

BY-LAWS OF THE UNITED STATES ROWING ASSOCIATION

As amended through December 12, 2025

ARTICLE I General Provisions	2
ARTICLE II Members	3
ARTICLE III Board of Directors	8
Part A. Directors	8
Part B. Committees of the Board	11
ARTICLE IV Chief Executive Officer, Officers of the Association, and USOC Representative	15
Part A. Officers of the Association	15
Part B. Chief Executive Officer	16
Part C. USOPC Olympic Assembly Representative	16
ARTICLE V Standing Committees of the Association	17
ARTICLE VI Elections and Appointments	19
ARTICLE VII Miscellaneous Provisions	23
ARTICLE VIII Amendments	24
ARTICLE IX SafeSport	25

ARTICLE I 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 or gender identity, sexual orientation, disability, national origin, or other class or characteristic protected by applicable law 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 their eligibility.
- 5. Mission.** The mission of USRowing is: To steward, strengthen, and grow American rowing by championing performance and igniting new passion for the sport.
- 6. Subordination.** These Bylaws of the Association are subordinate to the provisions of (a) the Articles of Incorporation of the Association, filed on December 29, 1970, as amended from time to time thereafter (the “**Articles**”), (b) the Bylaws of the United States Olympic & Paralympic Committee (the “**USOPC Bylaws**”) in effect as of the date hereof and as the same may be amended from time to time, and the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.* (the “**Ted Stevens Act**”). The Association shall, to the extent required by Section 220522(4) of the Ted Stevens Act, submit to binding arbitration of any controversy involving (a) the Association’s certification as the national governing body for the sport of rowing in the United States or (b) the opportunity of any amateur athlete, coach, trainer, manager administrator or official to participate in amateur athletic competition, in all events in accordance with the commercial arbitration rules of an established major national provider of arbitration services designated by the United States Olympic and Paralympic Committee (the “**USOPC**”) in accordance with, and subject to any rules modifications pursuant to, Section 220522(4) of the Ted Stevens Act,.

ARTICLE II Members

7. **Categories of Membership.** The membership of the Association shall consist of individuals, organizations, certain eligible associations, and athletes. Members shall have only those rights and privileges as are specifically set out in these Bylaws.
8. **Individual Members.** “**Individual Members**” shall mean individual persons who are full-privilege, individual members of the Association. It is the duty of Individual Members to comply with all anti-doping rules of the World Anti-Doping Agency (“**WADA**”), World Rowing, the USOPC including the USOPC National Anti-Doping Policy, and the U.S. Anti-Doping Agency (“**USADA**”), including the USADA Protocol for Olympic and Paralympic Movement Testing (“**USADA Protocol**”) and all other policies and rules adopted by WADA, World Rowing, the USOPC and USADA. Athletes (as defined in the World-Anti Doping Code) shall be obligated to submit to drug testing by World Rowing and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an Individual Member may have committed a doping violation, the Individual Member shall be obligated to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of World Rowing, if applicable or referred by USADA.
9. **Organizational Members.** “**Organizational Members**” shall mean clubs, corporations, unincorporated associations, educational institutions, and other organizations that are interested in rowing and maintain an 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 or gender identity, sexual orientation, disability, national origin, or any other class or characteristic protected by applicable law. Organizational Members are eligible to vote to elect Regional Directors and to amend these Bylaws pursuant to Section 60. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by the Association, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or the Association, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, World Rowing, the USOPC, and USADA, including the USADA Protocol and all other policies and rules adopted by WADA, World Rowing and USADA. If it is determined that such an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual shall be obligated to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of World Rowing, if applicable or referred by USADA. In addition, Athletes (as defined in the World-Anti Doping Code) shall be

obligated to submit to drug testing by World Rowing and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

10. National Association Membership. “National Association Members” shall mean 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 and maintain an active National Association Membership with the Association. National Association Members are not entitled to any benefits of membership in the Association as such, including a right to vote, provided however, that they may have rights as Organizational Members of the Association if so qualified.

11. Athlete Members and Athletes’ Advisory Council Members.

- (A) “**Athlete Members**” shall consist of those individuals who meet the definition of “NGB 10 Year Athlete” in the USOPC Bylaws.
- (B) “**AC Athlete Members**” shall consist of those individuals who meet the requirements to be eligible for election to the United States Olympic & Paralympic Committee (USOPC) Team USA Athlete Council(the “**AC**”) pursuant to Article III of the Bylaws of the AC.

No Athlete Member or AC Athlete Member is entitled to any benefits of membership in the Association as such, except the right to elect the Board Athlete Representatives, the AC Representatives, and the Performance Committee Athlete Representatives (as defined in Section 48(E)), as applicable, and to vote on amendments to these Bylaws pursuant to Section 60, provided however, that the foregoing shall not limit any rights they might have as Individual Members of the Association if 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.*, (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 <https://uscenterforsafesport.org> at any time), and (c) the Association’s Membership Agreement for the Member’s category of membership, including all rules, policies, procedures, and guidelines referenced therein. Organizational Members 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.

- 13. Procedures for Application for and Revocation of Membership.** The Board of Directors shall establish procedures for application for membership in the Association and revocation of membership in the Association.
- 14. Resolution of Disputes.** Initial determinations regarding eligibility for membership shall be made by the Chief Executive Officer or their 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 published on the Association's website. Disputes over disciplinary action arising out of reports of sexual misconduct (as defined in the SafeSport Rules) shall be resolved exclusively through arbitration in accordance with the SafeSport Rules.
- 15. Dues.** Dues for each category of membership shall be approved 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. Annual Meeting.** There shall be an Annual Meeting each year at a date, time, and place established by the Board of Directors at which all 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 "State of the Union." The Chief Executive Officer shall provide 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.
- 17. Special Meetings.** Special Meetings of the Athlete 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 of not less than 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. 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. The resolution of the Board of Directors or the written request of the above-described members 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 shall be limited to amendments to these Bylaws, with the exception of Sections 18-20, 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 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 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 shall be entitled to vote pursuant to these Bylaws.
- (B) **Nominations for Elections.** 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 eligible to vote a call for nominations by the November 1 preceding the vote. A call for nominations may be transmitted to each member by any means described in this Section, as part of an Association publication that each 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 of the Association from July 1 of the year preceding the election, with the exception of At-Large Directors. Any Individual, Athlete, or AC Athlete Member of the Association may nominate themselves, and nominations need not be seconded. No write-in candidates shall be allowed. Elections for AC Representatives shall be conducted in accordance with the Bylaws of the AC unless otherwise provided herein.

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 six hundred sixty-seven (667) 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 three hundred thirty-three (333) 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 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 at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of 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 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 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 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.
- 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.
- 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. 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 Board of Directors, which shall exercise such governance authority in accordance with these Bylaws and the Association's Board of Director's Guidelines (the "**Board Guidelines**"), including without limitation by focusing on long-term objectives and impacts rather than on day-to-day management of the Association's affairs. In addition to any other rights they have under law, contract or insurance policies, Directors and Officers of the Association are hereby indemnified by the Association against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with an action or proceeding brought against them by reason of the fact that they are or were an Officer or Director of the Association if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. For purposes of clarity and the avoidance of doubt, in the event of any conflict or inconsistency between these Bylaws and the Board Guidelines, the provisions of these Bylaws shall control.

25. Qualification.

- (A) Except for the requirement that all Directors be at least eighteen years of age and any gender requirements in Section 26 below, the Board of Directors shall be selected without regard to race, color, religion, age, gender (except as noted in Sections 26(B) or 26(C)) or gender identity, sexual orientation, disability, national origin, or other class or characteristic protected by applicable law.
- (B) Directors must continuously be Individual Members of the Association throughout their respective term(s) of office, except with respect to the Directors specified in Section 26(D).
- (C) Service as a Director shall be on a volunteer basis, such that the Association shall not compensate Directors for their service as Directors; provided, however, that the foregoing shall not preclude the Association from reimbursing certain expenses of Directors pursuant to and in accordance with Section 28 below.
- (D) Directors shall at all times comply with the Association's conflict of interest policies and procedures (the "**Conflict of Interest Policy**"), including as stated in the Board Guidelines, including the provisions requiring Directors to disclose potential conflicts of interest and to recuse themselves from voting on and deliberations about matters relating to such conflicts of interest.
- (E) For purposes of Section 26(D)(i) below, having and maintaining an "**Independent Perspective**" means that none of the following applies to the Director during the preceding two (2) years and throughout the term (including any successor term) of service on the Board:

- (i) the individual is/was employed by or held any governance position (whether a paid or volunteer position) with World Rowing or the Association (other than the individual's position as a Board member of the Association or a position related to the individual's position as a Board member of the Association);
- (ii) an immediate family member of the individual is/was employed by or held any governance position (whether a paid or volunteer position) with the World Rowing or the Association;
- (iii) the individual is/was affiliated with or employed by the Association's outside auditor or outside counsel;
- (iv) an immediate family member of the individual is/was affiliated with or employed by the Association's outside auditor or outside counsel as a partner, principal, or manager;
- (v) the individual is/was a member of the Athlete Council;
- (vi) the individual is/was a member of any constituent group with representation on the Board;
- (vii) the individual receives or received any compensation from the Association, directly or indirectly (other than payments received as reimbursements for approved expenses reasonably incurred as part of the individual's duties as a member of the Board of the Association);
- (viii) the individual is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the Association;
- (ix) the individual is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition (as defined in the USOPC Bylaws); or
- (x) the individual is/was a member of the Association in a membership category that participates in Protected Competitions.

26. Composition of the Board. The Board shall be composed of the following twelve (12) Directors:

- (A) One (1) Director elected in accordance with Section 48(A) shall represent each of the four (4) Regions (as defined in Section 48(A) below) and who shall maintain a bona fide residence within their respective Region throughout their term (each, a "**Regional Director**").
- (B) Two (2) Directors who shall be the representative and alternate representative for the sport of rowing to the AC elected in accordance with Section 48(B) and who shall be AC Athlete Members at the time of their respective elections ("**AC Representatives**").
- (C) Two (2) Directors elected in accordance with Section 48(C) and who shall be either "**NGB 10 Year Athletes**" or "**NGB 10 Year+ Athletes**" (as those terms are defined in the USOPC Bylaws) at the time of their respective elections ("**Board Athlete Representatives**"); provided, however, that both Board Athlete Representatives shall be NGB 10 Year Athletes if necessary to meet the requirements of paragraph (E) of this Section 26 below.

- (D) Four (4) Directors elected in accordance with Section 48(D) who are not required to have at any time competed in, coached, or directly served rowing (“**At-Large Directors**”); provided, however, that (i) at least one of the At-Large Directors shall be required to have and maintain an Independent Perspective and (ii) if and when Ted Stevens Act Section 220522(12) becomes applicable to the sport of rowing in the United States by virtue of the existence of amateur sports organization(s) conducting national programs or competitions on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, at least one of the At-Large Directors shall meet the requirements of Section 220522(12), including without limitation by ensuring that the representation on the Board reflects the nature, scope, quality, and strength of the programs and competitions of the applicable organization(s) in relation to all other programs and competitions in the sport of rowing in the United States.
- (E) At least twenty percent (20%) of the members of the Board must consist of individuals who are NGB 10 Year Athletes at the time of their election to the Board.
- (F) At least half of the Athlete Representatives and Board Athlete Representatives, in the aggregate, shall have obtained NGB 10 Year Athlete status or, if applicable, NGB 10 Year+ Athlete status, by having competed at an event that, at the time of their election/selection, is “on a Delegation Event program,” in accordance with the USOPC Bylaws.
- (G) In addition, the Chair and Vice Chair of the Board of Trustees of the US Rowing Association Foundation, a Delaware nonstock corporation of which the Association is the sole member, shall be ex officio members of the Board, with no voting powers as such.

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 strategic plan and annual budget of the Association and monitoring the financial operations of the Association, including by reviewing and approving the Association’s financial statements, annual reports, financial and control policies, and selection of independent Auditors after consultation with the Finance and Audit Committee;
- (C) Hiring, evaluating, determining compensation of, and dismissing the Chief Executive Officer of the Association;
- (D) Ensuring that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and USCSS; and
- (E) 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. The Association shall reimburse the reasonable travel costs for AC Representatives and Board Athlete Representatives, and may do so for other Directors, to

travel to Board meetings, except to the extent that a Board meeting is conducted remotely by video or teleconference.

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 two (2) business days prior to any special meeting of the Board, provided that any action taken at a meeting called on less than seven (7) days' notice shall require the affirmative vote of at least a majority of the number of directors then serving.

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) Meetings of the Board may be conducted by live meeting, by conference telephone, video conference, 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, video conference, 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. Composition and Term of Board Committees. The Board may establish committees for the purpose of making informed recommendations to the Board about any topic that the Board reasonably determines to be necessary or advisable ("**Board Committees**"). The Board Committees listed in Sections 33(A) to 33(D) below shall be constituted of no fewer than three (3) 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, subject to a term limit established by the Chair in connection with such appointment. Except as otherwise provided herein, 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. To the extent applicable,

all Board Committees shall comply with the athlete representation requirements of Section 8.5

of the USOPC Bylaws. Accordingly, the voting membership of the Board Committees specified in Section 33(A) (Governance and Ethics Committee), Section 33(B) (Finance and Audit Committee), Section 33(C) (Nominating Committee), Section 33(D) (Compensation and Talent Committee), and any other committee that meets the definition of “Designated Committee” in the USOPC Bylaws shall meet the 33.3% athlete representation standards set forth in Section 8.5 of the USOPC Bylaws, including, without limitation, the requirements that such athlete representation be selected by the Athlete Council from the candidates identified and vetted pursuant to the process jointly developed by the Athlete Council and the Nominating Committee pursuant to Section 34(C) below and the requirement that at least half of such selected candidates are NGB 10 Year Athletes with the remainder of such selected candidates being NGB 10 Year+ Athletes. 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 Board Committee at any time without cause; provided, however, that if such removal would cause the Board Committee to be out of compliance with the athlete representation requirements of Section 8.5 of the USOPC Bylaws, such removal may only be made by a majority vote of the Board Athlete Representatives and AC Representatives. A Board Committee Member who is absent without excuse from two consecutive regular meetings of the Board Committee shall be deemed to have resigned. Board Committee Members shall at all times comply with the Conflict of Interest Policy, including the provisions requiring them to disclose potential conflicts of interest and to recuse themselves from voting on and deliberations about matters relating to such conflicts of interest.

34. Board Committees.

- (A) **Governance and Ethics Committee.** The Governance and Ethics Committee shall advise the Board on governance and ethics matters, and oversee the Association’s overall governance and ethics programs and grievance procedures. The primary objective of the Governance and Ethics Committee shall be to develop and implement governance and ethics policies and procedures that are appropriate for the Association and are consistent with the overall goal of enhancing member and athlete safety and services and national team performance. 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, and otherwise function in accordance with the Governance and Ethics Committee Charter.

- (B) **Finance and Audit Committee.** The Finance and Audit Committee shall advise the Board on finance and audit matters, and oversee the Association’s financial, auditing, budgeting, internal controls, cybersecurity, and tax matters. The primary objective of the Finance and Audit Committee shall be to develop and implement financial reporting policies and procedures that are appropriate for the Association and are consistent with the culture of the Association and the overall goal of enhancing Association financial stability and transparency. The Finance and Audit Committee shall be responsible for reviewing, commenting on, and presenting a proposed budget to the Board for approval; reviewing Association financial statements and accounting procedures; arranging and overseeing 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, Chief Financial 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; developing and administering plans and procedures for raising the funds necessary to finance the operations of the Association; and otherwise functioning in accordance with the Finance and Audit Committee Charter.

(C) **Nominating Committee.** The Nominating Committee shall oversee the process for identification, nomination, selection, and election of members of the Board and its committees. The primary objective of the Nominating Committee shall be to develop and implement nomination policies and procedures that are appropriate for the Association and are consistent with the culture of the Association and its operations. The Nominating Committee shall be responsible for developing and implementing procedures for identifying, recruiting, and nominating candidates to fill vacancies on the Board, Board Committees, Standing Committees, and any advisory committees, including without limitation by appropriately taking into account input from the Board (or, in the case of advisory committees, the CEO) regarding specific skill sets the Board (or the CEO, as applicable) may be seeking in candidates, such as (by way of example only and without limitation) experience or expertise in high performance, athlete development, accounting, legal, marketing, or communications; considering diversity in all its meanings in seeking to fill seats on the Board and committees to reflect the diversity of our nation and the Association's diversity, equity and inclusion goals; designing and overseeing Board election procedures that are fair and transparent; developing and maintaining an onboarding and orientation process to educate new members of the Board and Board Committees; working with the Athlete Council to jointly develop a process to identify and vet candidates to serve as AC Athlete Representatives, Board Athlete Representatives, and athlete representatives on Board Committees, Standing Committees, and any advisory committees; developing and implementing 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 and otherwise functioning in accordance with the Nominating Committee Charter.

(D) **Compensation and Talent Committee.** The Compensation and Talent Committee shall discharge the Board's responsibilities relating to compensation of the Association's Directors and executives, and oversee the Association's overall compensation programs. The primary objective of the Compensation and Talent Committee shall be to develop and implement compensation policies and plans that are appropriate for the Association and which provide incentives that further the Association's long-term strategic plan and are consistent with the culture of the Association and the overall goal of enhancing Member and athlete services and national team performance. The Compensation and Talent Committee shall be

responsible for reviewing the performance, and for ensuring the ongoing development, of the Association's senior management personnel including without limitation the Chief Executive Officer, and otherwise functioning in accordance with the Compensation and Talent Committee Charter.

35. [RESERVED]

36. [RESERVED]

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

Part A. Officers of the Association

- 37. Election and Term of Officers.** The Officers of the Association shall consist of the Chair, the Chief Executive Officer, the Secretary, and the Treasurer. The Chair, Secretary, and Treasurer shall be elected by the Board of Directors from among its members at the Board meeting in March every other 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 four (4) 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. Officers shall at all times comply with the Conflict of Interest Policy, including the provisions requiring Officers to disclose potential conflicts of interest and to recuse themselves from deliberations and decisions about matters relating to such conflicts of interest.
- 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 powers 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 them. 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. [RESERVED]**
- 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 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 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 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, who may not be a 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. USOPC Olympic Assembly Representative

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

ARTICLE V Standing Committees of the Association

45. Standing Committees. The “**Standing Committees**” of the Association shall be as set forth in this Section 45. The voting membership of the Standing Committees shall meet the 33.3% athlete representation standards set forth in Section 8.5 of the USOPC Bylaws. Standing Committee Members shall at all times comply with the Conflict of Interest Policy, including the provisions requiring them to disclose potential conflicts of interest and to recuse themselves from voting on or deliberations about matters relating to such conflicts of interest.

- (A) **High Performance.** The purpose of the High Performance Committee (“**HPC**”) shall be to advise and support the Chief High Performance Officer (“**CHPO**”) regarding the plans and programs for the teams that are selected to represent the United States in international competition. The HPC shall consist of at least five (5) members and shall include at least one male Athlete Member and one female Athlete Member.
- (B) **Para High Performance.** The purpose of the Para High Performance Committee (“**PHPC**”) shall be to define the plans and programs for the training and selection of teams to represent the United States in international competition at the Para level only. The PHPC shall consist of at least six (6) members and shall include at least one male Athlete Member and one female Athlete Member. At least half of the Performance Committee Athlete Representatives (as that term is defined in Section 48(E) below) on the PHPC shall have satisfied the definition of Athlete Member by virtue of competition in Para rowing event(s).
- (C) **Inclusion and Community Impact.** The purpose of the Inclusion and Community Impact Committee (“**Committee**”) shall be to advise the CEO and the Board of Directors on initiatives, policies, and programs that further the Association's commitment to diversity, equity, and inclusion. The primary objective of the Inclusion and Community Impact Committee is to develop plans and assist the CEO in implementing the Association’s long-term strategy, which seeks to create an inclusive organization and community that benefits from all the differences among its constituents. These differences include but are not limited to race, ethnicity, gender, gender identity, sexual orientation, socio-economic status, age, geographic location, religion, language, veteran status, and physical and cognitive abilities.
- (D) **Athlete Council.** There shall be an Athlete Council (the “**Athlete Council**”), whose members must qualify as required by the USOPC Bylaws, and which otherwise meets all applicable USOPC requirements. The Athlete Council shall establish a charter (the “**Athlete Council Charter**”) with rules and procedures for its composition, governance and operations that comply with all such USOPC requirements including, without limitation, by working with the Nominating Committee to jointly develop a process to identify

and vet candidates to serve as AC Athlete Representatives, Board Athlete Representatives, and athlete representatives on Board Committees.

46. Chairs of Non-Board Committees. Chairs of all non-Board committees shall be chosen by majority vote of the members of the relevant committee and subject to ratification by the Board in its discretion.

47. [RESERVED]

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) Regional Directors shall be elected by vote of the Organizational Members residing in their respective regions as follows (each, a “**Region**”):

Northeast Region: Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont;

Atlantic Region: Delaware, District of Columbia, Maryland, New Jersey, North Carolina, Pennsylvania, South Carolina, Virginia, and West Virginia;

Central Region: Alabama, Arkansas, Florida, Georgia, Indiana, Illinois, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, Puerto Rico, South Dakota, Tennessee, Texas, Wisconsin, and the U.S. Virgin Islands;

Western Region: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, New Mexico, Nevada, Oregon, Utah, Washington, and Wyoming.

Regional Directors shall serve staggered terms, as follows:

The Regional Director for the Northeast Region shall be elected in 2025, and every fourth (4th) year thereafter, for a four (4) year term.

The Regional Director for the Atlantic Region shall be elected in 2022, and every fourth (4th) year thereafter, for a (4) year term.

The Regional Director for the Central Region shall be elected in 2024, and every fourth (4th) year thereafter, for a four (4) year term.

The Regional Director for the Western Region shall be elected in 2023, and every fourth (4th) year thereafter, for a four (4) year term.

(B) AC Representatives shall be nominated and elected in accordance with the Bylaws of the AC, for a four (4) year term, by vote of the Athlete Members then eligible to vote. Only Athlete Members shall be eligible to vote for the AC Representatives. The term of office for AC Representatives shall commence with the first AC meeting of the quadrennium. No employee of the USOPC or the Association shall be eligible for election as an AC Representative.

(C) Board Athlete Representatives shall be elected in December 2022 and every fourth (4th) December thereafter by vote

of the Athlete Members then eligible to vote. The term of office for the Board Athlete Representatives shall commence on January 1 following their respective elections.

(D) At-Large Directors shall be elected by those directors defined in Sections 26(A)-(C) to staggered terms, as follows:

One At-Large Director shall be elected in 2024, and every fourth (4th) year thereafter, for a four (4) year term.

One At-Large Director shall be elected in 2025, and every fourth (4th) year thereafter, for a four (4) year term.

One At-Large Director shall be elected in 2026, and every fourth (4th) year thereafter, for a four (4) year term.

One At-Large Director shall be elected in 2027, and every fourth (4th) year thereafter, for a four (4) year term.

(E) One-half of the At-large members of the HPC and PHPC Standing Committees (or as close to one-half as the total composition of the At-large members permits) shall be elected every four years in each of (i) the December immediately following the Summer Olympic Games and (ii) the third December following the Summer Olympic Games, by a vote of those Directors in office at that time; provided, however, that at least one third (33.3%) of the voting members of each of the foregoing Standing Committees (collectively, the “**Performance Committee Athlete Representatives**”) shall meet the athlete representation standards set forth in Section 8 of the USOPC Bylaws and be nominated by the Athlete Council following each AC election. The term of office for the representatives described in this section shall commence on January 1 following their respective elections/ nominating procedures, respectively

(F) The term of office on the Athlete Council of each of the AC Representatives, the Board Athlete Representatives, and other members of the Athlete Council shall be as set forth in the Athlete Council Charter.

(G) The Inclusion and Community Impact Committee and any committee of the Association not established in these Bylaws (whether a “Designated Committee” or “Other Committee”, as defined in the USOPC Bylaws) shall be constituted in compliance with the 33.3% athlete representation standards set forth in the USOPC Bylaws, as and to the extent applicable, including without limitation the requirement that such athlete representation be appointed by a vote of the Athlete Council.

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 two (2) consecutive terms on the Board of Directors. No person shall serve more than two (2) consecutive terms on a Standing Committee. A partial term of two (2) years or more shall be considered equivalent to a full term for purposes of this provision. For purposes of Section 26(D)(ii) above, if Ted Stevens Act Section 220522(12) (regarding certain amateur sports organizations conducting national programs or competitions on a level of proficiency appropriate for selection of amateur athletes to a sport's national team) becomes applicable to the Association, the term of the then-longest serving At-Large Director shall end and such At-Large Director's Board position shall be filled for the remainder of that term by an individual meeting the requirements of Ted Stevens Act Section 220522(12).

50. Ballots. The Secretary shall cause ballots for elections in accordance with Sections 48(A)-(C) to be sent to those 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(B) and (C) to be sent to those 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 by any means set forth 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 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 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) 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. AC Representatives shall be exempt from this Section and may be removed only in accordance with the AC Bylaws then in effect.
- (B) The Secretary shall give notice to the subject of any vote to remove them 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 Director to the Organizational Members of the region 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 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, and who moves their residence outside of that region, 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 AC Representative, which shall be filled in accordance with the Bylaws then in effect. Standing Committee vacancies shall be filled 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. In the case of a Regional Director, the person chosen to fill a vacancy shall reside in the respective Region as of the date of their appointment. All persons appointed to fill Board or Standing Committee vacancies shall be Individual Members of the Association as of the date of their appointment.

ARTICLE VII Miscellaneous Provisions

55. Members' Books and Papers. The books, papers, vouchers, minutes, and records of all Organizational Members and National Association Members must at all times be open to inspection by the Chief Executive Officer or the Board of Directors. Any such member 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 Policy Manual of the Association.

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 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. Conflicts of Interest – Other. All employees, task force members, hearing panel members, volunteers and contractors of the Association shall, to the extent applicable, comply with the Conflict of Interest Policy, including the provisions requiring such persons to disclose potential conflicts of interest and to recuse themselves from deliberations and decisions about matters relating to such conflicts of interest.

59. [RESERVED]

ARTICLE VIII Amendments

60. Amendments. With respect to those issues listed below (the “**Voting Issues**”), 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 of Directors (Section 27)
- The procedures established for the selection of Directors (Section 48(A)-(D))
- The removal of Directors by the Board (Section 53)
- The voting rights of Directors (Section 32)
- The classes and qualifications of membership (Sections 7-11)
- The definition of the Regions (Section 48(A))
- The annual and special meetings of the members (Sections 16 and 17)
- The requirements of a quorum for members (Section 21)
- The voting rights or procedures of members (Sections 17-23, 48(A)-(C), 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 under Section 5504 of the Pennsylvania Nonprofit Corporation Statute

The foregoing notwithstanding, these Bylaws can be altered, amended, or suspended by the Board of Directors by a two-thirds (2/3) vote of those voting, with respect to (a) all issues other than the Voting Issues and (b) with respect to the Voting Issues to the extent necessary to comply with Bylaw changes mandated or required by the USOPC.

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 USOPC, the Association is required to adhere to the USOPC’s safe sport rules and regulations. The USOPC has designated USCSS (as defined in Section 12) as the independent organization to investigate and resolve safe sport violations occurring within the purview of USOPC’s NGB members. The Association’s rules, policies, and procedures (including, without limitation, the 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, 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.

Notwithstanding the designation, in Section 61(a)(i) above, of USCSS as having sole and exclusive authority to investigate and resolve reports of sexual misconduct, the Association reserves the right, in conjunction with referring any such report to USCSS, if the report contains an allegation that presents an imminent risk of continuing physical or emotional harm to minors or other athletes, to take such interim action as the Association reasonably deems warranted to prevent such harm, such as (by way of example only and without limitation), suspension of membership or employment privileges, exclusion from participation in events or athlete contact, and/or reporting the matter to local law enforcement authorities.

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.