

**SUMMARY OF PROPOSED CHANGES  
to the Bylaws of the  
UNITED STATES ROWING ASSOCIATION**

**I. BOARD OF DIRECTORS – Structure & Composition**

<b>Existing Bylaws</b>	<b>Proposed Bylaws</b>	<b>Notes</b>
1. Male Vice Chair 2. Female Vice Chair	1. CEO Director 2. Membership Director for Membership Zone	<i>The CEO Director will always be the current USRowing CEO. The Membership Director for the “Membership Zone” will be elected solely by Individual Members, as the Vice Chairs are in existing structure.</i>
3. Regional Director – NE 4. Regional Director – MA 5. Regional Director – SE 6. Regional Director – MW 7. Regional Director – NW 8. Regional Director – SW	3. Membership Director for Zone I 4. Membership Director for Zone II 5. Membership Director for Zone III 6. Membership Director for Zone IV	<i>The six geographic “regions” have been replaced with four geographic “Zones.” Each of the four “Zones” covers a geographic area of the country. The Membership Director for each Zone is elected by the Organizational Members in that Zone.</i>
9. AAC Representative (Male) 10. AAC Representative (Female)	7. AAC Athlete Director (Male) 8. AAC Athlete Director (Female)	<i>This position has changed in name only (still elected by AAC Athlete Members). For purposes of representation on the AAC, the proposed bylaws eliminate the requirement that AAC Rep and AAC Alternate Rep alternate by gender each quad; instead, this status will be determined by number of votes.</i>

11. Board Athlete Representative (Male) 12. Board Athlete Representative (Female)	9. Athlete Member Director	<i>Reduced from two directors to one director (still elected solely by Athlete Members).</i>
13. At-Large Director 14. At-Large Director	10. At-Large Director 11. At-Large Director 12. At-Large Director	<i>Appointed by the other directors, same as before, except one additional At-Large seat. Two of the three At-Large Directors must be “independent”.</i>
	13. Foundation Director 14. Foundation Director 15. Foundation Director	<i>Appointed by the National Rowing Foundation (at least one female), with the approval of the Nominating Committee. The Nominating Committee consists of members of the Board of Directors.</i>

## **II. TRANSITION FROM GEOGRAPHIC REGIONS TO MEMBERSHIP ZONES**

The proposed new board structure contemplates five “Membership Directors,” elected by USRowing members, in addition to three directors elected by athletes, such that a majority of the 15-member board will be elected by members and athletes.

One of the five “Membership Directors” would be elected solely by Individual Members who, under the current/existing structure elect the Vice Chair Directors. This is the director for the Zone known as the “Membership Zone,” which encompasses the entire United States.

The other four “Membership Directors” will be elected solely by Organizational Members located in four discrete geographic “Zones.” The lists of states in each Zone are different from the lists of states included in each of the six “regions” under the current/existing structure. The definitions of “regions” in the current/existing structure correspond to the competitive rowing regions around the country; so, in order to avoid confusion, the Board has proposed using the phrase “Zones” in place of regions. The

“Zones” are only relevant for purposes of Organizational Members voting for the four Membership Directors. The “Zones” have nothing to do with, and have no effect on, the rowing “regions” for competitive purposes.

### **III. FOUNDATION DIRECTORS**

The proposed new structure includes three board seats to be appointed by the National Rowing Foundation (the “Foundation”), with approval of the Board’s Nominating Committee. The Foundation is the single largest source USRowing donor-financing and has expressed a strong interest and desire to take part in governance of USRowing. The Board believes that this change will enhance USRowing’s fundraising capabilities in significant and sustainable ways.

### **IV. MISCELLANEOUS/BEST PRACTICES**

The proposed amendment of the Bylaws includes various other proposed changes. Some of these are simply “clean-up” type changes, such as consistent use of defined terms, ensuring internal consistency, and even a few typos here and there. The Board’s process leading up to this proposal also included discussion with representatives of the United States Olympic Committee, representatives of other National Governing Bodies (“NGBs”), and consultation with outside counsel with expertise in NGB governance issues, all in an effort to understand and implement NGB best practices. Accordingly, some changes in the proposed amended Bylaws are also meant to address and implement these best practices.

### **V. TRANSITION TO THE NEW BOARD STRUCTURE**

The proposed amendment of the Bylaws includes “transitional rules” to ensure that each current Director has the opportunity to serve as a Director through the end of his or her current term in some capacity. The call for nominations for upcoming elections for board seats that are opening up (SW and SE) will proceed as usual; however, if the proposed amendment is approved, those board seats will no longer exist as of January 1, 2018. Accordingly, in calling for nominations this November, we will also make an “alternate” call for nominations for the seat that would have an election coming up if the proposed amendment passes (Zone IV), in which case the election in January will be for the Membership Director for Zone IV under the new structure. The customary communications calling for nominations and voting for the upcoming elections will explain these details with more specificity.

### **VI. IMPORTANT DATES**

- October 19 to publish notice to member organizations
- October 19 posted on USRA website
- Review period – October 19 to December 2, 2017 (45 Days)
- Vote by Organizational Members and Athlete Members from December 3 to 15