

BY-LAWS OF THE UNITED STATES ROWING ASSOCIATION

Adopted: ~~February 13, December~~, 2017

~~As Amended June 25, 2017~~

Effective: as of January 1, 2018

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ARTICLE I General Provisions

General Provisions

- 1. Name.** The name of this organization shall be the United States Rowing Association (“the Association”). The Association is also commonly known as “USRowing.”
- 2. Fiscal Year.** The fiscal year of the Association shall be the calendar year.
- 3. Principal Offices.** The principal place of business of the Association shall be maintained at a location established by the Board of Directors (the “Board” or the “Board of Directors”). All notices or other documents required by these Bylaws to be filed with the Association or the Secretary shall be sent to the principal place of business of the Association.
- 4. Equal Opportunity.** The Association shall provide equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in rowing without discrimination on the basis of race, color, religion, age, gender, sexual orientation, disability, or national origin to all individuals who are eligible under applicable international or reasonable national athletic rules and regulations and apply such rules and regulations concerning athletic competition without discrimination to all such individuals; and shall not deny eligibility to any athlete, except after according such athlete fair notice and hearing as to the issue of his or her eligibility.
- 5. Mission.** The mission of USRowing is to provide ongoing opportunities to achieve excellence in rowing in the United States. In pursuit of this mission, USRowing will achieve the following results:
 - Steadily increase awareness of rowing
 - Consistently grow lifetime participation in rowing
 - Provide education on rowing safety, healthy training methods, and effective rowing technique
 - Provide standards for all rowers of safe, fair racing
 - Continually improve performance at the Olympic Games
 - Maintain fiscal growth and responsibility
- 6. Relationship to Articles of Incorporation.** These Bylaws of the Association are subordinate to the provisions of the Articles of Incorporation of the Association, filed on December 29, 1970, as amended from time to time thereafter.

ARTICLE II Members

- 7. Categories of Membership.** The membership of the Association shall consist of ~~individuals, organizations, certain eligible associations~~ Individual Members, Organizational Members, National Association Members, Athlete Members, and ~~athletes~~ AAC Athlete Members (each, as defined below; collectively, “Members” and, individually, each a “Member”). Members shall have ~~only those~~ such rights and privileges as are ~~specifically~~ defined by the Board of Directors, which shall include at least the rights set out ~~in these bylaws~~ herein.
- 8. Individual Members.** Individual Members shall consist of ~~individual persons~~ those individuals who ~~are full-privilege, individual members of~~ maintain a “Championship” level membership, or its equivalent, with the Association. Individual ~~members~~ Members are eligible to vote solely to elect the ~~Male Vice Chair and Female Vice Chair of~~ Membership Director for the Association Membership Zone (as defined in Section 48(B)); provided, however, that this provision does not limit any rights any person may also have as an Athlete Member or an AAC Athlete Member.
- 9. Organizational Members.** The Organizational Members shall consist of clubs, corporations, unincorporated associations, educational institutions, and other organizations that are interested in rowing- ~~and maintain and active~~ Organizational Membership with the Association. No Organizational Member may unlawfully bar from membership in its own organization any person on the basis of race, color, religion, age, gender, sexual orientation, disability, or national origin. Organizational Members are eligible to vote to elect ~~Regional Directors~~ Membership Directors for the Zone (as defined in Section 48(B)) in which the Organizational Member is located and to amend these Bylaws pursuant to Section 60.
- 10. National Association Membership.** ~~The~~ National Association Members shall consist of those organizations or associations that conduct national rowing programs or regular national rowing competitions that are on a level of proficiency appropriate for selection of rowers to represent the United States in international ~~competitions not limited or defined by age-amateur athletic competition.~~ National Association Members are not entitled to ~~any benefits of membership in the Association as such, including a right vote on elections or to vote, amend these Bylaws pursuant to Section 60;~~ provided, however, that ~~they~~ this provision does not limit any rights than any organization or association may also have ~~rights as an Organizational Members of the Association if so qualified.~~ Member.
- 11. Athlete Members and Athlete Advisory Council Athlete Members.**
- (A) Athlete ~~members~~ Members shall consist of those individuals who meet the following definition of “athlete”: an individual who has represented the United States in the Olympic, Paralympic, Pan American, or World Championships within the preceding ten (10) years (“Athlete Member”).
 - (B) AAC Athlete Members shall consist of those Athlete Members who also meet the requirements to be eligible for election to the Athlete Advisory Council (“AAC”) of the United States Olympic Committee (“USOC”) ~~athlete members shall consist of those individuals who meet the definition”, in accordance with Article II.D of “athlete” as that term is defined by the AAC in its~~ Bylaws (“AAC Athlete Members”).

No Athlete Member or AAC Athlete Member is entitled to any benefits of membership in the Association as such, except the right to elect the ~~Board~~ Athlete ~~Representatives~~ Member Director, the AAC ~~Representative~~ Athlete Directors, as applicable, and to vote on amendments to these Bylaws pursuant to

Section 60 ~~below~~; provided, however, that they may have rights as Individual Members of the Association if they are so qualified.

12. Criteria for Membership. Members of the Association shall, as conditions of membership, (a) subscribe to the principles of non-discrimination and equal opportunity to compete and participate contained in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.* and (b) agree to comply with and be bound by the codes, rules, policies and procedures of the U.S. Center for SafeSport (“USCSS”), including without limitation the SafeSport Code for the U.S. Olympic and Paralympic Movement, the SafeSport Practices and Procedures for the U.S. Olympic and Paralympic Movement, the Supplementary Rules for U.S. Olympic and Paralympic Movement SafeSport Arbitrations, and such other codes, rules, policies, regulations, and/or procedures as USCSS may promulgate from time to time (collectively, the “**SafeSport Rules**,” including any updates, amendments, modifications, or additions published at www.safesport.org at any time). Organizational and National Association Members may limit their membership or programs based on criteria or classifications contained in international rules or reasonable national rules governing competition in the sport of rowing. ~~The Board of Directors shall be empowered to promulgate rules for removal of members. The Chief Executive Officer shall be empowered to enforce such rules, which shall be set forth in the Chief Executive Officer Procedures Manual.~~

13. Procedures for Application for and Revocation of Membership. The Board of Directors shall establish procedures for application for membership in the Association. ~~An application for and revocation of membership shall be deemed complete on the next business day after information required by those procedures, and the applicable dues, have been received by~~in the Association.

14. Resolution of Disputes. Initial determinations regarding eligibility for membership shall be made by the Chief Executive Officer or his or her delegate upon receipt by the Association of a completed application according to the criteria contained in these Bylaws. An appeal from any adverse determination shall be resolved according to the grievance procedures, which shall be adopted by the Board and ~~made readily available by any and all means, including but not limited to the Chief Executive Officer Procedures Manual published on the Association’s website.~~ Disputes over disciplinary action arising out of reports of sexual misconduct (as defined in the SafeSport Rules, as defined in Section 12 above) shall be resolved exclusively through arbitration in accordance with the SafeSport Rules.

15. Dues. Dues for each category of membership shall be established by the Board of Directors. Dues for Individual Members may be further determined according to age, competitive status, or the nature of participation within the sport of rowing.

~~16.~~
16. Annual Meeting, and Annual Report. There shall be an Annual Meeting each year at a date, time, and place established by the Board of Directors at which all ~~members~~Members of the Association may gather and provide input to the Board of Directors on important issues confronting the organization. The Board shall ~~provide a~~ report on the ~~“Statestate~~ of the Union.”Association. The Chief Executive Officer shall ~~providemake~~ a managerial report addressing issues of concern and importance to the Association. Members may pose questions to the Board and Chief Executive Officer for response. There shall be no voting at the Annual Meeting unless a Special Meeting is called in accordance with Section 17 and such voting proceeds in accordance with Sections 17 through 23 herein. The Association shall also prepare and make available to the Members an annual report complying with Section 5554 of the laws of the Commonwealth of Pennsylvania, which report need not be released in conjunction with the Annual Meeting.

17. Special Meetings. Special Meetings of the Athlete ~~Members~~ and Organizational Members of the Association shall be held when called by the Board of Directors or at the written request filed with the Secretary ~~by~~ ~~of~~ ten percent (10%) of the total number of Athlete Members or Organizational Members of the Association. ~~Individual Members and National Association Members are not entitled to call or to vote at Special Meetings-~~, ~~except to the extent that an Individual Member also qualifies as an Athlete Member or a National Association also qualifies as an Organizational Member.~~ The date and time of the Special Meeting shall be set by the Secretary; provided, however, the Special Meeting shall be set for a date no later than ninety (90) days from receipt of the request for the Special Meeting by the Secretary. ~~Any~~ ~~The~~ resolution of the Board of Directors or the written request of the above-described ~~members~~ ~~Members~~ for a Special Meeting shall describe with particularity the purpose of the Special Meeting and any action that is proposed to be considered. Actions pursuant to Sections 17 through 23 herein shall be limited to amendments to these Bylaws, with the exception of Sections 18-20 herein, which shall also apply to elections conducted pursuant to Article VI (Elections and Appointments).

18. Notice. Notices transmitted in accordance with this Section may be made by mail, electronic mail, facsimile, or other reliable form of communication designated by the Board of Directors.

(A) Notice of Meetings: The Secretary shall cause to be transmitted to each ~~member~~ ~~Member~~ a notice of each Annual Meeting at least forty-five (45) days before the date of that meeting. The Secretary shall cause to be transmitted to each Athlete Member and Organizational Member entitled to vote a notice of each Special Meeting at least forty-five (45), and no more than sixty (60) days, before the date of that meeting. All notices shall include the time and place of the meeting, an agenda for the meeting, and a detailed description of the purpose(s) for which the meeting is called, including but not limited to any proposed amendments to these Bylaws upon which the above-described ~~members~~ ~~Members~~ shall be entitled to vote pursuant to ~~Section 17~~ these Bylaws.

(B) Nominations for Elections. ~~The~~ With respect to those Board positions for which nominations from the membership generally are allowed, the Secretary shall cause to be sent to each ~~member~~ ~~Member~~ eligible to vote a call for nominations by the November ~~1~~ ~~preceding~~ preceding the vote. A call for nominations may be transmitted to each ~~member~~ ~~Member~~ by any means described in this Section, as part of an Association publication that each ~~member~~ ~~Member~~ receives, or posted on the Association website. Nominations shall be on a form approved by the Secretary and transmitted to the Association by mail, electronic mail, facsimile, or other reliable form of communication designated by the Board of Directors and must be received by the Association no later than the November 21 preceding the election. In order to be a valid nominee for elective office, a candidate must have been continuously a ~~member~~ ~~Member~~ of the Association from July 1 of the year preceding the election, with the exception of At-Large Directors. Any Individual Member, Athlete Member, or AAC Athlete Member of the Association may nominate himself or herself, and nominations need not be seconded. No write-in candidates shall be allowed.

~~(B)~~

19. Date of Record. Unless otherwise provided in these Bylaws, the date of record to determine entitlement to vote at a Special Meeting or in an election of Directors or Standing Committee members shall be fifteen (15) days prior to the date of notice of the Special Meeting or the mailing of the ballot, as applicable.

20. Votes. Each Organizational Member shall be entitled to cast one weighted vote, the value of which shall be eight hundred (800) divided by the total number of Organizational Members on the date of record as provided in Section 19. Each Athlete Member shall also be entitled to one weighted vote, the value of which shall be two hundred (200) divided by the total number of Athlete Members on the date of record ~~as provided in Section 19~~.

Within fifteen (15) days after any vote, the Association shall publish a summary sheet showing the yeas and nays on the vote by Organizational Members only. ~~This provision shall have no effect on the procedures for selection of delegates for Organizational Members of the Association for any meeting.~~

21. Quorum. Participation by ten percent (10%) of all ~~members~~Members eligible to vote (without regard to the number of votes they may cast) shall constitute a quorum. Members who cast ballots by mail or by a secure, commonly accepted electronic voting mechanism designated by the Board of Directors shall be considered present for purposes of determining whether a quorum exists for purposes of the resolutions for which the ballot is submitted. A meeting of ~~members~~Members at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of ~~members~~Members from the meeting, provided, however, that any action taken at such meeting must be approved by a majority of the quorum that was initially present at the meeting. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as the Secretary may determine, which date shall not be less than ten (10) days thereafter. Those who attend such adjourned meeting shall include those ~~members~~Members who cast ballots by mail or by a secure commonly accepted electronic voting mechanism designated by the Secretary for purposes of any resolution at the first meeting, and although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution as set forth in the notice of meeting, provided that the Secretary drafts and causes to be transmitted written notice of such adjourned meeting to each ~~member~~Member eligible to vote at such adjourned meeting at least ten (10) days prior to the adjourned meeting. The written notice shall state that those ~~members~~Members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter. Transmission of such notice may be made by any means described in Section 18 above.

22. Voting. Unless otherwise provided in these Bylaws or the rules of parliamentary procedure adopted in these Bylaws, the action of two-thirds ($\frac{2}{3}$) of votes cast as provided for in Sections 17 to 23 of these Bylaws shall ~~constitute the acts of the Association~~be required to pass any resolution proposed.

~~23.~~

23. Mail Ballots and Electronic Voting. Organizational Members and Athlete Members who do not attend a Special Meeting of the Association in person may vote as provided for in Sections 17 through 23 of these Bylaws by mail ballot or by a secure, commonly accepted electronic voting mechanism designated by the Board of Directors. The form of ballot shall be prepared by the Secretary and signed by the ~~member~~Member. An affirmative vote cast remotely shall also be construed as an affirmative vote of an amended motion where the amendment does not enlarge the original purpose of the motion for which the vote was cast. The determination of whether an amended motion enlarges the original purpose of the motion shall be made by the presiding officer of the meeting.

ARTICLE III Board of Directors

Part A. Directors

24. Governance of Association. The governance of this Association shall be vested in the a-Board of Directors.

25. Qualification. ~~Except as provided in Section 26 (A), (B), (D) and~~ Except for the requirement that all Directors be at least eighteen years of age and the gender requirements in Sections 26(C) and 26(E) below, the Board of Directors shall be selected without regard to race, color, religion, age, gender, sexual orientation, disability, or national origin. ~~Except as provided in Section 26(F), each Director shall have at some time competed in, coached, or directly served rowing.~~ Directors must continuously be Individual Members of the Association throughout their respective term(s) of office-, except with respect to the Directors specified in Sections 26(C) and 26(D) below, who must qualify, respectively, as AAC Athlete Members and Athlete Members at the commencement of their respective term(s) of office and must maintain such membership in good standing with the Association through their respective term(s) of office.

26. Composition of the Board. The Board shall be composed of:

~~(A) One (1) male Vice Chair elected to a three-year term in accordance with Section 48(A) (Male Vice Chair).~~

~~(A) One (1) female Vice Chair~~ CEO Director: One (1) Director who shall be the Chief Executive Officer of the Association (the "CEO Director").

~~(B)~~

~~(C)~~ (B) _____ One (1) Director elected to a three-year term in accordance with Section 48(C) who) Membership Directors: Five (5) Directors, each elected to a three-year term in accordance with Section 48(B) (Female Vice Chair), each of whom shall represent eachone of the six (6) regions specified below five (5) Zones defined in Section 48(B) and who shall maintain a bona fide residence within their respective regionZones throughout their term (Regional Director)-terms ("Membership Directors").

~~(1) Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont~~

~~(2) Mid-Atlantic: Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia and West Virginia~~

~~(3) Southeast: Alabama, Arkansas, Georgia, Florida, Kentucky, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Texas and the Virgin Islands~~

~~(4) Midwest: Indiana, Illinois, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota and Wisconsin~~

~~(5) Southwest: Arizona, California, Colorado, Hawaii, Nevada, New Mexico and Utah~~

~~(6) Northwest: Alaska, Idaho, Montana, Oregon, Washington and Wyoming~~

~~(D)~~

~~(C) AAC Athlete Directors: One (1) male Director (1) and one (1) female Director who shall be the representative and alternate representative for the sport of rowing to the AAC, each elected to a four-year term in accordance with Section 48(D) (C) ("AAC Representatives)Athlete Directors") and who shall be AAC Athlete Members at the time of their respective elections. The AAC representative and alternate representative shall alternate by gender each quadrennium.~~

- ~~(D) One (1) male and one (1) female Athlete Member Director: One (1) Director~~ elected to a four-year term in accordance with Section 48(D) (“Athlete Member Director”), who shall be an Athlete Member at the time of his or her election.
- (E) Foundation Directors: Three (3) Directors elected to three-year terms in accordance with Section 48(E) below (Board Athlete Representatives) and i.e., appointed by the National Rowing Foundation, with Nominating Committee approval), who shall be Athlete Individual Members at the time of their ~~respective elections.~~ election, at least one of whom shall be female (“Foundation Directors”).
- (F) ~~Two (2) At-Large Directors: Three (3)~~ “At-Large” Directors elected to three-year terms in accordance with Section 48(F) below, who are not required to have at some time competed in, coached, or directly served rowing ~~(At-Large Directors).~~ (“At-Large Directors”), and (except to the limited extent required by Section 48(H) below) at least two of whom (the “Independent Directors”) shall meet the criteria to be an “independent director” within the meaning of Section 3.4 of the By-Laws of the United States Olympic Committee (the “USOC”) (provided, however, that references in Section 3.4 of the USOC Bylaws to the USOC “Nominating and Governance Committee” shall be deemed to refer to the Nominating Committee of the Association; references to “the corporation” shall be deemed references to the Association; and references to “the IOC, the IPC, and OCOF, PASO or ANOC” shall be deemed to refer to the USOC, Internationale des Sociétés d’Aviron (FISA), or the Pan American Sporting Organization (PASO).

27. Powers of the Board. Except as otherwise provided in these Bylaws or as may otherwise be provided by law, all powers vested in the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors. The Board’s powers shall include, but not be limited to:

- (A) Setting the policies of the Association;
- (B) Establishing the annual budget of the Association and monitoring the financial operations of the Association;
- (C) Hiring, evaluating and dismissing the Chief Executive Officer of the Association; and
- (D) Exercising such other powers as may be vested by law.

28. Meetings. Regular meetings of the Board of Directors shall be held in March of each year, and at such other times as the Board may determine. Special meetings of the Board of Directors may be held at the call of the Chair, or at the written request of three (3) members of the Board of Directors. The time and place of the next regular meeting shall be decided at every Board meeting before adjournment, but the Chair shall, subject to the notice requirement of Section 29 below, specify the time and place of special meetings of the Board of Directors.

29. Requirement of Notice. The Secretary shall cause a notice of the time and place of each meeting of Directors, and a description of the matters to be covered in the case of special meetings of Directors, to be transmitted to each Director in office at least fourteen (14) days prior to any regular meeting of the Board and seven (7) days prior to any special meeting of the Board.

30. Form of Notice. Any notice that is required to be sent to Directors under these Bylaws or pursuant to law may be sent by mail, electronic mail, facsimile, or other reliable form of communication designated by the Secretary.

31. Quorum. A majority of the Directors in office shall constitute a quorum. Unless otherwise provided in these Bylaws, the parliamentary authority adopted in these Bylaws, or by other operation of law, the acts of a

majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

32. Voting.

~~(A)~~

- (A) Meetings of the Board may be conducted by live meeting, or by conference telephone or other similar form of communication, which allows all persons participating to hear each other. All main motions voted upon by the Board shall be by roll call vote, unless the vote is unanimous. Subject to subsection (B), a Director must be present at a meeting in order to cast a vote. Participation at a meeting by means of conference telephone or a similar form of communication which allows all persons participating to hear each other, shall constitute being present at a meeting.
- (B) Any action which may be taken at a meeting of the Board may be taken without a meeting by mail, electronic mail, facsimile, or other similar form of communication, if such action is signed or submitted in writing by all the Directors in office and filed with the Secretary.

Part B. Committees of the Board

~~33.~~

33. Composition and Term of Board Committees. The Board Committees listed in Sections 34 to 36 below shall be ~~comprised~~constituted of no fewer than three (3) ~~and no more than five (5)~~ members. An Individual Member of the Association may, from time to time, be appointed to a Board Committee by the Chair of the Board of Directors. Except as provided above, members of Board Committees shall be elected by the Board at the first Board meeting in March of every year, and shall serve until their successors are elected. At least twenty percent (20%) of the voting membership of each of the Board Committees shall be ~~directors~~Directors who meet the definition of Athlete Member. With the exception of those serving by virtue of their office, all members of the Board Committees shall serve at the pleasure of the Board of Directors, and may be removed by majority vote of the Board from the Committee at any time without cause.

~~34.~~

34. Ethics and Governance Committee. The Ethics and Governance Committee shall develop ethical and governance standards for the Association and monitor compliance with those standards. ~~The Ethics and~~ and shall develop and implement an orientation process to educate new members to the Board; a process that provides continuing education to all members of the Board; and procedures that lead to formal yearly self-assessment of the Board's performance and to the exploration of strategies for increasing the Board's effectiveness; ~~The Ethics and~~ Governance Committee shall render opinions on matters related to the application of the ethical standards of the Association upon the request of an individual Director or the Chief Executive Officer, or on its own initiative.

35. Finance and Audit Committee. The Finance and Audit Committee shall be responsible for presenting a proposed budget to the Board of Directors for approval; reviewing Association financial statements and accounting procedures; arranging for an independent audit of the accounts of the Association and making annual reports to the Board of Directors on the results of that audit; reviewing internal controls and obtaining at least annually a statement from the Chief Executive Officer and Controller that such controls are in effect and effective; reviewing the annual tax information return before it is filed with the Internal Revenue Service; and developing and administering plans and procedures for raising the funds necessary to finance the operations of the Association. The Treasurer shall serve as one of the members of the Finance and Audit Committee.

36. Nominating Committee. ~~The Nominating Committee shall be responsible for developing and~~ The Nominating Committee shall be responsible for developing and implementing procedures for identifying, recruiting, and nominating candidates to fill vacancies on the Board of Directors for At Large Directors and Membership Directors and all Standing Committees; and reviewing and approving (unless cause exists to withhold such approval) proposed appointments to the Board of Directors pursuant to Section 48(E) below. The Nominating Committee shall be appointed by the Board of Directors and shall consist of one (1) member who is either an AAC Athlete Director or Athlete Member Director, one (1) Membership Director, one (1) Foundation Director, (1) At-Large Directors who qualifies as an Independent Director, and one (1) Director chosen by a vote of all Directors. No Member may run for election to the Board of Directors as a Membership Director unless that Member has been nominated pursuant to Section 18(b) above. ~~implementing procedures for identifying, recruiting, and nominating candidates to fill vacancies on the Board of Directors, other than those who attain membership pursuant to Sections 26(D)–(E); and all Standing Committees; an orientation process to educate new members to the Board; a process which provides continuing education to all members of the Board; and procedures which lead to formal yearly self assessment of the Board’s performance and to the exploration of strategies for increasing the Board’s effectiveness.~~

ARTICLE IV Chief Executive Officer, Officers of the ~~Board~~Association, and USOC Representative

Part A. Officers of the Association

- ~~37.~~
- 37. Election and Term of Officers.** The Officers of the Association shall ~~be comprised~~consist of the Chair, the ~~Vice Chairs~~Chief Executive Officer, the Secretary, and the Treasurer. ~~The Vice Chairs shall be elected as provided in Section 48(A-B).~~ The Chair, Secretary, and Treasurer shall be elected by the Board of Directors from among its members at the Board meeting in March of each year, and shall serve commencing immediately upon election and until their successors are elected and qualify. In addition to any duties described in these Bylaws, the officers of the Association shall have such powers and fulfill such duties prescribed by the parliamentary authority adopted by the Association or by law. If a person who has been elected by the Board to the same office in an uncontested election for the preceding three (3) years runs for reelection to that office, the Nominating Committee shall use best efforts to ensure that there is another candidate for that office for that election.
- 38. Chair.** The Chair ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Association. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (for example, ruling and recognizing). The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her or him. The Chair may delegate this authority but remains accountable for its use. The Chair may use the title “President” when meeting with or addressing colleagues or others in the international community, or such title that is deemed appropriate for such situations.
- ~~39. Vice Chairs. The Male Vice Chair and the Female Vice Chair shall assist the Chair with responsibilities as requested. If the Chair is temporarily unable to fulfill the duties of office, the Vice Chair of the opposite gender to the Chair shall assume those duties, and if that Vice Chair is also not available, the Vice Chair of the same gender as the Chair shall so act.~~ Removed.
- ~~40.~~
- 40. Secretary.** The Secretary shall be the custodian of the seal and records of the Association and shall authenticate its acts. The Secretary shall cause minutes to be made of meetings of the Board of Directors, and the ~~members~~Members of the Association, and shall receive the minutes of all other Board Committees, Standing Committees or other deliberative bodies of the Association. The Secretary shall cause the minutes of Board of Directors’ meetings and the Annual Meeting to be made available to Board members and to Association ~~members~~Members no later than the fifteenth (15th) business day following each meeting. All decisions made by the Board between Board meetings shall be reported to the ~~members~~Members no later than with the minutes for the next Board meeting following the decision. The Secretary shall also monitor and direct compliance with the Association’s procedures for internal governance, and supervise and direct the process of voting and elections conducted pursuant to these Bylaws.
- 41. Treasurer.** The Treasurer shall supervise and oversee the finances of the Association, relating to the budget and financial policies and procedures.

42. Other Positions.

- ~~(A)~~ General Counsel: The Board may, in its discretion, appoint one or more General Counsel, ~~admitted~~ ~~(A) to practice law in a jurisdiction within the United States~~, who may ~~but need~~ not be ~~members~~ member of the Board of Directors. General Counsel shall provide advice and assistance on legal matters, and consult with retained counsel of the Association. General Counsel shall serve on a voluntary basis.
- (B) Parliamentarian: The Board may also appoint a Parliamentarian, learned in parliamentary procedure, to advise the Chair on the conduct of meetings in accordance with the parliamentary authority adopted by these Bylaws.

Part B. Chief Executive Officer

43. Chief Executive Officer. The Chief Executive Officer of the Association shall serve at the pleasure of the Board of Directors. The Chief Executive Officer shall have full and general power and authority to conduct the affairs of the Association, subject to such policies and limitations as may be adopted by the Board of Directors. The Chief Executive Officer shall have general authority over the definition, composition and procedures of the advisory committees of USRowing. The Chief Executive Officer may use the title “Secretary General” when meeting with or addressing colleagues or others in the international community, or such title that is deemed appropriate for such situations.

Part C. USOC Olympic Assembly Representative

44. USOC Olympic Assembly Representative. The Chief Executive Officer or his or her designee shall serve as the Association’s representative to the USOC’s Olympic Assembly in accordance with the Constitution and Bylaws of the USOC.

ARTICLE V Standing Committees of the Association

45. Standing Committees.

The Standing Committees of the Association shall be as follows:

- (A) High Performance--The purpose of the High Performance Committee (HPC) shall be to define, in consultation with the national team's director and coaches, the plans and programs for the training and selection of teams to represent the United States in international competition at all levels other than Juniors, Masters and AdaptivePara.
- (B) Junior High Performance--The purpose of the Junior High Performance Committee (JHPC) shall be to define, in consultation with the national team's director and coaches, the plans and programs for the training and selection of teams to represent the United States in international competition at the Junior level only.
- (C) AdaptivePara --The purpose of the AdaptivePara High Performance Committee (ACPHPC) shall be to promote recreational and competitive opportunities for adaptivepara rowers and to define the plans and programs for the training and selection of teams to represent the United States in international competition at the Adaptivepara level only.
- (D) Masters--Removed effective October 22, 2015 (E) Youth-- Removed effective October 22, 2015
- (F) Referee-- Removed effective December 1, 2016.

46. Removed

47. Removed

ARTICLE VI Elections and Appointments

48. Elections and Appointments of Directors and Standing Committee Members.

Elections and appointments of Directors and Standing Committee Members shall be conducted as follows:

- ~~(A) One (1) male Vice Chair elected to a three-year term in accordance with Section 48(A) (Male Vice Chair). Male and Female Vice Chairs shall be elected by vote of the individual members of the Association commencing in 2010 and every three (3) years thereafter.~~
- ~~(B) One (1) female Vice Chair elected to a three-year term in accordance with Section 48(B) (Female Vice Chair). Male and Female Vice Chairs shall be elected by vote of the individual members of the Association commencing in 2010 and every three (3) years thereafter.~~

Regional

~~(A) The CEO Director shall serve as a Director of the Association.~~

~~(C)(B) Membership Directors and Regional Referee Committee Members shall be elected by vote of the Organizational Members ~~located in or~~ Individual Members (as specified below) residing in their respective ~~regions~~ Zones, as follows:~~

Midwest

- ZONE I: Elected by Organizational Members located in Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont;
- ZONE II: Elected by Organizational Members located in Delaware, District of Columbia, Maryland, New Jersey, North Carolina, Pennsylvania, South Carolina, Virginia, and West Virginia;
- ZONE III: Elected by Organizational Members located in Alabama, Arkansas, Florida, Georgia, Indiana, Illinois, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin;
- ZONE IV: Elected by Organizational Members located in Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, New Mexico, Nevada, Oregon, Utah, Washington, and Wyoming, and;
- MEMBERSHIP ZONE: Elected by Individual Members who are at least eighteen (18) years old, regardless of location of residence.

The terms for Membership Directors shall be as follows:

- The Membership Director for Zone I shall be elected in 2020 and every three years thereafter.
- The Membership Directors for Zone II and Mid-Atlantic regions: Commencing Zone III shall be elected in 2019 and every three years thereafter.
- The Membership Director for Zone IV shall be elected in 2018 and every three years thereafter.
- ~~(1) The Membership Director for the Membership Zone shall be elected in 2019 and every three (3) years thereafter;~~
- ~~(2) Northeast and Northwest regions: Commencing in 2011 and every three (3) years thereafter; and,~~
- ~~(3) Southeast and Southwest regions: Commencing in 2012 and every three (3) years thereafter.~~

~~(D)(C)~~ AAC ~~Representatives~~Athlete Directors shall be nominated in accordance with Section 18(B) and elected to serve in the December immediately following the Summer ~~Olympic Games~~Olympics in 2008 and every fourth (4th) year thereafter by vote of the AAC Athlete Members then eligible to vote. Only AAC Athlete Members shall be eligible to vote for the AAC ~~Representatives~~Athlete Directors. The term of office for the ~~Representatives described in this section~~AAC Athlete Directors shall commence ~~within~~ the ~~first AAC meeting of the quadrennium~~January 1 following their election. No AAC Athlete Member who is an employee of the USOC or the Association shall be eligible for election as an AAC ~~Representative~~Athlete Director.

~~Board~~

~~(D)~~ The Athlete ~~Representatives~~Member Director shall be elected in December ~~2009~~2017 and every fourth (4th) December thereafter by vote of the Athlete Members then eligible to vote. ~~The~~ Except as otherwise provided in Section 48(H) below, the term of office for the ~~Representatives described in this section~~Athlete Member Director shall commence on January 1 following ~~their~~ respective~~his or her~~ election.

~~(E)~~

~~(E)~~ Foundation Directors shall be appointed to serve three (3) year staggered terms, beginning with elections ~~At-large in 2018, by appointment of the National Rowing Foundation, subject to review and approval by the Nominating Committee in accordance with Section 36; provided, however, that in order to stagger the terms of ongoing NRF Directors, one of the initial NRF Directors shall be elected to a one (1) year term, one of the initial NRF Directors shall be elected to a two (2) year term, and one of the initial NRF Directors shall be elected to a three (3) year term.~~

~~(F)~~ Except as otherwise provided in Section 48(H) below, At-Large Directors shall be elected in March 2009~~2018~~ and every third (3rd) March thereafter by those Directors defined in Sections 26(A)-(E). ~~The At-Large Standing Committee Member shall be appointed by the Chief Executive Officer in March 2009 and every third (3rd) March thereafter.~~ The term of office for the ~~Representatives described in this section~~At-Large Directors shall commence at the next meeting of Directors immediately following their respective elections.

~~(G)~~ At Large Referee Committee Members shall be elected to serve three (3) year staggered terms in December 2008 and each December thereafter by a vote of the Directors then in office, except the Regional Referee Coordinators Representative who shall be elected to serve a one (1) year term in December 2008 and each December thereafter by the Regional Referee Coordinators. The term of office for the Representatives described in this section shall commence on January 1 following their respective elections.

~~(H)~~ Representatives of the High Performance, Junior High Performance, and Adaptive Standing Committees

~~(G)~~ Committee Members of the HPC, JHPC, and PHPC shall be elected in the December immediately following the Summer Olympic Games in 2008 and every fourth (4th) December thereafter by a vote of those Directors in office at that time, with the exception; provided, however, that at least twenty percent (20%) of the AAC Representatives~~Committee Members of each of the HPC, JHPC, and Board Athlete Representatives who~~PHPC shall be Athlete Members elected in accordance with Sections 48(D) and (E), by a vote of Athlete Members. The term of office for the Representatives described in this section shall commence on January 1 following their respective elections.

(H) Transitional Rules. Notwithstanding anything to the contrary in these Bylaws, with respect to the Amendments of these Bylaws going into effect on January 1, 2018 (the “January 2018 Amendments”) the following transitional rules shall apply:

- (1) The Board structure and positions contemplated by Sections 48(A) through 48(G) above shall go into effect on March 1, 2018. All Directors in office prior to the January 2018 Amendments shall remain in office in their respective positions through February 28, 2018. For purposes of the foregoing, the terms of office of the Board Athlete Representatives in office prior to the January 2018 Amendments are hereby extended from December 31, 2017 through February 28, 2018.
- (2) The Male Vice Chair in office prior to the January 2018 Amendments shall serve as the initial Membership Director for the Membership Zone.
- (3) The Regional Directors for the Northeast Region, Mid-Atlantic Region, and the Midwest Region in office prior to the January 2018 Amendments shall serve as the initial Membership Directors for Zone I, Zone II and Zone III, respectively.
- (4) With respect to elections of male and female Board Athlete Representatives to be held during the Fall of 2017, whoever receives more overall votes shall serve as the initial Athlete Member Director.
- (5) To the extent that the January 2018 Amendments cause the elimination of the Board position of any Director whose term would have expired after March 1, 2018 but for the January 2018 Amendments (each, a “Transitional Director”), then unless such Transitional Director has been elected to another Board position as of March 1, 2018, the Transitional Director shall serve as an At-Large Director until the expiration of his or her original term. Election of any At-Large Director succeeding a Transitional Director appointed as an At-Large Director pursuant to this provision shall occur upon the expiration of such Transitional Director’s previously existing term and every third (3rd) March thereafter.

49. Term. Unless otherwise provided in these Bylaws, the term of office for those elected shall commence on the first (1st) Monday in March of the year of election and shall continue until the expiration of the term or until a successor is elected. No person shall serve more than three (3) consecutive terms on the Board of Directors, except (a) AAC Athlete Representatives Directors who shall not serve more than two (2) consecutive terms; and (b) the Chief Executive Officer, who shall serve for as long as he or she holds the office of Chief Executive Officer. No person shall serve more than three (3) consecutive terms on a Standing Committee. A partial term shall be considered equivalent to a full term for purposes of this provision.

50. Ballots. The Secretary shall cause ballots for elections in accordance with ~~Sections~~Section ~~48(A)–(CB)~~ to be sent to those ~~members~~Members eligible to vote no later than January 2 of the year of election; such ballots must be received by the Association no later than February 1 in order to be counted. The Secretary shall cause ballots for elections in accordance with Sections ~~48(DC)~~ and ~~(ED)~~ to be sent to those ~~members~~Members eligible to vote no later than December 1 of the year of election; such ballots must be received by the Association no later than December 21 in order to be counted. Ballots may be transmitted to each ~~member~~Member by any means described in Section 18 of these Bylaws. The form of the ballot shall be approved by the Secretary, and shall solicit any such identifying information the Secretary deems necessary and proper to ensure the authenticity of the ballot, including but not limited to signature, birthdate, or membership number, where appropriate. Transmission of ballots cast by ~~members~~Members may be made by mail, electronic mail, facsimile, or other reliable form of communication designated by the Secretary.

51. Eligibility to Vote. Unless otherwise provided in these Bylaws, to be eligible to vote in an election, a ~~member~~Member must be in good standing in accordance with Section 15 (concerning payment of dues) on December 1 of the year preceding the election and not otherwise suspended from privileges of the Association.

52. Neutrality of Full-Time and Part-Time Employees. Full-time and part-time employees of the Association are prohibited from holding elective office in the Association. Employees shall maintain strict public neutrality on the results of elections and are prohibited from campaigning for or against any candidate for Association office.

53. Removal or Resignation of Directors, Officers, and Standing Committee Members.

~~(A)-~~

(A) Unless otherwise provided in these Bylaws, Directors, and Officers of the Association, and Standing Committee members may be removed for cause by the Board of Directors. A vote of two-thirds (2/3) of the Directors in office shall be necessary for removal. Removal of a Director from a Board Committee shall require a simple majority vote of the Board. AAC Athlete ~~Representatives~~Directors shall be exempt from this Section and may be removed only in accordance with the AAC Bylaws then in effect.

~~(B)-~~

(B) The Secretary shall give notice to the subject of any vote to remove him or her at least fourteen (14) days before the vote. The Secretary shall furthermore give notice of any vote to remove a member of a Standing Committee to the Chair of that Standing Committee at least fourteen (14) days before the vote, and give notice of any vote to remove a ~~Regional Membership~~ Director to the Organizational ~~or Individual~~ Members of ~~the region~~that Membership Director's Zone at least fourteen (14) days before the vote. Transmission of notice pursuant to this Section shall be made by mail, electronic mail, facsimile, or other reliable form of communication designated by the Secretary.

(C) Unless otherwise provided in these Bylaws, a Director, Officer or Standing Committee Member who is absent without excuse as that term is defined in the Board Policy Manual from two consecutive regular meetings of the Board or Standing Committee shall be deemed to have resigned. A Director, ~~Officer or Standing Committee Member~~ who was elected as a representative of a particular ~~region~~Zone, and who moves his or her residence outside of that ~~region~~Zone, shall be deemed to have resigned.

54. Vacancies. A vacancy on the Board of Directors shall be filled through appointment by the Board of Directors, except in the event of a vacancy of ~~the alternate~~(a) an AAC Representative Athlete Director, which shall be filled in accordance with the AAC Bylaws then in effect; ~~and (b) a Foundation Director,~~ which shall be filled by nomination by the National Rowing Foundation, subject to approval by the Nominating Committee in accordance with Section 36 herein. Standing Committee vacancies shall be filled ~~but~~by the Chief Executive Officer. If the prior holder of the position was elected by a constituency other than the Board itself, the Nominating Committee of the Board or Chief Executive Officer shall use best efforts to consult with that constituency, or representatives thereof, before filling the vacancy. The person chosen to fill a vacancy shall: (a) in the case of a ~~Regional Membership~~ Director, reside in the respective ~~region~~Zone as of the date of their appointment; and (b) in the case of ~~the male or female Vice Chair~~any category of directorship requiring gender diversity, be of the gender appropriate for that position. All persons appointed to fill Board or Standing Committee vacancies (other than AAC Athlete Directors and Athlete Member Directors) shall be Individual Members of the Association as of the date of their appointment.

54.

ARTICLE VII Miscellaneous Provisions

55. Organizational Members' Books and Papers. The books, papers, vouchers, minutes, and records of all ~~member~~Member organizations must at all times be open to inspection by the Chief Executive Officer or the Board of Directors. Any ~~member~~Member organization refusing to supply these items when requested to do so by the Chief Executive Officer or Secretary of this Association shall be suspended from membership until such time as it complies with the request or is removed from membership in the Association pursuant to the rules set forth in the Chief Executive Officer Procedures Manual.

56. Literal Compliance. Failure of literal or complete compliance by the Board of Directors with the provisions of these Bylaws regarding dates and times of notice or the sending or receipt of same, or errors of phraseology of notices of proposals, which in the majority judgment of the Board of Directors does not cause substantial injury to the rights of ~~members~~Members of the Association or the functions of officers or Directors, shall not invalidate the actions or proceedings of the Board of Directors at any meeting.

57. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or other special rules of order that may be adopted.

~~**58. Board Policy Manual.** The Board shall draft, maintain on an annual basis, and make publicly available a Board Policy Manual that sets forth the Board's policies for the Association as derived from the Association's mission statement; for the Board's operations; for the linkage between the Chief Executive Officer and the Board; and for the limitations that the Board places on the Chief Executive Officer.~~

~~**59. Chief Executive Officer Procedures Manual.** The Chief Executive Officer shall cause to be compiled and kept current a Procedures Manual that sets forth the procedural matters that govern the definition, composition and procedures of the committees of USRowing, the conduct of the Association's meetings, elections, regattas, competitions, Referee Regional Administrator Representatives, grievance procedures, and business. This manual shall be provided to each Director, Standing Committee member and shall be available upon request to any member organization or individual. A reasonable fee may be charged to provide the manual(s) as a result of any such request with the exception of a request for grievance procedures, which shall be provided by the Association upon request without charge.~~

58. Removed.

59. Removed.

ARTICLE VIII Amendments

60. Amendments. With respect to those issues listed below, these Bylaws can be altered, amended or suspended by a vote of two-thirds (2/3) of votes cast at a Special Meeting of Members in accordance with Sections 17-21 and 23.

- The powers of the ~~board~~Board of ~~directors~~Directors (Section 27)
- The procedures established for the selection of ~~directors~~Directors, including without limitation the definition of Zones (Section 48)
- The removal of ~~directors~~Directors by the ~~members~~Members or by the ~~board~~Board (Section 53)
- The voting rights of ~~directors~~Directors (Section 32)
- The classes and qualifications of membership (Sections 7-11)
- ~~The definition of the membership regions (Section 26(e))~~
- The annual and special meetings of the ~~members~~Members (Sections 16 and 17)
- The requirements of a quorum for ~~members~~Members (Section 21)
- Any actions taken by ~~members~~Members (Section 20)
- The voting rights or procedures of ~~members~~Members (Sections 16-23, 48-52, 60)
- The termination and transfer of membership (Section 12)
- Any other matter for which the power to alter, amend, or suspend any Bylaw concerning such matter is reserved to the ~~members~~Members under Section 5504 of the Pennsylvania Nonprofit Corporation Statute

With respect to all other issues, these Bylaws can be altered, amended or suspended by the Board of Directors by a two-thirds (2/3) vote of those voting.

ARTICLE IX SafeSport

61. SafeSport. As the National Governing Body (“**NGB**”) for the sport of rowing in the United States, and as a condition of membership in the United States Olympic Committee (the “**USOC**”), the Association is required to adhere to the USOC’s safe sport rules and regulations. The USOC has designated USCSS (as defined in Section 12) as the independent organization to investigate and resolve safe sport violations occurring within the purview of USOC’s NGB members. The Association’s rules, policies, and procedures (including, without limitation, the Chief Executive Officer Policy Manual) shall:

(a) designate USCSS as having (i) sole and exclusive authority to investigate and resolve any reported violations of sexual misconduct (as defined in the SafeSport Rules) and (ii) authority to investigate and resolve any violations of the SafeSport Rules other than violations consisting of alleged sexual misconduct (as defined in the SafeSport Rules), if the reported violation is referred to USCSS in the discretion of the Chief Executive Officer or, if the Chief Executive Officer has a conflict of interest with respect to the reported violation, the Chair, and

(b) require that all ~~members~~Members, athletes, coaches, trainers, agents, staff, referees, or other persons participating in USRowing or USRowing sanctioned events and meeting the definition of a “Covered Individual” in the SafeSport Rules (i) comply with the SafeSport Rules (as defined in Section 12), (ii) agree to the jurisdiction of USCSS to investigate and resolve disputes as described in paragraph (a) of this Section 61, above, and (iii) agree that arbitration pursuant to the binding arbitration provisions of the SafeSport Rules shall be the exclusive method to resolve any dispute over any disciplinary action taken by the Association as a result of a USCSS investigation of reported violations of SafeSport Rules.

In the event of any conflict or inconsistency between the SafeSport Rules and any rule, policy, or procedure of the Association, the SafeSport Rules shall control.