



Minutes of the October 11, 2017 USRowing Board of Directors Meeting

Telephonic Meeting \_\_:\_\_ pm

Directors present: Marcia Hooper, Jamie Redman, Meghan O’Leary, Lisa Stone, Jim Dietz, Nick LaCava, Shiela Tolle, Joe Flynn, Joe Manion, Charlie Haight, Bill Donoho, and David Banks

Directors not present: Kris Thorsness and Steven Shure

Others present: Patrick McNerney (CEO), Susan Smith (Director of Membership), Andrew Lee, Esq. (counsel for the association)

**1. Proposed By-Laws Amendments:**

The Board discussed the proposed amendments to the USRowing bylaws to implement the bylaws changes that the Board had voted to approve at its last meeting (the “Approved Changes”) as well as: (a) revision of the board structure contemplated by the Approved Changes; (b) definition of regions, or zones, necessary to the Approved Changes, and (c) the transition from the existing board structure to the new structure, if the new structure is approved by the required 2/3 vote of Organizational Members and Athlete Members.

(a) Board Structure: Since the last board meeting, it had become apparent that the Approved Changes would leave Individual Members without the right to vote to directly appoint any director, because the Approved Changes no longer included the Male and Female Vice Chair positions. Marcia Hooper, Patrick McNerney, Susan Smith revised and circulated additional proposed amendments prior to this meeting which: (1) reduced the number of At-Large Directors provided for in the Approved Changes from 4 directors to 3 directors, and (2) proposed adding a “Membership Director” to be elected directly by Individual Members. There was general consensus on the call that this was the right approach.

(b) Zone Definitions: The draft circulated prior to this meeting included proposed definitions for the four regions, or “Zones”, as provided for in the Approved Changes, which correspond to four board seats to be elected by Organizational Members within each Zone. However, there is no practical way to define the Zones so that each would include the same number of Organizational Members without dramatically skewing the geographic boundaries of the Zones in ways that likely would not be acceptable to membership. The newly proposed Zone definitions attempt to group states in a way that made sense from a geographic perspective (i.e., Upper Atlantic, Lower Atlantic, Central, and Western). While this approach results in some disparity in the number of clubs in each region, the currently existing regional definitions also include such relative disparity. The Board discussed some adjustments to the

newly proposed Zones, and the consensus was that Florida and Georgia be moved from the lower Atlantic Zone to the Central Zone, and that the Zones be referred to using Roman Numerals rather than geographically descriptive names.

(c) Board Transition Plan: Marcia Hooper, Patrick McNerney, Susan Smith also presented options for “transitional rules” to be included in the proposed amendments to the bylaws, to ensure maximum possible continuity between the current board and the board in the new structure (including ensuring that no current director is precluded from completing his or her current term solely because of the new structure). There was general consensus that the transitional rules should provide for the current regional directors for the NE Region, MA Region, and MW Region to serve, respectively, as the initial Membership Directors in the new board structure for Zone I, Zone II and Zone III, through the expiration of each of their respective terms, that the current Male Vice Chair should serve as the initial Membership Director for the Membership Zone through the end of his current term, and that the current director for the NW Region should serve as one of the initial At-Large Directors in the new board structure through the end of his current term.

(d) Other Matters: The Board also discussed the positions of Athlete Member Director and the AAC Athlete Director, as provided for in the proposed amendments to the bylaws. There was consensus that that the proposed bylaws should not require that the Athlete Member Director alternate by gender each quadrennial and that the bylaws should not require that the AAC Representative and the AAC Alternate Representative alternate by gender each quadrennial. The Board also concluded that it was impractical to require members not nominated by the nominating committee to have 20 clubs from the member’s region sign a petition to nominate the member.

Additionally, there was consensus to amend the proposed By-Laws so that the composition of the Nominating Committee should be comprised of only one At-Large Director, and the fifth position should be filled by any director appointed by a vote of the Board.

**Motion** by Meghan O’Leary to send the bylaw amendments, as revised above, to the organization’s membership for a vote; seconded by Joe Flynn. The motion passed unanimously.

Patrick McNerney outlined the plan for the roll-out of the proposed amendments to the bylaws, including the calling of a Special Meeting for a vote of those members entitled to vote on certain amendments of the bylaws, and the anticipated timing of the vote to coincide with the Association’s annual meeting in early December.

Meeting adjourned at \_\_:\_\_ pm.