USAT Board of Directors
Teleconference Call
March 19, 2009

In attendance:

Rob Kasper
Brian Harrington
Celeste Callahan
Jeff Matlow
Eric Averill
Kelly Cook
Bob Wendling
Jim Donaldson
Kelly Cook
Dave Kuendig
Victor Plata

Not in Attendance

Mike Greer

Brian Harrington called meeting to order at 6:05 p.m. MDT.

Resolution for Board Action **March 19, 2009**

Subject: Regional Operations Manual Implementation

Background: The Regional Operations Manual was developed through a collaborative effort of USA Triathlon's staff, National Board of Directors, and Regional Boards of Directors to address concerns identified in the strategic planning process. It was adopted by USA Triathlon's Board of Directors on February 9, 2009 and replaced the Regional Bylaws. As there are differences in governance and financial structure between this document and previous processes, phase-in details are necessary to implement the manual.

Financial Impact: Phasing in the regional account balance cap over the course of two years results in a 2009 budget impact of $45,656 over implementing it immediately.

Relevant and Affected Bylaws, Rules, and Procedures

Procedures

USA Triathlon Regional Operations Manual
ARTICLE IV – Regional Council Members
ARTICLE V – Officers
ARTICLE XI – Financial Process

Whereas transitioning governance and financial processes from the previous system to those specified in the Regional Operations Manual requires additional guidance,

Now therefore, be it resolved that previously seated Regional Board members are now Regional Council members;

And be it further resolved that previously seated Regional Board Presidents are now Regional Council Chairs;

And be it further resolved that previously seated Regional Board Vice Presidents are now Regional Council Vice Chairs;

And be it further resolved that previously seated Regional Board Secretaries are now Regional Council Secretaries;

And be it further resolved that previously seated Regional Board Treasurers are now Regional Council Treasurers;

And be it further resolved that the previous Chair of the Regional President Committee is now the Regional Council Liaison;

And be it further resolved that the previous National Board Liaison to the Regional President Committee is now the Board of Directors Regional Liaison;

And be it further resolved that 2009 Regional Council elections shall take place in accordance with the Regional Operations Manual with the below exceptions :

a) One half of the Council seats, those with terms expiring in 2009, shall stand for re-election in 2009 and those seats will become 4-year term seats, expiring in 2013.

b) The other half of the Council seats, those with terms expiring in 2010, will convert to seats that expire in 2011, thus completing the required two-year council seat staggered rotation.

And be it further resolved that all "Rainy Day Funds" held by each Region shall be transferred to their operating account linked to the national operating account; and

And be it further resolved that funding will be accomplished as stated in Regional Operations Manual with the following exceptions:

- 2009 funds will be disbursed as soon as the Regions have opened a linked bank account with USAT's CEO as a co-signatory to the account, transferred all funds from their previous bank accounts, and closed out any and all bank accounts. The funds from other financial instruments will be added to this account as they mature.
- For 2009 and 2010 the 125% cap will not apply. The 125% cap will be enforced beginning in 2011. Budgets for programs to be funded by regional account surpluses shall be subject to Board of Director approval.

Submitted by: Eric Averill

Eric Averill moved and Celeste Callahan seconded that the Board adopt the Regional Operations Manual as written.

Motion passed unanimously.

The meeting was adjourned at 6:10 p.m.