

**USA Canoe/Kayak
Minutes of Meeting of Board of Directors
October 18, 2009
via teleconference**

1. Call to order and determination of quorum

The meeting convened via teleconference at 5:35 p.m. Eastern Standard Time with the following directors present:

1. David Backer
2. Ross Flemer
3. Marian Hanson
4. Joe Jacobi
5. Fred Mechini
6. Peter Newton
7. Richard Perlmutter
8. Jen Storms

Humpy Wheeler was absent.

2. Item #34-2009: Amendment of Bylaws

Motion: Fred Mechini

Second: Richard Perlmutter

That in order to provide the Board with the flexibility required to properly plan for management succession and with the flexibility to act in case of an unforeseen corporate crisis, the Board amend Section 7.24 of the Bylaws of USA CANOE/KAYAK as follows (deleted text is show in ~~strike-out~~; added text is shown in underline):

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

Executive Officer shall abstain from voting on all matters coming before the Board during the Board member's tenure as interim Chief Executive Officer.

Pursuant to Section 20.1 of the Bylaws, the proposed Bylaw amendment 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 amendment.

Approved (7 yes; 0 no; Joe Jacobi abstained)

3. Meeting Adjournment

The meeting adjourned at 5:52 p.m. Eastern Standard Time.