**USA Triathlon Board of Director's Meeting**:
Thursday – Saturday March 18-20, 2005

Holiday Inn Garden of the Gods Room
Colorado Springs, CO

**Present**:

**Board of Directors:**

Eric Bean, Pro/Elite
Tim Becker, Western Region
Celeste Callahan, Western Region
Kevin Carter, Pro/Elite
Brad Davison, Central Region, President
Rob Kasper, Eastern Region, Vice President
Gina Kehr, Pro/Elite
Steve Locke, At Large
Ray Plotecia, At Large
Fred Sommer, Eastern Region
Jack Weiss, Central Region, Treasurer

**Staff:**

Yvonne Allport, Account and Office Manager
Libby Burrell, National Teams Program Director
Sharon Carns, Administrative Assistant
Alison DeWall, Elite Athlete Advocate
Jeff Dyrek, Owned Events Coordinator
BJ Hoeptner-Evans, Communications and Media Relations Manager
Angela Flannery, Risk Manager
Skip Gilbert, Incoming Executive Director
Danielle Hamer, Membership Assistant
Andre Lapar, Coach Education Coordinator
Alan Ley, Coaching Education Manager
Kathy Matejka, Event Sanctioning Manager
Jennifer O'Day, Membership Coordinator
Kelley Paulus, Marketing/Sponsorship Manager
Scott Schnitzspahn, Athlete Development/Junior Program Coordinator
Troy Stiles, Team USA/Duathlon Coordinator
Elizabeth Tucker, Event Sanctioning Assistant
Shannon Votruba, Event Sanctioning Coordinator/Regional Coordinator
Bill Wengert, Financial Administration Director

**Regional Board Representatives**:

Candy Cheatham
Jim Donaldson
Lynne Fonda
Steve Kelley

Mark Lulling
Melissa Merson
Scott Murr
Ovetta Sampson
John Snitko
Alan Watts
Erinne Zohlman

**Committee Chairs:**
Fred Phillips, Race Director Committee
Mike Highfield, Legal Committee
Andrew Hunt, Medical Committee
Chuck Graziano & Rick Margiotta, Age Group Commission
Charlie Crawford, Officials Commission

**Guests:**
Jim Scherr, Chris Vadala, and Lynn Wentland, USOC
Marilynn Franzen, Lifetime Fitness
David Surofchek, Smith Barney

**Note:** Information may be reported according to topic and not necessarily in the chronological order of discussion.

**Presiding:** Brad Davison, President

**Call to Order –** Brad Davison 8:10 am

Self-Introductions of all Board Members and Staff

**Approval of Minutes:**
Motion was made by Rob Kasper, seconded by Jack Weiss to approve the minutes of the November 2004 meeting.

Approved: Weiss, Becker, Bean, Locke, Kasper, Plotecia, Sommer, Davison
Abstained: Kehr, Callahan (not in attendance at November 2004 meeting)
The minutes were approved as corrected.
**Motion passed.**

**Regional Federation Reports**

Erinne Zohlman Vice President of USAT-Florida reported. The complete report is attached to the original of these minutes.

Melissa Merson Vice President of USAT-Mid Atlantic reported. The complete report is attached to the original of these minutes.

Jim Donaldson President and Mr. Mark Lulling President elect of USAT-Mideast reported. The complete report is attached to the original of these minutes.

Steve Kelley President of USAT-New England reported. The complete report is attached to the original of these minutes.

Alan Watts President of USAT-Northwest reported. The complete report is attached to the original of these minutes.

Ovetta Sampson President of USAT-Rocky Mountain reported. The complete report is attached to the original of these minutes.

Candy Cheatham President of USAT-South Midwest reported. The complete report is attached to the original of these minutes.

Lynne Fonda Board Member of USAT-Southwest reported. The complete report is attached to the original of these minutes.

John Snitko President of USAT-Midwest reported. The complete report is attached to the original of these minutes.

Recess: 9:10 am
Reconvene: 9:20 am

**National Office Staff Reports**

**Regional Federations –** Shannon Votruba:

- 2005 Regional Championships are scheduled for all regions.
- Regional Bylaws
    - The Regional Bylaw Template is complete and ready for review and comment from the regions prior to being submitted for final approval of the Board. A key objective is to have the Regional Boards' terms and nomination/election timelines mirror the National Board's, so a single annual balloting process can seat Regional and National Directors.

Action item: Shannon will be emailing the bylaw template to Regional and National Board members for further review.

- Regional Director and Officer Insurance Coverage
    - A policy that provides D&O coverage for Regional Boards is being finalized, and should be available in the next few months.
    - Due to the urgency of establishing coverage, and the disproportionate strain D&O policy premiums would place on the smaller regions, Rob Kasper proposed, and Jack Weiss seconded, a resolution to pay the 2005 premiums out of USAT National funds, payment for each region to be contingent upon adoption of the

Regional Bylaw template currently being finalized. The motion passed eight (8) in favor, one (1) opposed. No individual record of votes.
    - The Regions were asked to come up with an equitable methodology to pay these premiums in future years, or consider instituting a different organizational structure which would allow them to be covered under USAT's present policy with no additional premium.
- Mailing List
    - Mailing list fulfillment will be brought in house by year's end to ensure timely customer service. Melissa Merson stated that not having access disconnects the Regions and USAT, Regions need to know who members are; a brief discussion followed. This issue is revisited later in the form of a resolution.

Recess: 10:30 a.m.
Reconvene: 10:50 a.m.

**Risk Management** – Angela Flannery:
Complete written report is attached to the original of these minutes.

Angela presented the Field Rep program. After discussion of this program the Board believes that there are pros and cons but does not have a buy-in, therefore, the Field Rep program will be taken back for further review.

The matter of the online waiver as well as the deductible and how long Race Directors keep waivers on file posed concerns. Davison stated that this is a bigger issue than meets the eye and the staff needs to research the online waiver and bring back before the Board.

Resolution motioned by Weiss, seconded by Becker to change verbiage on the waiver to "may" instead of "shall" for Race Director liabilityy arising from any modified or unsigned waiver.

**Motion passed unanimously.**

Recess: 12:15 pm
Reconvene: 1:15 pm

**Marketing –** Kelley Paulus
Kelley Paulus reported. The complete written report is attached to the original of these minutes.

**Communications & Media Relations –** BJ Evans:
BJ Evans reported. The complete written report is attached to the original of these minutes.

**Statement of Investment Policy Resolution**
Motion made by Rob Kasper, seconded by Steve Locke to incorporate a Statement of Investment Policy. After friendly amendments, it reads:

***Whereas,*** USA Triathlon does not currently have stated investment policies**,** objectives, nor guidelines, and;

***Whereas,*** Without clear direction, it is difficult to optimally manage our funds;

**Now therefore be it resolved** that USA Triathlon adopt the attached Statement of Investment Policy, Objectives, and Guidelines.

After introduction of the Statement of Investment Policy Resolution David Surofchek from Smith Barney presented on USAT investment strategy to include: risk level, investment policy review, and objectives.

**Approved:** Weiss, Plotecia, Locke, Sommer, Becker, Kasper, Davison, Kehr, Bean, Carter.
**Abstained**: Callahan
**Motion Passed**

**USOC Sports Partnership –** Chris Vadala, Jim Scherr:
Jim Scherr welcomed Skip Gilbert as Executive Director. He complimented USAT as an NGB and stated that on the whole, it contributes greatly to the USOC's goals. He pointed out concerns addressed in our quadrennial review, and expressed disappointment in how these concerns were publicly presented. He explained that the USOC has not made a threat to decertify nor has made any mandates, only recommendations. He explained that there are Congressional issues that the USOC needs to implement; in turn these issues will affect all NGB's. He requested that the Board make an informed decision regarding the USOC Relationship Termination Resolution.

Recess: 3:00 pm
Reconvene: 3:25

Executive Session / closed 3:30 – 4:30

**Reconvene Saturday, March 19, 2005**
**Meeting called to order at 8:20 a.m. by Brad Davison**

Brad thanked the staff for a successful open house.

Brad called for an executive session: closed 8:30 – 9:30

Reconvened 9:30 am

**<u>Welcome New Executive Director Skip Gilbert</u>**

Skip Gilbert addressed the meeting. He thanked the Board for their confidence in him. Skip recognized that five members of the Board will be stepping down and the history and knowledge base they bring will be missed, their service is commendable. Spending Thursday – Saturday with the staff he thanked them for maintaining focus given that it has been a colorful past twelve months.

**<u>Unfinished and New Business</u>**

**USOC Relationship Termination Resolution**
Submitted by: Jack Weiss

***Whereas,*** USAT was initially conceived by and for Race Directors to promote and grow the sport of triathlon in the United States; and

***Whereas,*** The overwhelming membership consists of age group competitors (54,000); and

***Whereas***, USAT has grown over 1400 age group events and 54,000 members of which less than 300 are "Pro/Elite"; and

***Whereas,*** USAT age group funding has been subsidizing the Olympic program for at least 5 years to the tune of $330,000 annually with no tangible benefit and indirectly impacting negatively on many Age Group programs; and

***Whereas,*** USAT now has a budget in excess of 5 million dollars and receives less than $750,000 to maintain the elite program,

**Therefore be it resolved** that USAT terminate its relationship with the USOC and the Olympic Program; that USAT will no longer be the NGB for the sport of Olympic Triathlon; that USAT will devote its full resources to its principle members (age group athletes and Race Directors); that USAT will henceforth conduct all of its business separate and distinct from USOC including all of its owned sponsorship both cash and VIK; that USAT will operate as an independent entity, pursuing its vision and interests and accountable only to its own membership.

Discussion centered around the symbiotic relationship between age group and Olympic constituencies of USAT. It was generally agreed that under present circumstances, it is in everyone's best interest to maintain USAT's standing as the National Governing Body for Triathlon with the United States Olympic Committee.

**Motion withdrawn**: Weiss withdrew the resolution at this time but is reserving the right to pursue it in the future.

A new resolution was then motioned by Rob Kasper, seconded by Tim Becker:

**Therefore be it resolved** that USAT confirms the ongoing relationship between the age group and pro/elite components of USA Triathlon and our continuing association with the U.S. Olympic Committee.

**Motion passed unanimously.**

Recess: 10:30 am
Reconvened: 10:40

**401(K) Plan Amendments Resolution**

Brad Davision submitted, and Bill Wengert presented a resolution to amend USAT's 401(k) Plan.

Certificate of Corporate Resolution

RESOLVED, that Amendment Number ___ to the USA Triathlon Profit Sharing Plan effective March 28, 2005, presented to this meeting is hereby approved and adopted and that the proper officers of the Corporation are hereby authorized and directed to execute and deliver to the Administrator of the Plan one or more counterparts of the amendment.

RESOLVED, that the proper officers of the Corporation shall act as soon as possible to notify employees of the Corporation of the adoption of this Amendment Number ___ to the USA Triathlon Profit Sharing Plan by delivering to each employee a copy of the summary description of the changes to the Plan in the form of the Summary of Material Modification presented to this meeting, which form is hereby approved.

*Whereas*, The Company adopted the USA Triathlon Profit Sharing Plane (the "Plan") effective January 1, 1997 which was amended and restated as of January 1, 2002;

*Whereas*, Section 8.1 of the Plan allows the company to amend the plan;
*Whereas*, The Company desires to revise the Plan to allow employees to share the allocation of the Safe Harbor Matching Contributions upon completing the eligibility requirements;

*Whereas*, Section 7.11 of the Plan allows the Company to replace Trustee:
*Whereas*, The Company desires to replace Steve Locke and Tim Yount as Plan Trustees with Bill Wengert and F. Skip Gilbert.

NOW, THEREFORE IT IS RESOLVED, that the Company amend the Plan to allow employees to share in the allocation of the Safe Harbor Matching Contribution upon completing the eligibility requirements, effective January 1, 2005;

RESOLVED FURTHER, that the Company replace Steve Locke and Tim Yount as Plan Trustees with Bill Wengert and F. Skip Gilbert, effective March 16, 2005;

RESOLVED FURTHER, that the officers of the Company are instructed to execute the attached amendment to the Plan and all documents necessary for the adoption of these amendments.

**A motion to adopt resolution(s) was made by Weiss, seconded by Locke**
**Motion passed unanimously**

**National Championship Rethink Resolution**
Submitted by: Rob Kasper

Discussion involved incorporating several friendly amendments:

- More completely specify relevant and affected bylaws, rules, and procedures – Ray Plotecia

- Change language of event descriptions to comply with recently incorporated distance definitions – Fred Sommer
- Specifying Collegiate Nationals to be held in the spring event and adjusting the date range to accommodate – Eric Bean
- Adjusting makeup of Owned Events Committee, and specifying their role in the venue selection process – Fred Phillips

Incorporating friendly amendments, resolution reads:

**Financial Impact:** Unknown, ranging from loss of full current site fee to net gain in the tens of thousands of dollars.

**Relevant and Affected Bylaws, Rules, and Procedures**

**Bylaws**

Article IV, Section 1.e.

Article VI, Section 6.a.

**Rules** - None

**Procedures**

11/11/89 Rotating locations of National Championships

11/17/90 Lead Time for Selection of Championship Events

5/5/96 Ownership of National Championships

2/6/98 Requirements for National Championship Race Director

2/19/99 Establishment of Committee to administer owned events.

**Whereas** USA Triathlon needs improved selection criteria for its National Championships,

**Now therefore be it resolved:**

A) USAT shall own and produce two events. One of these races shall be in the spring. The other shall be in or near September.

B) The September race shall always be our Intermediate Distance Age Group Triathlon National Championships (including a 19 and under age class) and Youth National Championship. The spring event shall always be our Collegiate National Championship.

C) When the Age Group World Championship takes place during the first seven months of the year, the preceding year's September race shall serve as our qualifier. In such years as Worlds take place in the last five months of the year, the spring race of that year shall be our qualifier.

D) The spring and the September races shall always be special age-group races. They will always rate as 100-point races for age-group ranking purposes.

E) USAT will, as much as practical, adhere to the following criteria for selection of the National Age Group Championship for 2006 and beyond:

1. The swim should take place in a clean, scenic body of water, temperature usually between 60F and 80F. When it is a World's qualifier, this race will use a 72-degree wetsuit illegal rule, instead of our usual 78 degrees, as Worlds uses a 72-degree rule.

2. It should have moderate, reliable weather and climatic conditions (no possibility of hurricanes, no great likelihood of forest fires, no snow, no searing heat or oppressive humidity).

3. The bike course should be moderately hilly, but safe (no 50 mph descents).

4. The bike course should consist of entirely closed roads or lanes that can comfortably accommodate 1500 athletes.

5. The area should include a large hamlet or small city, perhaps 5,000 to 35,000, where the hotels, B&Bs and restaurants can serve 6000 athletes, sponsors, hangers-on, and spectators (probably a resort town, one which has more hotels and restaurants than would normally be expected for a town of its size).

6. The venue should be reasonably proximate to an airport served by aircraft large enough to accommodate the large influx of bicycle cases. Best is within one hour from a big regional (Sacramento, Raleigh, Spokane) and/or two hours from a major airport (ATL, Chicago, DFW, LAX, SFO, St. Louis).

7. The venue should be convenient from anywhere in U.S. (not necessarily central, but convenient). If the September race favors one coast, the spring race should favor the other.

8. The town should have a "village" atmosphere, small and cultural enough where athletes would continually run into each other in cafes and on the streets for 3 or 4 consecutive days like an old mining town: Park City, Telluride, Nevada City, Angel's Camp, Dahlonega.

9. It should be that town's shoulder season, or low season. Examples:
- If it's a summer resort, the race would be after Labor Day.
- If it's a college town on semesters, the race would be before Labor Day, that is, before "back to school."

10. Ideally should be no higher than 3500' above sea level.

11. No split transition.

12. The swim and transition venue should be no more than 20 minutes drive from the town, the closer the better.

F) The Owned Events Committee shall be expanded to include the USAT Owned Events Coordinator, the USAT National Team Program Director, one (1) representative each from the Race Directors Commission, the Age Group Commission, the Officials Commission, the Collegiate Commission, the Athlete Advisory Committee, and others so chosen by the Board of Directors. This committee shall conduct evaluations of potential race venues, and present recommendations to the Board of Directors for final approval.

**Jack Weiss motioned for adoption of resolution as amended, Plotecia seconded**
**Resolution as amended passed unanimously.**

**Elite Membership Exception Resolution**
Submitted by: Gina Kehr
Presented by Alison DeWall, Elite Athlete Advocate

***Whereas***, USAT changed its elite membership criteria in 2005 to require athletes to meet stricter standards than the "top 10 overall and within 10 percent of the overall winner's time". However, at that time we did not update section b) of the exception criteria (above) to match with the new stricter criteria.

***Whereas***, The exception clause allows athletes to be considered for an exception - it doesn't automatically grant an exception (the AAC subjectively decides whether those who meet the exception clause are actually awarded an exception).

***Whereas***, USAT's duathlon national champions have reached the highest level of achievement in elite duathlon in the United States and are necessarily proficient in the multi-sport format.

***Whereas***, In order to be the elite duathlon national champion, an athlete must be an exceptional cyclist. Therefore, the cycling safety risks associated with allowing an exception are minimal.

***Whereas***, including elite duathlon national champions in the list of athletes who can be considered for an exception will allow affected elite duathletes to continue focusing on elite duathlon, while at the same time race in triathlons.

**Therefore be it resolved** that, USAT's elite road triathlon "Special Consideration for Exception to Qualification Criteria" is changed to the following:

Special Considerations for Elite License Qualification Criteria:

Special consideration for exceptions to any of the above qualification criteria will be considered by USA Triathlon Athlete's Advisory Council based on the following criteria:

- Athlete has been on the USA Swimming, USA Cycling, or USA Track and Field Olympic Team, Pan American Team, or USA Elite National Team OR
- Athlete was the top finisher in their respective gender USAT's Elite National Short Course Duathlon Championships that occurred within the past 5 years.

AND

- Athlete meets either criteria A or B below:
    - **CRITERIA A:** Finish top- 8 and within 8% of the overall winner's time, according to gender, in one (1) USAT sanctioned event that occurred within the past 12 months and had at least 500 participants.
    - **CRITERIA B:** Finish within 8% of the overall winner's time in one (1) Ironman- distance event that included an elite field (offering $5k or greater in prize purse) that occurred within the past 12 months and had at least 500 participants.

ONLY WHEN AN ATHLETE MEETS THE ABOVE CRITERIA WILL A "SPECIAL" CONSIDERATION BE MADE.

This criterion is retroactive to past elite duathlon national champions. It is effective as of April 1, 2005.

**Jack Weiss motioned for adoption of resolution as amended, Eric Bean seconded.**
Approved: Bean, Becker, Carter, Davison. Kasper, Kehr, Locke. Plotecia, Sommer, Weiss
Abstained: Callahan
**Motion passed. Resolution was adopted.**

**<u>Commission and Committee Reports</u>**

Medical Committee – Tim Becker:
Andrew Hunt reported. The complete report is attached to the original of these minutes.

National Coaching Commission – Tim Becker:
The complete report is attached to the original of these minutes.

Athletes Advisory Committee – Gina Kehr:
Alison DeWall reported. The original report is attached to the original of these minutes.

Age Group Commission – Chuck Graziano:

- Wrapping up Athlete of the Year award program
- Two conference calls quarterly

Action Item: Burrell asked the AGC to look into the 7-10 calls that she receives a week requesting camps and development for 30 – 40+ age group that are new to the sport.

Physically Challenged Commission – Steve Locke

Steve Locke reported. The complete report is attached to the original of these minutes.

Recess: 12:00 pm
Reconvene: 1:30 pm

**<u>Continuation of National Office Staff Reports</u>**

**Event Sanctioning** - Kathy Matejka:
The complete written report is attached to the original of these minutes.
In addition to her written report Kathy added that a contract was signed to implement the online sanction application and in approximately 4-6 weeks it should be up and running.

**Membership –** Jennifer O'Day:
The complete written report is attached to the original of these minutes.
Jennifer had nothing further to add except to introduce the new Membership Assistant, Danielle Hamer.

**Team USA/Duathlon –** Troy Stiles:
The complete written report is attached to the original of these minutes.

**Owned Events –** Jeff Dyrek:
Jeff Dyrek reported. The complete written report is attached to the original of these minutes.
Jeff discussed the issue regarding non owned events, specifically, working with Phillips and Wengert on budget adjustments for next year.

**Officials –** Charlie Crawford:
Charlie Crawford reported. The complete written report as well as discussion items is attached to the original of these minutes.

**Finance/Administration –** Bill Wengert:

- For 2004:
    - Five-million in revenue
    - Positive year
    - Hits of expenses well over budget, specifically legal fees
    - Sell of building
- For 2005:
    - Insurance went up
    - Election costs during slow time of year
    - Sponsorship money not as it was last year
    - Will receive $200,000 from USOC for funding
    - Membership higher this year including Gold and Silver
    - Sanctioning up this year
    - Coaching Education classes are filling to capacity

Action Item: Bill will be adjusting the budget and present new budget in a few weeks.

**National Teams Program –** Libby Burrell:

Handout is attached to the original of these minutes.

**Athlete Development –** Scott Schnitzspahn:
Handout is attached to the original of these minutes.

**Coaching Education –** Alan Ley
Handout is attached to the original of these minutes.

**<u>Unfinished and New Business Continued</u>**

**Lifetime Fitness –** Brad Davison
Mike Highfield introduced Marilynn Franzen of Lifetime Fitness, who gave an overview of their organization. After thanking USAT for their support in recent conflicts with the ITU, she discussed the possibility of expanding the company's involvement in the sport of triathlon

**International Relations Committee** - Brad Davison, Steve Locke
Mike Highfield suggested the formation of an International Relations Committee to more effectively guide USAT's global policies and programs

**Resolution for Board Action**
**Regional Federation Mailing List - Revisited**
Submitted by: Jack Weiss, USAT BOD and Melissa Merson, VP Mid-Atlantic Regional Federation

*Whereas,* USA Triathlon currently does not provide all USAT Regional Federation access to their own membership information; and

*Whereas,* it is difficult for the Regional Federations to function without knowing who their members are; and

*Whereas*, appropriate safeguards and privacy protection can be put in place to protect the security of our valuable membership lists,

**Now Therefore Be It Resolved** that USA Triathlon provide all Regional Federations access names and contact information of the USAT members and one day licensees in their respective Regions with appropriate security protection in place to protect the integrity of the lists. That access is restricted to only appropriate USA Officers and Officials with that Region.

Discussion involved 5 key areas:

- Security of the membership database. As one of USAT's most valued assets, multiple physical copies of the membership database compromises its worth.
- Integrity of the membership database. Once distributed, there is no practical way to have changes to individual records reflected across multiple copies.
- Accuracy of the membership database. The first record that gets changed or added after the Regions receive their copy renders it inaccurate.

- Individual members' privacy. Should a member opt to not receive USAT mailings, there is no practical way to ensure that the Regional copy of that record is updated to ensure that the member does not receive a mailing from the Region.
- Legal Issues. There were legal concerns involving the privacy issue that would need to be investigated prior to releasing copies of the membership database.

For these reasons, access to the database will continue to be through a central clearinghouse. It was also noted that the management of the database will be taken in house by the end of the year, and Regions will be afforded unlimited access to their members at no charge.

**Friendly Amendment** called by Davison to change wording to;
**Now Therefore Be It Resolved** that USA Triathlon will provide all Regional Federations three additional mailings to all Regional Federations to include the names and contact information of the USAT members and one day licensees in their respective Regions with appropriate security protection in place at the USAT's Central Control Point. That access is restricted to only appropriate USAT Officers and with the Region

**Motion called by Weiss, Becker seconded**

- **Resolution as amended was adopted unanimously**

**Executive Session** 3:45-4:30 pm

**Proposal to compensate Mike Highfield for attorney fees**

The Board voted to compensate Mike Highfield for work accomplished through March 7, 2005

**Resolution to Incorporate Proposal #2 into Bylaws**

**Subject: AMENDMENT OF THE BYLAWS**

**Background:**

In today's changing corporate environment, organizations need to react quickly to new regulations and procedures. The National and International Governing Bodies that USA Triathlon work with require it to react quickly to changes in the business environment.

Under the authority of Article XX and Article XXI, Section 4.of the USAT Bylaws, the Board of Directors has approved a resolution and submitted a proposal to a vote of the membership to amend the Bylaws of USA Triathlon (Bylaw Amendment No. 2). The majority of the ballots received by the Election Administrator are in favor of the proposed amendment, the Bylaws are so amended.

**Financial Impact:**

None.

**Relevant and Affected Bylaws, Rules and Procedures**:

By-Laws: Article XXI, Section 4.

**Whereas the** purpose of USA Triathlon is the governance of the Sports of Triathlon

**Whereas the** Bylaws of USA Triathlon allow the Board of Directors to submit a proposal for changes to the Bylaws to a vote of the membership

**Whereas the** Membership of USA Triathlon has approved the following proposal by a vote of 3,611 in favor to 614 against

**Now therefore be it resolved that** USA Triathlon adopts the following Amendments to the Federation Bylaws:

Article XXI, Section 4. shall be changed to read as follows:

Section 4. Amendment or Repeal of the Bylaws. With the sole exception of the vehicle for reapportionment contained in Article VII, Section 4a, there are four and only four methods for amendment or repeal of these Bylaws:

Add a subsection d. to Article XXI, Section 4. which provides as follows:

d. Amendment by vote of the Board of Directors. With the exception of the specific Articles and Sections of these Bylaws specified below, the Board of Directors shall have the right to amend these Bylaws upon two-thirds vote of the number of seats on the Board of Directors. Article XXII, Sunshine Policy may not be amended by the Board of Directors. Except for any amendment which may be made on the account of an act of Congress or a specific directive of the United States Olympic Committee (Article XXIII), the Board of Directors shall have no authority to make any amendments to the following Articles and Sections of these Bylaws:
    i. Article VII, **Board of Directors**. Section 1, Section 2, Section 3, Section 4, Section 5, and Section 7.
    **ii.** Article XXI, **Elections.**

**Note:** After several members pointed out differences between the language as presented with the ballot and the language as approved, the Board met on March 25 to rescind the phrase “Except for any amendment which may be made on the account of an act of Congress or a specific directive of the United States Olympic Committee”, changing the amendment to read:

**I. First Amendment Required in Order to Incorporate Prop #2**

The first sentence of Article XXI, Section 4, is changed to read as follows:

Section 4. Amendment or Repeal of the Bylaws. With the sole exception of the vehicle for reapportionment contained in Article VII, Section 4a. , there are four and only four methods for amendment or repeal of these Bylaws:

## II. Second Amendment Required in Order to Incorporate Prop #2

Add a subsection d. to Article XXI, Section4. which provides as follows:

d. Amendment by Vote of the Board of Directors. With the exception of the specific Articles and Sections of these Bylaws specified below, the Board of Directors shall have the right to amend these Bylaws upon two-thirds vote the number of seats on the Board of Directors.

i. Article VII, **Board of Directors.** Section1, Section 2, Section3, Section 4 , Section 5, and Section7.

ii. Article XXI, **Elections**.

iii. Article XXII, **Sunshine Policy**.

**Note:** On April 29, 2005 a USAT Hearing Panel ruled in favor of a protest of passage of proposal #2, rescinding the above amendments in their entirety.

## Independent Board Members Resolution

**Subject: AMENDMENT OF THE BYLAWS**

**Background:**

Under Article XX, Article XXI, Section 4 and Article XXIII of the USA Triathlon Bylaws the Board of Directors has approved a resolution and submitted a proposal to a vote of the membership to amend the Bylaws of USA Triathlon. The ballot was mailed to all Annual Members and returned to the Election Administrator by March 1, 2005. The majority of the ballots received by the Election Administrator are in favor of the proposed amendments, the Bylaws are so amended.

Under the authority granted by the above amendments the Board of Directors has responded to the request from the United States Olympic Committee to add two Independent members to the Board of Directors as non-voting Ex Officio members of the Board. This amends Article VII by adding section 8 to the existing seven sections.

**Financial Impact:**

Costs for two addition members to attend the meetings of the Board of Directors.

**Relevant and Affected Bylaws, Rules and Procedures:**

By-Laws: Article VII.

**Whereas the** purpose of USA Triathlon is the governance of the Sports of Triathlon

**Whereas the** Bylaws of USA Triathlon allow the Board of Directors to submit a proposal for changes to the Bylaws to a vote of the membership

**Whereas the** Membership of USA Triathlon has approved the right of the Board of Directors to amend the Bylaws under Article XXI, Section 4.

**Now therefore be it resolved that** USA Triathlon adopts the following Amendments to the Federation Bylaws:

Add a Section 8. to Article VII, which provides as follows:

Section 8. Independent Directors

a. Commencing with the service of the Board of Directors who take office July 1, 2005 there shall be two Ex officio (2) Independent Directors who shall be non-voting members of the Board. An Independent Director is defined as an individual who since January 1, 1995 has had no affiliation whatsoever with the sports of triathlon. Being "affiliated" with the sports of triathlon is defined as being a race director whether sanctioned by USA Triathlon or not, being a coach of multi-sport athletes, being an annual member, having competed in any sport of triathlon whether sanctioned or not, or having any significant business connection with or financial interest in any business or institution which is directly involved with the sports of triathlon.
b. The initial two Independent Directors are to begin their respective terms on July 1, 2005 and shall be selected and appointed by an Ad Hoc committee of the Board of Directors as follows:
    i. The selection committee shall consist of seven members appointed by the Board of Directors. At least four members will be current members of the USAT Board of Directors and appointed by such Board.
    ii. The selection committee shall be formed no later than May 1, 2005. The selection committee shall have total control with respect to the means used to solicit and select two individuals to fill the positions.
    iii. The selection committee shall make their appointments no later than June 15, 2005 and immediately announced on the USA Triathlon website.
c. The Independent Directors appointed to the USA Triathlon Board of Directors in future years shall be selected as follows:
    i. The selection committee shall consist of seven members appointed by the Board of Directors. At least four members will be current members of the USA Triathlon Board of Directors and appointed by such Board.
    ii. The selection committee shall be formed no later than September 1. The selection committee shall have total control with respect to the means used to solicit and select two individuals to fill the positions.
    iii. The selection committee shall make their appointments no later than December 1, and announced on the USA Triathlon website.
    iv. The Independent Directors shall take office on January 1.
d. The terms of the Independent Directors shall be the same as General Directors.

e. Independent Directors may not serve as officers of USA Triathlon. The provisions of Article VII, Section 5 shall apply to Independent Directors.
f. A vacancy in a seat of an Independent Director shall be filled by a selection committee formed consistent with and pursuant to the requirements in c. above. The selection committee shall be formed within 15 days of the vacancy and shall be filled within 45 days of the vacancy.

**Note:** On April 29, 2005 a USAT Hearing Panel ruled in favor of a protest of passage of proposal #2, rescinding the right of the Board of Directors to amend this provision of the Bylaws. As a result, this amendment was rescinded in its entirety.

.
**Adjournment:** The meeting was adjourned at 4:30 pm, Saturday 19, 2005.