

**USA Canoe/Kayak  
Minutes of Meeting of Board of Directors  
August 19, 2009  
via teleconference**

**1. Call to order and determination of quorum**

The meeting convened via teleconference at 5 p.m. Eastern Standard Time with the following directors present:

1. David Backer
2. Ross Flemer
3. Marian Hanson
4. Joe Jacobi
5. Jenny Storms
6. Humpy Wheeler

Peter Newton joined the meeting during the discussion of Item #14-2009.

Fred Mechini and Richard Perlmutter were absent.

The following staff members were present:

1. David Yarborough
2. Bennett Wetch

**2. Approval of Minutes of May 8-9, 2009 Board meeting**

Motion: Humpy Wheeler

Second: Ross Flemer

To approve the minutes of the May 8-9, 2009 Board meeting.  
Approved (6 yes; 0 no)

**3. Approval of Minutes of June 10, 2009 Board meeting**

Motion: Jenny Storms

Second: Humpy Wheeler

To approve the minutes of the June 10, 2009 Board meeting.  
Approved (6 yes; 0 no)

**4. Item #14-2009: Approval of recommendations for appointment to the Audit and Ethics Committee and appointment of chair**

Motion: Humpy Wheeler  
Second: Ross Flemer

To approve the recommendations of the Nominating and Governance Committee for the following persons to serve as members of the Audit and Ethics Committee:

- Tamara Christopherson (athlete member)
- C. Roger Hibbard
- Michael Mistler
- Jackie Weiner

Approved (7 yes; 0 no)

Motion: Marian Hanson  
Second: Peter Newton

To appoint Tamara Christopherson as chair of the Audit and Ethics Committee.

Approved (7 yes; 0 no)

**5. Item #15-2009: Approval of recommendations for appointment to the Judicial Committee and appointment of chair**

Motion: Joe Jacobi  
Second: Ross Flemer

To approve the recommendations of the Nominating and Governance Committee for the following persons to serve as members of the Judicial Committee:

- Charles Luckman
- Christina L. Mack
- Cliff Meidl (athlete member)
- Colleen O'Neill
- S. Lamar Sims

Approved (7 yes; 0 no)

Motion: Humpy Wheeler  
Second: Ross Flemer

To appoint S. Lamar Sims as chair of the Judicial Committee.  
Approved (7 yes; 0 no)

**6. Item #16-2009: Approval of new mission statement**

Motion: Joe Jacobi  
Second: Humpy Wheeler

To approve the change of the mission statement of USA Canoe/Kayak to,  
"To realize the dreams of competitive paddlers."  
Approved (7 yes; 0 no)

**7. Item #17-2009: Annual USA CANOE/KAYAK Assembly**

Motion: Humpy Wheeler  
Second: Jenny Storms

To hold the annual meeting of USA CANOE/KAYAK's individual and organization members (the USA CANOE/KAYAK Assembly) on Thursday October 1, 2009 beginning at 3:00 p.m. at the U.S. National Whitewater Center, 5000 Whitewater Center Parkway, Charlotte, NC (see <http://www.usnwc.org>) and to provide notice of the USA CANOE/KAYAK Assembly to individual and organization members via e-mail and by posting on the website of USA CANOE/KAYAK no fewer than thirty (30) days before the date of the Assembly.  
Approved (7 yes; 0 no)

**8. Item #18-2009: Regular meeting of Board of Directors**

Motion: Marian Hanson  
Second: Joe Jacobi

To hold the next in-person regular meeting of the Board of Directors on Thursday October 1, 2009 beginning at 8:00 a.m. at the U.S. National Whitewater Center, 5000 Whitewater Center Parkway, Charlotte, NC, and continuing until 3:00 p.m. and resuming immediately following the USA CANOE/KAYAK assembly.  
Approved (7 yes; 0 no)

## 9. Item #19-2009: Amendment of Bylaws

Motion: Humpy Wheeler

Second: Ross Flemer

To amend the Bylaws of USA CANOE/KAYAK as follows (deleted text is show in ~~strike-out~~; added text is shown in underline) at the October 1, 2009 regular meeting of the Board of Directors:

- i. Section 7.6(a) of the Bylaws shall be changed as follows to correct an internal cross-reference:

**“Independent Directors.** The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, four (4) Board directors from among individuals considered to be independent, as that term is defined in Section ~~8.77.7~~.”

- ii. Section 7.6(b) of the Bylaws shall be changed as follows to correct an internal cross-reference:

“Subsequent USA CANOE/KAYAK Boards of Directors shall be elected / selected in odd years the same manner as above, except that because of the staggered terms of the directors, only four (4) or five (5) director seats will be available to be filled at any one time. The terms of the directors are fully explained in ~~the Section 8.10~~ Sections 7.8 and 7.9.”

- iii. Section 9.10(b)(2) of the Bylaws shall be changed as follows to correct a typographical error:

“identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on ~~hiring~~ hearing panels;”

Pursuant to Section 20.1 of the Bylaws, the proposed Bylaw amendments shall be published on the website of USA CANOE/KAYAK for comment by the membership for at least thirty (30) days prior to the Board of Directors adopting the proposed amendments.

Approved (7 yes; 0 no)

**10. Item #20-2009: Discussion of vision statement, goals and objectives in preparation for the October 1, 2009 meeting of members and Board**

The Board discussed its intention to devote a substantial portion of its October 1 Board meeting to a discussion of USA Canoe/Kayak's mission, goals and objectives and then direct the Executive Director to prepare a strategic plan to submit to the Board for review and approval, on a timeline to be established by the Board, to achieve the mission, goals and objectives.

In advance of the Board's October 1 meeting, the Executive Director will provide the Board with written materials that the Executive Director believes will be helpful in the discussion.

**11. Meeting Adjournment**

Motion: Humpy Wheeler

Second: Ross Flemer

To adjourn the meeting.

Approved (7 yes, 0 no)

The meeting adjourned at 6:00 p.m. Eastern Standard Time.