

**AMENDED AND RESTATED CODE OF REGULATIONS
OF
WESTERN RESERVE ROWING ASSOCIATION**

ARTICLE I

MEMBERS

A. Community of Members. The Corporation, a community of its sweep and sculling members, provides and promotes adult competitive and recreational rowing for the Northeast Ohio community through quality programming.

B. Classes and Categories of Members; Qualification. 1. There shall be two classes of members in the Corporation; Voting members and Non-Voting members. Voting members shall be categorized as either Regular Members, Coaching or Coxswain Members and Stakeholder Members, and Non-voting members shall be categorized into one or more Associate member categories. The Board of Directors shall from time to time establish the Associate member categories, determine eligibility standards for each category of membership and the rights, privileges and obligations of each category of membership, to the extent not inconsistent with the provisions of this Code. If an individual qualifies for more than one membership class or category, only one class or category of membership as designated by the Board of Directors shall be recognized for the exercise of rights and responsibilities of that member.

2. The members of this Corporation shall consist of those persons who meet applicable eligibility standards, make proper application, pay the applicable Dues (defined below), if any, are accepted as members ("Registration") and maintain their membership in good standing, all as determined from time to time by the Board of Directors.

C. Dues and other Obligations of Members. Each member of this Corporation agrees to pay to the Corporation dues, fees, assessments and other charges ("Dues") in an amount and at such time as shall be determined from time to time by the Board of Directors, and to otherwise abide by all applicable rules, requirements, Bylaws and other obligations of their membership and participation in the membership programs of the Corporation as well as all applicable rules promulgated by the Cleveland Rowing Foundation. Such additional obligations shall include, without limitation, compliance with all member volunteer commitments established by the Board of Directors from time to time.

D. Annual Meetings of Members. The annual meeting of members shall be held at such time, place and on such date as shall be designated by the Board of Directors during the first fifteen (15) days of November of each fiscal year for the election of Directors, the consideration of reports to be laid before such meeting and the transaction of such other business as may properly come before the meeting.

E. Special Meetings of Members. Special meetings of members shall be called: Upon the written request of the President; by the Directors by action with or without a meeting; or by twenty-five percent (25%) of the then members of the Corporation. No business other than that specified in the call shall be considered at any special meeting.

F. Notices of Meetings of Members. Unless waived, written notice of each annual or special meeting shall state the date, place and purpose, and shall also include, if applicable, the date specified for tendering ballots. Notice shall be given in any manner permitted by Ohio Revised Code Section 1702.02, as amended from time to time, including but not limited to electronic mail transmission to each then current member, ten (10) days before any such meeting. If mailed, such notice shall be directed to the member at his or her address as the same appears upon the records of the Corporation. Notice shall be deemed waived by any member who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice and any member may, either before or after any meeting, waive any notice required to be given by law or under these Regulations.

G. Places of Meetings of Members. Meetings of members shall be held at the principal office of the Corporation ("Boathouse") or at such other place as shall be designated in the meeting notice by the Board of Directors.

H. Voting by Members. Except as may be limited by law, only then current members within the categories of Regular members, Coaching or Coxswain Members and Stakeholder members ("Voting members") shall be entitled to vote on matters properly coming before the membership. Such Voting members are permitted to vote in person, by written ballot returned to the Corporation by mail or hand delivery as specified in the notice of meeting, by electronic mail submission (if and to the extent contemplated in the notice of meeting) or by proxy signed by the Voting member and presented to the Corporation by the proxyholder at the meeting.

I. Quorum. Ten percent (10%) of all then current Voting members shall constitute a quorum for any meeting and the affirmative vote of a majority of the Voting members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the Voting members.

J. Conduct of Meetings. At all meetings of the membership, business will be transacted in the manner decided by the presiding officer, as supplemented by the current edition of Robert's Rules of Order, to the extent that Robert's Rules are not inconsistent with this Code of Regulations.

ARTICLE II

BOARD OF DIRECTORS

A. Management by the Board. The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have general supervision and charge of the property, affairs and finances of the Corporation.

B. Number of Directors and Term. The number of Directors shall be nine (9) to be elected by the members of the Corporation, unless otherwise specifically provided below. Directors shall serve for a term of three (3) years with three (3) directors being elected in each year. Each Director shall hold office until his or her successor has been elected in the manner provided herein and has accepted such election. Any person who has served as a Director for three (3) full consecutive terms (2/3 or more of original term constitutes a full term) shall be ineligible to serve as a Director for a period of one (1) year immediately following the completion of such consecutive terms.

C. Qualifications of Directors. In order to be eligible to be a Director, a person must have been a member in good standing in the Corporation for (i) at least three (3) Membership Years (as defined in the Membership Application for WRRR Voting Members) which need not be consecutive and (ii) for the Membership Year during which they seek election as a Director. The Board of Directors may, however, grant an exemption to the requirement of three years membership for candidates that the Board judges to have shown unusual qualities, experience, and activities that render that individual or individuals particularly qualified to run for election to the board, providing that the board shall have approved the exemption(s) by at least a 2/3 majority of the full board and the candidate(s) granted an exemption has (have) had at least one Membership Year in the Corporation and be a voting member at the time of election.

D. Nomination and Election of Directors. Any then current member may nominate a qualified individual for regular election to the Board of Directors at the annual meeting by providing such nomination to the President of the Corporation not later than October 15 of a given year. The Board of Directors is authorized to verify the eligibility of any individual so nominated and to also nominate qualified individuals in advance of the notice of annual meeting. The Directors shall be elected at the annual meeting of members by the then current members. Notice of the annual meeting of members shall include a ballot and identify both the outgoing and nominated Directors.

E. Power of Directors. The Board of Directors shall have the power and duty of controlling and managing all of the property, business, activities and funds of the Corporation. By way of example and not in limitation of any such powers, the Board of Directors shall have the power and right, at its discretion:

(1) To adopt and enforce rules and other requirements (sometimes collectively referred to as "Bylaws") governing the use of the property of the Corporation and the activities and programs of its members.

(2) To appoint or provide for the appointment of standing or special committees, and to prescribe the powers and duties of such committees, as the same may be necessary or appropriate from time to time. Such standing or special committees shall be composed to include at least one (1) Director selected by the Board of Directors, but need not be wholly composed of Directors of the Corporation.

F. Removal or Resignation. Any Director may, by notice in writing to the Board of Directors, resign at any time. Any Director may be removed from office by the affirmative vote of (i) a majority of the then current members present at a meeting of members called for such purpose, with or without cause, or (ii) by a majority of the Board of Directors (not including such member) for any unexcused failure to attend three (3) or more meetings during the year or otherwise for good cause shown as determined by the Board in its discretion.

G. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors following at least thirty (30) days' notice of such vacancy to the then current members. Then current members shall have the right to receive notice of such vacancy and to nominate persons to fill such vacancy. Subject to the qualifications for Directors, the Board shall fill such vacancy from among the nominations received or in the absence of such nominations, as it shall select in its discretion.

H. Quorum and Transaction of Business. Five (5) of the whole authorized number of Directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

I. Annual Meeting of Directors. Annual meetings of the Board of Directors shall be held immediately following the annual meetings of members or as soon thereafter as is practicable. If no annual meeting of members is held, the annual meeting of the Board of Directors shall be held immediately following any special meeting of members or as soon thereafter as is practicable.

J. Regular Meetings of Directors. Regular meetings of the Board of Directors shall be held no less frequently than six (6) times per fiscal year.

K. Special Meetings of Directors. Special meetings of the Board of Directors may be called by the President, any two members of the Board, or by twenty-five percent (25%) of the then current members and shall be held at such time and places, as may be specified in such call. Any special meeting called by the members must be held within ten (10) days of the call.

L. Notice of Annual, Regular or Special Meetings of Directors. Notice of the time and place of each annual, regular or special meeting shall be given to each Director by the secretary or by the person or persons calling such meeting. Such notice

shall specify the purpose or purposes of the meeting and may be given in any manner or method permitted by Ohio law, including, without limitation, electronic mail submission, provided it is given with not less than three (3) days advance notice. Notice shall be deemed to have been waived by any Director who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice and may be waived, in writing, by any Director either before or after such meeting. Notices of all annual and regular meetings of Directors, included the purposes therefore and agenda, shall be (i) posted in advance for all members on the Corporation's website and at the Boathouse, and (ii) distributed in advance to members by electronic transmission.

M. Action Without Meeting by Directors. Any action which may be taken at any meeting of the Board, or of any committee thereof, may be taken without such meeting by a writing or writings signed by all of the members of the Board or of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the secretary of the Corporation and inserted by the secretary of the Corporation in the permanent records relating to meetings of the Board.

N. Conduct of Meetings of Directors. All meetings of the Board of Directors shall be open to any members except, however, when a majority of the Directors vote to go into executive sessions for reasons not prohibited under Ohio law. At each meeting of the Board, members shall be allotted a period of time for questions and comments. At all meetings of the Board of Directors, business will be transacted in the manner decided by the presiding officer, as supplemented by the current edition of Robert's Rules of Order, to the extent that Robert's Rules are not inconsistent with this Code of Regulations and Bylaws.

ARTICLE III

COMMITTEES

A. Committees. The Board of Directors shall provide for such standing or special committees as set forth in Article II hereof. Each such committee shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to it by the Board. A majority of the members of such committee present at any meeting thereof shall constitute a quorum and any action by a majority of the committee at which a quorum is present shall constitute action of the committee. Board committees shall keep full records and accounts of their proceedings and transactions. Any action by a Board committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in such committees shall be filled by the Board.

B. Executive Committee. Notwithstanding anything to the contrary set forth above, if and to the extent it is impractical for a matter requiring the attention of the Board of Directors to be held for consideration at either a regular or special meeting of Directors, then such matter may be addressed by a five (5) person executive committee

of the Corporation, comprised of all officers of the Corporation plus one or more additional Directors as are necessary to bring the number of individuals to five (5) serving as the executive committee at such meeting, acting unanimously by meeting or in writing, with any such matter and any action taken in connection therewith being reported to the full Board at the next regularly scheduled meeting.

C. Advisory Groups. The Board may provide for such other advisory groups, consisting of non-directors in whole or in part, as it deems desirable, and discontinue the same at its pleasure. Each such group shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board. Appointments to and the filing of vacancies on such groups shall be the responsibility of the President unless the Board provides otherwise. Any action by any such group shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board.

ARTICLE IV

OFFICERS AND CLEVELAND ROWING FOUNDATION DIRECTORS

A. Election. The officers of this Corporation shall be a President, Vice President, a Secretary and a Treasurer, all of whom must be a Director and shall be selected by the Directors at a meeting promptly following the annual meeting of members. The Board may also select such additional officers as it deems desirable. Officers shall be selected by a majority vote of the Board and shall hold office until the date fixed by these Regulations for the annual meeting of the Board next succeeding the election of such officers, or until their successors are selected and qualified.

(1) President. The President shall preside at meetings of the Corporation and Board of Directors and shall perform such other duties as ordinarily pertain to the office. The President shall have such other powers and duties as may be prescribed by the Board of Directors from time to time.

(2) Vice President. The Vice President shall act for the President in the President's absence and shall have such other authority and perform such other duties as may be determined by the Board of Directors from time to time.

(3) Secretary. The Secretary shall keep the records of membership, record the attendance at meetings, send out notices of meetings of the Corporation, Board and committees, record and preserve the minutes of such meetings, and perform such other duties as pertain to the office or as the Board of Directors may from time to time prescribe.

(4) Treasurer. The Treasurer shall have custody of all funds, accounting for same to the Corporation at its annual meeting and at any other time upon demand by the Board of Directors and perform such other duties as pertain to the office or as the Board of Directors may from time to time prescribe.

B. Delegation of Authority and Duties. The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

C. Cleveland Rowing Foundation Directors. The Board of Directors is authorized to select the CRF Directors which the Corporation is entitled to select pursuant to the Code of Regulations of CRF.

D. Removal or Resignation. Any officer may, by notice in writing to the Board of Directors, resign at any time. Any officer may be removed from office by the affirmative vote of a majority of the Board of Directors (not including such member).

E. Vacancies. Officer vacancies shall be promptly filled by a majority vote of the remaining Directors.

ARTICLE V

INDEMNIFICATION AND INSURANCE

A. Limitation of Liability in Damages of a Director. Other than in connection with an action or suit in which the only liability asserted against a Director is for voting for or assenting to a statutorily proscribed assets distribution or loan (a "Statutorily Proscribed Act"), a Director of the Corporation shall be liable in damages for any action he or she takes or fails to take as a Director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.

B. Third Party Action Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and that, with respect to any criminal action or proceeding, he had reasonable cause to believe his conduct was unlawful; the termination of any action,

suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute such proof.

C. Derivative Action Indemnification. Other than in connection with an action or suit in which the liability of a Director for voting or assenting to a Statutorily Proscribed Act is the only liability asserted, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation, except that the Corporation shall indemnify him or her to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

D. Determinations of Indemnification Rights. Any indemnification under Section B or Section C of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, or officer is proper in the circumstances. The determination shall be made (a) by a majority vote of those Directors who in number constitute a quorum of the Directors and who also were not and are not parties to or threatened with any such action, suit, or proceeding or (b), if such a quorum is not obtainable (or even if obtainable) and a majority of disinterested Directors so directs, in a written opinion by independent legal counsel compensated by the Corporation, or (c) by the court in which the action, suit, or proceeding was brought.

E. Advances of Expenses. Unless the action, suit, or proceeding is one in which the liability of a Director for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the Director or officer of the Corporation in defending any action, suit, or proceeding referred to in Section B or C of this Article V shall be paid by the Corporation, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer in which the Director agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and (b) to cooperate with the Corporation concerning the action, suit, or proceeding.

F. Heirs; Non-Exclusivity. The limitation of liability in damages and the indemnification provided by this Article V shall continue as to a person who has ceased to be a director, trustee, or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, this Code of Regulations, any agreement, or any insurance purchased by the Corporation, or pursuant to any vote of the disinterested Directors, or by reason of any action by the Board of Directors to take into account amendments to the Ohio Nonprofit Corporation Law that expand the authority of the Corporation to indemnify a director, trustee, or officer of the Corporation, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding an office or position.

G. No Mandatory Indemnification of Volunteers. Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Corporation to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01 of the Ohio Nonprofit Corporation Law) other than Directors or officers of the Corporation or directors, trustees, or officers of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, employee benefit plan, trust, or other enterprise serving at the request of the Corporation.

H. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, trustee or employee of another corporation (whether nonprofit or for profit), partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or of the Ohio Nonprofit Corporation Law.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall be the twelve month period ending on the last day of December.

ARTICLE VII

FINANCIAL AND BUDGETARY MATTERS

A. Preliminary Budget. On or prior to February 15 of each fiscal year, the Board of Directors shall adopt a preliminary budget, including all rowing program and membership fees, and shall notify the membership of the preliminary budget, posting it on the Corporation's web site.

B. Adoption of Annual Budget. By March 15 of each year, the Board of Directors shall adopt the annual budget for the Corporation for the then current fiscal year and rowing season. The annual budget shall include all rowing program and membership fees, and when so adopted shall be posted on the Corporation's web site.

ARTICLE VIII

AMENDMENTS

These Regulations may be amended or repealed in one of two ways: (1) by the Board of Directors by the vote of two-thirds (2/3rds) of the whole number of Directors, or (2) by a vote of two-thirds of a majority of the then current Voting members at a special meeting called by twenty-five percent (25%) of the Voting members of the Corporation entitled to vote thereat. Calls for such a meeting shall specify the exact nature of the amendment(s) proposed. No business other than that specified in the call shall be considered at any special meeting.

This Code of Regulations was approved by vote of the WRRR Membership on 25 August 2007.

This Code of Regulations was amended by a unanimous vote of the Board of Directors on 5 November 2007 by the addition of Article I, Section I, Conduct of Meetings and the addition of a final sentence to Article II, Section N, Conduct of Meetings, both additions providing for the use of Roberts Rules of Order.

This Code of Regulations was amended by a unanimous vote of the Board of Directors on 27 October 2008 by the addition of a second sentence in Article 2, Section 2, providing for an exemption to the rule governing the term of club membership required for a candidate for the board of directors.

This Code of Regulations was amended by a unanimous vote of the Board of Directors on 1 September 2009 by the modification of Article VIII to this present form.

This Code of Regulations was amended by a unanimous vote of the Board of Directors on 6 October 2009 by the modification of Article VII, Sections A and C to this present form.

This Amended and Restated Code of Regulations was amended and restated by the Board of Directors on July 15, 2013, and supersedes all prior versions and amendments.

This Code of Regulations was amended by an affirmative vote of six of the nine Directors with 2 abstentions and one absence on 8 February 2016 by the modification of Article II, Section C to this present form.

This Code of Regulations was amended by an affirmative vote of all six Directors present (three were absent) on October 17, 2017 by modification of Article II, Section B to this present form.

