylaws and other governing documents of all ACA Divisions, shall be subject to the approval of the National Board of Directors. The membership of each ACA

Division shall be composed of those members of the Association residing in that jurisdiction.

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

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

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) shall be established by the National Board of Directors, and may extend membership benefits equal to divisional status. The National Board of Directors shall obtain the advice and consent of the Divisional Chair upon application from a club within a Division's jurisdiction.

#### ARTICLE XII - ADMINISTRATION:

Section 1 - Professional Staff: The National 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 National 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 National 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 National 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 National 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 National Board of Directors and at the Annual Membership Meeting. The Board of Directors may audit Standing committees, Divisions, Activity Councils and Committees, Property committees and any other sub group of the ACA upon request.

#### ARTICLE XIII - AMENDMENTS:

Amendments to or a repeal of these Bylaws may be proposed by the National 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 National Board of Directors at a board meeting no less than 30 calendar days prior to the Annual Membership Meeting. The National Board of Directors shall present all such proposals to the membership at least twenty days prior to the Annual Membership Meeting for debate.

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 XIV - DISSOLUTION:

The Association shall use its funds and other assets exclusively to effect those purposes and objectives stated in these Bylaws. Upon dissolution of the Association, any funds or other assets remaining shall be distributed to one or more nonprofit organizations established with purposes similar to those of the Association and selected by the National Board of Directors to be the legal recipient(s) of such funds and other assets. The Association may be dissolved only upon recommendation of the National Board of Directors and with approval of seventy-five percent (75%) of the membership of the Association.