

**USA Canoe/Kayak
Minutes of Meeting of Board of Directors
November 23, 2009
via teleconference**

1. Call to order and determination of quorum

The meeting convened via teleconference at 5:00 p.m. Eastern Standard Time with the following directors present:

1. David Backer
2. Ross Flemer
3. Marian Hanson
4. Joe Jacobi (also in his role as Chief Executive Officer)
5. Peter Newton
6. Jen Storms
7. Humpy Wheeler

Richard Perlmutter was absent.

Fred Mechini joined the call at 5:10 p.m during the Executive Director's report.

2. Approval of Minutes

Motion: Marian Hanson
Second: Humpy Wheeler

To approve the Minutes of:

- a. the October 1, 2009 Board meeting
- b. the October 1, 2009 Annual Assembly
- c. the October 18, 2009 Board meeting teleconference
- d. the October 18, 2009 Board Executive Session teleconference

Approved (6 yes; 0 no; Joe Jacobi abstained)

3. Executive Director's Report

Joe Jacobi informed the Board of his plans to spend the week of November 30 to December 4 in Oklahoma City and of his objectives for the trip.

4. Item #36-2009: Amendment of Bylaws

Motion: Ross Flemer

Second: Humpy Wheeler

To 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.

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

5. Meeting Adjournment

Motion: Humpy Wheeler

Second: Fred Mechini

To adjourn the meeting and convene in Executive Session.

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

The meeting adjourned at 5:17 p.m. Eastern Standard Time.