



# AMENDED AND RESTATED BYLAWS of the AMERICAN CANOE ASSOCIATION

*Effective January 1, 2023*

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## **ARTICLE I – NAME:**

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

## **ARTICLE II – LOCATION:**

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

## **ARTICLE III – PURPOSES:**

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

The Association will promote and grow paddlesports in the United States through the following:

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

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

Section 3 - STEWARDSHIP AND PUBLIC POLICY - developing and implementing programs designed to preserve our natural environment for human-powered, water-based recreation, and to protect the rights of all paddlers to access and use our public lands and waterways.

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

Section 5 – DIVERSITY, EQUITY, AND INCLUSION - Diversity, equity, and inclusion are fundamental to our organization and organizational partners. We aim to decrease barriers and increase access to paddling opportunities for all. The ACA works to ensure that all people regardless of race, ethnicity, belief, gender, sexual identity, disability, and culture feel respected and valued for their contributions to paddle sports.

## **ARTICLE IV – CORPORATE SEAL:**

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

## **ARTICLE V – MEMBERSHIP:**

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

Section 1 - Eligibility. Any person or organization interested in advancing or participating in the purposes of the Association, including any individual who is a recreational paddler, amateur athlete, coach, trainer, manager, administrator, or official active in paddle sports or any amateur sports organization that conducts programs in paddle sport, may become a member. Membership shall be open to any individual regardless of race, ethnicity, creed belief, color, religion, sex, gender, political affiliation, sexual orientation, gender identity, age, and mental or physical condition.

Any elected or appointed Director, officer, committee member, or council member of the Association shall be a member in good standing at the time of selection and throughout the term of service; provided, however, that Independent Directors need not be members at the time they are first elected but must apply for membership within ten (10) days of their election and thereafter be members in good standing throughout the term of service, including any subsequent consecutive terms.

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

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

Section 3 Dues. Dues for each classification of members shall be established by the Board of Directors.

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

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

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

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

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

Section 2 – Votes by Membership. Elections for Directors, other elected positions, and actions proposed by either the Board of Directors or the membership as described in Section 3, requiring membership decisions shall be conducted by ballot of the eligible membership consistent with policies adopted by the Board of Directors.

Votes of eligible members may be initiated by the Board of Directors, at the Annual Membership Meeting where a quorum is present by majority vote of members eligible to vote at the Annual Membership Meeting, or by petition of not less than ten percent (10%) of members eligible to vote.

Ballots delineating the issues involved or including a list of nominees as appropriate shall be provided to the membership as directed by prevailing law and as determined by the Board of Directors. A reasonable deadline for the tabulation of votes shall be determined by the Board of Directors.

Section 3 - Annual Membership Meeting. The Board of Directors shall determine the location and date of the Annual Membership Meeting and publish same at least three months prior to the event, in addition to notice as described in Article VI, Section 4. The Annual Membership Meeting shall provide a forum for discussion and debate, shall provide an opportunity for floor nominations for national offices consistent with ACA Board Policy GOV-011: Electronic Voting Process, and shall provide an opportunity for proposing specific membership ballots on any issues the membership have authority to govern.

Section 4 – Notice of Membership Meetings. A copy of the notice of any Membership Meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each member entitled to vote at such meeting. If the notice is given personally, by first class mail or by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date.

Section 5 Proxies. Voting by proxy and electronic proxy is allowed. The Board of Directors shall be responsible for proxy voting procedures consistent with established law. Each eligible member shall have one vote. No member may cast more than one vote.

Section 6 - Election of Officials. At the Annual Membership Meeting an election shall be conducted as specified in Section 2. The ballot shall contain the names of those individuals nominated and eligible to run for the various offices properly presented for election. Except as set out in Article VII, Section 2.B for Elite Athlete Directors, the candidate receiving a plurality of votes from the group of members eligible to vote on the position shall prevail.

Section 7 - Voting. Except as otherwise provided by law or in these Bylaws, all matters which shall properly come before the membership shall be decided by a majority of votes cast by the membership present at a meeting at which a quorum is present.

Section 8 - Quorum. The quorum for a Membership Meeting shall be one hundred (100) voting members or ten percent (10%) of the Association membership who currently hold voting rights, whichever is less. As prescribed by law, proxies shall count toward a meeting quorum for the vote in question.

Section 9 - Recall. Any elected Director may be recalled by the membership, except that an Elite Athlete Director may only be recalled by the individuals eligible to vote for such individual. A recall motion shall be made in accordance with Roberts Rules of Order, including written notice containing specific complaints presented to the individual one month prior to presentation of a recall motion at an annual meeting. A two-thirds majority shall be required to refer the recall petition to the membership for ballot as per Article VI, Section 2 of these Bylaws. A two-thirds majority of the ballots cast shall sustain the recall.

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

The governing body of the Association shall be the Board of Directors. Except for the powers granted to the general membership, the Board of Directors shall have all the authority permitted by law, or as set forth in this document, subject to any, if existing, separate provisions set forth for specific properties or assets. The Board of Directors shall focus on long-term objectives and impacts rather than on day-to-day management.

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

- (A) Transact all business of the Association, including the power to enter into binding contracts and other similar agreements on behalf of the Association;

(B) Manage all assets, finances, securities, and properties of the Association in accordance with these and any separately existing provisions for specific assets or properties;

(C) Review and approve the Association's strategic plan;

(D) Approve an annual budget, annual report, and all other planning documents and publications of the Association;

(E) Oversee the financial activities of the Association throughout the year;

(F) Review and approve the financial statements, annual reports, financial and control policies of the Association, and select independent auditors;

(G) Ensure that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport;

(H) Establish the policies, procedures, fee structures, rules, and other regulations governing the Association;

(I) Propose amendments to the Articles of Incorporation and Bylaws of the Association;

(J) Appoint or otherwise select all delegates, representatives, candidates, and other liaisons intended to officially represent the Association before other groups and organizations;

(K) Select, approve the compensation of, evaluate, and terminate the Executive Director;

(L) Delegate management of the activities of the Association to any person(s) or committee(s), however composed, provided that all actions of the Association shall be managed and all corporate powers exercised under the authority of the Board of Directors;

(M) Elect officers; and

(N) Remove individuals from any elected or appointed Association position for cause, upon recommendation by a hearing panel of the Board of Directors, subject to applicable law.

Section 2 - Composition. The Board of Directors shall consist of twelve (12) Directors, with no individual holding more than one position. All Directors must be citizens of the United States who are at least eighteen (18) years of age prior to the date of their election.

Each Director shall be a member in good standing pursuant to Article V, Section 1 and must (i) be in compliance with the Association's Background Check Policy; (ii) sign and abide by the Association's Conflict of Interest form (or such comparable form that the Association may implement from time to time); (iii) abide by the Association's Code of Conduct; (iv) not have served a period of ineligibility for a Safe Sport Code violation as defined by the U.S. Center for SafeSport; (iv) not received a suspension or period of

ineligibility from USADA in excess of three (3) months; and (vii) conduct themselves in accordance with their fiduciary duties to the Association.

Any individual found not to meet these qualifications by the Nominating and Governance Committee (and ACA Athlete Advisory Council, for Elite Athlete Directors) or the Board of Directors will be ineligible to run for election, or to be appointed, to the Board. In case a sitting Board member is found to no longer meet these qualifications by the Nominating and Governance Committee (and ACA AAC, for Elite Athlete Directors) or the Board of Directors, that Director shall automatically be removed from the Board.

The Board of Directors maintains among its members individuals who meet the qualification standards for 10 Year and 10 Year+ Athletes (which terms are defined in Board Policy ATH-001, and who may be collectively referred to as “Elite Athletes”), and ensures that the voting power held by 10 Year Athletes is not less than twenty percent (20%) of the voting power held by the Board of Directors, and that the voting power held by 10 Year and 10 Year+ Athletes combined is not less than thirty three and one third percent (33.3%) of the voting power held the Board of Directors. The Board of Directors shall maintain among its members one (1) Director who shall be considered an Independent Director (described in ACA Board Policy GOV-14: Independence Criteria).

The Board of Directors is composed of the following positions:

- (A) National Activity Council Directors. The Chairs of each of the following three (3) national activity councils will serve as National Activity Council Directors.
  - (i) Safety Education & Instruction Council (one Director). The Chair of the SEIC is the SEIC Director on the Board. The SEIC Director represents the SEIC and will communicate information on all issues related to Safety, Education, and Instruction.
  - (ii) Competition Council (one Director). The Chair of the Competition Council is the Competition Council Director on the Board.
  - (iii) Regional Activity Council (one Director). The Chair of the Regional Activity Council is the RAC Director on the Board. The RAC Director represents State Directors, clubs, and other community groups and will communicate information on issues relevant to grassroots membership.
  
- (B) Elite Athlete (four Directors). The Elite Athlete Directors are as follows:
  - (i) One (1) Elite Slalom Athlete Director;
  - (ii) One (1) Elite Sprint Athlete Director;
  - (iii) One (1) Elite Paracanoe Athlete Director; and
  - (iv) One (1) At Large Athlete Director.

The Nominating and Governance Committee and ACA AAC shall, pursuant to the policies and procedures the two groups jointly develop, solicit nominations of Elite Athlete participants from the slalom discipline for the Elite Slalom Athlete Director, Elite Athlete participants from the sprint discipline for the Elite Sprint Athlete Director, Elite Athlete participants from the paracanoe discipline for the Elite Paracanoe Athlete Director, and Elite Athletes for the At Large Athlete Director. Pursuant to policies and procedures jointly developed by the Nominating and Governance Committee and ACA AAC, the Nominating and Governance Committee and ACA AAC shall review the nominees to ensure that the individuals meet the qualification standards for an Elite Athlete and other qualification standards as may be necessary to comply with the athlete representation requirements of the USOPC (including the requirement that at least half (50%) of the Elite Athlete Directors obtained their 10 Year or 10 Year+ Athlete through competing at an event that, at the time of election/selection, is on a Delegation Event program (“Delegation Event” is as defined in Board Policy ATH-001). Every interested and eligible candidate shall be placed on the ballot. If at least one (1) candidate is not nominated from each discipline, or if the nominations would preclude the ACA from complying with the athlete representation requirements of the USOPC, the Nominating and Governance Committee shall seek additional nominations from the Elite Athlete population so that all required athlete seats are filled.

10 Year Athletes who participate in the slalom discipline will vote to elect the Elite Slalom Athlete Director, 10 Year Athletes who participate in the sprint discipline will vote to elect the Elite Sprint Athlete Director, and 10 Year Athletes who participate in the paracanoe discipline will vote to elect the Elite Paracanoe Athlete Director. 10 Year Athletes will vote to elect the At Large Athlete Director. The nominees for each such Elite Athlete Director seat receiving a plurality vote of the 10 Year Athletes eligible to vote for each such seat shall decide such election, except that the election for each seat will go to the next-highest ranked candidate, by votes, as necessary to comply with the requirement that at least twenty percent (20%) of the Board of Directors is 10 Year Athletes, and at least half (50%) of the Elite Athlete Directors obtained their 10 Year or 10 Year+ Athlete status through competing at an event that, at the time of the election, is on a Delegation event program. No other members except those indicated will be eligible to vote for Elite Athlete Directors.

Notwithstanding anything herein to the contrary, the ACA’s athlete representative to the USOPC Athletes’ Advisory Council (“USOPC AAC”) will be elected pursuant to ACA Board Policy: ATH-003 before elections for Elite Athlete Directors (and/or the ACA’s athlete representative may already be seated at the time of the relevant ACA Elite Athlete Director Elections). The ACA’s athlete representative to the USOPC AAC will automatically fill the seat for the Elite Slalom, Sprint, or Paracanoe Director, whichever is applicable. Elections pursuant to the above paragraphs will be held for the remaining Elite Athlete Director positions.

The ACA’s alternate on the USOPC Athlete Advisory Council will be a nonvoting ex officio member of the Board of Directors.

(C) Affiliated Organizations (one Director). One (1) Affiliated Organizations Director, who will represent all Affiliated Organization Members. “Affiliated Organization” means an amateur sports organization, high-performance management organization, or Paralympic sports organization that conducts a national program or regular national amateur athletic competition in paddle sport on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur



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

Notwithstanding the foregoing, if there is no Affiliated Organization Member, then the seat shall be filled by a fourth At Large Director, elected pursuant to Article VII, Section 2(E), in lieu of an Affiliated Organization Member Director. The At Large Director receiving the fewest number of member votes during their original election shall automatically be removed from the Board of Directors upon admission of an Affiliated Organization Member to the Association and the selection/election of the Affiliated Organizations Director.

(D) Independent (one Director). There will be one (1) Independent Director. The Nominating and Governance Committee shall solicit and review nominations of individuals and will select nominees to be cast as the slate for the Independent Director. All nominees shall meet the ACA independence criteria described in ACA Board Policy GOV-014: Independence Criteria. All individual members will vote to elect this Director.

(E) At-Large (three or four Directors). Three (3) Directors shall be At-Large Directors unless the Affiliate Organization position is not filled in which case there shall be four (4) At Large Directors. The Nominating and Governance Committee shall solicit and review nominations of individuals and will select nominees to be cast as the slate for the At-Large Directors. All individual members will vote to elect these Directors.

(F) Representation on the Board of Directors. Nominations for Director seats selected by the Nominating and Governance Committee shall be open to all individuals regardless of race, ethnicity, color, religion, sex, gender identity, age, sexual orientation, physical disability, or national origin, except that the Association will provide for reasonable representation of both males and females on the Board of Directors. The Board welcomes Directors of diverse backgrounds and perspectives.

(I) Terms of Directors. All Directors shall serve terms commencing on January 1 of the year following the date they are elected and ending on December 31 of the second year of their term or until their successor shall have been elected/selected and qualified, whichever is later. The SEIC Director, the Competition Council Director, the Affiliated Organizations Director, and one or two At-Large Directors shall stand for election in odd numbered years. The Elite Athlete Directors, Independent Director and two At-Large Directors shall stand for election at Annual Membership Meetings in even numbered years. Directors may serve no more than five (5) consecutive terms on the Board of Directors.

Section 3 - Officers. There shall be the following Officers of the Association, each with such duties and authorities as described herein. Duties and responsibilities in addition to

those indicated may be assigned to the appropriate Officer by the President or the Board of Directors. Only Directors are eligible to serve as Officers. Individuals who are officers of any other amateur sports organization that is recognized by the USOPC as an NGB shall be ineligible to serve as Officers of this Association during their tenure of office with the other NGB.

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

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

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

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

(E) Term and Term Limitations. Officers shall be elected by the Board of Directors from within its membership. The term of each office shall be two (2) years. Unless the Board of Directors determines otherwise, the President and Secretary shall be elected after Annual Membership Meetings conducted in even numbered years and the Vice President and Treasurer elected after Annual Membership Meetings occurring in odd numbered years.

Section 4 Director Vacancies; Officer Vacancies. The Board of Directors may fill any vacancies in elected Directors, other than Directors elected or selected by 10 Year Athletes, and any Director so elected shall serve until the end of the original term. Any vacancies in Directors elected by 10 Year Athletes may only be filled by a vote (or selection, if applicable) of the subset of 10 Year Athletes eligible to elect such Directors and the Board of Directors shall conduct a special nomination and election process to replace such Directors within a reasonable time, not to exceed ninety (90) days from the date of such Directors' resignation (or, in the case of the Association's AAC Chair, the position shall be filled by the next duly-elected AAC Chair). The Board of Directors may fill any vacancies in the Officers' positions and, unless the Board of Directors determines otherwise, such Officers shall serve the remainder of the term of the Officer they were elected to replace.

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

Section 6 - Removal. By a three-quarters vote of a quorum of the Board of Directors, a Director or Officer may be removed for cause, found and declared in such resolution for removal. In such event, written notice of the intended action shall be included in the call to the meeting, and the Director or Officer in question shall be given opportunity for rebuttal. Unless the Board of Directors elects otherwise, any removal of a person who is both a Director and an Officer shall remove such person in both capacities.

Those athletes entitled to vote in an election of the Elite Athlete Directors may vote to remove an Elite Athlete Director by the affirmative vote of a three-quarters vote of a quorum of the voters present and voting, at a validly called meeting, of those eligible to vote for Elite Athlete Directors. Written notice of such meeting must be delivered to all those eligible to vote, and such notice must state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. For the avoidance of doubt, unless the athletes elect otherwise, any removal of a person who is both a Director and an Officer, shall remove such person in both capacities.

Section 7 – Attendance. Each member of the Board of Directors is expected to attend all such meetings, subject to excused absences. If a Director misses more than 50% of the meetings in a calendar year that have not been excused, then that individual will be ineligible to serve as a Director and will be automatically removed from the Board of Directors. Unless the Board of Directors elects otherwise, such removal of a person who is both a Director and an Officer shall remove such person in both capacities.

Section 8 - Meeting Dates and Locations. The Board of Directors shall conduct no fewer than three meetings per year, and shall be responsible for selecting the location(s) of these meetings. One of these meetings shall be immediately preceding or immediately following the Annual Membership Meeting.

Section 9 - Meeting Notification. Notice of meetings of the Board of Directors shall be given to each Director by mail, electronic mail, telephone, or hand before the meeting. Notice of all meetings shall be given at least twenty-four hours prior to each meeting. Presence of a Director at a meeting shall constitute waiver of notice of meeting unless the Director attends for the sole purpose of protesting the holding of such meeting and does so either prior to or at the meeting's commencement or immediately upon the Director's arrival if after the meeting's commencement.

Section 10 - Voting. Each Director shall have one vote. Except as otherwise provided by law or in these Bylaws, all matters which shall properly come before the Board of Directors shall be decided by a majority of those votes cast. Directors may only vote by one of the following methods:

(A) Being physically present at a meeting; or

(B) Participating in consideration of a matter via teleconference through which all Directors participating may simultaneously hear each other during the meeting.

Section 11 - Quorum. A majority of the Directors then serving on the Board shall constitute a quorum.

Section 12 - Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Section 13 - Conflict of Interest. In accordance with ACA Board Policy ENC-002: Conflict of Interest, if any Director, officer, committee member, task force member, hearing panel member, volunteer, contractor, or employee of the Association has a financial interest in any contract or transaction involving the Association, or has an interest adverse to the Association's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall:

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

To the extent permitted by applicable law, such matter may be approved by the vote of a majority of the disinterested Directors or disinterested members of such Committee, as the case may be. To the extent known to the Association or known to such individual, any conflict of interest between the Association's interests and any Director, officer, committee member, task force member, hearing panel member, volunteer, contractor, or employee of the Association shall be disclosed and recorded prior to such person's election, appointment, or service in the individual's annual disclosures and as otherwise required pursuant to ACA Board Policy ENC-002: Conflict of Interest.

All other actual or potential conflicts of interest, as defined by ACA Board Policy ENC-002: Conflict of Interest, shall be disclosed and addressed pursuant to the Conflict of Interest policy, including, but not limited to, the applicable process to disclose conflicts of interest during Board meetings.

Section 14 - Action Without a Meeting. Unless otherwise provided by applicable law, any action required to be taken at a meeting of the Board, or any action that may be taken at a Board meeting or in a Board committee meeting, may be taken without a meeting if every Director entitled to vote on the matter signs one or more written consents setting forth the action, signed either before or after such action, and such consent is included in the minutes or is filed with the Association's records. Any action so taken shall be effective when the last Director signs the consent unless the consent specifies a different effective date. Such a written consent may be in the form of a single copy signed by all Directors or in the form of counterparts signed by any number of Directors provided that all counterparts together shall include the signatures of all the Association's Directors.

Section 15 - No Compensation of Board Members. Members of the Board of Directors will not receive any compensation for their service on the Board, except that (i) the Association may reimburse reasonable expenses incurred in connection with a Director's attendance at a Board meeting, and (ii) the Association shall cover the travel costs and may cover other costs for Elite Athlete Directors to attend Board meetings. Nothing in this paragraph will prevent Elite Athlete Directors from receiving compensation as an athlete.

Section 16 - Minutes. The Board will take minutes of all meetings of the Board, except for those meetings or portions of meetings conducted in executive session, and make those minutes available online in a timely manner, not to exceed quarterly. Minutes will, at a minimum, state high-level topics discussed in executive session, and will include when individuals recuse themselves due to a conflict of interest.

## **ARTICLE VIII - COMMITTEES:**

Section 1 - Standing Committees. There shall be the following Standing Committees of the Board of Directors with such duties and responsibilities as described herein. Unless otherwise provided, Standing Committees shall serve in an advisory capacity to the Board of Directors, assisting in the development and implementation of policies and other directives. Duties and authorities in addition to those indicated may be assigned to the appropriate Standing Committee by the Board of Directors. Elite Athlete and Actively Engaged Athlete (as defined in Board Policy ATH-001) representatives shall not be appointed or determined by the Board of Directors; instead, they shall be selected by the ACA AAC in accordance with Board Policy ATH-003.

(A) Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and two (2) other directors. At least one third (33.3%) of the members of the Executive Committee shall be Elite Athlete Directors selected by the ACA AAC. At least twenty percent (20%) of Elite Athlete Directors on the Executive Committee must be 10 Year Athlete representatives. At least half of these athlete representatives will have obtained Elite Athlete representative eligibility through competing at an event that, at the time of election/selection, is on a Delegation Event program. The non-Elite Athlete committee members shall be appointed by the President of the Association and approved by the Board of Directors. Unless otherwise expressly prohibited by law, these Bylaws, or resolution of the Board of Directors, the Executive Committee shall have all of the powers and authority of the Board of Directors during such times as the Board of Directors is not in session. Any motions approved by the Executive Committee must be ratified at a subsequent Board of Director meeting.

(B) Finance Committee. The Finance Committee shall be composed of no fewer than three (3) members of the Board of Directors, and shall include among its members the Treasurer of the Association, who shall chair the committee. At least one third (33.3%) of the members of the Finance Committee shall be Elite Athlete Directors (and at least half (50%) of the Elite Athlete Directors must be 10 Year Athletes). The non-Elite Athlete committee members shall be appointed by the President of the Association and approved by the Board of Directors. The Elite Athlete members shall be selected by the ACA AAC. The Finance Committee shall assist the Treasurer in managing and oversight of Association funds and securities, and prepare planning and reporting documents pertinent to the finances of the Association.

(C) Audit Committee. The Audit Committee shall be composed of no fewer than three (3) members of the Board of Directors, one of whom shall be an Independent Director. At least one third (33.3%) of the members of the Audit Committee shall be Elite Athlete Directors (and at least half (50%) of the Elite Athlete Directors must be 10 Year Athletes). The non-Elite Athlete committee members, including the Chair, shall be

appointed by the Board of Directors. The Elite Athlete members shall be selected by the AAC ACA. The Audit Committee shall:

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

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

Section 3 – Non-Board Committees. There shall be the following non-Board committees of the Association, which shall have no authority to exercise powers of the Board of Directors and shall serve as advisory committees to the Board of Directors and Officers. The President, with the approval of the Board of Directors, may appoint such other special committees as may be deemed desirable in forwarding the purposes of the Association. These committees shall exercise such powers and perform such duties as may be prescribed by the President within the scope of these Bylaws. Members of these special committees need not be members of the Board of Directors; however, all committees shall meet the athlete representation requirements of the USOPC and as set out in these Bylaws unless a waiver is approved by the USOPC.

(A) Property Management Subcommittee. The Property Management Subcommittee shall be a subcommittee of the Finance Committee and shall consist of at least two (2) members appointed by the President. In addition, each Property Board of Trustees or other entity managing real property owned or managed by the Association shall nominate a representative to serve on the Property Management Subcommittee. The purpose of the Property Management Subcommittee shall be to oversee the general management of all real properties under the control of the Association, to propose general management policies and guidelines affecting those properties, and to develop and review proposals regarding the acquisition and disposition of such properties.

(B) Nominating and Governance Committee. The Nominating and Governance Committee shall consist of six (6) members: (i) one (1) representative of the Divisions, Paddle America Clubs and State Directors selected by the Regional Activity Council ; (ii) two (2) SEIC representatives selected by the SEIC; (iii) two Elite Athlete representatives selected by the ACA AAC (at least one of whom must be a 10 Year Athlete); and (iv) one

at large member selected by the President of the Board of Directors and approved by the Board of Directors via a majority vote.

- (1) The Nominating and Governance Committee shall develop a process to jointly identify and vet candidates to serve as the 10 Year, 10 Year+, and Actively Engaged Athlete representatives to the Board and committees with the ACA AAC, solicit and review nominations to the Board of Directors, evaluate nominees for the Independent Director positions to comply with the applicable independence standards as forth in ACA Board Policy GOV-014: Independence Criteria, propose criteria and identify qualified candidates for all positions on the Board of Directors (in conjunction with the ACA AAC for Elite Athlete Directors), and other positions elected by the membership, forwarding a slate of such candidates, upon approval of such slate by the Board of Directors, to the membership for its consideration prior to the Annual Membership Meeting.
- (2) The Nominating and Governance Committee shall develop requirements for administering Board elections to ensure they are handled, fairly, consistently, and appropriately (e.g. free of conflicts, voter eligibility is reviewed and validated, election procedures are followed consistently), subject to approval by the Board of Directors.

(C) Ethics Committee. The Ethics Committee shall consist of at least three (3) members, with Elite Athletes representing at least thirty three and one-third percent (33.3%) of the Ethics Committee, half of whom must be 10 Year Athletes. The non-Elite Athlete members of the Ethics Committee and its Chair shall be appointed by the Board of Directors, and the Elite Athlete members by the AAC ACA. The Ethics Committee shall have the following responsibilities:

- (i) oversee implementation of, and compliance with, ACA Board Policy ENC-001: Ethics and Conduct;
- (ii) report to the Board of Directors on all ethical issues;
- (iii) review and recommend updates to the Association's ethics and conduct polices for the Board of Directors, officers, staff members, committee and task force members, volunteers, and Affiliated Organizations;
- (iv) review and provide guidance on ethical questions presented to it by the Board of Directors, officers, committee and task force members, volunteers, staff and Members; and
- (v) perform such other duties as assigned by the Board of Directors.

(D) Grievance Committee. The Grievance Committee shall consist of three (3) members: (i) two (2) Presidential appointees, with approval of the Board of Directors, and (ii) one (1) 10 Year Athlete selected by the ACA AAC. The Grievance Committee shall administer the Association's grievance procedures pursuant to ACA Board Policy GOV-013: Grievance, including the selection of Hearing Panels.

Section 4 - Committee Terms. All committees of the Board of Directors and all non-board committees shall be appointed promptly following the first meeting of the Board of Directors that occurs after the new members of the board have taken office and shall serve until December 31 of the same year or until their successor has been selected and qualified, whichever is later. Any vacancies may be filled by the persons having the authority to appoint members to the applicable committee who shall serve until the end of the original term. Committee members may serve no more than five (5) consecutive terms on the same committee.

#### Section 5 - Athlete Representation.

All Designated Committees shall be comprised of at least thirty three and one-third percent (33.3%) Elite Athlete members, with at least half of such Elite Athlete members being 10 Year Athletes. Elite Athlete members of such Designated Committees will be selected by the AAC ACA from candidates identified and vetted through a process agreed upon by the AAC and the Nominating and Governance Committee. For any committee overseeing selection of athletes, coaches, and/or staff for a Para sport Protected Competition, at least fifty percent (50%) of the Elite Athlete representatives must have attained 10 Year/10 Year+ Athlete eligibility by competing in a Para sport event. During any period that a Designated Committee does not meet these athlete representation requirements due to an athlete representative vacancy or vacancies, the remaining Elite Athlete members of such committee shall collectively have thirty three and one-third percent (33.3%) of the voting power of such committee, with at least half of such voting power being held by a 10 Year Athlete, to the extent possible.

“Designated Committees” for purposes of these Bylaws means any ACA committee that makes recommendations or decision directly impacting its elite athletes, including at least the following (by name or by function):

1. Allocation of USOPC and/or ACA-provided resources
2. Audit
3. Budget/Finance
4. Compensation
5. Ethics
6. Judicial and any hearing panel affecting any individual’s participation in Protected Competition (as defined in the USOPC Bylaws)
7. Nominating and Governance, including Bylaws amendments
8. Selection of athletes, coaches and/or staff for Protected Competition, including development, approval, and implementation of selection criteria.

All other committees, except those for which the USOPC has provided an exception, shall maintain amongst their membership at least thirty three and one-third percent (33.3%) Actively Engaged Athletes (as defined in Board Policy ATH-001), who will be selected by the AAC ACA from candidates identified and vetted through a process agreed upon by the AAC and the Nominating and Governance Committee. During any period that such committee does not meet these athlete representation requirements due to an athlete representative vacancy or vacancies, the remaining Actively Engaged Athlete members of such committee shall collectively have thirty three and one-third percent (33.3%) of the voting power of such committee.



Appointments to all Board and non-board committees shall be made in conformance with the Sports Act and the USOPC Bylaws. The above athlete representation requirements are modified to the extent the Association has been granted an exemption by the USOPC for a given committee (as noted in Board Policy ATH-001).

Section 6 - Attendance. Each member of a committee of the Board of Directors or a non-Board committee is expected to attend all such meetings, subject to excused absences that have been approved by the chairperson of the committee. If a member of a committee misses more than fifty percent (50%) of the meetings in a calendar year that have not been excused, that individual will automatically be removed from the committee.

Section 7 - Removal of Committee Members. Except for Elite Athlete and Actively Engaged Athlete representatives on a committee, the President may remove individuals serving on Board and non-Board committees, subject to ratification by the Board of Directors. The Association AAC may remove Elite Athlete and Actively Engaged Athletes serving on committees.

Section 8 - No Compensation. Members of a Board or non-board committee will not receive any compensation for their service, but nothing in this paragraph will prevent them from being reimbursed by the Association for expenses related to such service, if approved by the Association, nor will anything in this paragraph prevent Actively Engaged Athlete members of a committee from receiving compensation as an athlete.

Section 9 - Conflict of Interest Statement. All Members of a Board or non-board committee must complete annually the Association's conflict of interest form in ACA Board Policy ENC-001: Ethics and Conduct.

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

The major programs and activities of the Association shall be coordinated by National Activity Committees established by the Board of Directors. National Activity Committees with related programs and purposes shall be assigned by the Board of Directors to work concurrently within a designated National Activity Council. With the exception of councils and committees for which the Association has been granted an exemption by the USOPC, National Activity Councils and Committees shall maintain athlete representation consistent with Article VIII, Section 5.

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

- A. Safety, Education and Instruction Council (SEIC)
- B. Competition Council (CC)
- C. Regional Activity Council (RAC)

(A) Responsibilities. National Activity Councils shall oversee the affairs of individual National Activity Committees and shall represent the interests of those National Activity Committees to the Board of Directors. National Activity Councils shall oversee the

development of all program plans and other reports generated by the National Activity Committees.

(B) Composition. National Activity Councils shall be composed of the elected representatives of National Activity Committees and other units as accepted by each National Activity Council and approved by the Board of Directors.

(C) Governance. The National Activity Councils shall develop their own operating procedures and policies, programs and plans. The SEIC, Competition Council and Regional Activity Council operating procedures and policies, programs and plans, shall be subject to the approval of the Board of Directors. These policies and procedures will define the purpose of each Council, election of officers, meeting schedules, conduct of meetings and other operating guidelines.

Section 2 – Athlete Advisory Council - The ACA Athlete Advisory Council (“AAC”) shall provide athletes with a voice in the governance structure of the ACA in a way that athletes find appropriate. The AAC shall be structured, governed, and operate according to ACA Board Policy: ATH-003, Athlete Advisory Council.

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

Section 1 - Association’s Role as an NGB. Pursuant to Article II and such other purposes set forth in its Articles of Incorporation, this Association shall comply with the requirements for recognition as an NGB as set forth in the Sports Act and the USOPC Bylaws. Accordingly, the Association shall undertake to do the following:

(A) develop interest and participation in paddle sports throughout the United States and be responsible to the persons and amateur sports organizations active in paddle sports;

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

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

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

(E) allow an amateur paddle sports athlete to compete in any international amateur athletic competition conducted by any amateur sports organization or person, unless the Association establishes that its denial is based on evidence that the

organization or person conducting the competition does not meet the requirements stated in Section 220525 of the Sports Act;

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

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

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

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

(J) develop one (1) or more policies that prohibit any individual who is an employee, contractor, or agent of the Association from assisting a member or former member in obtaining a new job (except for the routine transmission of administrative and personnel files) if the individual knows that such member or former member violated the policies or procedures of the U.S. Center for Safe Sport (the "Center") related to sexual misconduct or was convicted of a crime involving sexual misconduct with a minor in violation of applicable law or the policies or procedures of the Center;

(K) promote a safe environment in sports that is free from abuse of any amateur athlete, including emotional, physical, and sexual abuse;

(L) take care to promote a safe environment in sports using information relating to any temporary measure or sanction issued pursuant to the authority of the Center;

(M) immediately report to law enforcement any allegation of child abuse of an amateur athlete who is a minor; and

(N) have in place policies and procedures to report immediately any allegation of child abuse of an amateur athlete, consistent with--(i) the policies and procedures developed under subparagraph (C) of section 220541(a)(1) of the Sports Act; and (ii) the requirement described in paragraph (2)(A) of section 220542(a) of the Sports Act.

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

(A) agrees to submit to binding arbitration in any controversy involving—  
(1) its certification as a national governing body, as provided for in section 220529 of the Sports Act, upon demand of the USOPC; and (2) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, which arbitration under this paragraph shall be

conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the corporation with the concurrence of the USOPC Athletes' Advisory Council and the National Governing Bodies' Council, as required by §220522(4)(B) of the Act, as modified and provided for in the USOPC's constitution and bylaws;

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

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

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

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

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

(G) ensure that the selection criteria for individuals and teams that represent the United States are— (1) fair, as determined by the USOPC in consultation with the national governing bodies, the USOPC Athletes' Advisory Council, and the United States Olympians and Paralympians Association; (2) clearly articulated in writing and properly communicated to athletes in a timely manner; and (3) consistently applied, using objective and subjective criteria appropriate to paddle sports;

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

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

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

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

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

Section 3 – Sanctioning Events. Pursuant to Section 220525 of the Sports Act, the Association shall review every eligible request submitted by an amateur sports organization or person for a sanction and make a determination on such request:

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

(B) to sponsor United States canoe and other paddle sports athletes to compete in an international amateur athletic competition held outside the United States.

Standards and requirements relating to the sanctioning of events shall be set forth by the Board of Directors.

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

Section 5 - USOPC Athletes' Advisory Council. The Association shall have a representative and an alternate representative to the USOPC's Athletes' Advisory Council, elected pursuant to the policies established by the USOPC AAC and these Bylaws.

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

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

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

Section 1 – Purpose. As a member NGB of the USOPC, the ACA is required to adhere to the safe sport rules and regulations of the USOPC. Additionally, USOPC Bylaw Section

8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for Safe Sport as that organization.

Section 2 – Compliance. Any person who is a “Covered Individual” under the rules of the U.S. Center for SafeSport and who participates in the activities or affairs of the Association, and/or who is designated a “Covered Individual” by the Association, is subject to, and agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as they may be amended from time to time. To the extent any ACA rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.

Section 3 – Anti-Doping.

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

(B) It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Paralympic sport organization, or high performance management organization, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or the ACA, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the ICF, the USOPC, and of USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the ICF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person (as those terms are defined in the World-Anti Doping Code) may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the ICF, if applicable or referred by USADA. In addition, Athletes (as defined in the World-Anti Doping Code) agree to submit to drug testing by the ICF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

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

Section 1 - Ownership. The ACA may find it convenient to acquire or lease and operate various real estate properties in furtherance of its charitable mission (each, a "Real Estate Property").

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

Section 3 Management. Each Real Estate Property shall be managed by a separate Trustees Board, operating under the authority of the Board of Directors and these Bylaws, and shall be managed in a manner consistent with these Bylaws. The Board of Directors may assign management of any Real Estate Property to a Chartered Division in lieu of a separate Trustees Board.

Section 4 - Property Boards of Trustees:

(A) Composition. Each Property Board of Trustees shall be structured and selected according to ACA Board Policy: GOV-18, Properties Boards of Trustees.

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

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

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

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

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

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

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

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

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

Section 1 - Divisions. Association members with similar paddling-related interests or geography may, with the Board of Directors' approval, form a Division to further Association purposes. Divisions shall function as required under the terms of a charter established with the Board of Directors. Policies and procedures for Divisions shall be established by the Board of Directors.

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

Section 3 – State Directors. State Directors may be elected to represent ACA members within a state, providing communication and service for members of the Association residing in the state. Policies and procedures for State Directors shall be established by the Board of Directors.

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

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

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

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

Section 4 - Audit. After the close of each fiscal year, the financial transactions and books of the Association for the preceding fiscal year shall be audited by an independent certified public accountant. A report of the audit shall be made to the Board of Directors and at the



Annual Membership Meeting. The Board of Directors may audit Standing Committees, non-Board committees, Divisions, Activity Councils, Property Management Committees and any other committee, task force, or sub group of the Association upon request. The three most recent years of the Association's audited financial statements shall be posted on the ACA website.

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

Section 6 - Indemnification. To the extent permitted under applicable law, the Association shall indemnify each individual who is or was a Director, officer and certain employees identified by the Board of Directors from time to time (collectively "Indemnified Persons") of the Association against any and all liabilities and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Association or such other entity or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of his/her being or having been an Indemnified Person or by reason of any past or future action taken or not taken in his/her capacity as such, whether or not he/she continues to be such at the time such liability or expense is incurred, provided that such individual acted in good faith in what he/she reasonably believed to be the best interests of the Association and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. As used in this section, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by, a Director, officer or such Indemnified Person, other than amounts paid to the Association itself. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Indemnified Person did not meet the standards of conduct as set forth in the first sentence of this section except where there shall have been a judgment rendered specifically finding that the action or conduct of such Indemnified Person constituted negligence or misconduct. Any Indemnified Person who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Board of Directors, but only if: (i) the Board of Directors, acting by a quorum consisting of Directors who are not party to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the Indemnified Person has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the Association) shall deliver to it their written advice that, in their view, such Indemnified Person has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article. The rights of indemnification provided in this section shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person. The Board of Directors may, by proper resolution, purchase and maintain insurance on behalf of any person who is or was an Indemnified

Person of the Association against any liability incurred by him/her in any such capacity, or arising out of his/her status as such.

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

## **ARTICLE XV – AMENDMENTS:**

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

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

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

## **ARTICLE XVI – DISSOLUTION:**

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

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

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

## ADDENDUM A

### APPROVED AMENDMENTS TO THESE BYLAWS

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

<u>Date of Change</u>	<u>Bylaws Change</u>
September 11, 1994	Adopted
January 7, 1997	Amended
February 19, 1999	Amended
February 17, 2001	Amended
February 8, 2009	Amended
November 3, 2012	Amended
October 22, 2017	Amended for NGB status and New York nonprofit law
December 1, 2019	Amended as required by USOPC to update Article VIII, Section 1; Article X, Section 2, and replace USOC with USOPC.
October __, 2022	Amended to recognize the Regional Activity Council, update many provisions, and comply with the Sports Act.