



ACA Board Meeting
[Video Conference]

Wednesday, October 16, 2024
[Draft]

David Lumian began the meeting at 7:30 p.m. The published agenda formed the general format for the minutes (See Appendix A).

Attendance. Attendance was taken from the video logins. **BOD Present:** Hunter Branstetter, Suzanne Britt, Beverly Cosslett, Zach (Bud) Lokken, Robert Kauffman, Anna Levesque, Dave Lumian, Risa Shimoda, Andrea White.

BOD Not Present: Thom Crockett, Kenny Kasperbauer, Jack Wallace

Staff Present: Beth Spilman

Other Attendees: Jerry Dunne

APPROVAL OF THE MINUTES

The September minutes were not reviewed nor were they approved.

OLD BUSINESS

Dragon Boat Grievance. (Appendix B). Jerry Dunne and Hunter presented the recommendations of the Grievance Committee for review and action by the BOD. The hearing panel formed pursuant to the ACA's grievance policy to hear the Dragon Boat USA grievance ruled that the grievance should be "**dismissed with prejudice.**" There was a discussion regarding the action to be taken by the board. It was concluded that the board needed to "**affirm the decision.**" There was a secondary discussion regarding the role of Hunter and Dave with the motion. Since they were involved in some aspect of the grievance process, it was concluded that it was appropriate for them to abstain on the vote. Suzanne made the following motion. It was seconded.

MOVED: Make the motion that we [BOD] affirm the hearing panel's decision on the Dragon Boat grievance as written. [Disposition: motion passed; no nays; two abstentions: Hunter Branstetter and Dave Lumian]

SEIC Motions. There are five motions. Dave suggested that we postpone the action on the SEIC motion until the next meeting. There was general agreement and the motions were moved to the next meeting.

COO Funding. Beth provided an update. From an operating income perspective, we have roughly \$60,000. A recommended dues increase could occur in roughly six months after we get the new system online since the data gained from the new system could alter the finances. A five dollar increase in dues could increase operating fund by roughly \$70,000 less any attrition.

Beth indicated her top three objectives for 2025. These were the 1) the hiring of the COO position, 2) the Sport 80 system, and 3) the installation of SEIC's leader pathways. The COO position and the leader pathway requires money. The Sport 80 system requires staff time.

ADJOURNMENT

A motion was made and seconded to adjourn at 8:36 p.m. The motion passed. The next meeting is scheduled for Tuesday, October 29th.

Respectfully Submitted,

A handwritten signature in blue ink, appearing to read "Robert B. Kauffman".

Robert B. Kauffman
Secretary

Appendix A

American Canoe Association Board of Directors Meeting Agenda

September 18, 2024

OLD BUSINESS

- Dragon Boat Grievance 7:30 - 7:50
- SEIC motions - require BOD approval 7:50 - 8:00
- How to Fund the COO Position 8:00 - 8:10
- Next Steps for 2025 Planning and Budgeting 8:10 - 8:30

Appendix B

RULING ON GRIEVANCE FILED ON BEHALF OF DRAGOB BOAT USA, LLC

This ruling addresses an organizational grievance filed on behalf of Dragon Boat USA, LLC (“DB USA”) a legally distinct nonprofit organization formed in Pennsylvania, against the American Canoe Association (“ACA”) and particularly its Executive Director and Board Chair (the “Grievance”). The Grievance came before a hearing panel of three impartial persons duly empaneled by the ACA’s Grievance Committee pursuant to the ACA’s Grievance Policy: Hunter Branstetter (serving both as chair of the panel and as the Elite Athlete representative), Jerry Dunne, and Marsh Jones.

For the reasons described herein, after a detailed review of the multiple submissions related to the Grievance, a thorough analysis of other related and controlling documents such as the ACA’s Bylaws as well as other non-ACA documents such as the ICF’s Statutes, and reviewing certain available information in the ACA’s records, the Hearing Panel has determined that grievance’s gravamen is one of policy and procedure, that no facts material to the resolution of this grievance are reasonably in dispute such that it so requires only procedural review. For the reasons detailed herein, the Hearing Panel is dismissing the Grievance with prejudice.

Relevant Procedural and Factual Background

As indicated in their governing documents and as confirmed by the Pennsylvania Secretary of State’s office, DB USA is a Pennsylvania limited liability company formed in February 2012. DB USA is an entirely separate and legally distinct entity from the ACA.

DB USA asserts that, despite being a legally distinct entity, some of its members had at some point in the past been designated as the competition committee for the ICF discipline of dragon boat by USA Canoe and Kayak (“USACK”)—an entity which had previously served as the National Governing Body (NGB) for paddle sports in the United States and which oversaw the ICF competitive disciplines in the United States. The evidence available to the Hearing Panel indicates that this is true, and the hearing panel accepts it as true.

Thereafter, in 2017, USACK ceased to be an independent entity serving as the National Governing body for paddle sports in the United States and in October of 2017, the ACA became the NGB overseeing U.S. competition for paddle sports in the United States, including the various non-Olympic ICF disciplines. DB USA asserts that, by virtue of its prior existence in USACK, it became the ACA’s relevant governing sub-body for Dragon Boat in the ACA. However, the ACA had not provided any mechanism for prior committees of USACK having any “legacy” jurisdiction in administering any paddle sports in the United States.

DB USA, however, asserts that around 2017 or thereafter certain relevant members of the then-existing ACA leadership team—namely some combination of Chris Stec, Morgan House, and/or Scott Shipley—affirmatively approved DB USA’s continued role as the Dragon Boat Committee for the Competition Council, reviewed DB USA’s then-existing governing documents, and stated that to DB USA that these governing documents were sufficient and proper. DB USA has not been able to produce corroborating evidence for this assertion, nor can the ACA provide any corresponding documentation or collaboration in that the persons purportedly involved ceased working for the ACA years before this Grievance was filed. Regardless, the Hearing Panel accepts as true for the purposes of this decision that at one point after the ACA became the NGB for paddle sports in the United States, DB USA was operating

as the Competition Council’s Committee for Dragon Boat.¹ It appears that DB USA thereafter commenced—or, perhaps more accurately, continued—to operate largely autonomously, invoking the imprimatur of the ACA but otherwise not engaging with the ACA.

After a process of revisions in October 2017 and December 2017, the Competition Council’s current version of its Operating Procedures were adopted and approved by the ACA’s Board of Directors effective February 7, 2018 (the “Operating Procedures”).² These Operating Procedures were substantially more robust and detailed than the preceding version that had existed before the ACA became the NGB for paddle sports in the United States in 2017. It does not appear that DB USA participated in this procedure.

ACA membership records establish that many, if not all, of DB USA’s membership or leadership either were not ACA members at any significant point during this timeframe or allowed their memberships to lapse. For example, Rocco English, the current Chair of DB USA’s Governance Committee (which, per DB USA’s Administrative and Operating Procedures is the functional equivalent of its Board of Directors) did not join the ACA until March 2024. Similarly, DB USA Governing Committee member Michael Parra also did not join the ACA until March 2024. Mike Blundetto—DB USA’s head coach and an ex officio member of DB USA’s Governing Committee—was formerly an ACA member, but his membership lapsed in 2019 and he did not rejoin until February 2024.

These leadership members of DB USA could not and did not function as members of any ACA committee administering any dragon boat activities at any time they were not ACA members.

In 2021-2022, the ACA undertook a process to amend its bylaws in a number of ways, including amendments related to competition committees. These amendments were well-publicized to the ACA’s membership in the time leading up to the vote and required election of the members of the competition committees. This education campaign about the proposed amendments and upcoming elections began as early as October 2021, when the ACA’s then-board chair and executive director hosted two online informational sessions about the amendments. These amendments were actually voted on and ratified as a part of the ACA’s elections in the fall of 2022 and became effective in January 1, 2023.

An election was held for the membership of the Dragon Boat committee of the ACA, and the results of that election were:

Mary Melton - 38 votes

Andrew Surles - 33 votes

¹ Although it is not directly relevant for this ruling, the Hearing Panel notes that it is troubling that a legally distinct entity was permitted to operate as a Competition Committee Council; based on the Hearing Panel’s own understanding and experience, in other instances (such as when freestyle was added as an ICF discipline that was under USACK/now the ACA’s purview), the previously separate legal entity governing the discipline was dissolved and converted into the Competition Council Committee for that discipline. Moreover, the Hearing Panel notes its surprise that the ACA’s past staff would have found that DB USA’s governing procedures to be sufficient.

² This version of the Competition Council’s operating procedures remain effective, although certain aspects of it have been supersede by statute in the form of the more recent revisions to the Ted Stevens Olympic and Amateur Sports Act.

Leslie Crandell - 32 votes

Steve Evans - 32 votes

Jackson Lau- 31 votes

Nicholas Lee - 11 votes

Mas Nash - 10 votes

Rocco English - 9 votes

Swati Kadam - 9 votes

Michael Parra - 9 votes

Tanner Foreman- 7 votes

Amir Salem - 6 votes

Macy Dwyer - 2 votes

Terry Nash - 2 votes

William Griffin - 2 votes

Vilay Rajbout - 2 votes

Ge Wu - 1 vote.

The Grievance was initially submitted as an email by Rocco English, the current Chair of DB USA's Governance Committee (which, per DB USA's Administrative and Operating Procedures is the functional equivalent of its Board of Directors) to the ACA's Competition Council chair, Risa Shimoda, on March 17, 2024. Ms. Shimoda, in turn, forwarded this email to Mr. Branstetter in his capacity as chair of the ACA's Grievance Committee. After preliminary reviewing the Grievance as then submitted, conferring with Beth Spilman, the ACA's Executive Director, to confirm that—although she would typically be involved in the initial review of a grievance—she would not be involved in the review of the Grievance because she was a named respondent, and otherwise discussing at a procedural level with the other members of the ACA's Grievance Committee, on March 25, 2024, Mr. Branstetter sent to Mr. English on behalf of DB USA an email notifying DB USA that the Grievance was being preliminary accepted as filed and asking for clarification and further information on certain aspects of the Grievance. Thereafter, on March 26, 2024, Mike Blundetto—DB USA's head coach and an ex officio member of DB USA's Governing Committee—responded with what amounted to an amended and restated, significantly more detailed, version of the Grievance.

Analysis

At base, DB USA's grievance stems from the ultimately incorrect assumptions either that once DB USA was approved to be the Competition Council Committee for Dragon Boat by USACK, it could permanently hold this position, or that DB USA's governing documents in its capacity as the committee for Dragon Boat somehow supersedes the ACA's own governance. DB USA continually relies on its

own governing documents to support its members as the “legacy” members of a dragon boat committee and without reference or any supporting authority to the ACA’s own Bylaws or other relevant governing documents, such as the USOPC governing documents or the Ted Stevens Act.

This proves fatal to DB USA’s grievance.

Per Article IX, Section 1(B) of the ACA's Bylaws, National Activity Councils (as is relevant here, one of which is the Competition Council) "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. . . ." In turn IX(1)(C) of the Bylaws provides in relevant part that "The National Activity Councils shall develop their own operating procedures and policies, programs and plans subject to the approval of the Board of Directors." The ACA’s Bylaws provide explicitly that the Competition Council, as a National Activity Council, must be composed of elected members of the National Activity Committees—of which the Dragon Boat Competition Council Committee is one—and is to develop its own policies and procedures that are to be approved by the ACA Board of Directors.

DB USA’s own internally developed policies did not follow this procedure, even if at one time they had been approved by former ACA leadership operating under previous ACA Bylaws. This is true for the governing documents that were assumed to have been approved at one point in or around 2017 by the ACA former leadership, and certainly remains true for the 2023 revisions to DB USA’s governing documents.

DB USA’s grievance is based primarily on its belief its own governance policies developed without any ACA Board approval, and its asserted “legacy” position control the administration of dragon boat in the ACA, and trump the ACA Bylaws. DB USA has not shown how this position is supported by any ACA or USOPC governance policy, and is not accepted by the panel.

Similarly, and turning to the [ACA Competition Council’s Operating Procedures \(last revised 2/7/2018\)](#)—which are subordinate to the ACA’s Bylaws but which control here according to those same Bylaws—there is a recognition of “Dragon Boat (ICF)” as a Competition Council Committee. Notably, however, these Operating Procedures do not recognize Dragon Boat USA as being the Dragon Boat Competition Council Committee or delegate any authority to Dragon Boat USA. This absence is particularly notable given that, according to DB USA, these Operating Procedures were adopted not long after DB USA was approved to be the ACA’s competition council committee for dragon boat.

Instead, Article VI(C)(3) of the Competition Council’s Operating Procedures provide a fairly detailed process for how each competition council committee—including the Dragon Boat Competition Council Committee—is to be selected. Heavily summarizing this process, there is to be a call for nominations facilitated by the ACA national office, an election by electronic ballot in which all current ACA competition members registered in that discipline are entitled to vote, and then the top vote getters are elected to become the voting members of the respective competition council committee. The Competition Council Operating Procedures in Article VI, Section D then provide that the Competition Council Committees each develop and maintain competition rules for their respective disciplines and thus would be responsible for administering things like team selection. In other words, this competition council committee is vested with exactly the sort of authority that DB USA is trying to assert for itself.

In response to this, DB USA’s core contention is that, to the extent that there were changes to the governing rules, it was the ACA’s job to apprise DB USA of these changes. DB USA—seemingly correctly—notes that there has been very little communication between it and the ACA in a number of

years and that much of the ACA’s leadership from in and around 2017 when DB USA asserts that it became the competition council committee for dragon boat no longer is with the ACA.

This contention, however, erroneously tries to shift the burden onto the ACA to assure DB USA operates according to the Bylaws and rules of the ACA. Again, the fact that DB USA has organized itself as an entirely separate legal entity from the ACA, and the fact that at relevant times purported leaders of DB USA were not even members of the ACA, indicates DB USA has not been operating properly as an administrative unit of the ACA.

As a factual finding, the ACA has not been secretive about any of the changes at committee governance and advertised the changes and requirements for the dragon boat members to organize properly as an ACA committee. The Competition Council’s operating procedures were revised through that council over the course of several months and meetings, and DB USA did not participate in this process. Similarly, the ACA’s Bylaw amendments that went into effect in 2023 but that were considered and voted on in 2021 and 2022 were well-publicized. The ACA had no obligation to contact a legally distinct organization whose leadership largely (if not entirely) composed of non-ACA members to discuss these changes. These facts cannot be reasonably contested. It is not a failure of the ACA nor any evidence of retaliation by the ACA Executive Director or Board Chair as a result of DB USA not following ACA bylaws and procedures in the organization for the dragon boat committee.

The grievance is therefore dismissed with prejudice.

 Recoverable Signature

X /s/ Hunter Branstetter

Hunter Branstetter
Chair
Signed by: trust_0e5c2d33-c4e6-4593-8db5-132a26cab00c

 Recoverable Signature

X /s/ Jerry Dunne

Jerry Dunne
Signed by: trust_0e5c2d33-c4e6-4593-8db5-132a26cab00c

 Recoverable Signature

X /s/ Marsh Jones

Marsh Jones
Signed by: trust_0e5c2d33-c4e6-4593-8db5-132a26cab00c