USA Triathlon Board of Directors
Conference Call MINUTES
July 28, 2004

Fourteen (14) people were present on the call.

Present:	Presiding:	Ray Plotecia
	Board Members (10):	Dan Empfield Rob Kasper Eric Bean Steve Locke Fred Sommer Kevin Carter Brad Davison Jack Weiss Ray Plotecia Susie Gallucci
	Staff Members (2):	Bill Wengert Libby Burrell
	Legal Counsel (2):	Mike Highfield Markham Leventhal

(Although an Executive Committee has not been in place as of January 1, 2004, Susie filled in as Secretary.)

Agenda Item 1
Election Task Force

1. The board discussed the Election Task Force recommendation about how to proceed with elections, with respect to the changes in the petition, if it is to pass (see "Recommendations of the Election Task Force Regarding Application of the 2004 Membership Petition To Amend the USA Triathlon Bylaws" dated July 28, 2004).

2. The Election Task Force members are: Mike Highfield (chairman), Markham Levanthal, Jack Weiss, Tim Becker, Michael Smedley, and Wes Hobson. The formation of this Task Force is to be posted to the USA Triathlon website, according to the Blue Ribbon Panel mandate from the 2003 election dispute.

3. If the petition passes, the Election Task Force recommended holding elections for terms beginning on July 1, 2005 based on the regular annual petition schedule. Because four (4) directors' terms were to expire on December 31, 2004, it was agreed that the board would attempt to appoint the same directors whose term expires to fill the gap from January 1, 2005 until June 30, 2005. It was agreed that the AAC would recommend the individual elite representative to fill the gap from January 1, 2005 until June 30, 2005, due to the (1) elite term expiring on December 31, 2004. All other directors' terms would expire on June 30, 2005.

4. The ramifications of accepting or rejecting this recommendation were discussed at length. Jack recommended to accept the Election Task Force recommendation as stated. Brad seconded.

5. The board voted eight (8) yes and one (1) no to follow the recommendation of the Election Task Force in its entirety, IF the petition passes.

Dan	yes
Rob	yes
Eric	no
Steve	yes
Fred	yes
Kevin	yes
Brad	yes
Jack	yes
Ray	no vote (presiding)
Susie	yes

6. If the petition passes, Mike recommended that the board create a letter for the membership to understand how the requirements and bylaws of the petition would be implemented. Brad volunteered to produce this letter.

END OF AGENDA ITEMS

Miscellaneous Item
(Added during conference call)

1. Dan proposed that the same three (3) directors, Dan, Rob, and Brad, who would be overseeing the payment of the Orrick, Herrington, and Sutcliffe legal bill also be empowered to act on behalf of the board in directing payment of the legal bill from Craig Stewart for USAT from Holland & Hart, and the legal bill for the Complainants in the lawsuit against USAT from Steve Smith. Steve seconded. Discussion ensued.

2. Brad called the question. The board voted in favor of Dan's proposal by a vote of five (5) yes and four (4) no.

Dan	yes
Rob	yes
Eric	no
Steve	yes
Fred	no
Kevin	no
Brad	yes
Jack	yes
Ray	no vote (presiding)
Susie	no

Miscellaneous Item
(Added during conference call)

1. The board agreed to have another conference call on Friday, August 6, 2004 at 9PM ET, with an agenda to be determined no more than 5 days out (adhering to bylaws).

Meeting adjourned after 3 hours.

July 28, 2004
USA TRIATHLON

Recommendations of the Election Task Force
Regarding Application of the 2004 Membership Petition
<u>To Amend the USA Triathlon Bylaws</u>

WHEREAS, on May 17, 2004, a Blue Ribbon Panel (the "Panel") appointed by the United States Olympic Committee ("USOC") issued its decision (the "Panel Decision") regarding certain disputed matters concerning the election held in the Fall of 2003 (the "2003 Election") for four seats on the USA Triathlon ("USAT") Board of Directors (the "Board"); and

WHEREAS, the Panel Decision vacated the results of the 2003 Election and ordered that a new election be held and that the new Board be seated by July 12, 2004; and

WHEREAS, the Panel Decision further ordered that the new Board, within 10 days of being seated, shall appoint a Task Force comprised of at least three individuals with at least 20 percent athlete representation to review USAT's election rules and procedures and to issue a report and recommendation to USAT's Board and membership by September 1, 2004 as to how those rules and procedures can be improved; and

WHEREAS, the new Board held its first meeting by teleconference call on July 21, 2004 and appointed a Task Force pursuant to the Panel Decision; and

WHEREAS, on or about Friday, June 11, 2004 and Monday, June 14, 2004, a membership petition (the "Petition") to revise the USAT Bylaws (the "Bylaws") was sent to the USAT membership for a vote; and

WHEREAS, the deadline for all ballots containing votes on the Petition to be post-marked is July 29, 2004, and accordingly, a final determination on whether the Petition has passed will likely be available on or about Monday, August 2, 2004; and

WHEREAS, in the event that the Petition passes by receiving the necessary number of votes, the Petition will amend and replace a number of the Bylaws, including many of the existing Bylaws which address election rules and procedures; and

WHEREAS, the Petition contains provisions for a 2004 Election pursuant to a time schedule which calls for, among other things, nominations to close by June 15, 2004, ballots to be posted by July 10, 2004, ballots to be received by August 1, 2004, and results to be announced on August 5, 2004; and

WHEREAS, the Board recognizes that it will not be possible to comply with the Petition's requirement for a 2004 Election pursuant to the time schedule mandated by the Petition; and

WHEREAS, the Board has requested that the Task Force, in addition to preparing the report and recommendation required by the Panel Decision, analyze and make a recommendation to the Board at its July 28, 2004 meeting, regarding whether a 2004 Election should be held under the Petition, and if not, how the composition of the Board should be determined through July 1, 2005, at which time the Board elected pursuant to the 2005 Election under the Petition will take office; and

WHEREAS, the Task Force met on July 26, 2004 and completed its analysis and recommendations with respect to the Petition.