

**USA Canoe/Kayak
Minutes of Meeting of Board of Directors
August 9, 2011
via Teleconference**

1. Call to order and determination of quorum

The meeting convened by telephone conference at 7:00 p.m. Eastern Time with the following directors present:

1. David Backer, Chair
2. Ross Flemer
3. Jean-Louis Guinchard
4. Marian Hanson
5. Mike Knopp
6. Peter Newton
7. Richard Perlmutter
8. Scott Shipley
9. Jen Storms

2. Approval of Minutes of June 10, 2011 Board meeting

Motion: Jen Storms
Second: Peter Newton

To approve the minutes of the June 10, 2011 Board meeting
Approved (9 yes; 0 no)

3. Item #12-2011: Amendment of Bylaws Section 9.11(b)

Motion: Mike Knopp
Second: Marian Hanson

To amend Section 9.11(b) of the Bylaws of USA Canoe/Kayak as follows
(deleted text is show in ~~strike-out~~; added text is shown in underline):

b. Vacancies on the ~~Each subsequent~~ Nominating and Governance Committees shall be filled~~selected~~ as follows:

- 1. one (1) individual shall be appointed by vote of a majority of the members of the Sprint Discipline Committee. The individual appointed shall have extensive experience in the Sprint discipline.~~electd by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;~~*
- 2. one (1) individual shall be appointed by vote of a majority of*

~~*the members of the Slalom Discipline Committee. The individual appointed shall have extensive experience in the Slalom discipline, who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;*~~

~~3. one (1) athlete shall be elected by the athlete members of USA CANOE/KAYAK and who shall otherwise qualify as an athlete in accordance with the USOC's standards; and~~

~~4. two (2) individuals shall be appointed by the Board of Directors, at least one of whom shall be independent as that term is defined in these Bylaws who shall be selected from the other appropriate USA CANOE/KAYAK membership groups--sprint, slalom, and non-Olympic--as defined by USA CANOE/KAYAK.~~

The Nominating and Governance Committee shall select its own chair from among its members. The chair shall serve a one year term and shall be eligible for re-election for no more than two consecutive years.

Approved (9 yes; 0 no)

4. Item #13-2011: Executive Session

The Board entered Executive Session to consider and discuss sensitive matters as permitted pursuant to Section 7.22 of the Bylaws.

5. Adjournment

The meeting adjourned at 8:14 p.m. Eastern