

# **BYLAWS**

## **USA CANOE/KAYAK**

**Current as of August 9, 2011**

## **ARTICLE 1**

### **NAME AND STATUS**

#### **Section 1.1 Name**

The name of USA CANOE/KAYAK shall be "National Paddling Committee, Inc.," doing business as USA CANOE/KAYAK (referred to in these Bylaws as "USA CANOE/KAYAK"). USA CANOE/KAYAK may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

#### **Section 1.2 Nonprofit Status**

USA CANOE/KAYAK shall be a nonprofit corporation incorporated and licensed pursuant to the laws of the State of Indiana. USA CANOE/KAYAK shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sports of canoe and kayak. USA CANOE/KAYAK shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c) (3) of the Internal Revenue Code.

## **ARTICLE 2**

### **OFFICES**

#### **Section 2.1 Business Offices**

The principal office of USA CANOE/KAYAK shall be in Charlotte, North Carolina. USA CANOE/KAYAK may at any time and from time to time change the location of its principal office. USA CANOE/KAYAK may have such other offices, either within or outside Indiana, as the Board of Directors may designate or as the affairs of USA CANOE/KAYAK may require from time to time.

#### **Section 2.2 Registered Office**

The registered office of USA CANOE/KAYAK required by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Nonprofit Corporation Act") shall be maintained in Indiana. The registered office may be changed from time to time by the Board of Directors or by the officers of USA CANOE/KAYAK, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA CANOE/KAYAK. The registered office may be, but need not be, the same as the principal office.

## ARTICLE 3

### PURPOSES

#### Section 3.1 Purposes

USA CANOE/KAYAK serves as the National Governing Body (“NGB”) for the sports of canoe and kayak in the United States of America and as the National Federation in the United States responsible to the International Canoe Federation (“ICF”). This includes appropriate governance of all ICF disciplines in the United States. USA CANOE/KAYAK shall comply with the requirements for recognition as a NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.* (the “Sports Act”) and as mandated by the United States Olympic Committee (“USOC”) as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA CANOE/KAYAK:

- a. is a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sports of canoe and kayak;
- b. is autonomous in the governance of the sports of canoe and kayak 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. maintains the managerial and financial competence and capability to establish national goals for canoe and kayak relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sports of canoe and kayak;
- d. provides for individual and organizational membership;
- e. ensures that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in canoe and kayak or who have represented the United States in an international amateur athletic competition in canoe or kayak within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty percent (20%) of the voting power held in its Board of Directors or other governance body;
- f. provides for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sports of canoe and kayak, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that 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 the sports of canoe and kayak in the United States;
- g. is governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, gender or sexual orientation.
- h. provides an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in canoe and kayak competitions without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin;

- i. does not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a NGB;
- j. provides procedures for the prompt and equitable resolution of grievances of its members;
- k. provides fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- l. agrees to submit to binding arbitration in any controversy involving: (i) its recognition as a NGB, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in canoe and kayak, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Sports Act;
- m. does not have eligibility criteria for any sanctioned event that is more restrictive than those of the international sports federation for the sport of canoe and kayak recognized by the International Olympic Committee.
- n. perform all other obligations and duties imposed by the Sports Act and by the USOC on a NGB.

## **ARTICLE 4**

### **SPORTS DISCIPLINES**

#### **Section 4.1 Sports Disciplines.**

USA CANOE/KAYAK shall recognize distinct Sports Disciplines within canoe and kayak activities that it shall govern and support as established and/or approved by the Board of Directors.

- a. Classifications. There shall be at least two classes of sports disciplines of USA CANOE/KAYAK:
  - 1. Olympic Sports Disciplines. A sports division will be classified as Current Olympic if competition in this discipline will be contested at the upcoming summer Olympic Games. Olympic Sports Disciplines will be formed as described in 5.1.d.
  - 2. World Sports Disciplines. All other sport disciplines of USA CANOE/KAYAK will be classified as World Disciplines.
- b. To be recognized by USA CANOE/KAYAK, a World sport discipline must:
  - 1. Be a recognized sport discipline of the ICF
  - 2. Be organized, with a governing committee or similar body and a written organizational document submitted and acceptable to the USA CANOE/KAYAK Board of Directors
  - 3. Require that all persons involved in its governance or participating in its national championship event or in any international event in that sports discipline sanctioned by ICF be members in good standing of USA CANOE/KAYAK.
  - 4. Provide that at least twenty percent (20%) of their respective committees, subcommittees, and task forces qualify as athletes in accordance with the Sports Act.
- c. Governance. The Sports Discipline governing committees shall represent primarily the interests of those USA CANOE/KAYAK members affiliated with that discipline, as well as USA CANOE/KAYAK

disciplines as a whole. The governing committees shall develop and pursue a mission, program, and objectives that complement those of USA CANOE/KAYAK and other USA CANOE/KAYAK disciplines, and assist USA CANOE/KAYAK Management by:

1. providing strategic advice on significant issues facing the Sports Discipline to USA CANOE/KAYAK management and to the Board through the Director associated with that Sports Discipline (Sprint, Slalom, or World):
2. performing an essential role in administrating the Sports Discipline under the supervision of USA CANOE/KAYAK staff, and in association with USA CANOE/KAYAK members, including, but not necessarily limited to the following areas
  - National Team selections, ranking systems
  - Rule-making
  - Event scheduling
  - Officials assignments, nominations, and certification
  - ICF and COPAC committee nominations
  - Coach education and certification
  - Development of clubs, Junior Olympics, and youth programs
  - Trophies and awards
3. appointing subcommittees and task forces as is necessary to fulfill its role in administrating the above.

d. The Sports Discipline governing committees for the Olympic Sports will initially consist of five (5) members. Four (4) of these will be appointed by the newly formed USA CANOE/KAYAK Board of Directors, and will assume office when so directed by the Board; the fifth will be an athlete elected to that position from among, and by, the athletes who are affiliated with that sports discipline, from the pool of athletes defined by the Sports Act. The Board shall make its best effort to appoint members in such a way as to ensure appropriate diversity, including, but not limited to, by gender, region, and role (e.g., coaches, officials, club leaders, etc.) to ensure that all the various types of knowledge and experience are available. The Board shall have the power to revise the number or makeup of the Sports Discipline governing committees without any amendment to these Bylaws.

## **ARTICLE 5**

### **MEMBERS**

#### **Section 5.1 Membership**

Membership in USA CANOE/KAYAK shall be open to any individual or organization, resident or established in the United States and its Territories, meeting the eligibility requirements for membership as established by the Board of Directors. In establishing the requirements for membership, the Board of Directors may create, in addition to those specified in these Bylaws, classes of membership, provided the rights and responsibilities of members in any class are reasonably related to their participation in the sport. All individual members have the opportunity to indicate the sports discipline in which they wish to be recognized for governance purposes at the time of application. Those not indicating a discipline shall be classified as general members and shall not participate in the governance of any discipline. Those indicating multiple disciplines must designate which discipline will be their primary discipline for the purposes of governance. Each individual member who is at least 18 years old shall have one (1) vote in elections

presented to the general membership, qualified athlete groups, Sports Division voting, and any other place in which it is appropriate for a vote of the membership to be taken. Each organization member shall designate one (1) representative (the “Representative”) to vote on behalf of the organization member on each matter to come before the members.

### **Section 5.2. Categories of Membership.**

USA CANOE/KAYAK may have individual and organization membership categories as follows:

a. Individual Membership Categories –

1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in canoe and kayak.
2. Coach members. Coach members are those individuals who register as active coaches and who are certified as coaches by USA CANOE/KAYAK.
3. Official members. Official members are those individuals who register as active officials and who are certified as officials by USA CANOE/KAYAK.
4. Supporting members. Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USA CANOE/KAYAK.

b. Organization Membership Categories

1. Club members. Club members are those canoe and kayak clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA CANOE/KAYAK.
2. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sports of canoe and kayak.
3. Contributing Organization members. Contributing Organization members are those amateur sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sports of canoe and kayak in the United States or which otherwise support the sport of canoe and kayak in the United States.

### **Section 5.3. Membership Requirements and Dues.**

Membership in USA CANOE/KAYAK is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

#### **Section 5.4. Suspension and Termination of Membership.**

The membership of any member may be terminated at any time with or without cause by the Board of Directors provided that the member has been provided with notice of the termination fifteen (15) days prior to the termination and such notice describes the reasons for the termination. A member shall have the right to be heard at least five (5) days prior to termination by a person authorized to decide that the proposed termination should not take place. A member may only resign if the member has paid all dues then payable.

#### **Section 5.5 Transfer of Membership**

Members may not transfer their membership in USA CANOE/KAYAK. Members shall have no ownership rights or beneficial interests of any kind in the property of USA CANOE/KAYAK.

#### **Section 5.6 Membership Meetings**

a. Annual Meeting

1. Purpose. There shall be an annual meeting of USA CANOE/KAYAK's individual and organization members, which shall be held at a time and place, fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as may come before the meeting. The annual meeting will generally be referred to as the "USA CANOE/KAYAK Assembly." At the USA CANOE/KAYAK Assembly, the Chair of USA CANOE/KAYAK or his or her respective designees shall report on the activities and financial condition of USA CANOE/KAYAK. In addition, the individual and organization members shall consider and act upon such other matters as may be raised consistent with the notice requirements of this section. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response. The USA CANOE/KAYAK Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board shall determine the agenda of the annual USA CANOE/KAYAK Assembly.
2. Time. The USA CANOE/KAYAK Assembly shall be held in conjunction with a meeting of the Board of Directors. The Board meeting shall take place after the USA CANOE/KAYAK Assembly. If practicable, the annual USA CANOE/KAYAK Assembly meeting shall also be held in conjunction with a major USA CANOE/KAYAK competition.
3. Notice. Notice of the USA CANOE/KAYAK Assembly stating the place, date and time of the meeting shall be sent to individual and organization members via e-mail no fewer than thirty (30) days before the meeting. Notice of the USA CANOE/KAYAK Assembly shall also be posted on the website of USA CANOE/KAYAK no fewer than thirty (30) days before the date of the meeting.

b. Regular Meetings

1. Purpose. USA CANOE/KAYAK may hold regular meetings of the individual and organization members at intervals, times, and places to be fixed by these Bylaws or by

resolution of the Board of Directors, for the purpose of considering and acting upon such matters as may be raised consistent with the notice requirements set forth below.

2. Notice. Notice of the regular meeting stating the place, date and time of the meeting shall be sent to individual and organization members via e-mail no fewer than thirty (30) days before the meeting. Notice of the regular meeting shall also be posted on the website of USA CANOE/KAYAK no fewer than thirty (30) days before the date of the meeting.

c. **Special Meetings**

1. Purpose. Special meetings of the individual and organization members may be called at any time by the Chair, the Board of Directors, or by the individual and organization members upon written petition describing the purpose of the special meeting that is dated and signed by at least ten percent (10%) of the individual and organization members and delivered to the Chair. A special meeting shall be held at a time and place specified by the caller or callers of the special meeting.
2. Notice. Notice of the special meeting stating the place, date and time of the meeting shall be sent to individual and organization members via e-mail no fewer than thirty (30) days before the meeting. Notice of the special meeting shall also be posted on the website of USA CANOE/KAYAK no fewer than thirty (30) days before the date of the meeting.

**Section 5.7 Action by Written Consent**

Any action required or permitted to be taken at any meeting of the individual and organization members may be taken without a meeting if a written consent, setting forth the action so taken, (1) is signed by eighty percent (80%) of the members entitled to vote with respect to the subject matter thereof, as evidenced by the signatures of (a) individual members entitled to vote on the subject matter thereof and (b) with respect to organization members, of the Representative of the organization member entitled to vote with respect to the subject matter thereof, and (2) such written consent is filed with the minutes of the proceedings of the members or in USA CANOE/KAYAK's corporate records. Such written consent shall have the same effect as a vote of the individual and organization members at a duly held meeting of the members.

**Section 5.8 Membership List**

After determining the members entitled to vote in an election USA CANOE/KAYAK shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address.

**ARTICLE 6**

**REGIONS**

**Section 6.1. USA CANOE/KAYAK Regions**

The Board of Directors approves the utilization of geographic regions of the United States to serve the interests of the sport of canoe/kayak. Specifically, the Board may apply delineated regions across disciplines and may hold regional competitions or conduct such other regional activities as the Board and the

Chief Executive Officer determine in their sole discretion. Committees may delineate sport-specific regions for their use as long as their respective regional activities do not thwart regional governance or operational viability.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

#### **Section 7.1. General Powers**

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA CANOE/KAYAK shall be governed by, its Board of Directors.

#### **Section 7.2 Function of the Board**

The USA CANOE/KAYAK Board of Directors shall represent the interests of the canoe and kayak community for USA CANOE/KAYAK in the United States and its athletes by providing USA CANOE/KAYAK with policy, guidance and strategic direction. The Board shall oversee the management of USA CANOE/KAYAK and its affairs, but it does not manage USA CANOE/KAYAK. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USA CANOE/KAYAK. The Board shall focus on long-term objectives and impact rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board directors, educates all directors on the business and governance affairs of USA CANOE/KAYAK, and evaluates Board performance.
- b. selects, compensates, and evaluates the Chief Executive Officer and plans for management succession;
- c. reviews and approves USA CANOE/KAYAK's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA CANOE/KAYAK;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USA CANOE/KAYAK's legal and regulatory compliance programs;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, audit and control policies and upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USA CANOE/KAYAK's assets are being properly protected;
- k. monitors USA CANOE/KAYAK's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

#### **Section 7.3 Diversity of Discussion**

USA CANOE/KAYAK's Board shall be sensitive to the desirability of diversity at all levels of USA CANOE/KAYAK, including among its athletes. USA CANOE/KAYAK's Board shall develop and

implement a policy of diversity at all levels of USA CANOE/KAYAK, supported by meaningful efforts to accomplish that diversity. USA CANOE/KAYAK Board shall develop norms that favor open discussion and favor the presentation of different views.

#### **Section 7.4. Qualifications**

Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older. A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, and in collectively serving the long-term interests of USA CANOE/KAYAK. Collectively, the Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA CANOE/KAYAK as well as a high level of experience and capability in Board oversight responsibilities in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have appropriate financial expertise.

Directors shall inform the Board of any changes in their employment responsibilities or other constraints on their time in order for the Board to determine whether it is appropriate to recommend that the Board director step down from continuing his/her Board service.

#### **Section 7.5. Number**

At all times the Board of Directors shall be comprised of at least three (3) members. At the time of the adoption of these Bylaws, the Board of Directors consists of ten (10) directors, including four (4) Independent Directors, two (2) Athlete Directors, one (1) Slalom Director, one (1) Sprint Director, one (1) World Discipline Director and one (1) Affiliated Organization Director. Upon election to the Board, directors shall resign from any affiliations they have with any USA CANOE/KAYAK constituent groups, though they may retain their membership in USA CANOE/KAYAK.

#### **Section 7.6. Election/Selection**

The USA CANOE/KAYAK Board of Directors shall be elected /selected as follows:

- a. The initial Board shall be selected as follows:

**Independent Directors.** The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, four (4) Board directors from among individuals considered to be independent, as that term is defined in Section 7.7.

**Athlete Directors.** There shall be two (2) athlete directors on the Board elected by, Athlete members, one from slalom and one from sprint. Those individuals who have either (a) represented the United States as athletes in the Olympic Games, World Championships or other major international competitions in the disciplines of slalom or sprint within the ten (10) year period prior to December 31 of the year in which the election is held, or (b) finished in the top half of USA CANOE/KAYAK's National Championships as athletes in the disciplines of slalom or sprint within the two (2) year period prior to December 31 of the year in which the election is held are eligible to run and vote. Additionally, in order to be eligible to vote in an election, an individual must be a citizen of the United States and be at least eighteen (18) years of age or older by December 31 of the year in which the election is held. Slalom athletes who meet the definition above will vote for the Slalom Athlete Director and sprint athletes who meet the definition above will vote for the Sprint

Athlete Director. Athlete members who are eligible to vote for Athlete Directors are not eligible to vote for Sport Directors.

**Slalom Director.** The Nominating and Governance Committee shall solicit nominations of individuals with experience in the slalom discipline. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select at least two (2) individuals from those nominated who shall then stand for election. All current, eligible USA CANOE/KAYAK slalom members shall then vote for the Board director. Each USA CANOE/KAYAK slalom member shall have one (1) vote. The individual with the highest vote total is elected.

**Sprint Director.** The Nominating and Governance Committee shall solicit nominations of individuals with experience in the sprint discipline. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select at least two (2) individuals from those nominated who shall then stand for election. All current, eligible USA CANOE/KAYAK sprint members shall then vote for the Board director. Each USA CANOE/KAYAK sprint member shall have one (1) vote. The individual with the highest vote total is elected.

**World Discipline Director.** The Nominating and Governance Committee shall solicit nominations of individuals from the World disciplines within USA CANOE/KAYAK. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select at least two (2) individuals from those nominated who shall then stand for election. All current USA CANOE/KAYAK World discipline members shall then vote for the Board director. Each USA CANOE/KAYAK World member shall have one (1) vote. The individual with the highest vote total is elected.

**Affiliated Organization Director.** If there is no Affiliated Organization member, then the Affiliated Organization Board director seat shall be vacant. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization Board 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 Board Director.

- b. Subsequent USA CANOE/KAYAK Boards of Directors shall be elected / selected in odd years the same manner as above, except that because of the staggered terms of the directors, only four (4) or five (5) director seats will be available to be filled at any one time. The terms of the directors are fully explained in the Sections 7.8 and 7.9.

### **Section 7.7. Independent Directors.**

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each independent director, and disclose those determinations. Under the definition of “independence” adopted by the Board, an “independent director” shall be determined to have no material relationship with USA CANOE/KAYAK, either directly or through an organization that has a material relationship with USA CANOE/KAYAK. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case by case basis by the Nominating Committee.

An independent director shall not be considered independent if, within the preceding two (2) years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with USA CANOE/KAYAK, the ICF, the international regional sport entity of canoe and kayak or any sport family entity of canoe and kayak;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with USA CANOE/KAYAK, the USOC, the ICF, any international or regional federation of canoe and kayak, or any sport family entity of canoe and kayak;
- c. the director was affiliated with or employed by USA CANOE/KAYAK's outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by the USA CANOE/KAYAK's outside auditor or outside counsel as a partner, principal or manager;
- e. the director was a member of any constituent group with representation on the Board;
- f. the director receives any compensation from USA CANOE/KAYAK, directly or indirectly; with the sole exception of athlete directors who may have received athlete funding from USA CANOE/KAYAK.
- g. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA CANOE/KAYAK.
- h. the director was a member of USA CANOE/KAYAK and was involved in an active role or identified with any constituent group.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating and Governance Committee.

### **Section 7.8 Staggered Board**

Directors of the Board shall be elected to staggered four (4) year or shorter terms. To implement the staggered Board system, the initial Board shall be comprised of some individuals who serve two (2) year terms and some individuals who serve four (4) year terms. The Nominating and Governance Committee shall designate prior to selection or election of the initial Board whether a director is serving a two (2) or four (4) year term.

### **Section 7.9 Tenure and Term Limits**

The term of office for a director of the Board of Directors will generally be four (4) years subject to the exceptions described herein. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death. No director of the Board of Directors shall serve more than two (2) consecutive terms. For the initial Board, a term of one half (1/2) the maximum allowed shall constitute a full term. Thus, an individual selected for a two (2) year term shall be eligible to serve only one (1) additional four (4) year term immediately following the two (2) year term in a system with a four (4) year term limit. A Director who has served two (2) consecutive terms will not be eligible to serve again until four (4) years have elapsed.

When a director is elected/selected to fill a vacancy for a period of two (2) years or more because of the resignation, removal, incapacity, disability or death of a director their service shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, and the maximum term is four (4) years, the director may serve one additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one half (1/2) the maximum term, the term shall not be a full term and the director shall be able to serve two (2) additional full terms following completion of the filled vacancy term.

### **Section 7.10 Director Attendance**

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate by any means of communication by which all directors participating may simultaneously hear each other during the meeting.

### **Section 7.11 Director Access to Management and Outside Advisors**

USA CANOE/KAYAK's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource, but they shall not serve as voting members of the Board of Directors. USA CANOE/KAYAK's senior management team shall be available to Board directors outside of meetings but Directors shall direct contact with members of the USA CANOE/KAYAK's management team through the Chief Executive Officer, unless requested otherwise specifically by the CEO. This requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.

### **Section 7.12 Resignation, Removal and Vacancies**

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the Chair of USA CANOE/KAYAK, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director who fails to participate in more than two (2) consecutive meetings during the course of one twelve-month period in person shall be automatically removed from the Board, unless the Director has good cause for missing the meetings and 2/3rds of the Board vote to retain such Director. Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question).

No director shall be subject to removal or to not being re-nominated based on how they vote as a director, unless such voting is part of a violation of the USA CANOE/KAYAK's Code of Ethics.

Any vacancy occurring in the Board shall be filled as set forth for the election of that director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Similar rules shall apply to resignations, removals, and vacancies in the office of Chair.

### **Section 7.13 Regular and Special Meetings**

USA CANOE/KAYAK's Board shall meet at regularly scheduled in-person meetings at least two (2) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call

of the Chair or upon the written request of not less than fifty percent (50%) of the Board.

#### **Section 7.14. Notice of Meetings**

a) Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete or upon electronic receipt confirmation. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

b) A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

c) The notice requirements for a special meeting may be waived only if 2/3rds of the Board agree.

#### **Section 7.15 Quorum**

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.

#### **Section 7.16. Voting by Proxy**

No director may vote or act by proxy at any meeting of directors.

#### **Section 7.17 Presumption of Assent**

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Chair before the adjournment thereof or shall forward such dissent by registered mail to the Chair immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

#### **Section 7.18 Action Without a Meeting**

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records

reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of approval at a meeting and may be described as such in any document.

### **Section 7.19 Agenda**

The Chair, in consultation with the Chief Executive Officer and the chairs of the Board's committees, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

### **Section 7.20 Questions of Order and Board Meeting Leadership**

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board of Directors. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

### **Section 7.21 Effectiveness of Actions**

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

### **Section 7.22 Open and Executive Meeting Sessions**

There shall be three (3) types of Board Meeting Sessions:

- a. Regular—the Executive Director and other staff as determined by the Chair attend
- b. Open---Members may also attend
- c. Executive---only Directors (and any person specifically invited by the Board for the purpose of the Session, e.g., a staff member or legal counsel) may attend

The Chair shall determine whether or not a meeting is to include an Open Session and make every effort to publicize this to the Members at least thirty (30) days in advance of the meeting. Otherwise, all meetings of the Board of Directors shall be regular Sessions. However, in the event the Chair of the Board, with the consent of a majority of the Directors of the Board in attendance, deems it appropriate, the Chair may convene an Executive Session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter. At all times, only the members of the Board of Directors shall have the authority to vote on matters coming before the Board.

### **Section 7.23 Minutes of Meetings**

The minutes of all meetings of the Board of Directors shall be published on USA CANOE/KAYAK's website. Every reasonable effort will be made to approve and publish the minutes within thirty (30) days of the meeting. If approved minutes are not available for posting within thirty (30) days of the meeting, then minutes labeled as "draft" shall be submitted for posting on USA CANOE/KAYAK's website pending the availability of approved minutes.

## **Section 7.24 Compensation**

Directors of the Board of Directors shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA CANOE/KAYAK's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA CANOE/KAYAK in any other capacity, with the sole exception of athlete directors who may receive athlete funding from USA CANOE/KAYAK and with the exception of a director approved to serve as an interim Chief Executive Officer of USA CANOE/KAYAK for a period not to exceed twelve (12) months, which approval must be by two-thirds of the remaining Board members, not including the Board member under consideration to serve as interim Chief Executive Officer. Any Board member serving as interim Chief Executive Officer shall abstain from voting on all matters coming before the Board during the Board member's tenure as interim Chief Executive Officer.

## **Section 7.25. Restrictions**

Directors of USA CANOE/KAYAK shall perform their functions with due care. No individual may serve simultaneously as a director of USA CANOE/KAYAK and as a director of an organization holding membership in USA CANOE/KAYAK or as an officer of another amateur sports organization that is recognized by the USOC as a NGB.

# **ARTICLE 8**

## **BOARD CHAIR**

### **Section 8.1 Designation**

The only officer of the USA CANOE/KAYAK Board shall be a Chair of the Board.

### **Section 8.2 Election/Selection**

The Chair of the Board shall be elected by the directors of the Board and selected from the independent directors. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the ICF, the international regional federation of canoe and kayak, and the USOC.

The Chair shall serve as USA CANOE/KAYAK's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

### **Section 8.3. Authority and Duties of The Chair**

The Chair is responsible for setting the dates, time and place of Board meetings for the preparation of the agendas for the meetings. The Chair shall also have the authority and shall exercise the powers and perform the duties as may be additionally specified by the Board of Directors or these Bylaws, and in any event shall exercise such powers and perform such duties as may be required by law.

### **Section 8.4 Tenure and Term Limits**

The term of office of the Chair of the Board shall be two (2) years. The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the

Chair's earlier resignation, removal, incapacity, disability or death. No Chair of the Board shall serve more than two (2) terms during an eight (8) year period.

When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director can serve two (2) additional two (2) year terms following completion of the filled vacancy term.

### **Section 8.5 Resignation, Removal and Vacancies**

The Chair of the Board may resign by delivering his or her resignation to the Board of Directors. The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office.

## **ARTICLE 9**

### **BOARD COMMITTEES**

#### **Section 9.1. Designation**

There shall be no Executive Committee or other committee(s) with management or governance authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a "super-board" (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

USA CANOE/KAYAK shall have at least the following standing committees: an Audit and Ethics Committee, a Judicial Committee, and a Nominating and Governance Committee.

The Board shall have the exclusive authority to create committees and advisory task forces of the Board of Directors, , including a task force or committee to address athlete team selection issues, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board's. The Chief Executive Officer may make recommendations to the Board of Directors regarding the formation of committees and task forces and may appoint individual members of committees and task forces.

#### **Section 9.2. Assignments**

Committee assignments, including the designation of standing Committee Chairs, shall be made annually by the Board. Assignments shall be made based on a combination of factors including each individual member's expertise and the needs of USA CANOE/KAYAK, and these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Committee members shall be expected to attend in person all regularly scheduled committee meetings. Participation by telephone shall be permitted in exigent circumstances. Each

Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

### **Section 9.3 Number**

All committees and advisory task forces shall have at least twenty percent (20%) athlete representation defined consistently with the USOC's requirements in this area. Membership on standing committees shall not exceed five (5) individuals. USA CANOE/KAYAK committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces shall not exceed five (5) individuals.

### **Section 9.4. Tenure**

The term for all standing and other committee members shall be four (4) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of four (4) years.

### **Section 9.5. Term Limits**

No committee member shall serve for more than two (2) consecutive terms.

### **Section 9.6. Committee Member Attendance**

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12)-month period. Committees are expected to submit approved minutes within 30 days.

### **Section 9.7. Resignation, Removal and Vacancies**

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board, if appointed by the Board or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Board of Directors if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12)-month period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed

not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

### **Section 9.8 No Compensation**

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USA CANOE/KAYAK's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USA CANOE/KAYAK in any other capacity, provided the Board gives explicit approval.

### **Section 9.9 Audit and Ethics Committee**

The Audit and Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit and Ethics Committee and its chair. An independent director of the Board with financial experience shall be on the Audit and Ethics Committee as well as at least one Athlete member in accordance with the USOC's standards. The Audit Committee shall periodically meet separately in executive session individually with management, USA CANOE/KAYAK's financial staff, and USA CANOE/KAYAK's outside auditor. In addition, the Audit Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release and filing of USA CANOE/KAYAK's quarterly financial reports, to review such materials.
- b. The Audit and Ethics Committee shall
  1. recommend the independent auditors of USA CANOE/KAYAK, review the report of the independent auditors and management letter, and recommend action as needed;
  2. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board;
  3. perform such other duties as assigned by the Board.
  4. report to the Board on all ethical issues;
  5. develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
  6. generally administer and oversee compliance with the Code of Ethics;
  7. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
  8. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA CANOE/KAYAK members;
  9. perform such other duties as assigned by the Board.

### **Section 9.10 Judicial Committee**

The Judicial Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair. Members of the Judicial Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws and shall include at least one Athlete member in accordance with the USOC's standards. No

director of the Board shall be appointed to the Judicial Committee. Any member of the Judicial Committee will recuse him/herself from any Judicial Committee activity related to any matter in which he/she has an actual or potential conflict of interest.

- b. The Judicial Committee shall –
  - 1. generally administer and oversee all administrative grievances and right to compete matters filed with USA CANOE/KAYAK;
  - 2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
  - 3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
  - 4. perform such other duties as assigned by the Board.

### **Section 9.11. Nominating and Governance Committee**

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

- a. The initial Nominating and Governance Committee shall be composed of five (5) individuals as follows:
  - 1. one (1) of whom shall be an athlete director on the current USA CANOE/KAYAK Board selected by those four athlete directors
  - 2. two (2) individuals who each bring extensive experience in one of the USA CANOE/KAYAK Olympic Sports Disciplines
  - 3. one (1) member of the current USA CANOE/KAYAK Board selected by the Board who meets the definition of independent set forth in Section 8.7, other than item 8.7(h).
  - 4. one (1) individual who is a professional in the field of human resources or executive recruitment who is appointed by USOC.

The initial Nominating and Governance Committee shall select its own chair from among its members.

- b. Vacancies on the Nominating and Governance Committees shall be filled as follows:
  - 1. one (1) individual shall be appointed by vote of a majority of the members of the Sprint Discipline Committee. The individual appointed shall have extensive experience in the Sprint discipline.
  - 2. one (1) individual shall be appointed by vote of a majority of the members of the Slalom Discipline Committee. The individual appointed shall have extensive experience in the Slalom discipline.
  - 3. one (1) athlete shall be elected by the athlete members of USA CANOE/KAYAK and shall otherwise qualify as an athlete in accordance with the USOC's standards.
  - 4. two (2) individuals shall be appointed by the Board of Directors, at least one of whom shall be independent as that term is defined in these Bylaws.

The Nominating and Governance Committee shall select its own chair from among its members. The chair shall serve a one year term and shall be eligible for re-election for no more than two consecutive years.

- c. The members of the Nominating and Governance Committee shall serve no more than two (2) consecutive terms, each term lasting no more than four (4) years.

- d. Members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other USA CANOE/KAYAK capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

- e. The Nominating and Governance Committee shall:
1. identify and evaluate prospective candidates for the Board;
  2. select individuals to serve on the Board as provided in these Bylaws;
  3. recommend individuals to serve on various committees and task forces as requested by the Board;
  4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
  5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
  6. perform such other duties as assigned by the Board.
- f. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
1. the candidate's contribution to the effective functioning of USA CANOE/KAYAK;
  2. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
  3. whether the candidate continues to bring relevant experience to the Board;
  4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
  5. the candidate's reputation for personal integrity and commitment to ethical conduct; and
  6. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board.

### **Section 9.12 Minutes of Meetings**

The minutes of all meetings of each committee shall be published on USA CANOE/KAYAK's website. Every reasonable effort will be made to approve and publish the minutes within thirty (30) days of the meeting. If approved minutes are not available for posting within thirty (30) days of the meeting, then minutes labeled as "draft" shall be submitted for posting on USA CANOE/KAYAK's website pending the availability of approved minutes.

## **ARTICLE 10**

### **USOC ATHLETES' ADVISORY COUNCIL**

#### **Section 10.1 Designation**

USA CANOE/KAYAK shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

#### **Section 10.2 Qualifications**

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions 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.

### **Section 10.3 Election/Selection**

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions 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 and vote in the election. Additionally, in order to be eligible to vote in the 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. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council.

### **Section 10.4 Tenure**

The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

### **Section 10.5 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.

## **ARTICLE 11**

### **USOC NATIONAL GOVERNING BODIES' COUNCIL**

#### **Section 11.1 Designation**

The USA CANOE/KAYAK shall have a representative and an alternate representative to the USOC National Governing Bodies' Council.

#### **Section 11.2 Election/Selection**

The Chief Executive Officer shall be USA CANOE/KAYAK's representative to the USOC National Governing Bodies' Council. The Chair of the Board of Directors shall be USA CANOE/KAYAK's alternate representative to the USOC National Governing Bodies' Council.

## **ARTICLE 12**

### **CHIEF EXECUTIVE OFFICER**

#### **Section 12.1 Designation**

USA CANOE/KAYAK shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a voting director of the Board.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible for all staff functions. The Chief Executive Officer shall oversee the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA CANOE/KAYAK. The Chief Executive Officer shall, either directly or by delegation, manage all staff functions; assist the Board of Directors or other authorized body in establishing compensation of USA CANOE/KAYAK employees and executives and, hire and terminate the professional staff in accordance with USA CANOE/KAYAK compensation policies and guidelines (established by the Board); develop a strategy for achieving USA CANOE/KAYAK's mission, goals and objectives and present the strategy for approval by the Board; be responsible for resource generation and allocation; coordinate international activities; act as USA CANOE/KAYAK's spokesperson (with the Chair); prepare and submit quadrennial and annual budgets to the Board; and perform all functions as usually pertain to the office of Chief Executive Officer.

### **Section 12.2 Tenure**

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA CANOE/KAYAK, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause. The USA CANOE/KAYAK Board will evaluate the performance of the CEO on an annual basis.

### **Section 12.3 Secretary General**

The Chief Executive Officer shall serve as Secretary General of USA CANOE/KAYAK and in that capacity shall represent the USA CANOE/KAYAK in relations with the ICF recognized by the International Olympic Committee and at international canoe and kayak functions and events.

### **Section 12.4 Responsibilities**

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA CANOE/KAYAK's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. prepare and submit quadrennial and annual budgets to the Board for approval;
- c. determine the staff needed to effectively carry out USA CANOE/KAYAK's mission, goals and objectives, within USA CANOE/KAYAK's budget;
- d. oversee the hiring and termination of all staff;
- e. either directly or by delegation manage all staff functions;
- f. be responsible for resource generation and allocation of resources;
- g. coordinate USA CANOE/KAYAK's international activities;
- h. with the Chair of the Board, act as USA CANOE/KAYAK's spokesperson;
- i. perform all functions as usually pertain to the office of Chief Executive Officer.

## ARTICLE 13

### COMPLAINT PROCEDURES

#### **Section 13.1 Designation of Complaints**

The following kinds of complaints may be filed with USA CANOE/KAYAK:

- a. Administrative Grievance. USA CANOE/KAYAK or any member of USA CANOE/KAYAK may file a complaint pertaining to any matter within the cognizance of USA CANOE/KAYAK, including but not limited to any alleged violation of or grievance concerning: (i) any USA CANOE/KAYAK rule or regulation, (ii) any provision of USA CANOE/KAYAK's Bylaws, or (iii) any provision of the Sports Act relating to USA CANOE/KAYAK's recognition as a NGB;
- b. Right to Compete. Any athlete, coach, trainer, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to compete in a USA CANOE/KAYAK sanctioned competition.

### **Section 13.2 Manner of Filing**

The complainant shall file the complaint with the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complainant.

### **Section 13.3 Filing Fee**

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee payable to USA CANOE/KAYAK. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee payable to USA CANOE/KAYAK, except that USA CANOE/KAYAK is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee (or other appropriate committee) shall determine whether or not to reduce or waive the filing fee.

### **Section 13.4 Statute of Limitations**

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

### **Section 13.5 Field of Play Decisions**

The final decision of an official during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the official) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is: (i) outside the authority of the official to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the official. For purposes of this Section, the term “official” shall include any individual with discretion to make field of play decisions.

### **Section 13.6 Administration**

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA CANOE/KAYAK. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA CANOE/KAYAK.

### **Section 13.7 Hearing Panel**

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall acknowledge receipt of the complaint within three business days and appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USA CANOE/KAYAK or involved in the sport of canoe and kayak.

### **Section 13.8 Conduct of the Proceeding**

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time. Documents which will be used at the hearing and the names of any witnesses must be disclosed to opposing parties at least 3 business days prior to the hearing.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

### **Section 13.9 Expedited Procedures**

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

### **Section 13.10 Complaints Involving Selection to Participate in a Competition**

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

### **Section 13.11 Decision**

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

### **Section 13.12 Arbitration**

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

## ARTICLE 14

### SANCTIONING EVENTS

#### **Section 14.1 Prompt Review of Request**

USA CANOE/KAYAK shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States canoe and kayak athletes to compete in an international athletic competition held outside the United States.

#### **Section 14.2 Standard for Review**

If USA CANOE/KAYAK, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States Canoe and Kayak, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USA CANOE/KAYAK shall grant the sanction requested by the amateur sports organization or person.

#### **Section 14.3 Requirements for Holding an International or National Amateur Athletic Competition in the United States**

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submit, in the form required by USA CANOE/KAYAK, an application to hold such competition;
- b. pay to USA CANOE/KAYAK the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submit to USA CANOE/KAYAK an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrate that –
  1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  2. appropriate provision has been made for validation of records which may be established during the competition;
  3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  4. the competition will be conducted by qualified officials;
  5. proper medical supervision will be provided for athletes who will participate in the competition; and
  6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

**Section 14.4. Requirements for Sponsoring United States Canoe and Kayak Athletes to Compete in An International Athletic Competition Held Outside the United States**

An amateur sports organization or person requesting a sanction to sponsor United States canoe and kayak athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submit, in the form required by USA CANOE/KAYAK, an application to participate in such competition;
- b. pay to USA CANOE/KAYAK the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submit a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. submit a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
  1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  2. appropriate provision has been made for validation of records which may be established during the competition;
  3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  4. the competition will be conducted by qualified officials;
  5. proper medical supervision will be provided for athletes who will participate in the competition;
  6. participants are members of USA CANOE/KAYAK; and
  7. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

**ARTICLE 15**

**RECORDS OF USA CANOE/KAYAK**

**Section 15.1. Minutes**

USA CANOE/KAYAK shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

**Section 15.2 Accounting Records**

USA CANOE/KAYAK shall maintain appropriate accounting records.

**Section 15.3 Membership List**

USA CANOE/KAYAK shall maintain a record of the members in a form that permits preparation of a list of the names, and addresses of the members in alphabetical order, by class.

**Section 15.4 Records In Written Form**

USA CANOE/KAYAK shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

### **Section 15.5. Website**

USA CANOE/KAYAK shall maintain a website as its primary means for the dissemination of information to its members. USA CANOE/KAYAK shall publish on its website (i) its Bylaws, (ii) USA CANOE/KAYAK's rules, and regulations (iii) a procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its most recent annual financial statement; and (v) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA CANOE/KAYAK shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

### **Section 15.6 Records Maintained at Principal Office**

USA CANOE/KAYAK shall keep a copy of each of the following records at its principal office:

- a. the Articles of Incorporation;
- b. Bylaws;
- c. rules and regulations that govern the technical conduct of canoe and kayak events in the United States;
- d. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. all written communications within the past three (3) years to the members generally as the members;
- f. a list of the names and business or home addresses of the current directors;
- g. a copy of the most recent corporate report delivered to the Indiana Secretary of State;
- h. financial statements for each of the last three (3) years;
- i. USA CANOE / KAYAK's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. all other documents or records required to be maintained by USA CANOE/KAYAK at its principal office under applicable law or regulation.
- k. USA Canoe / Kayak shall maintain and publish national level Olympic discipline competition records, national team members and trophy winners.

## **Section 15.7. Inspection of Records by Members.**

*The following rights and restrictions shall apply to the inspection of records by members:*

- a. Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at USA CANOE/KAYAK's principal office, any of the records of USA CANOE/KAYAK described in Section 16.6., provided that the member gives USA CANOE/KAYAK written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. Financial Statements. Upon the written request of any member, USA CANOE/KAYAK shall mail to such member its most recent annual financial statements.
- c. Membership List.
  1. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
- d. Scope of Members' Inspection Rights.
  1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
  2. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
  3. Reasonable Charge for Copies. USA CANOE/KAYAK may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
  4. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA CANOE/KAYAK, or the power of a court to compel the production of corporate records for examination.

## **ARTICLE 16**

### **CODE OF ETHICS**

#### **Section 16.1. Code of Ethics**

USA CANOE/KAYAK shall adopt a Code of Ethics and Conflict of Interest Policy (the "Code") applicable to all USA CANOE/KAYAK, employees, Directors of the Board, committee members, and volunteers. The Code shall be approved by the USOC. Each USA CANOE / KAYAK director and employee shall annually certify compliance with the Code.

## ARTICLE 17

### FIDUCIARY MATTERS

#### **Section 17.1 Indemnification**

USA CANOE/KAYAK shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with USA CANOE/KAYAK, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

#### **Section 17.2 Discharge of Duties**

Each director of the Board and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances and (iii) in a manner the director or officer reasonably believes to be in the best interests of USA CANOE/KAYAK.

#### **Section 17.3 Conflicts of Interest**

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA CANOE/KAYAK, or has an interest adverse to USA CANOE/KAYAK'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: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

#### **Section 17.4 Prohibited Loans**

No loans shall be made by USA CANOE/KAYAK to the Chair of the Board, to any director of the Board, or to any committee or task force member or to any USA CANOE/KAYAK employee. Any Chair, director, committee or task force member or USA CANOE/KAYAK employee, who assents to or participates in the making of any such loan, shall be liable to USA CANOE/KAYAK for the amount of such loan until it is repaid.

## ARTICLE 18

### FINANCIAL MATTERS

#### **Section 18.1 Fiscal Year**

The fiscal year of USA CANOE/KAYAK shall commence January 1 and end on December 31 each year.

#### **Section 18.2 Budget**

USA CANOE/KAYAK shall have an annual budget.

### **Section 18.3 Audit**

Each year USA CANOE/KAYAK shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board of Directors upon completion. Audited financial statements with the audit opinion shall be posted at [www.USACK.org](http://www.USACK.org) for a period of three (3) years.

### **Section 18.4 Individual Liability**

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA CANOE/KAYAK pursuant to the authority granted directly or indirectly by the Board of Directors.

### **Section 18.5 Irrevocable Dedication and Dissolution**

The property of USA CANOE/KAYAK is irrevocably dedicated to charitable purposes and no part of the net income or assets of USA CANOE/KAYAK shall inure to the benefit of private persons. Upon the dissolution or winding up of USA CANOE/KAYAK, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA CANOE/KAYAK, shall be distributed in furtherance of canoe/kayak 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.

## **ARTICLE 19**

### **MISCELLANEOUS PROVISIONS**

#### **Section 19.1 Severability and Headings**

The invalidity of any provision of these Bylaws shall not affect the other provisions these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

#### **Section 19.2 Saving Clause**

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

#### **Section 19.3 Definitions**

The term "days" shall mean calendar days unless otherwise stated.

## **ARTICLE 20**

### **AMENDMENTS OF BYLAWS**

#### **Section 20.1 Amendments**

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present. Any proposed Bylaws change must be published for comment by the membership for at least 30 days prior to such action.

## ARTICLE 21

### INUREMENT OF BENEFITS, AND PROHIBITED ACTIVITIES

#### **Section 21.1 Inurement**

No part of the net earnings of USA CANOE/KAYAK shall inure to the benefit of any Director and no Director shall be entitled to share in the distributions of any USA CANOE/KAYAK assets upon dissolution of USA CANOE/KAYAK or any portion of USA CANOE/KAYAK.

#### **Section 21.2 Prohibited Activities**

Notwithstanding any other provision of these by-laws, no Director or staff member of USA CANOE/KAYAK may conduct any activities prohibited under Section 501 (c) (3) of the Internal Revenue Code or the Sports Act.

## ARTICLE 22

### EFFECTIVE DATE AND TRANSITION

#### **Section 22.1 Effective Date and Election/Selection of New Board**

These Bylaws shall be effective when adopted by the 2008 Board of Directors. Immediately upon adoption, the Nominating and Governance Committee shall initiate the process to have a new Board elected/selected pursuant to these Bylaws. The 2008 USA CANOE/KAYAK Board of Directors will remain in place as the USA CANOE/KAYAK Board of Directors until the new Board is appointed by the Initial Nominating and Governance Committee under these Bylaws, however, in no event shall the 2008 USA CANOE/KAYAK Board remain in office past March 31, 2009. If the new Board is not appointed by that date, the Initial Nominating and Governance Committee shall serve as the Board with full authority to conduct all affairs of USA CANOE/KAYAK. Members of 2008 USA CANOE/KAYAK sports discipline committees and USA CANOE/KAYAK Board committees shall remain in place until replaced by the new Board. Those persons serving as Directors on the 2008 USA CANOE/KAYAK Board will not be eligible to serve on any subsequent USA CANOE/KAYAK Board until (2) years have passed from the date on which the new board is appointed.