

The following bylaw amendment proposals have been approved by the board of directors of USA Triathlon for placement on the ballot for membership vote in the 2009 election. They flow largely from USA Triathlon's Strategic Plan, available at:

http://assets.teamusa.org/assets/documents/attached_file/filename/3374/USAT_08_STRATEGIC_PLAN.pdf

Strategic Objectives from that plan are highlighted in bold below, with supporting bylaw change recommendations in bullets:

Strategic Objectives

Increase stability of governance.

- Longer terms for board members, council members, and officers
 - o Staggered 4 year board and council member terms (increased from current 2 year terms)
 - o 2 year officer terms (increased from current 1 year terms)
- Longer term limits for board and council members – 8 years (increased from current 6 years)

Provide for greater continuity of governance.

- Longer terms for board members, council members, and officers
 - o Staggered 4 year board and council member terms (increased from current 2 year terms)
 - o 2 year officer terms (increased from current 1 year terms)
- Longer term limits for board and council members – 8 years (increased from current 6 years)
- Most recent past president to serve as an ex-officio, non-voting board member for a maximum of 2 years, with participation and voice only as requested by the USAT Board of Directors.

Bring outside expertise to Governance.

- Independent Director to serve 2 year terms as appointed by vote of the Board

An additional suggestion to enhance our relationship with ITU was to place any USAT member elected to the ITU Board of Directors within the governance structure of USAT by virtue of their ITU position:

- Any USAT member elected to the ITU Board of Directors to serve as an ex-officio, non-voting USAT board member, with participation and voice only as requested by the USAT Board of Directors.

Proposal #1 - Independent Director

The bylaws of USA Triathlon shall be amended to add an Independent Director, appointed by majority vote of general and athlete members, to serve two year terms, with full voting rights. This position shall be phased in by appointment of the Board of Directors at the first in-person meeting in 2010.

Article VII, Section 4, first paragraph shall be changed to read:

Section 4. The Board of Directors shall have twelve (12) members who shall be selected without regard to race, color, religion, national origin, sex or physical disability. Three directors shall be Athlete Directors (see Article VII, Section 4(b) below) and one shall be an Independent Director (see Article VII, Section 4(c) below). Eight (8) General Directors shall be selected as follows:

Article VII, Section 4, paragraph (c) to be inserted with subsequent paragraphs relettered:

(c) Independent Director. One (1) independent member ("independent director") recommended by the Nominating Committee shall be appointed by majority vote of General and Athlete Directors. This director will not be considered an "independent director" for purposes of this section if, at any time during the two years preceding commencement of or during his or her term or position as a director:

- (1) the director was employed by or held any paid position or any volunteer governance position in USAT, the United States Olympic Committee (USOC), or the International Triathlon Union (ITU);
- (2) an immediate family member of the director was employed by or held any paid position or any volunteer governance position in USAT, the USOC, or ITU;
- (3) the director was affiliated with or employed by USAT's outside auditor or outside counsel;
- (4) an immediate family member of the director was affiliated with or employed by USAT's outside auditor or outside counsel.

A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director receives any compensation from USAT, directly or indirectly. For purposes of this rule, compensation does not include reimbursement of out of pocket expenses incurred for the benefit of the corporation or receipt of any benefits, subsidies or payments generally available to athletes or elite athletes to support their training.

When the guidelines in this Section do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating Committee.

The Nominating Committee may determine that, in its judgment, a director who does not meet these guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the corporation or any organization, entity, or individual associated with the corporation that would

interfere with the perception or reality of the director's independent judgment, and that such a person may nevertheless be independent or an independent director under these Bylaws.

The Nominating Committee shall review at least annually the independence of Independent Directors.

Article VII, Section 4, paragraph (c) [relettered to (e)] Elections, sentence to be added:

Appointment of the Independent Director shall be accomplished by majority vote of General and Athlete Directors at the first regular meeting of the year following a membership election.

Article VII, Section 4, paragraph (d) (1)[relettered to (f) (1)] Terms of Office, sentence to be added:

The Independent Director shall serve an approximate two (2) year term, commencing upon his or her appointment at the first regular meeting of the Board of Directors in the year following an election and ending at the first regular meeting of the Board of Directors of the year two years hence.

All references to “eleven (11)” members shall be changed to “twelve (12)” members.

Proposal #2 - Language Clarification

The bylaws of USA Triathlon shall be amended to clarify a date certain on which membership shall be counted for purposes of triggering a restructure of Board of Director election regions and to eliminate a reference to the chair of the legal committee, a position that no longer exists.

Article VII, Section 4, (a) (3) shall be changed to read:

If on December 31 of any year preceding an election, the region with the largest number of members has greater than double the number of annual members of the region with the least number of members, at the next membership election, the Regions shall be caused to gain or lose constituent states to bring about greater equality of representation, while still retaining geographic integrity. In this case the Board of Directors shall fashion two plans for restructuring the eight Regions above. Neither plan shall exclude a state from a Region if that Region's Board representative resides in that state. Both prospective plans shall be presented to the general membership for vote at the next election. The restructuring plan gaining the most votes shall replace the Regional structure contained in these Bylaws.

Article XV, Section 1, first sentence shall be changed to read:

USA Triathlon shall establish a Board of Hearings and Appeals which shall consist of at least twelve members, including the Commissioner of Officials, at least four athlete representatives (20% minimum representation), and such other members as may be selected by the Executive Director.

Proposal #3 – Immediate Past President as Ex-Officio, Non-Voting Board Member

The bylaws of USA Triathlon shall be amended to add the most recent president of the board as an ex-officio, non-voting member of the board of directors, with participation and voice at the discretion of voting members of the Board. This position shall be phased in such that only presidents elected in 2010 or later shall be eligible.

Article VII, Section 4, (d) (1) to be inserted with subsequent paragraphs relettered:

(d) Ex-Officio Members of the Board of Directors

- (1) Past President. If the immediate past President of the Board is not a current Board member, then the following shall apply. For a period of two years after the immediate past President's position ends as President of the Board, he or she ~~may be considered to~~shall be an ~~honorary ex-officio~~ member of USA Triathlon's Board of Directors and ~~may shall~~ be ~~entitled~~allowed to attend Board meetings, as requested by the Board, and may speak on matters, ~~also~~ as requested by the Board. The immediate past President shall not have a vote on any matter. The position shall not factor into ~~whether or not the Board has a quorum~~ requirements, ~~nor into whether or not the number of compliance with the minimum~~ Athlete Director requirement of s is in compliance with Article VII Section 4 (b) (1).

Proposal #4 – USAT Member Elected to ITU’s Board as Ex-Officio, Non-Voting USAT Board Member

The bylaws of USA Triathlon shall be amended to add any USAT member elected to ITU’s Board of Directors as an ex-officio, non-voting member of the USAT board of directors, with participation and voice at the discretion of voting members of the Board.

Article VII, Section 4, (d) (2) to be inserted with subsequent paragraphs relettered:

(d) Ex-Officio Members of the Board of Directors

- (2) USA Triathlon Member elected to the ITU Board of Directors. Any USA Triathlon member who has been elected to the Board of Directors of the International Triathlon Union (ITU) shall ~~serve as an honorary~~be an ex-officio member of USA Triathlon’s Board of Directors by virtue of, and for the same term as, ~~their~~his or her ITU Board membership. He or she ~~may~~shall be ~~entitled~~allowed to attend Board meetings as requested by the Board, and may speak on matters, ~~also~~ as requested by the Board. He or she shall not have a vote on any matter. The position shall not factor into ~~whether or not the Board has a~~ quorum requirements, nor into ~~whether or not the number of compliance with the minimum~~ Athlete Directors ~~is in compliance with requirement of~~ Article VII Section 4 (b) (1).

Proposal #5 – 4 Year Terms and 8 Year Term Limits for Board Members

The bylaws of USA Triathlon shall be amended to increase board member terms from 2 to 4 years, and term limits from 6 to 8 years. Implementation of these term limits shall phase in such that no incumbent director shall benefit from a term or term limit longer than that to which they are currently elected. No director currently serving in their last term due to term limits shall be eligible to run for election again until the hiatus requirement of Article VII, Section 4, (d) (2) has been met:

- All incumbents serve out their current 2 year term.
- 2009 election shall be for 2 year terms as current bylaws are the guiding document.
- In 2010, directors will be elected from the following four regions to 3 year terms, with subsequent elections for these seats to take place in 2013 and every 4 years thereafter:
 - o Florida Region
 - o Midwest Region
 - o Southeast Region
 - o Southwest Region
- In 2011, directors will be elected from the following four regions to 4 year terms, with subsequent elections for these seats to take place in 2015 and every 4 years thereafter:
 - o Mid Atlantic Region
 - o Northeast Region
 - o South Midwest Region
 - o Midwest/Rocky Mountain/Pacific Region

Article VII, Section 4, (d) shall be changed to read:

Terms and Term Limits.

- (1) Terms of Office. General Directors shall serve four -year terms commencing on January 1 of year following their election and ending on the fourth December 31 thereafter. Of the eight (8) General Directors, terms shall be staggered such that half are elected every two years. Of the three (3) Athlete Directors one (1) shall be elected in the odd-numbered years and two (2) in the even-numbered years.
- (2) Term Limits. General Directors may serve two successive four-year terms. Any Director that serves two successive terms shall be required to take a minimum ~~eight~~four-year hiatus from the Board. Thereafter, they may again serve up to two additional four-year terms. Any director who serves less than two successive four-year terms shall be required to take a hiatus equal to half the amount of time served before serving additional terms.

Article VII, Section 5, second paragraph shall be changed to read:

If the person selected is filling a vacancy for a period of less than ~~4~~2 years, such person may run for two successive four year terms on the Board. If the person selected is filling a vacancy for a period of more than ~~4~~2 years, such person may run for one successive four year term on the Board. A vacancy in the seat of an Athlete Director

shall be filled by rules established by the Elite Pool.

All references to “annual elections” shall be changed to “elections”.

Proposal #6 – 2 Year Officer Terms

The bylaws of USA Triathlon shall be amended to increase officer terms from 1 to 2 years, with term limits remaining at 4 years. Implementation of increased terms shall phase in such that the first two year officer terms will be timed with the first two year election cycle, with the first officers elected to two year terms at the the first regular Board of Director meeting of 2012.

Article VIII, Section 2, the first two sentences shall be changed to read:

The officers shall be elected from the members of the Board of Directors at the first regular meeting of the year following an election.. The officers shall serve a term of two (2) years or until their successors are duly elected and qualified.