

AMENDED AND RESTATED
INTERCOLLEGIATE ROWING ASSOCIATION
CONSTITUTION

PREAMBLE

We, the unincorporated association of members of the Intercollegiate Rowing Association (hereinafter the Association), desiring to establish standards of the highest integrity, honesty and efficiency in the conduct, administration, policies and scope of amateur collegiate athletics activities in our member institutions in the sport of rowing, and in order to define, secure, and perpetuate more effectively such standards, do hereby, after a careful consideration and revision, ordain, establish and adopt the following Amended and Restated Constitution as the Association's governing document.

Article One
NAME

The name of the Association is the Intercollegiate Rowing Association (hereinafter sometimes referred to as the "IRA" as the context may dictate).

Article Two
PURPOSES

Section I. Statement of Purposes

A. GENERAL PURPOSES

The IRA brings together institutions of higher education that compete at the highest levels of intercollegiate rowing in the United States. The IRA seeks, to organize, manage, and promote the sport of intercollegiate rowing, and to annually hold a post-season intercollegiate national rowing championship called the Intercollegiate Rowing Association National Championships, that supports the highest level of competition among top intercollegiate heavyweight men's, lightweight men's and women's rowing teams, as defined by selection criteria.

B. BYLAWS, RULES AND REGULATIONS

To enact bylaws, rules and regulations designed to achieve those purposes.

C. ENFORCEMENT

To provide procedures for the enforcement of those bylaws, regulations, and rules.

D. SERVICES

To render services to members of this Association as defined in Article Four, Section VIII.

E. OTHER PURPOSES

To effectuate such other or additional purposes as may from time to time be adopted and approved at meetings of its members.

F. **IMPLIED PURPOSES**

To take any and all actions necessary to effectuate the purposes hereinabove set forth.

**Article Three
LEGISLATIVE POWERS**

Section I. Jurisdiction

The IRA shall have jurisdiction over its members in matters relating to:

A. **PRINCIPLES OF POLICY AND CONDUCT**

The adoption of principles of policy and conduct in the administration of intercollegiate rowing in furtherance of the purposes of this Constitution.

B. **BYLAWS, RULES AND REGULATIONS**

The enactment of bylaws, rules and regulations for the operation and enforcement of said principles of policy and conduct.

Section II. Derivation of Authority

The authority of the IRA to adopt principles and policies, bylaws and other rules and regulations and to provide for their support and enforcement shall be derived and take effect only through action of the Board of Stewards and/or Association members taken at the annual meeting or special meetings, which actions shall be in the manner and form hereinafter set forth.

**Article Four
MEMBERSHIP**

Section I. Membership Defined

- A. Membership in the IRA is by institution, and all rights and duties inherent to that membership may be exercised by or enforced against member institutions only.
- B. Membership in the association is a prerequisite for participation in the IRA Regatta, but does not guarantee qualification.

Note 1: Students enrolled in a member institution do not by virtue of such enrollment, acquire membership in the IRA. Thus the IRA has no direct jurisdiction over any student enrolled in a member institution, and no such student has any membership rights in the IRA.

Note 2: Although membership in the IRA is by institution, membership on the Board of Stewards and all other committees of the IRA shall be personal to the individual representative of the member institution serving thereon. Thus, the membership of an individual representative on the Board of Stewards or committees shall be terminated in the event said individual ceases to be employed by a member institution, and/or in the event said individual subsequently becomes the representative of a member institution in a division other than the division the said individual was elected to serve.

Section II. Eligibility for Membership

A. INSTITUTIONAL REQUIREMENTS

A four-year college or university that sponsors at least one varsity rowing team for which the IRA conducts competition, is eligible to become a member of the Intercollegiate Rowing Association (IRA) if it sponsors at least one IRA eligible team as described in Section II B. of this Article Four below.

B. INTERCOLLEGIATE ATHLETICS PROGRAM REQUIREMENTS

Rowing teams seeking participation in the Intercollegiate Rowing Association (IRA) National Collegiate Championships Regatta must meet the following conditions to be recognized as eligible teams:

- (1) The team officially shall have been accorded varsity status by the institution's president or chancellor or committee responsible for intercollegiate athletics;
- (2) The team(s) is (are) administered by the department of intercollegiate athletics;
- (3) The eligibility of student-athletes participating on the team(s) shall be reviewed and certified by a staff member designated by the institution's president or chancellor or committee responsible for intercollegiate athletics policy;
- (4) Staff member(s) responsible for the certification shall be the same staff member(s) that are responsible for certifying eligibility for the institution's other intercollegiate varsity programs.

C. PROFESSIONAL ACCREDITATION

Institutions applying for membership in the IRA must be fully accredited and have the unqualified endorsement of their educational policies and programs, standards of admissions, faculty, facilities, plant and equipment, etc. by the appropriate regional accrediting body (e.g., Middle States and New England Associations of Colleges and Secondary Schools, Western Association of Schools and Colleges (WASC), or comparable, professional accrediting bodies). If the institution is not so accredited, the application shall be rejected. However, if the institution is so accredited, it shall be deemed to have satisfied this requirement.

Section III. Application for Membership

An institution wishing to become an active member of the IRA shall file a prescribed application form with the office of the IRA, accompanying such application with a check in the amount of \$500.00 as a non-refundable application fee. Upon acceptance of admission to the IRA, the application fee will be applied toward the institution's initiation fee. Any changes to the foregoing application fee arrangement shall be as determined by the Board of Stewards.

Section IV. Admission to Membership

The IRA Commissioner shall determine whether the applying institution satisfies the requirements of Sections I, II and IX of this Article Four. If said requirements are satisfied, the application shall be referred to the Board of Stewards-for consideration. A favorable two-thirds vote of the Board of Stewards shall be required to elect an applicant into the IRA, effective the following September 1 or on the date of the next annual membership business meeting.

Section V. Initiation Fee

Upon approval for admission to membership per Article Four, Section IV Admission to Membership, the applicant must pay a non-refundable initiation fee of \$1,000.00 to the IRA. Any changes to the foregoing initiation fee arrangement shall be as determined by the Board of Stewards.

Section VI. Re-election to Membership

If an institution has resigned its active membership in the IRA and subsequently applies to re-establish its Association membership; such application shall be referred to the Board of Stewards for consideration. A favorable two-thirds vote of the Board of Stewards shall be required to elect the applicant into the Association, effective the following September 1 or the date of the next annual IRA membership business meeting. A reapplication fee will be assessed as determined by the Board of Stewards.

Section VII. Voting

Members shall vote and participate in the activities of the Association through their respective duly appointed and accredited representatives. Each member shall have one vote cast by one accredited representative subject to the limitations set forth in Article Seven, Section IV of this Constitution.

Section VIII. Membership Responsibility

- A. By acceptance of election into membership of the Association, each member represents that it has read and is adhering to the Constitution, Bylaws, rules and regulations, principles and policies and resolutions of the Association, and will, in all its acts, conform in every way with the substance and spirit thereof, without exception.
- B. The Constitution, Bylaws and other legislation of this Association, unless otherwise specified therein, shall apply to the sport of rowing designated by the member institution in its annual IRA Declaration of Adherence as part of its varsity intercollegiate athletics program.
- C. If a student-athlete is ineligible under the terms of the Constitution, Bylaws or other legislation of the Association, the institution shall be obligated immediately to apply the applicable rule to the student-athlete and withhold him/her from all intercollegiate athletics competition. Subsequent to this action, the member institution may appeal to the IRA Eligibility and Infractions Committee in accordance with Article Three, Section IV B. 2-d of the Bylaws, if the member concludes that the circumstances warrant such action.

Section IX. Violation and Disciplinary Action

A. EXPULSION

Should a member violate any of the terms of Section XI of this Article, it may be expelled from membership in the Association only by a vote of the members, provided, however, that (i) no such vote may be taken without the prior recommendation of the Board of Stewards, and (ii) A member shall not be expelled except by action of the members at an

annual or special meeting and such expulsion will require a two-thirds vote of all present at the meeting, provided those present constitute a quorum more than half of the membership.

B. FORFEITURE

1. When in violation of IRA regulations it has been determined that an ineligible player has participated on a rowing team sponsored by a member institution's intercollegiate athletics department that is competing or has competed at the IRA Championships, said institution must automatically forfeit all victories gained in which the ineligible player participated. Further, such member institution must report such participation and ineligibility to the respective secretaries of the IRA Eligibility and Infractions Committee for such further action as said committee may deem appropriate.

C. OTHER DISCIPLINARY ACTION

Any disciplinary action other than expulsion may be effected by the Eligibility and Infractions Committee subject to review on appeal to the Board of Stewards.

D. DUE PROCESS

Discipline under this Section shall not be imposed unless and until written specifications of the violation are delivered to the member against which a complaint is made, nor until the member charged had a reasonable opportunity to make written answer to the complaint.

1. The member charged may request to be heard at a meeting of the Eligibility and Infractions Committee or the Board of Stewards, which request will be accepted, and the member will be heard.
2. If expulsion is recommended by the Board of Stewards, the member charged may request to be heard at a meeting of the Association, which request will be accepted, and the member will be heard prior to the vote on the recommendation.

Section X. Annual Dues

Each institution shall pay annual dues to the IRA in the amount of \$500.00 per annum. Any increase in the amount of the annual dues shall require a recommendation by the Board of Stewards at least 30 days before the membership meeting at which the dues change is to be considered and acted upon, and at least 15 days mail notice thereof shall be given to each member. Approval of any such increase so recommended by the Board of Stewards shall be determined by a two-thirds vote of the membership at an annual or special meeting.

Section XI. Shared Fiscal Responsibility

All member schools shall share in the Association's financial obligations on an equal proportional basis.

Section XII. Resignation from Membership

A. SATISFACTION OF OBLIGATIONS

A member wishing to resign its membership in the Association may only do so by indicating its intent in writing to the Association office. A member shall forfeit its annual dues to the Association unless its letter of resignation is received at the Association office within 30 days of the date on which the annual Association billing statement is received by the member college.

B. TERMINATION OF RIGHTS

Upon resignation of membership, all rights of a member in this Association and its assets thereof shall cease.

**Article Five
ADMINISTRATION**

Section I. Board of Stewards

A. PURPOSE

The business and operations of the Association shall be directed by a body to be known as the Board of Stewards, (hereinafter referred to interchangeably as the Board of Stewards, the Board and/or the Stewards).

B. MEMBERSHIP

The Board of Stewards shall consist of seven voting members composed of athletics administrators from different member institutions, plus three *ex-officio*, non-voting members composed of the IRA Commissioner, the president of the IRA Coaches Association, and the IRA Regatta Director. The original composition and subsequent makeup of the athletics administrators' portion of the Board of Stewards will be established according to the following:

| IRA Athletic Administrator Steward Number and Description | First Term | Original Source | Additional Term possible | Re-election by: |
|---|------------|-----------------|--------------------------|-----------------|
| 1. EARC IVY | 3 years | EARC Ivy | yes | EARC Ivy |
| 2. EARC non-Ivy | 2 years | EARC non-Ivy | yes | EARC non-Ivy |
| 3. At Large | 1 year | Association | yes | Association |
| 4. PAC 12 | 3 years | PAC 12 | yes | PAC 12 |
| 5. WIRA | 2 years | WIRA | yes | WIRA |
| 6. EARC Ivy | 1 year | EARC Ivy | yes | EARC Ivy |
| 7. EARC non-Ivy | 3 years | EARC non-Ivy | yes | EARC non-Ivy |

The ratio of Board members shall be maintained (in terms of the source of the Board members) in the event of any subsequent modification of the number of Board members.

Athletics administrators serving on the IRA Board of Stewards shall be salaried on a regular basis by a member institution, and perform a regular staff function representing at least 50 percent of the normal workload for a staff member at that institution.

C. TERM OF OFFICE

Successor athletics administrators elected subsequent to the original members of the Board of Stewards shall serve a minimum term of 3 years. No members of the Board of Stewards shall serve more than 2 terms or 6 years total consecutively. At each annual meeting of the members, the terms of office of two or three athletics administrators on the Board of Stewards will expire. Those members of the Board of Stewards whose second term expires upon the date of the annual meeting shall be ineligible for re-election for a period of one year.

D. ELECTION OF BOARD OF STEWARDS MEMBERS

At each annual meeting, two or three athletics administrators shall be elected to the Board of Stewards on an alternating system allowing for full representation of seven athletics administrators on the Board. One nominee for each vacancy shall be selected by the Nominating Committee, and all nominees shall be voted upon by their representative league, conference or the entire membership of the Association, as applicable, in accordance with Section I B. of this Article Five. The Nominating Committee shall consider, but not be limited to, the following criteria when selecting nominees for vacancies on the Board to ensure equity in representation of the entire membership:

1. Geographical distribution;
2. Athletic conference representation; and
3. Historical participation in the Association and its National Championship

E. ELECTION OF IRA OFFICERS

The President and Vice President of the Board of Stewards and the Association shall be elected by a majority vote of the then-sitting Stewards at a meeting of the Board of Stewards in accordance with Section I of this Article Five. Such officers shall serve for the term, including a second term if applicable, of the Steward so elected.

F. VACANCIES

Vacancies caused by the termination of unexpired terms on the Board of Stewards shall be filled by appointment by the President, provided that the appointee satisfies the criteria for members of the Board of Stewards as set out in Section I B. of this Article Five. The appointee shall serve for the balance of the term involved in the vacancy. It is the purpose of this provision to maintain a full membership of the Board of Stewards, and to ensure that the terms of the Stewards expire in the proper sequence.

G. ORGANIZATIONAL AND OTHER MEETINGS

The Board of Stewards shall have an organizational meeting immediately upon the adjournment of any annual meeting at which time it shall elect the President and Vice President of the Association from among the athletics administrators on the Board of Stewards.

The Board of Stewards shall hold at least one in person meeting in each year. The date and time of each meeting shall be fixed by the President of the Board of Stewards and the Association. Meetings may also be conducted via conference call held at the discretion of the President to update and review current issues with the Board of Stewards. Five members at any meeting shall constitute a quorum.

H. AUTHORITY AND DUTIES

The Board of Stewards has the authority and duty to effectuate and maintain the purposes and policies of this Association as set forth in this Constitution and its Bylaws, and as may be directed by act of the membership taken at the meetings thereof, and to direct the Association without limitation except as expressly set forth in this Constitution. The Board of Stewards may exercise its authority and duties by its own acts or through the activities of the IRA Commissioner acting under its supervision. In the exercise of the foregoing delegated duties, the Board of Stewards shall have the full authority of the Association. If deemed appropriate by the Board of Stewards, actions of the Board may take the form of Executive Regulations provided such regulations are not inconsistent with the provisions of the Constitution or Bylaws. Any Executive Regulations adopted by the Board of Stewards will appear in the published IRA Association Regulations Manual.

I. LIMITATION OF AUTHORITY

The Board of Stewards shall not have the authority to:

1. Elect or expel members, which shall be governed by Article Four, Sections IX and XII; and
2. Determine the eligibility of individual student-athletes for participation in the intercollegiate athletics programs of member institutions or to interpret the bylaws, rules or regulations applicable thereto.

J. FINANCIAL MATTERS

The Board of Stewards shall have the authority to select partners and enter into business services and/or financial sponsorship arrangements and similar affiliations with national rowing or other athletic organizations and third parties and to prepare and approve related budgets, and to conduct such other activities it deems necessary in order to provide the Association with a professional and financially responsible support structure for all of the IRA's functions, including the conduct of the IRA National Championships. Such arrangements may include establishing deposit account arrangements with third-parties for the funds of the Association (including monies generated by membership fees and the revenues generated by various activities associated with the IRA National Championships), and the Stewards shall designate the signatories with the authority to draw upon such funds. Such arrangements may

also include such matters as providing for the staffing, payroll and benefits for the persons responsible for the day-to-day operations of the events supported by the IRA, as well as securing appropriate insurance coverage for the Association, the Stewards, the Association's officers and staff and events supported by the IRA such as the IRA National Championship.

Section II. Appointment of Administrative Staff

A. IRA COMMISSIONER

The principal administrative officer of the Association shall have the title of IRA Commissioner. The Board of Stewards has the authority to extend, renew, non-renew or terminate the employment of the IRA Commissioner. When the office of IRA Commissioner needs to be filled, the Stewards shall charge the Administrative Committee with the responsibility for overseeing the search, nomination, hiring and evaluation of the new IRA Commissioner, subject to the following:

1. Whenever the IRA Commissioner's office is vacant (due to a resignation of the then-appointed Commissioner, the expiration of a term where the Commissioner is not re-appointed or the removal of the IRA Commissioner by the Board of Stewards), the President, in consultation with the Board of Stewards, shall appoint a Search and Interview Committee. This committee shall evaluate all applicants, interview candidates and recommend finalists to the Administrative Committee.
2. The Administrative Committee shall submit their recommended candidate(s) for final interview and approval by the Board of Stewards. The candidate to become IRA Commissioner must receive two-thirds vote of approval of the Board of Stewards.
3. The Administrative Committee shall recommend to the Board of Stewards the contractual conditions and term of appointment for the IRA Commissioner. These terms must be approved by a two-thirds vote of the Board of Stewards.
4. The President, in consultation with the Administrative Committee, shall be responsible for an annual written evaluation of the performance of the IRA Commissioner and report such evaluation to the Board of Stewards. The failure to complete an annual written evaluation shall not prevent the Board of Stewards from taking any action to extend, renew, non-renew or terminate the employment of the IRA Commissioner.

B. PROFESSIONAL STAFF

The Board of Stewards shall approve the positions of the professional staff of the Association and the National Championships based upon the recommendation of the IRA Commissioner and Administrative Committee.

Article Six COMMITTEES

Section I. Administrative Committee

A. PURPOSE

There shall be a standing committee known as the Administrative Committee. This committee shall be empowered to act on behalf of the Board of Stewards to transact items of business necessary to promote the normal and orderly administration of the Association in the interim between meetings of the Board of Stewards.

B. MEMBERSHIP

The Administrative Committee shall be composed of three voting members composed of the President and two other members of the Board of Stewards, none of which members shall be the representatives from the same conference. The IRA Commissioner shall be an *ex-officio*, non-voting member of the committee. The President shall be the chair of the committee. The IRA Commissioner shall serve as secretary.

C. TERM OF OFFICE

Each member of the Administrative Committee shall serve for the same period of time that the member holds office in one of the positions designated under paragraph B of this Section.

D. MEETINGS

The Administrative Committee shall meet at such time as it deems necessary to perform its duties. A majority vote of the committee membership shall be sufficient to carry any decision. The president or IRA Commissioner may invite guests to attend a meeting, without voting privileges, to advise and counsel the committee on various business affairs of the Association. Minutes of all meetings shall be recorded and placed in a confidential file in the Association office.

E. AUTHORITY AND DUTIES

The Administrative Committee shall be charged with the following responsibilities:

1. To act on behalf of or at the direction of the Board of Stewards in directing the business and operations of the Association, including with respect to the activities described in Section I G. of this Article Five, without limitation except as expressly set forth in this Constitution. The Administrative Committee may exercise its authority and duties by its own acts or through the authorities of the IRA Commissioner under its supervision;
2. To oversee the search, nomination, hiring and evaluation of the IRA Commissioner and the professional staff; and
3. To establish the parameters for compensation given to all Association employees within budgetary limits, for recommendation and approval by the Board of Stewards.

Section II. Eligibility and Infractions Committee

A. PURPOSE

There shall be a standing committee known as the Eligibility and Infractions Committee. This committee shall be concerned with the principles and policies, and the enforcement thereof, established by the Association for the conduct of its intercollegiate rowing activities as prescribed in this Constitution, insofar as such policies and their enforcement pertain to the eligibility of individual student-athletes to participate in the Association's intercollegiate rowing activities and to the conduct by the member institutions of the Association.

B. MEMBERSHIP

The Eligibility and Infractions Committee shall be composed of four voting members, one from the Ivy-EARC, one from the non-Ivy EARC, one from the Pac-12, and one "at large" from neither the EARC nor the Pac-12. A full-time staff member at a conference office shall be eligible to serve on the committee in one or more of the four positions. In order for a conference office staff member to serve on the committee in the "at large" position, the conference for which the staff member works must include at least one active IRA member institution. The IRA Commissioner and an associate or assistant designated by him shall be *ex-officio*, non-voting members of this committee. The committee's officers shall be a chair and a vice-chair selected on the basis of seniority. The IRA Commissioner, or a staff member designated by the IRA Commissioner, shall serve as secretary.

C. TERM OF OFFICE

Each member of the Eligibility and Infractions Committee shall serve for a term of four years, provided that at each annual meeting of the members, the term of office of one member of this committee will expire. Any member of the Eligibility and Infractions Committee whose term expires on the date of the annual meeting shall be ineligible for re-election for a period of two years.

D. ELECTION

At each annual meeting, one member shall be elected to the Eligibility and Infractions Committee from the EARC, PAC 12 or "at large" membership as necessary to maintain the Committee membership as described in Section II B of this Article Six. The nominees shall be voted upon by the entire membership of the Association as a whole. The nominee receiving the highest number of votes shall be elected.

E. VACANCIES

Vacancies of the Eligibility and Infractions Committee caused by a resignation or the termination of an unexpired term shall be filled by the appointment by the President. The appointee shall serve for the balance of the term caused by the vacancy. It is the purpose of this provision to maintain a full membership on the Eligibility and Infractions Committee at all times.

F. MEETINGS

The Eligibility and Infractions Committee shall meet at such time as it deems necessary to perform its duties. A majority vote of the committee membership shall be sufficient to carry any decision.

G. AUTHORITY AND DUTIES

The Eligibility and Infractions Committee shall be charged with the following responsibilities:

1. To interpret the principles and policies established by the Association for the conduct of intercollegiate athletics as prescribed in this Constitution and Bylaws;
2. To answer the written requests for information or instruction on the principles and policies as prescribed in this Constitution and Bylaws;
3. To issue bulletins or other forms of relevant information or instruction;
4. To review, hear and make findings regarding charges of violations of the principles and policies of the Association for the conduct of intercollegiate athletics as prescribed in this Constitution and Bylaws as they pertain to the eligibility of individual student-athletes to participate in the intercollegiate athletics programs of member institutions and as they pertain to the conduct by member institutions;
5. To impose appropriate penalties upon a member institution found to be in violation of the principles and policies of the Association for the conduct of intercollegiate athletics as prescribed in this Constitution and Bylaws;
6. In respect of due process, the Eligibility and Infractions Committee shall make no finding of fact nor impose any penalty under this Section unless the member charged has been informed of the specifics of the alleged violation and has been given a reasonable opportunity to make a written answer to the charge. With its answer, the member charged may request to be heard at a meeting of the committee, which request will be accepted, and the member will be heard.

H. RIGHT TO APPEAL.

Any member found to be in violation of the principles and policies of the Association for the conduct of intercollegiate athletics as prescribed in this Constitution and Bylaws, except for violations of principles and policies related to the eligibility of individual student-athletes, may appeal to the Board of Stewards for a review of any penalty imposed by the committee. The Board may afford relief from such penalty as it deems necessary and appropriate. However, all findings of fact by the committee shall be binding upon the Board in making such review.

Any appeal taken under this Section must be in writing and be filed with the Association office within 30 days from the date the member is notified of the imposition of the penalty. With its notice of appeal, the member charged may request to be heard at a meeting of the Board of Stewards, which request will be accepted, and the member will be heard.

EXCEPTION: The Eligibility and Infractions Committee shall have complete authority for, and shall not be accountable to any other Association authority or committee regarding decisions relating to the eligibility of individual student-athletes to participate in the Association's intercollegiate rowing activities, and there shall be no appeal therefrom..

Section III. Nominating Committee

Prior to the annual meeting of the members, the President shall select a Nominating Committee from the membership of the Board of Stewards which shall consist of one EARC member, one PAC-12 member, and one at-large member who shall also be chair. The Nominating Committee shall be responsible for soliciting nominees for the election of the Board of Stewards, Eligibility and Infractions Committee, as specified in Section I D. of Article Five and Section I. D of this Article Six of this Constitution.

Section IV. Other Committees

A. STANDING COMMITTEES

Such other standing committees as the Board of Stewards deems necessary may be established by the Board of Stewards. The number and tenure of members of any such standing committees shall be established by the Board of Stewards.

B. AD HOC COMMITTEES

In addition, ad hoc committees as may be deemed necessary may be established by the President or the Board of Stewards. The number and tenure of members of any such ad hoc committees shall be established by the Board of Stewards.

C. APPOINTMENTS

Once the Stewards have determined the purpose, number of members and the length of their terms, appointments to all committees established under this Section shall be made by the President.

Article Seven MEETINGS

Section I. Time and Notice

The Association shall hold its annual meeting of the general membership during the months of May or June each year. Other meetings of the general membership or meetings may be called by the IRA Commissioner or Board of Stewards only. Fifteen-day mail notice of any meeting of the general membership of the Association shall be given to the members by the IRA Commissioner. Failure to receive this notice shall not invalidate this meeting.

Section II. Presiding Officer

A. MEETINGS OF THE GENERAL MEMBERSHIP

The President of the Association shall preside over all meetings of the general membership of the Association. In the absence of the President, the Vice-President of the Association shall preside and in the absence of the Vice-President, the Board of Stewards shall appoint the officer to preside over such meetings.

B. ALL OTHER MEETINGS

All other meetings shall be presided over by the officer designated by this Constitution, the Board of Stewards, the president of the Association, or the IRA Commissioner, as appropriate.

Section III. Quorum

Members present upon roll call of any meeting shall constitute a quorum for business where this Constitution or its Bylaws does not otherwise require a different number.

Section IV. Voting

The duly accredited representative for each member shall cast one vote in the name of the institution at all meetings. The representative for each member shall be its director of athletics (or designee) unless otherwise designated by the member.

Section V. Procedure

All meetings of the Association or of the Board of Stewards or of any committees of the Association shall be conducted in accordance with Robert's Rules of Order.

Article Eight VOTING BY MAIL

Upon the authorization of the Board of Stewards only, questions or proposals which require a vote of the members of the Association and which may be answered by a "Yes" or "No" vote may be submitted to the Association members and decided by a mail, fax or email vote without the requirement of any personal attendance of the members at a meeting. In such cases, a two-thirds favorable vote of the entire membership shall be required to carry the proposal or to answer the question in the affirmative.

Article Nine AMENDMENTS

Section I. Procedure

A. SUBMISSION

Proposed amendments to the Constitution must be submitted in writing and received by the IRA Commissioner or the President by the date set forth in that year's legislative calendar. Each year at the Association's annual meeting the legislative calendar for the ensuing academic year shall be adopted and approved by a majority vote of those voting

members in attendance provided there is a quorum. If no schedule is adopted by the Association, the previous year's legislative calendar shall remain in force.

B. ADOPTION

Amendments to the Constitution must be adopted by a two-thirds vote of those voting at the annual meeting, provided those present constitute more than half of the entire membership.

C. EFFECTIVE DATE

Amendments shall become effective on the day of the meeting at which they were adopted, unless otherwise specified in the amendments.

Section II. Amending Proposed Amendments

A. NON-SUBSTANTIVE CHANGES

A proposed amendment to the Constitution may be approved at the meeting by a majority vote of those voting, provided the Board of Stewards has decided that amendment to the proposed amendment does not result in a substantive or material change to the language proposed to be amended.

B. SUBSTANTIVE CHANGES

The Board of Stewards may propose additional amendments to amendments that have been proposed in accordance with the foregoing even if such new amendments result in a substantive change to the previously proposed amendment without meeting the procedural requirements described in this Article; provided that in each such instance the proposed amendment to the amendment has been approved by two-thirds of the Board of Stewards and copies are distributed before or during the business session of the meeting at which the proposed amendment is to be voted.

**Article Ten
SAVINGS CLAUSE**

Section I. Implied Powers and Authority

In addition to the specific powers and authority set forth in detail of this Constitution and its Bylaws, the Association shall have all the further powers and authority to be reasonably implied from the provisions of the Constitution and its Bylaws.

Section II. Correctable Errors

Failure of literal or complete compliance with provisions of this Constitution and its Bylaws in respect to the dates and times of notice, or the sending of receipt of the same, or errors in phraseology of notice or proposals, which, in the judgment of a majority of the members present at meetings held do not cause substantial injury to the rights of the members, shall not invalidate the actions or proceedings of the meeting.

Section III. Absolute Power of Members

Each and every act desired to be taken by the Association, no matter what restriction may otherwise be imposed by the Constitution, Bylaws, rules or regulations, may nevertheless be taken at any time by the unanimous consent of each and every member present at any meeting of the Association's members, provided those present at the meeting constitute more than half of the membership.