

American Canoe Association

Summary of Bylaws Changes

October 2022

Important caveat:

The following highlights are not an exhaustive description of very single change to the Bylaws. Instead, this document is intended to provide a summary of the most important differences between the current and proposed Bylaws. To review the changes in great detail, a “redlined” version of the changes is also available

Article III - Purposes

We added a new section: 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 V - Membership, Section 1 – Eligibility

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

Revised Wording
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.

Why? Replace current wording with a stronger statement of inclusion.

Article III - Purposes, Section 3 - Conservation and Public Policy

Current Wording of Section 3 heading	Revised Wording
Section 3 - CONSERVATION AND PUBLIC POLICY	Section 3 - STEWARDSHIP AND PUBLIC POLICY

Current Wording of Section 3 body
developing and implementing programs designed to protect our natural environment.....

Revised wording of Section 3 body

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 public lands and waterways.

Why? New wording more accurately reflects our current activities.

Article V, Section 4, Voting Rights

Current Wording

All members, other than those individuals who have not attained the age of eighteen (18) or older as of 12:01 am Eastern Standard Time on January 1st of such year, shall hold full voting rights during their period of membership.

Revised wording

All members, other than those who have not attained the age of 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 the period of their membership.

Why? Enable more members to vote.

Article VI - Governance Authority of Membership, Section 3 - Annual Membership Meeting

Current Wording

The Board of Directors shall determine the location and date of the Annual Membership Meeting and shall announce same to the membership six months prior to the event and also in accordance with prevailing legal means not more than 50 nor less than 30 days prior to the event.

Revised Wording

The Board of Directors shall determine the location and date of the Annual Membership Meeting and shall announce same to the membership three months prior to the event and also in accordance with prevailing legal means not more than 50 nor less than 30 days prior to the event.

Why? Shorten the notice period to provide more flexibility.

Article VII - Board of Directors, Section 1 - General Powers and Authority

Current List of Powers and Authority

Proposed List of Powers and Authority

(A) Transact all business of the Association, including the power to enter into binding contracts and other similar agreements on behalf of the Association	no change
(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;	no change
Not included in current bylaws.	(C) Review and approve the Association's strategic plan;
(C) Approve an annual budget, annual report, and all other planning documents and publications of the Association;	same wording but change to (D)
Not included in current bylaws	(E) Oversee the financial activities of the Association throughout the year;
Not included in current bylaws	(F) Review and approve the financial statements, annual reports, financial and control policies of the Association, and select the independent auditors
Not included in current bylaws	(G) Ensure that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport
(D) Establish the policies, procedures, fee structures, rules, and other regulations governing the Association, or changes therein	same wording but change to (H)
(E) Propose amendments to the Articles of Incorporation and Bylaws of the Association	same wording but change to (I)
(F) Appoint or otherwise select all delegates, representatives, candidates, and other liaisons, intended to officially represent the Association before other groups and organizations;	same wording but change to (J)
Not included in current bylaws	(K) Select, approve the compensation of, evaluate, and terminate the Executive Director;

(G) Delegate management 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;	same wording but change to (L)
(H) Elect officers	same wording but change to (M)
(I) Remove individuals from any elected or appointed Association position for cause, upon recommendation by a hearing panel of the Board of Directors;	same wording but change to (N)

Why? Provide more clarity around the Board’s role and responsibilities.

Article VII - Board of Directors, Section 2 – Composition

Current Wording
All Directors must be citizens of the United States who are at least 18 years of age prior to the date of their election.

New Wording:
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.

Why? Define more specific standards for serving on the Board of Directors.

Article VII - Board of Directors; Officers - Section 2 - Composition

Current Board Structure	Proposed Board Structure
4 At Large	4 At Large
3 Independent	1 Independent
3 Athlete Reps	4 Athlete Reps
1 SEIC Chair	1 SEIC Chair
1 Competition Council Chair	1 Competition Council Chair
None	1 Regional Activity Council Chair

1 Affiliated Organization Rep	We have to include this in the Board structure, but since ACA does not have any Affiliated Organizations (as defined in the Ted Stevens Act), this position will be filled by an At Large Director as noted above.
1 Properties Designee	This position will be replaced by the Regional Activity Council Director who will represent State Directors, Clubs, Divisions, Properties and other community groups. We will still have a Properties Sub Committee that will be a part of the Finance Committee.
1 Immediate Past Pres	None. Most agree that this is a somewhat antiquated concept.
Total = 15	Total = 12

Why? To modernize the Board structure, to bring the Board composition into compliance with recent changes to the athlete representative requirements of the Ted Stevens Act, and to create a new designated seat for the Regional Activity Council.

Article VII - Board of Directors, Section 2 – Composition, (I) Terms of Directors

Current Wording
All Directors shall serve terms commencing on the date of the Annual Membership Meeting where they are elected and ending on the date of the second Annual Membership Meeting following commencement of their term.

Proposed Wording
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.

We also made this change for the BOD for Councils, Committees, and other governance positions: for example, in Article VIII - Committees, Section 4. Committee Terms.

Article VII - Board of Directors, Section 2 – Composition

Current wording
Athlete Representation Requirements are addressed in many sections of the bylaws including:
Article VII, Section 2, intro paragraph

Article VII, Section 2, subsection (D)

Article VII, Section 4

Article VIII - Committees

The required changes are extensive and complicated. We worked closely with outside council to ensure that the new language meets the requirements of the revisions to the Ted Stevens Act. Additional information is available on the ACA website.

Proposed Wording

As an example, this is the new wording regarding athlete representation on the BOD:

- (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.

Why? To comply with recent changes to the Ted Stevens Act and USOPC bylaws requirements.

Article VII - Board of Directors, Section 2 – Composition, definition of Affiliated Organization

Current Wording

not currently defined in bylaws

Proposed Wording

"Affiliated Organization" means an amateur sports organization, high-performance management organization, or Paralympic sports organization that conducts a national program or regular national amateur athlete competition in paddle sports on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition AND ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the applicable organization in relation to all other programs and competitions in the sport in the United States.

We've also added new wording to describe how this Board seat is filled when we do not have any Affiliated Organizations.

Proposed Wording

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.

Why? Provide more clarity about this Board position which is required by the Ted Stevens Act.

Article VII - Board of Directors, Section 2 – Composition, Term Limits for Directors

Current Wording	Proposed Wording
<i>Current bylaws only include term limits for Officers and not for all Directors.</i>	Directors may serve no more than five (5) consecutive terms on the Board of Directors.

Why? Governance Best Practices strongly recommend term limits.

Article VIII - Committees, Section 1 - Standing Committees

Current Bylaws specify three Standing Committees of the Board of Directors:

1. Executive Committee
2. Finance Committee
3. Audit Committee

The proposed Bylaws retain these three committees, but change the number of committee members as follows:

1. Executive Committee – adds one more member which shall be an Elite Athlete (as defined in a board policy) in order to comply with the athlete representation requirements of the Ted Stevens Act.
2. Finance Committee – current bylaws state: the Finance Committee shall consist of no fewer than five (5) members of the Board of Directors. The proposed bylaws change the five to three.
3. Audit Committee – same change as the Finance Committee.

Article VIII - Committees, Section 3 – Non-Board Committees

- (A) Property Management Committee: Proposed bylaws switches this to a sub committee of the Finance Committee which we believe will provide more helpful oversight of the ACA's three properties.
- (B) Nominating Committee: The proposed language changes the name to Nominating and Governance Committee and changes the process by which members are selected.

Current Wording for Nominating Committee member selection
Shall consist of 5 members: (1) one rep of the Divisions, (2) three Presidential appointees, and (3) one Elite Athlete

This is new wording for the Nominating and Governance Committee (N&GC):
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.

Why? allow constituency groups to select their representatives to the N & G Committee rather than the Board of Directors.

Article IX - National Activity Councils and Committees, Sections 1

Current wording	Suggested changes
Section 1 - National Activity Councils. There shall be the following National Activity Councils:	
A. Safety, Education and Instruction	A. Safety, Education and Instruction
B. Competition (Olympic, Paralympic and other sanctioned ACA competition)	B. Competition
	C. Regional Activity Council

We also removed Sections D, E, and F to allow the Councils to codify this information in their own charters and policies & procedures. This will provide a bit more flexibility to each council to govern in a manner that makes sense for them.

Why? To formally recognize the Regional Activity Council as a National Activity Council.

Article IX - National Activity Councils and Committees, Sections 2

This section is new:

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.

Why? To recognize the AAC in ACA’s governance structure in to provide the athletes with an independent voice and in compliance with the Ted Stevens Act.

Article X, Section 2 – National Governing Body Obligations and Compliance with the Ted Stevens Olympic and Amateur Sports Act

in Section 1, added new subsections J, K, L, M, N per USOPC requirements

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.

in Section 2, removed old section H because the language was outdated.

Why: To comply with the Ted Stevens Act.

Article XI - SAFESPORT AND ANTI-DOPING - Section 3, Anti-Doping

Current Wording	Proposed Wording
None	Added new Section (B)

not currently in the bylaws	(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.
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Article XII - ACA Real Estate and Properties, Section 3

Current Wording	Proposed Wording
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.	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.

Why? To more accurately reflect current practices.

Section XIII - Chartered Divisions and ACA Affiliated Clubs, Section 1 – Divisions.

Current Wording	Proposed Wording
Association members residing within a given geographical area, may with Board of Director's approval, form a Division to further	Association members residing with similar paddling-related interests or geography may, with the Board of Directors' approval, form a Division to further the

Association purposes. Divisions shall function as follows under the terms of a charter established with the Board of Directors	Association's purposes. Divisions shall function under the terms of a charter established by the Division and approved by the Board of Directors.
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Added a new Section 3:

<p>Proposed Wording</p> <p>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.</p>

GLOSSARY OF TERMS USED IN THE BYLAWS:

10 Year Athlete – An athlete who has represented the United States in a Delegation Event, World Championships, Qualifying Event, or another event designated by the USOPC (together with the AAC) and the Association (together with the ACA AAC) as an elite level event for purposes of this definition within the previous 10 years.

10 Year+ Athlete – An athlete who has represented the United States in a Delegation Event, World Championships, Qualifying Event, or another event designated by the USOPC (together with the AAC) and the Association (together with the ACA AAC) as an elite level event for purposes of this definition, but not within the previous 10 years.

Actively Engaged Athlete – An athlete who either qualifies as a 10 Year or 10 Year+ Athlete or who has been actively engaged in the 24 months prior to their election/selection in an ACA-sanctioned competition (as defined by the ACA AAC and approved by the USOPC’s NGB Athlete Representation Review Working Group and published in Board Policy ATH-00x).

Delegation Event – The Olympic Games, the Olympic Winter Games, the Paralympic Games, the Paralympic Winter Games, the Pan American Games, and the Parapan American Games.

Designated Committees – Nominating and budget committees, panels empowered to resolve grievances, and committees that prepare, approve or implement programs in the following areas: (i) expenditures of funds allocated to NGBs by the corporation; and (ii) selection of Protected Competition (as that term is defined in the USOPC Bylaws) team members including athletes, coaches, administrators, and sports staff.

Elite Athlete – An athlete who qualifies as either a 10 Year or 10 Year+ Athlete.

“Protected Competition” means: 1) any amateur athletic competition between any athlete or athletes officially designated by the appropriate NGB as representing the United States, either individually or as part of a team, and any athlete or athletes representing any foreign country where (i) the terms of such competition require that the entrants be teams or individuals representing their respective nations and (ii) the athlete or group of athletes representing the United States are organized and sponsored by the appropriate NGB in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance, except for domestic amateur athletic competition, which, by its terms, requires that entrants be

expressly restricted to members of a specific class of amateur athletes such as those referred to in Section 220526(a) of the Act; and 2) any domestic amateur athletic competition or event organized and conducted by an NGB in its selection procedure and publicly announced in advance as a competition or event directly qualifying each successful competitor as an athlete representing the United States in a Protected Competition as defined in 1) above.

Qualifying Event – The ICF World Championship Events and the ICF World Cup Competitions (whether or not in an Olympic/Paralympic discipline) or being an “A” finalist in the ACA Olympic/Paralympic Trials.