

Minutes  
USA Triathlon Board of Directors  
Courtyard Tempe Downtown, 601 South Ash Ave, Tempe, AZ  
April 4, 2014

Wendling joined the meeting via conference call and called the meeting to order at 12:37 pm CST, April 4, 2014.

**Board Members Present:**

Barrett Brandon – joined via conference call after roll call  
Susan Haag  
Kevin Haas  
Dave Kuendig – joined via conference call  
Jacqueline McCook  
Victor Plata  
Steven Sexton  
Barry Siff  
Kevin Sullivan  
Jack Weiss  
Bob Wendling, President – joined via conference call  
Mike Wien

**Staff:**

Rob Urbach, CEO  
Sharon Carns, Senior Governance Affairs and HR Manager  
Amy Drown, Executive Assistant  
Andy Schmitz, High Performance General Manager – joined via conference call

**Guests:**

Christina Jackson, Onsite Property Coordinator, Courtyard Tempe Downtown

**President's Opening Remarks:** Wendling briefly thanked staff and Board members for their support and contributions. He reviewed recent office and board successes to include: PATCO in Dallas, Retro Series, Splash and Dash, Paratriathlon program, collegiate advancement, Super Sprint, funding of HP Program, establishing USA as a host for ITU events, committee involvement and communications, etc.

**CEO Opening Remarks:** Urbach thanked Wendling for his service and commitment to USAT as President of the Board of Directors, mentioned the Collegiate Summit this afternoon, and provided details of the Collegiate Race schedule to be Simulcast tomorrow, Saturday, 4/5/2014.

Brandon joined the meeting via conference call at 1:04

**Officer Elections:**

Parliamentary procedure agreed on before nominating and voting process: members nominated candidates for positions. Ballots tallied by independent third party, Christina Jackson, and the following results were announced:

Tellers' Report:

Number of votes cast .....	12
Necessary for election (majority) .....	7
Siff received .....	8
Wien received .....	2

President: Barry Siff – Wendling congratulated Siff. Siff thanked Wendling for his service and thereafter presided over the meeting.

Tellers' Report:

Number of votes cast .....	12
Necessary for election (majority) .....	7
Wien received .....	12

Vice-President: Mike Wien

Tellers' Report:

Number of votes cast .....	12
Necessary for election (majority) .....	7
Sullivan received .....	10

Secretary: Kevin Sullivan

1:10 pm CST, Plata requested an executive session after a nomination was voiced for Treasurer.

1:20 pm CST, nominations and voting resumed for Treasurer at 1:20 pm CST.

Tellers' Report:

Number of votes cast .....	12
Necessary for election (majority) .....	7
Weiss received .....	7
Sexton received .....	5

Treasurer: Jack Weiss

**Approval of Minutes:**

**Motion** (by Sullivan and seconded): To approve 3/3/14, Minutes – Approved by unanimous voice vote.

**Treasurer's Report:** Weiss summarized the financial report.

**Committee Ratification:**

**Motion** (by McCook and seconded): To approve committee assignments as amended (attached). Approved by unanimous voice vote. Note: at 2:15 pm Kuendig and Brandon had left the conference call and did not vote.

**CEO Report:** Urbach reported a general organizational overview on the strengths (e.g. membership, brand attributes and community), weaknesses (e.g. lack of diversity and spectators), opportunities (e.g. USAT Foundation and NCAA), key performance indicators, and financial results as a recap 2013 and as goals (customer relations, boost annual membership, spectatorship – USAT Television Studios, safety shared responsibility campaign, NCAA, and thought leadership) for 2014.

**Action items:** Urbach to send our marketing package on the NCAA to the Board.

Recess: 3:44 pm CST

Reconvene: 3:54 pm CST

Note: Kuendig and Brandon were not on the conference call at 3:54 pm

**Rules Harmonization Update:**

**Motion** (by McCook and seconded) to accept three new rules. After further discussion, a motion was made (by Sullivan and seconded) to table motion and discuss actual rule language at the next Board meeting – motion to table, approved by unanimous voice vote.

**Hall of Fame Update: Motion** (by Weiss and seconded) to adopt language as outlined in the Proposed Change to USAT Hall of Fame Inductees (attached) – Approved by unanimous voice vote. Note: Kuendig rejoined the meeting via conference call at 4:36 pm and voted on this motion.

**Foundation Bylaws: Motion** (by Weiss and seconded) to approve the Foundation Bylaws as amended (attached). – Approved by unanimous voice vote.

**2013-2014 Election:** Sexton asked questions concerning the results for 2013 prior to the revote.

**Colorado Reincorporation: Motion** (by Sexton and seconded) to seek independent council with corporate law experience to evaluate the legality of the move from California to Colorado.

Sexton withdrew motion.

**Motion** (by Sexton and seconded) for CEO, Urbach, to provide the Board members with a copy of any written legal opinion from Steve Smith (attorney with Bryan Cave) concerning the rights of a protected membership class and the move from California to Colorado.

Roll Call Vote:

Barrett Brandon	Not on call to vote
Susan Haag	no
Kevin Haas	yes

Jacqueline McCook	yes
Victor Plata	yes
Steven Sexton	yes
Dave Kuendig	yes
Kevin Sullivan	yes
Jack Weiss	no
Bob Wendling	yes
Mike Wien	yes

Motion passed Y-8, N-2

**Action item:** Urbach to have legal opinion document(s) available for discussion at next board meeting.

**Action item:** Urbach to produce costs of California litigation regarding eligibility and records before the next Board meeting.

**Document Retention Policy:** Sexton asked what the current document and retention policies are for USA Triathlon. Specific reference was the Board meeting recordings and why they are kept for 30 days. The response is this was a previous Board decision.

**Motion** (by Plata and seconded) to extend access to Board meeting recordings from 30 days to 45 days. Approved by voice vote.

**Bylaw Task Force:** Sullivan requested a task force be approved to review and recommend changes to the entire bylaw document. The following members will populate the bylaw task force: Kevin Sullivan (chair), Bob Wendling, Susan Haag, Victor Plata, and Rob Urbach.

**High Performance Elite Criteria:** Andy Schmitz joined the meeting via conference call to discuss the criteria documents.

**Motion** (by Plata and seconded) to accept the AAC recommended documents (attached): 2014 USA Triathlon ITU Continental Cup Event Selection Criteria, 2014 USA Triathlon ITU World Cup Event Selection Criteria and 2014 USA Triathlon ITU World Triathlon Series Event Selection Criteria.

Roll Call Vote:

Barrett Brandon	Not on call to vote
Susan Haag	yes
Kevin Haas	yes
Jacqueline McCook	yes
Victor Plata	yes
Steven Sexton	yes
Dave Kuendig	yes
Kevin Sullivan	no
Jack Weiss	abstain

Bob Wendling	no
Mike Wien	yes

Motion passed Y-7, N-2, A-1

**Motion** (by Plata and seconded) to accept the 2014-2016 USA Triathlon Elite Athlete Incentive Plan (attached) – Approved by unanimous voice vote.

Motion (by Wendling and seconded) to accept the 2014 ITU World Championship-Junior Team Selection Criteria (attached) – Approved by unanimous voice vote.

Motion (by Wendling and seconded) to accept the 2014 U23 World Championship Team Selection Criteria (attached) – Approved by unanimous voice vote.

**Action item:** McCook will provide changes to acronyms in criteria documents.

Recess: 7:10 pm CST

Reconvene: 7:25 pm CST

Kuendig was not on the conference call at 7:25 pm.

**Strategic Plan Update:** Siff provided a review of the 2013-2016 USA Triathlon Strategic Plan. Further reviews will be discussed in the next in-person Board meeting in June 2014.

**Action item:** Urbach will submit strategic plan metrics prior to the June 2014 meeting.

Kuendig rejoined the meeting at 7:37 pm.

**7:52 pm CST,** Haag requested adjournment for Executive Session.

**8:33 pm CST,** Board reconvened.

**Motion** (by Sullivan and seconded) to approve McCook as Board Liaison to the USA Triathlon Foundation Board of Trustees – Approved by unanimous voice vote.

**Motion** (by Weiss and seconded) to adjourn at 8:44 pm CST - Approved by unanimous voice vote.

COMMITTEE	2014 MEMBER	
Age Group	Steve Sutherland	Chair, Southwest Region
	John Jones	Florida Region
	Amy Broadwell	Mid-Atlantic Region
	Ken Modica	Mid-Atlantic Region
	Tom Manzi	Mid-Atlantic Region
	Rob Vigorito	Mid-Atlantic Region
	Chuck Graziano	
	Jim Weaver	Mideast Region
	vacant	Midwest Region
	Kat Donatello	Northeast Region
	Kathi Koehler	Northeast Region
	vacant	Pacific Northwest Region
	Molly Smith	Rocky Mountain Region
	vacant	South Midwest Region
	Beth Wiggins	Southeast Region
	Susan Haag	BOD Liaison
Tim Yount	Staff Liaison	
COMMITTEE	2014 MEMBER	TITLE
Athlete Advisory	Barrett Brandon	Member, BOD
	Victor Plata	Chair, BOD Liaison
	Steve Sexton	Member, BOD
	Joel Rosinbum	Member
	Sarah Reinertsen	Member
	Jarrood Shoemaker	Member
	Gwen Jorgensen	Member
	Courtney Kulick	Staff Liaison
COMMITTEE	2014 MEMBER	TITLE
Collegiate	Mike Ricci	Chair
	Taylor Knight	Mid-Atlantic
	Jessica Finlay	Midwest
	Jacob Jansen	Florida
	Blair Bronson	Pacific NorthWest
	Neil Verano	Northeast
	Hayley Braun	Mideast
	Grant Rice	Mountain
	Adam Feigh	Southeast
	Keith Kotar	South Midwest
	Andrew Roos	West Coast
	Steve Sexton	BOD Liaison
	Melissa Hylton	Staff Liaison
COMMITTEE	2014 MEMBER	TITLE
Compensation	Barry Siff	President, Chair
	Jacqueline McCook	Member
	Barrett Brandon	Athlete

refer to AAC to rewrite Committee SOP rules

COMMITTEE	2014 MEMBER	TITLE
<b>Duathlon</b>	Tonya Armstrong	Co-Chair
	Bill Burnett	Co-Chair
	Stephen Koranda	Member
	Anne Curi Preisig	Member
	Bill Rule	Member
	Carol Whipple	Member
	Don Forgione	Member
	Jason Digman	Member
	Brian Grasky	Member
	Ken Velky	Member
	Jim Preisig	Member
	Judi Carbary	Member
	Tim Armstrong	Member
	Dave Lasorsa	Member
	Virginia Poyner	Member
	Dean Maruna	Member
	Kevin Haas	BOD Liaison
Melissa Hylton	Staff Liaison	
Tim Yount	Staff Liaison	
COMMITTEE	2014 MEMBER	TITLE
<b>Elite Athlete Selection</b>	Joel Rosinbum	Athlete
	vacant	Athlete
	vacant	Athlete
	vacant	Athlete
	vacant	Athlete
	Andy Schmitz	Staff Liaison
COMMITTEE	2014 MEMBER	TITLE
<b>Ethics</b>	Kevin Sullivan	Chair, BOD Liaison
	Sarah Breier	Member
	Judge Jones	Member
	Al Corea	Member
	Kelly Cook	Athlete
	Sharon Carns	Staff Liaison
COMMITTEE	2014 MEMBER	TITLE
<b>Finance and Audit</b>	Jack Weiss	Chair, BOD Treasurer & Liaison
	Rob Urbach	Member
	Bob Wendling	Member
	Steve Sexton	Athlete
	Deby Williams	Staff Liaison
COMMITTEE	2014 MEMBER	TITLE
<b>Hall of Fame: Executive</b>	Jon Noll	Chair
	Bob Babbitt	Member
	Paula Newby-Fraser	Member
	Paul Craig	Member
	Kat Donatello	Member
COMMITTEE	2014 MEMBER	TITLE
<b>Hall of Fame: Nominating</b>	Jim Donaldson	Chair
	vacant	Athlete
	Steve Sutherland	Member
	Judge Jones	Member
	Lew Kidder	Member

AAC to elect athlete to add

<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>Hall of Fame: Voting</b>	Victor Plata	Chair of AAC
	Steve Sutherland	Chair of AGC
	Lindsay Hyman	Chair of National Coaching Committee
	Jim Donaldson	Chair of Nominating Committee
	Mike Lenhart	Chair of Para Committee
	Hector Torres	Chair of Regional Council Chairs
	Tara Comer	Chair of Women's Committee
	Paul Craig	Executive Committee
	Mark Allen	Inductee
	Bob Babbitt	Inductee
	Susan Bradley-Cox	Inductee
	Jim Curl	Inductee
	Sally Edwards	Inductee
	Barb Lindquist	Inductee
	Dave McGillivray	Inductee
	Scott Molina	Inductee
	Paula Newby-Fraser	Inductee
	Jon Noll	Inductee
	Dave Scott	Inductee
	Verne Scott	Inductee
	Karen Smyers	Inductee
	Carl Thomas	Inductee
	Scott Tinley	Inductee
Julie Moss	Inductee	
Missy LeStrange	Inductee	
John McLaren	Brother of Inductee	
Barry Siff	BOD Liaison	
Tim Yount	Staff Liaison	
<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>Hearing and Appeals</b>	Jodi Lee Alper	Attorney
	David Backer	Attorney
	James Davitt	Attorney
	Stephen Erickson	Attorney
	Brian Harrington	Attorney
	Nicholas Jafarieh	Attorney
	Trent Kirk	Attorney
	Ronald Kowalczyk	Attorney
	Matt Morrison	Attorney
	Katharine Nohr	Attorney
	Christina Norris	Attorney
	Kai Peters	Attorney
	Barnet Phillips	Attorney
	Adam Singer	Attorney
	Matthew Milone	Attorney
	Margie Shapiro	Athlete
	Victor Plata	Athlete
	Jordan Rapp	Athlete
	Eric Schwartz	Athlete
	Susan Haag	BOD Liaison
	Rob Urbach	Staff Liaison
Sharon Carns	Staff Liaison	

<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>International Relations</b>	Barry Siff	Chair, ITU Multisport Comm.,BOD Liaison
	Rob Urbach	ED/CEO
	Andy Schmitz	HPD/National Team Coach
	Joyce Donaldson	ITU TD, ITU Technical Committee
	vacant	USAT National Events
	Lindsay Hyman	NCC Chair
	Hector Torres	RCCC Chair
	Charlie Crawford	Commissioner of Officials
	Paula Newby-Fraser	International RD
	Bob Wendling	PATCO Treasurer
	Jon Beeson	ITU Paratriathlon Committee
	Gail Bernhardt	ITU Constitution Committee
	Doug Hiller	ITU Medical Committee
	Susan Haag	ITU Women's Committee
	Steve Sexton	ITU Elite Athlete Committee, Athlete
	Sarah Reinertsen	Athlete
vacant	Athlete	
Courtney Kulick	Staff Liaison	
<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>Marketing</b>	Jacqueline McCook	Chair, BOD Liaison
	Rob Goldberg	Member
	Wally Hayward	Member
	Steve Lafar	Member
	Vince O'Brien	Member
	Jacob Jendusa	Athlete
	Chuck Menke	Staff Liaison
<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>National Championship Event Selection Committee</b>	Steve Sutherland	AGC Chair, Chair
	Hector Torres	RCCC Chair
	Penni Bengston	RDC Chair
	Tonya Armstrong	DuC Chair
	Molly Smith	Member
	Tom Manzi	Member
	Susan Williams	Athlete
	Steve Sexton	Athlete
	Kevin Haas	BOD Liaison
Tim Yount	Staff Liaison	
<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>National Coaching</b>	Lindsay Hyman	Chair
	vacant	Member
	Christine Palmquist	Member
	Brooks Doughtie	Member
	Nancy McElwain	Member
	Brian Grasky	Member
	Gary Bredehoft	Member
	Dave Kuendig	BOD Liaison
	Linda Cleveland	Staff Liaison

<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>Nominating and Governance</b>	Eric Averill	Chair
	Elizabeth Farnan	Member
	Rob Urbach	Member
	Victor Plata	Athlete
	Kevin Sullivan	Member, BOD Liaison
	Sharon Carns	Staff Liaison
<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>Paratriathlon</b>	Mike Lenhart	Chair
	Keri Serota	Vice Chair
	Eric Averill	Member
	Ami Cole	Member
	Kim Romanchuk	Member
	Deanna Babcock	Secretary/Paratriathlete
	Jason Fowler	Member/Paratriathlete
	Travis Ricks	Member/Paratriathlete
	Sarah Reinertsen	Athlete (Paratriathlete)
	Joel Rosinbum	Athlete (Paratriathlete)
	Jack Weiss	BOD Liaison
Amanda Duke-Boulet	Staff Liaison	
<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>Race Director</b>	Penni Bengston	Chair
	Bruce Dunn	Member
	Scott Langen	Member
	Lance Panigiutti	Member
	Colleen Klein	Member
	Gene Mueller	Member
	Nick Logan	Member
	Tina Whiteford	Member
	Greg Hawkins	Member
	Jack Weiss	BOD Liaison
	Kathy Matejka	Staff Liaison
<b>COMMITTEE</b>	<b>2014 MEMBER</b>	<b>TITLE</b>
<b>Regional Chairs</b>	Ann Gilbert	PNW
	David Young	South Midwest
	Jim Weaver	Mideast
	Kris Swarthout	Midwest
	Charles Johansen	Southwest
	Cory Churches	Mid-Atlantic
	Chris Bowerbank	Rocky Mountain
	Hector Torres	Florida, Chair
	Mike Lenhart	Southeast
	Justin Model	Northeast
	Mike Wien	BOD Liaison
	Kathy Matejka	Staff Liaison
	<b>COMMITTEE</b>	<b>2014 MEMBER</b>
<b>Strategic Planning</b>	Barry Siff	Chair
	Pam Zawada	Member
	Chuck Graziano	Member
	Margie Shapiro	Athlete
	Ryan Bickerstaff	Athlete
	Bob Wendling	Member, BOD Liaison
	Rob Urbach	Member, Staff Liaison

COMMITTEE	2014 MEMBER	TITLE
<b>Women's</b>	Tara Comer	Chair
	Ella Haile Dunn	Member
	Kelle Burke	Member
	Brenda Barrera	Member
	Lana Flakes	Member
	Allison Ware	Member
	Barb Lindquist	Member/Athlete
	Melissa Stockwell	Athlete
	vacant	Athlete
	Susan Haag	Member, BOD Liaison
	Kathy Matejka	Staff Liaison

# Proposed Change to USAT Hall of Fame Inductees

The USAT Hall of Fame Executive Committee Members are Bob Babbitt, Paul Craig, Kat Donatello, Paula Newby-Fraser, myself, and Jon Gray Noll, Chair.

The Mission Statement of the Hall of Fame, as adopted by the USAT Board of Directors is:

## MISSION STATEMENT

Established by the Board of Directors in 1985 and implemented in 2008, the USA Triathlon Hall of Fame serves to honor and commemorate those individuals, groups and entities that have demonstrated excellence in every aspect of multisport competition and associated activities. For consideration, the nominee must be a U.S. citizen. The scope of this mandate is set forth below as criteria for the categories of eligibility.

### **Proposed Change**

#### Rule adopted in 2010

As to the Age Group Category, for the next 5 years, starting in 2010, at least one nominee will be inducted into the Hall of Fame.

### **Proposed Rules Change in 2015**

As to the Age Group Category, for the next 5 years, starting in 2015, at least one Female and one Male will be inducted into the Hall of Fame.

### Rationale

Since 2008, 82% of the inductees into the Hall of Fame have been elite athletes and contributors. Only 18% (one per year) have been age group athletes. And, all five of those have been female, despite roughly 60-70% of our members being male over the years.

The Hall of Fame Executive Committee recognizes the critical importance of recognizing the outstanding achievements of our age group athletes, and feel it is important to do so through our Hall of Fame. As such, this proposal is to increase the mandate of one age group athlete per year being inducted to two age group athletes per year being inducted; and, in addition, that of those two, at least one must be female and one male.

This is a unanimous recommendation by the Hall of Fame Executive Committee.

Respectfully submitted for Board consideration and approval by Barry Siff, 3/31/14

**BYLAWS  
OF  
USA TRIATHLON FOUNDATION  
APRIL \_\_, 2014**

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**BYLAWS**  
**OF**  
**USA TRIATHLON FOUNDATION**

ARTICLE I.

OFFICES

Section 1.1 Business Offices. The initial principal office of the corporation shall be as stated in the articles of incorporation. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be changed from time to time by the board of directors or by the officers of the corporation, or to the extent permitted by the Act by the registered agent of the corporation, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

ARTICLE II.

MEMBER

Section 2.1 Classification, Qualification, Privileges and Election of Member. The corporation shall have the following voting member, requiring the qualifications and having the voting and other rights and privileges indicated:

(a) Voting Member. The corporation shall have one voting member, which shall be USA Triathlon of Colorado, a Colorado nonprofit corporation recognized as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code. The voting member shall be entitled to elect the directors of the corporation and to vote on any matter requiring membership approval under the Act, the articles of incorporation or these bylaws. The voting member shall also be entitled to vote on any other matter submitted to a member vote by resolution of the board of directors.

Section 2.2 Dues. There shall be no membership fees or dues.

Section 2.3 Transfer of Membership. Membership in the corporation is not transferable, unless to a successor of a corporate member. The member shall have no ownership rights or beneficial interests of any kind in the property of the corporation.

Section 2.4 Annual Meeting of Member. An annual meeting of the voting member shall be held during the third quarter of each year at the time and place, either within or

outside Colorado, as determined by the member, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting of the voting member, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the member as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action taken by the board of directors or officers of the corporation.

Section 2.5 Special Meetings. A special meeting of the member, for any purpose or purposes, may be called by the president and shall be called by the president upon the written request of the voting member. The president may present business for consideration at a special meeting regardless of whether the business pertains to a purpose described in the notice of such meeting.

Section 2.6 Place of Meeting. Each meeting of the member shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of the corporation in Colorado. The member may participate in any meeting through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting.

Section 2.7 Quorum and Action of Member. The affirmative vote of the voting member, whether in person or by proxy, shall be the action of the voting member.

Section 2.8 Voting Rights.

(a) The voting member is entitled to one vote on each matter submitted to a vote of the voting member.

(b) The board of directors is not required to prepare a member list in connection with any meeting of the member.

(c) The voting member's voting right may be exercised by such officer, agent or proxy as the bylaws, constitution or other governing instrument of the voting member may prescribe or, in the absence of such provision, as the voting member may determine.

Section 2.9 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the member or any committee thereof may be taken by written ballot or otherwise without a meeting pursuant to the Act.

### ARTICLE III.

#### BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its board of directors.

Section 3.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. Each director must be a natural person who is eighteen years of age or older. A director need not be a resident of Colorado.

(b) Number. The number of directors of the corporation shall be from seven (7) to twelve (12), as determined by the member from time to time. Any action of the member to change the number of directors to a number outside the range specified in the preceding sentence, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws expanding the range of the number of directors, provided such action otherwise satisfies the requirements for amending these bylaws as provided in the Act, the articles of incorporation or these bylaws. One (1) director shall be a member of the Board of Directors of USA Triathlon of Colorado, and (i) serve as a liaison between the Board of Directors of the corporation and the Board of Directors of USA Triathlon of Colorado, and (ii) have full voting rights.

(c) Election and Tenure. The initial directors elected by the incorporator shall hold office until the first annual meeting of the voting member. Directors shall thereafter be elected by the voting member immediately prior to the date the new Board members will take office. Each director shall hold office for a term of three (3) years and, if the voting member re-elects each such director upon conclusion of a three (3)-year term, successive terms thereafter or until such director's earlier death, resignation or removal.

Section 3.3 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director's incapacity as determined by a court of competent jurisdiction. Any director may be removed at any time, with or without cause, by the voting member either at a duly constituted meeting or by action without a meeting pursuant to these bylaws. Any vacancy of an elected director may be filled by the voting member. A director elected to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an election of the voting member, and a director so elected shall hold office until the end of the term to which such director is elected and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. A regular annual meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of the member, or as soon as practicable thereafter at the time and place, either within or outside Colorado, determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or a majority of directors. The person or persons authorized to call special meetings of the board of directors may fix the time and place, either within or outside Colorado, for holding any special meeting of the board called by them.

Section 3.6 Notice of Meetings.

(a) Requirements. Notice of each special meeting of the board of directors stating the date, time and place of the meeting shall be given to each director at such director's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 3.6(b), the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless: (i) at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these bylaws, the director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 3.7 Deemed Assent. A director of the corporation who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

Section 3.8 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.9 Voting by Proxy. No director may vote or act by proxy at any meeting of directors.

Section 3.10 Compensation. Directors shall not receive compensation for their services as such; however, the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.11 Advisory Boards. The board of directors may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the board of directors shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the board of directors. An advisory board may provide such advice, service, and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the board of directors; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also directors, such committee or advisory board may not exercise any power or authority reserved to the board of directors by the Act, the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the board of directors or the president of the corporation.

Section 3.12 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.13 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting if each and every member of the board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers a writing described in this Section 3.13(a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.13 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

(c) No action taken pursuant to this Section 3.13 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.13(a), signed by all directors and not revoked pursuant to Section 3.13(d), are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.13 shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.

(d) Any director who has signed a writing pursuant to this Section 3.13 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

(e) Action taken pursuant to this Section 3.13 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 3.13 shall be filed with the minutes of the meetings of the board of directors.

#### ARTICLE IV.

##### OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of the corporation shall be a president, a secretary and a treasurer. The board of directors may also appoint, designate or authorize such other officers, assistant officers and agents, including an executive director, a chief financial officer, a controller, assistant secretaries and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time. Officers need not be directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

Section 4.2 Election and Term of Office. The board of directors, or an officer or committee to which such authority has been delegated by the board of directors, shall elect or appoint the officers at or in conjunction with each annual meeting of the board of directors. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 4.3 Compensation. The compensation, if any, of each officer shall be as determined from time to time by the board of directors, or by an officer or a committee to which such authority has been delegated by the board of directors. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination, including the comparison data used, the requirements of the position, and the evaluation of the officer's performance and experience. No officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the corporation. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 4.4 Removal. Any officer or agent may be removed by the board of directors at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the board of directors, or by any officer or committee to which such authority has been delegated by the board of directors, for the unexpired portion of the term. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the board of directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The president shall, subject to the direction and supervision of the board of directors: (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the member and of the board of directors; (iii) see that all resolutions of the board of directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to such office by the board of directors.

(b) Secretary. The secretary shall (i) keep the minutes of the proceedings of the member, the board of directors and any committees of the member or the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be the custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(c) Treasurer. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (v) upon request of the board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

Section 4.7 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

## ARTICLE V.

### FIDUCIARY MATTERS

#### Section 5.1 Indemnification.

(a) Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The corporation shall have the right, but shall not be obligated, to indemnify any

agent of the corporation not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

#### Section 5.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation or Its Member. A director or officer shall not be liable as such to the corporation or its member for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 5.2.

(d) Director Not Deemed to Be a "Trustee." A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

#### Section 5.3 Conflicts of Interest.

(a) Definition. A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. “An interest adverse to the corporation” includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

(b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the member, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the member entitled to vote thereon; or

(iii) The conflicting interest transaction is fair as to the corporation.

#### Section 5.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth in Section 5.2.

(b) Contribution. A director who is liable under Section 5.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 5.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 5.5 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

## ARTICLE VI.

### RECORDS OF THE CORPORATION

Section 6.1 Minutes, Etc. The corporation shall keep as permanent records minutes of all meetings of the member and board of directors, a record of all actions taken by the member or board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, and a record of all waivers of notices of meetings of the member and of the board of directors or any committee of the board of directors.

Section 6.2 Accounting Records. The corporation shall maintain appropriate accounting records.

Section 6.3 Records In Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 6.4 Records Maintained at Principal Office. The corporation shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These bylaws;
- (c) Resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations and obligations of the member;

(d) The minutes of all meetings of the member, and records of all action taken by the member without a meeting, for the past three years;

(e) All written communications within the past three years to the member generally as the member;

(f) A list of the names and business or home addresses of the current directors and officers;

(g) A copy of the most recent corporate report delivered to the Colorado secretary of state;

(h) All financial statements prepared for periods ending during the last three years that a member of the corporation could have requested under section 6.5(b);

(i) The corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

(j) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

#### Section 6.5 Inspection of Records by the Member.

(a) Rights of Member. The member shall be entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the records of the corporation, including those described in Section 6.4, to the maximum extent permitted by the Act.

(b) Financial Statements. Upon the written request of the member, the corporation shall mail to the member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

#### (c) Scope of Member's Inspection Rights.

(i) Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

(ii) Right to Copy. The right to copy records under this Article VI includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

(iii) Reasonable Charge for Copies. Except for requests for financial statements pursuant to Section 6.5(b), the corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

(iv) Litigation. Nothing in this Article VI shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with the corporation, or the power of a court to compel the production of corporate records for examination.

## ARTICLE VII.

### AMENDMENT OF BYLAWS

Section 7.1 Amendment of Bylaws by Board of Directors. Subject to the specific requirements for amendment of certain bylaws as set forth herein, the board of directors may amend the bylaws at any time to add, change, or delete a provision, unless:

(a) The Act or the articles of incorporation reserve such power exclusively to the member in whole or part; or

(b) A particular provision of these bylaws expressly prohibits the board of directors from doing so; or

(c) Such addition, change or deletion would result in a change of the rights, privileges, preferences, restrictions, exclusivity of membership, or conditions of the member.

Section 7.2 Amendment of Bylaws by Member. Subject to the specific requirements for amendment of certain bylaws as set forth herein, the member may amend the bylaws even though the bylaws may also be amended by the board of directors. In such an instance, the amendment shall be adopted as follows:

(a) Proposal. The board of directors may propose an amendment to the bylaws for submission to the member or the member may propose an amendment on its own initiative.

(b) Procedure for Adoption.

(i) Recommendation by Board of Directors. The board of directors shall recommend the amendment to the member unless the amendment is proposed by the member or unless the board of directors determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the member with the amendment.

(ii) Approval by Member. Proposals recommended by the board of directors pursuant to Section 7.2(b)(i) and proposals made by the member shall be submitted to the member for action. The member may approve, reject or take no action on the proposed amendment.

(iii) Conditions. The proposing board of directors or the proposing member may condition the effectiveness of an amendment to the bylaws on any basis.

(iv) Notice. The notice of the meeting of the member at which the amendment will be proposed shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and the notice shall contain or be accompanied by a copy or a summary of the amendment.

Section 7.3 Changing Quorum or Voting Requirement for Member. An amendment to the bylaws to add, change or delete a lesser or greater quorum or a greater voting requirement for the member shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater. A bylaw that fixes a lesser or greater quorum or a greater voting requirement for the member pursuant to this Section 7.3 shall not be amended by the board of directors.

Section 7.4 Changing Quorum or Voting Requirement for Directors. A bylaw that fixes a greater quorum or voting requirement for the board of directors may be amended only by the member, if adopted by the member, or either by the member or by the board of directors, if adopted by the board of directors. A bylaw adopted or amended by the member that fixes a greater quorum or voting requirement for the board of directors may provide that it may be amended only by a specified vote of either the member or the board of directors. Action by the board of directors under this Section 7.4 to adopt or amend a bylaw that changes the quorum or voting requirement for the board of directors shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

## ARTICLE VIII.

### MISCELLANEOUS

Section 8.1 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 8.2 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.3 Designated Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient

control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 8.4 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 8.5 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 8.6 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

**USA TRIATHLON FOUNDATION**

**BYLAWS CERTIFICATE**

The undersigned certifies that he is the Secretary of USA Triathlon Foundation, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: April \_\_\_\_, 2014.

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## 2014 USA TRIATHLON ITU CONTINENTAL CUP EVENT SELECTION CRITERIA

### Introduction

This document explains how USA Triathlon will prioritize USA athletes for nomination to the International Triathlon Union (ITU) to compete in ITU Continental Cup (CC) events. It is derived from the current ITU CC Elite Qualification Criteria and shall be revised by USAT within seven (7) business days to comply with any material changes made by the ITU. Any changes made by USAT require approval from the Board of Directors. While USAT will make changes within seven days, the approval process may take longer.

The ITU determines the qualification criteria for ITU CC events. Selections to these events are made by the ITU from entries submitted by USA Triathlon. All USA athletes interested in CC entry are advised to read the ITU CC Qualification Criteria posted at [www.triathlon.org](http://www.triathlon.org).

### Athlete Eligibility

The eligibility requirements for an athlete to be considered for entry into an ITU CC Event are as follows:

- Athletes must be a citizen of the United States or be eligible to race for the United States;
- Must hold a current USAT Elite License;
- Must abide by all USAT, USOC, ITU, USADA and WADA anti-doping policies and procedures and be in good standing with these organizations.
- Must sign the USAT Nomination Procedure Agreement.

### Athlete Nomination Process

All athletes must follow the nomination process set forth by USAT. No exceptions will be made.

1. Athletes must request entry to a CC event by written notice to USAT via [ituentries@usatriathlon.org](mailto:ituentries@usatriathlon.org) by the USAT entry deadline for that event. No other form of request will be accepted (including email with staff and in person communication).
2. **Deadlines.** USAT deadlines are midnight ET the Sunday before the ITU deadline. USAT will continue to enter athletes into the ITU system after the deadline has passed. All nomination requests submitted after the deadline will be handled in the order of which they were received. Please note that after the ITU deadline, the wait list is ordered by date/time of entry to the ITU online system.  
*Note: In the event that the ITU does not post a start list by the 32 day deadline, USAT will continue to enter athletes into the ITU system with no penalty to the athlete.*
3. USAT may enter additional athletes as place holders in order to maximize the number of US quota places available. *Place holder is defined as an athlete who has not requested a start to an event by the published USAT deadline and is not racing another ITU event the same weekend.*
4. Selection to the CC event will be made by the ITU in accordance with the ITU CC Qualification Criteria and start lists are expected to be posted 32 days prior to the event.
5. **Substitutions.** Per ITU policy, after the start list for a CC event has been created, three athletes per gender may be replaced per the ITU substitution procedure. The purpose of this protocol is to ensure athletes returning from injury, quickly rising up the pipeline, or capable of contributing to a medal performance can be placed on the team to enhance medal opportunities. This substitution process will not be used except in the following cases:
  - An athlete who has been placed on the start list as a place holder;

- An athlete on the start list who is unable to compete due to injury, illness or other reason.

This priority of substitutions will be exercised in the following order:

1. Discretionary nominations in the order of priority identified by the High Performance Department;
  2. Remaining USA athletes based on wait list priority order.
6. **Discretionary Nominations.** In the event substitutions are used, USAT reserves the right to submit up to three discretionary entries per gender for CC level events. Discretionary nominations will be determined by USAT High Performance personnel using the Principles of Athlete Selection. All nominations will be reviewed and confirmed by the Elite Athlete Selection Committee (EASC).

### Fines and Penalties

USAT will enforce the nomination and withdrawal policies outlined in this document. If an athlete fails to adhere to these rules they may be penalized according to the fine schedule below. To avoid penalties, athletes must communicate via email ([ituentries@usatriathlon.org](mailto:ituentries@usatriathlon.org)) their wishes to be removed from the Continental Cup Event consideration list by the USAT deadline dates listed below. Additional penalties may be incurred from the ITU for late withdrawal. Athletes should familiarize themselves with the criteria outlined at [www.triathlon.org](http://www.triathlon.org).

*Note: If the race is not fully subscribed (thus not blocking another athlete from gaining a start), and USA Triathlon does not incur a penalty from the ITU, a fine will not be imposed.*

<b>1<sup>st</sup> offense:</b>	\$250 fine
<b>2<sup>nd</sup> offense:</b>	\$500 fine
<b>3<sup>rd</sup> offense:</b>	Ineligible for any ITU event starts for 3 months from race date

### ITU and USAT Entry Deadlines

The ITU is expected to post start lists 32 days prior to the event. The USAT deadline for all events will be midnight ET the Sunday prior to the ITU deadline as noted in the second point of the Athlete Nomination Process above. All event dates can be found under the “events” section on the ITU website ([www.triathlon.org](http://www.triathlon.org)).

## 2014 USA TRIATHLON ITU WORLD CUP EVENT SELECTION CRITERIA

### Introduction

This document explains how USA Triathlon will prioritize USA athletes for nomination to the International Triathlon Union (ITU) to compete in ITU World Cup (WC) events. It is derived from the current ITU WC Elite Qualification Criteria and shall be revised by USA Triathlon within seven (7) business days to comply with any material changes made by the ITU. Any changes made by USA Triathlon require approval from the Board of Directors. While USA Triathlon will make changes within seven days, the approval process may take longer.

The ITU determines the qualification criteria for ITU WC events. Selections to these events are made by the ITU from entries submitted by USA Triathlon. All USA athletes interested in WC entry are advised to read the ITU WC Qualification Criteria posted at [www.triathlon.org](http://www.triathlon.org).

### Athlete Eligibility

The eligibility requirements for an athlete to be considered for entry into an ITU WC Event are as follows:

- Athletes must be a citizen of the United States or be eligible to race for the United States;
- Must hold a current USA Triathlon Elite License;
- Must abide by all USA Triathlon, United States Olympic Committee, ITU, US Anti-Doping Agency and World Anti-Doping Agency anti-doping policies and procedures and be in good standing with these organizations;
- Must sign the USA Triathlon Nomination Procedure Agreement.

### Athlete Nomination Process

All athletes must follow the nomination process set forth by USA Triathlon. No exceptions will be made.

1. Athletes must request entry to a WC event by written notice to USA Triathlon via [ituentries@usatriathlon.org](mailto:ituentries@usatriathlon.org) by the USAT entry deadline for that event. No other form of request will be accepted (including email with staff and in person communication).
2. **Deadlines.** USA Triathlon deadlines are midnight ET the Sunday before the ITU deadline. USA Triathlon will continue to enter athletes into the ITU system after the deadline has passed. All nomination requests submitted after the deadline will be handled in the order of which they were received. Please note that after the ITU deadline, the wait list is ordered by date/time of entry to the ITU online system. Entry deadlines for 2014 events are listed on page three (3) of this document.  
*Note: In the event that the ITU does not post a start list by the 32 day deadline, USAT will continue to enter athletes into the ITU system with no penalty to the athlete.*
3. Thursday prior to the USA Triathlon deadline, an email reminder about event entries will be sent to athletes who have requested to be on the High Performance listserv and those who have requested a WC or WTS entry in the current year.
4. USA Triathlon may enter additional athletes as place holders in order to maximize the number of US quota places available. *Place holder is defined as an athlete who has not requested a start to an event by the published USA Triathlon deadline and is not racing another ITU event the same weekend.*
5. Selection to the WC event will be made by the ITU in accordance with the ITU WC Qualification Criteria and start lists are expected to be posted 32 days prior to the event.
6. **Substitutions.** Per ITU policy, after the start list for a WC event has been created, two athletes per gender may be replaced per the ITU substitution procedure. The purpose of this protocol is to ensure athletes

returning from injury, quickly rising up the pipeline, or capable of contributing to a medal performance can be placed on the team to enhance medal opportunities. This substitution process will not be used except in the following cases:

- An athlete who has been placed on the start list as a place holder;
- An athlete on the start list who is unable to compete due to injury or illness.

a. **Priority of Substitutions** will be exercised in the following order:

1. Discretionary nominations in the order of priority identified by the High Performance Department;
2. Remaining USA athletes based on wait list priority order.

7. **Discretionary Nominations.** In the event substitutions are used, USA Triathlon reserves the right to submit up to two discretionary nominations per gender for WC level events. Discretionary nominations will be determined by USA Triathlon High Performance personnel using the Principles of Athlete Selection. All nominations will be reviewed and confirmed by the Elite Athlete Selection Committee (EASC).

### Fines and Penalties

USA Triathlon will enforce the nomination and withdrawal policies outlined in this document. If an athlete fails to adhere to these rules they may be penalized according to the fine schedule below. To avoid penalties, athletes must communicate via email ([ituentries@usatriathlon.org](mailto:ituentries@usatriathlon.org)) their wishes to be removed from the World Cup Event consideration list by the USAT deadline dates listed below. Additional penalties may be incurred from the ITU for late withdrawal. Athletes should familiarize themselves with the criteria outlined at [www.triathlon.org](http://www.triathlon.org).

*Note: If the race is not fully subscribed (thus not blocking another athlete from gaining a start), and a withdrawal is requested seven days or greater before the World Cup event, and USA Triathlon does not incur a penalty from the ITU, a fine will not be imposed.*

- 1<sup>st</sup> offense:** \$250 fine
- 2<sup>nd</sup> offense:** \$500 fine
- 3<sup>rd</sup> offense:** Ineligible for any ITU event starts for 3 months from race date

### ITU and USA Triathlon Entry Deadlines

The ITU is expected to post start lists 32 days prior to the event. The USA Triathlon deadline for all events will be midnight ET the Sunday prior to the ITU deadline as noted in the second point of the Athlete Nomination Process above.

\*Deadline dates are documented based on the ITU rules and event date. Any deadline date changes will be communicated via the Elite Beat.

WC Event	Event Date	ITU Deadline	USAT Deadline
Mooloolaba, AUS	March 15	February 11	February 9
New Plymouth, NZL	March 23	February 19	February 16
Chengdu, CHN	May 10-11	April 8	April 6
Huatulco, MEX	June 15	May 14	May 11

<b>Jiayuguan, CHN</b>	July 26-27	June 24	June 22
<b>Tiszaújváros, HUN (sprint/final format)</b>	August 9-10	July 8	July 6
<b>Alanya, TUR</b>	September 27-28	August 26	August 24
<b>Cozumel, MEX (sprint)</b>	October 5	September 3	August 31
<b>Tongyeong, KOR</b>	November 1-2	September 30	September 28

## 2014 USA TRIATHLON ITU WORLD TRIATHLON SERIES EVENT SELECTION CRITERIA

### Introduction

This document explains how USA Triathlon will prioritize USA athletes for nomination to the International Triathlon Union (ITU) to compete in ITU World Triathlon (WTS) events. It is derived from the current ITU WTS Elite Qualification Criteria and shall be revised by USA Triathlon to comply with any material changes made by the ITU. Any changes made by USA Triathlon require approval from the Board of Directors. While USA Triathlon will make changes within seven days, the approval process may take longer.

The ITU determines the qualification criteria for ITU WTS events. Selections to these events are made by the ITU from entries submitted by USA Triathlon. All USA athletes interested in WTS entry are advised to read the ITU WTS Qualification Criteria posted at [www.triathlon.org](http://www.triathlon.org).

### Athlete Eligibility

The eligibility requirements for an athlete to be considered for entry into an ITU WTS Event are as follows:

- Athletes must be a citizen of the United States or be eligible to race for the United States;
- Must hold a current USA Triathlon Elite License;
- Must abide by all USA Triathlon, United States Olympic Committee, ITU, US Anti-Doping Agency and World Anti-Doping Agency anti-doping policies and procedures and be in good standing with these organizations;
- Must sign the USA Triathlon Nomination Procedure Agreement.

### Athlete Nomination Process

All athletes must follow the nomination process set forth by USA Triathlon. No exceptions will be made.

1. Athletes must request entry to a WTS event by written notice to USA Triathlon via [ituentries@usatriathlon.org](mailto:ituentries@usatriathlon.org) by the USA Triathlon entry deadline for that event. No other form of request will be accepted (including email with staff and in person communication).
2. **Deadlines.** USA Triathlon deadlines are midnight ET the Sunday before the ITU deadline. USA Triathlon will continue to enter athletes into the ITU system after the deadline has passed. All nomination requests submitted after the deadline will be handled in the order of which they were received. Please note that after the ITU deadline, the wait list is ordered by date/time of entry to the ITU online system. Entry deadlines for 2014 events are listed on page three (3) of this document.  
*Note: In the event that the ITU does not post a start list by the 32 day deadline, USA Triathlon will continue to enter athletes into the ITU system with no penalty to the athlete.*
3. Thursday prior to the USA Triathlon deadline, an email reminder about event entries will be sent to athletes who have requested to be on the High Performance listserv and those who have requested a WC or WTS entry in the current year.
4. USA Triathlon may enter additional athletes as placeholders in order to maximize the number of US quota places available. *Placeholder is defined as an athlete who has not requested a start to an event by the published USA Triathlon deadline and is not racing another ITU event the same weekend.*
5. Selection to the WTS event will be made by the ITU in accordance with the ITU WTS Qualification Criteria and start lists are expected to be posted 32 days prior to the event.
6. **Substitutions.** Per ITU policy, after the start list for a WTS event has been created, one athlete per gender may be replaced per the ITU substitution procedure. The purpose of this protocol is to ensure athletes

returning from injury, quickly rising up the pipeline, or capable of contributing to a medal performance can be placed on the team to enhance medal opportunities. This substitution process will not be used except in the following cases:

- An athlete who has been placed on the start list as a place holder;
  - An athlete on the start list who is unable to compete due to injury or illness.
- a. This **Priority of Substitutions** will be exercised in the following order:
1. Discretionary nomination identified by the High Performance Department;
  2. Remaining USA athletes based on wait list priority order
7. **Discretionary Nominations.** In the event substitutions are used, USAT reserves the right to submit up to one discretionary entry per gender for WTS level events. Discretionary nominations will be determined by USAT High Performance personnel using the Principles of Athlete Selection. All nominations will be reviewed and confirmed by the Elite Athlete Selection Committee (EASC).

### **Fines and Penalties**

USA Triathlon will enforce the nomination and withdrawal policies outlined in this document. If an athlete fails to adhere to these rules they may be penalized according to the fine schedule below. To avoid penalties, athletes must communicate via email ([ituentries@usatriathlon.org](mailto:ituentries@usatriathlon.org)) their wishes to be removed from the WTS Event consideration list by the USAT deadline dates listed below. Additional penalties may be incurred from the ITU for late withdrawal. Athletes should familiarize themselves with the criteria outlined at [www.triathlon.org](http://www.triathlon.org). *If the race is not fully subscribed (thus not blocking another athlete from gaining a start), and a withdrawal is requested 26 days or greater before the World Triathlon Series event, and USA Triathlon does not incur a penalty from the ITU, a fine will not be imposed.*

- |                                |   |
|--------------------------------|---|
| <b>1<sup>st</sup> offense:</b> | \$250 fine  |
| <b>2<sup>nd</sup> offense:</b> | \$500 fine  |
| <b>3<sup>rd</sup> offense:</b> | Ineligible for any ITU event starts for 3 months from race date |

### **ITU and USA Triathlon Entry Deadlines**

The ITU is expected to post start lists 32 days prior to the event. The USA Triathlon deadline for all events will be midnight ET the Sunday prior to the ITU deadline as noted in the second point of the Athlete Nomination Process above.

\*Deadline dates are documented based on the ITU rules and event date. Any deadline date changes will be communicated via the Elite Beat.

<b>WTS Event</b>	<b>Event Date</b>	<b>ITU Deadline</b>	<b>USA Triathlon Deadline</b>
<b>Auckland, New Zealand</b>	April 5-6	March 4	March 2
<b>Cape Town, South Africa</b>	April 26-27	March 25	March 23
<b>Yokohama, Japan</b>	May 17-18	April 15	April 13
<b>London, Great Britain</b>	May 31 – June 1	April 29	April 27
<b>Chicago, USA</b>	June 28-29	May 27	May 25
<b>Hamburg, Germany</b>	July 12-13	June 10	June 8
<b>Stockholm, Sweden</b>	August 23-24	July 22	July 20
<b>Edmonton, Canada</b>	Aug 26 – Sept 1	July 25	July 20

## 2014-2016 USA TRIATHLON ELITE ATHLETE INCENTIVE PLAN

USA Triathlon will provide performance bonuses and reimbursement opportunities to athletes achieving the following results.

### ITU World Triathlon Series Grand Final Bonus

FINISH PLACE	USAT BONUS	USOC OP GOLD BONUS
1	\$20,000	\$5,000
2	\$10,000	\$4,000
3	\$5,000	\$3,500
4	\$4,000	\$3,000
5	\$3,000	\$2,500
6	\$2,000	\$2,500
7	\$1,000	\$2,000
8	\$1,000	\$2,000

### 2015 Pan American Games Bonus – Toronto\*

FINISH PLACE	USAT BONUS	USOC OP GOLD BONUS
1	\$20,000	TBD
2	\$9,000	
3	\$3,000	

*\*Team Event – amount divided equally*

### 2016 Olympic Games Bonus – Rio de Janeiro

FINISH PLACE	USAT BONUS	USOC OP GOLD BONUS
1	TBD	TBD
2	TBD	
3	TBD	

### Olympic Rankings – End of Each Qualification Period Bonus

Up to five USA Triathlon athletes per gender will be eligible to receive a bonus for their Olympic Ranking at the end of the 1<sup>st</sup> and 2<sup>nd</sup> 12-month periods per the table below.

Olympic Ranking	Bonus for May 16, 2015 Ranking	Bonus for May 16, 2016 Ranking
Between 1-10	\$10,000	\$20,000
Between 11-20	\$7,500	\$15,000
Between 21-30	\$5,000	\$10,000

### TYR Bonus Structure *\*Pending final approval*

FINISH PLACE	ANNUAL ITU WORLD TRIATHLON SERIES FINAL RANKINGS (2014-2016)	2015 PAN AMERICAN GAMES TORONTO **	2016 OLYMPIC GAMES RIO DE JANEIRO
1	\$5,000	\$3,000	\$10,000
2	\$2,500	\$1,500	\$5,000
3	\$1,250	\$750	\$2,500

*\*Athlete must compete in TYR suit to receive bonus.*

*\*\*Team Event – amount divided equally*

### ITU Triathlon Mixed Team Relay World Championships Bonus

FINISH PLACE	USAT BONUS
1	\$20,000
2	\$12,000
3	\$8,000

*\*Amounts will be split equally amongst team members.*

### ITU U23 World Championships Bonus

FINISH PLACE	USAT BONUS
1	\$5,000
2	\$3,000
3	\$2,000

#### 2014 Cross Triathlon World Championships – Zittau, Germany

FINISH PLACE	USAT BONUS
1	\$5,000
2	\$2,000
3	\$1,000

#### 2014 Short Course Duathlon World Championships – Pontevedra, Spain

FINISH PLACE	USAT BONUS
1	\$5,000
2	\$2,000
3	\$1,000

#### 2014 Long Course Triathlon World Championships – Weihai, China

FINISH PLACE	USAT BONUS
1	\$5,000
2	\$2,000
3	\$1,000

#### Travel Reimbursement Opportunities

*\*Note: The reimbursement options below are only for athletes who compete at an event **without** a USAT funding agreement. In the event the figures below represent more than what is outlined in an athlete's funded agreement, reimbursement will be increased to the figure listed below.*

#### 2014 ITU World Triathlon Series Events

FINISH PLACE	REIMBURSEMENT MAXIMUM	COMMENT
1-3	\$3,000	
4-5	\$2,000	WITHIN 5% OF WINNER'S TIME
6-10	\$1,500	WITHIN 5% OF WINNER'S TIME
11-15	\$1,000	WITHIN 5% OF WINNER'S TIME

#### 2014 ITU World Cup Events

FINISH PLACE	REIMBURSEMENT MAXIMUM	COMMENT
1-3	\$2,000	
4-5	\$1,750	WITHIN 5% OF WINNER'S TIME
6-10	\$1,500	WITHIN 5% OF WINNER'S TIME

#### 2014 ITU Continental Cup Events

FINISH PLACE	REIMBURSEMENT MAXIMUM	COMMENT
1	\$1,000	
2	\$800	WITHIN 5% OF WINNER'S TIME
3	\$750	WITHIN 5% OF WINNER'S TIME



## 2014 ITU WORLD CHAMPIONSHIP - JUNIOR TEAM SELECTION CRITERIA

### 1. Introduction

This 2014 ITU Junior Triathlon World Championship Team Selection Criteria (the "Criteria") will be used to determine the athletes that will represent the United States at the 2014 ITU Junior Triathlon World Championships (the "Team") in Edmonton, Canada, on August 28-31, 2014 (the "World Championship"). The selection criteria are designed to provide emerging athletes aged 16 to 19 (as of December 31, 2014) the opportunity to continue their athletic development by demonstrating their abilities at the highest levels of international triathlon competition.

Under ITU World Championship eligibility guidelines (posted on the ITU web site [www.triathlon.org](http://www.triathlon.org)) the USA may send a maximum of three (3) men and three (3) women to compete in the Junior division of the 2014 ITU Triathlon World Championship event. However, start positions are not guaranteed. Start positions are awarded to USAT by the ITU based on: 1) a quota system; and 2) USA athlete results at the 2014 ITU Pan American (PATCO) Junior Championships.

### 2. Minimum eligibility requirements for an athlete to be considered for nomination to the Team:

- a. Athlete must be eligible under all applicable rules of ITU ([www.triathlon.org](http://www.triathlon.org)), the U.S. Anti-Doping Agency ([www.usada.org](http://www.usada.org)), and USA Triathlon.
- b. Athlete must be an annual member in good standing of USA Triathlon.

### 3. Selection Events

- a. **Selection Event #1:** 2013 ITU Junior World Championship, London, England; September 12, 2013
- b. **Selection Event #2:** 2014 PATCO Junior Championship, Dallas, Texas; May 31, 2014
- c. **Selection Event #3:** 2014 USAT Junior Elite Cup, Monroe, Washington; June 21, 2014

### 4. Selection Procedure

- c. The maximum team size for the Team is three (3) athletes per gender. If the ITU allows for additional athletes, then USAT High Performance may apply for additional invitations from the ITU. Additional nominations over the 3-athletes per gender maximum will be made by discretionary selection. USAT will submit all entries to the ITU 35 days prior to the World Championship.
- d. Automatic Selection:
  - i. The highest placing junior USA athlete in Selection Event #1 will automatically qualify for the Team provided he/she finishes in 3<sup>rd</sup> place or better. Athletes will qualify by order of finish. Athletes who qualify by this standard must also demonstrate their fitness by meeting one of the following standards in 2014:
    1. Complete a USAT or ITU draft-legal event in 2014; **or**
    2. Meet swimming and running benchmarks prior to the nomination deadline for the World Championships. Athlete must meet the "A" standard in the swim or run, and the "B" standard of the other discipline from the "Junior Swim and Run Benchmarks" table below.

- ii. Up to two positions will be awarded at Selection event #2.
    - 1. Single qualifier per gender: The first USA athlete at Selection Event #2 will automatically qualify for the Team provided he/she finishes in 8<sup>th</sup> place or better and within 5% of the winner's time (i.e. "first US athlete in the top 8").
    - 2. Two qualifiers per gender: The first two (2) USA athletes at Selection Event #2 will automatically qualify for the Team provided they both finish in 3<sup>rd</sup> place or better and within 5% of the winner's time (i.e. "two US athletes in the top 3").
  - iii. If any slots remain unclaimed or unearned following Selection Event #2, then the first USA athlete at Selection Event #3, who did not already qualify for the Team at Selection Events #1 or #2, will automatically qualify for the Team provided he/she finishes within 5% of the winner's time.
- e. **Discretionary Selection:** any remaining slots on the Team following the Automatic Selection process will be filled by discretionary selection.

**Selection Event Table:**

**2014 USAT Junior World Championships Selection Criteria**

<u>EVENT</u>	<u>LOCATION</u>	<u>DATE</u>	<u>UP TO</u>	<u>Qualifying Criteria</u>
2013 ITU Junior World Championship	London, England	September 12, 2013	1 MEN  1 WOMEN	The highest placing Junior USA athlete provided he/she finish 3 <sup>rd</sup> place or better. Must demonstrate fitness in 2014
2014 PATCO Junior Championship*	Dallas, Texas	May 31, 2014	2 MEN  2 WOMEN	<u>Single qualifier per gender</u> : Qualifying athlete must finish top 8 overall and within 5% of winner's time <u>Two qualifiers per gender</u> : Two US athletes (not already qualified) must both finish top 3 overall and within 5% of the winners time
2014 USAT Junior Elite Cup*	Monroe, Washington	June 21, 2014	1 MAN  1 WOMAN	<u>Men</u> : Qualifying athlete must finish within 5% of winners time <u>Women</u> : Qualifying athlete must finish within 5% of winners time

\*In the event of cancellation of any portion of the event (swim, bike or run), slots for this event will be awarded according to the Discretionary Selection criteria in Section 5.

**5. Discretionary Selection**

- a. Rationale for utilizing discretionary selection: By meeting the automatic selection standards, athletes will have demonstrated their ability as the best USA athletes in this category. If the maximum number of USA athletes has not met the standards, then USA Triathlon may select athletes who, in the opinion of the Selection Committee, can win a medal despite not performing to the standard at the Selection Events, or who can contribute to winning a medal through specific team tactics at the World Championships.
- b. Discretionary Process: Any athlete who meets the minimum eligibility requirements in Section 2 may be considered for nomination. The Selection Committee shall rank athletes for nomination to the ITU. Athletes must fully understand and agree to their individual strategic roles within the team before being nominated to the Team by discretionary selection. USAT will submit all approved entries to ITU 35 days prior to the 2014 ITU Junior World Championships. Athletes will be notified of their selection on or before that date.
- c. Discretionary criteria:
  - i. The following criteria shall be used for discretionary selection. The criteria are listed in no particular order:
    - 1. Finish place in the Selection Events;

2. USAT Junior Elite Ranking (if any); and/or,
3. a record of competitive swimming results and a record of competitive cycling results and demonstrated knowledge of cycling team tactics; or official swimming and running marks established in 2014.
  - a. For an athlete judged by swimming and running marks, the athlete must meet the “A” standard in the swim or run and the “B” standard of the other discipline from the Swim and Run Benchmarks below:

Junior Swim and Run Benchmarks				
		800yd SC	800m SC	5k
Men	A	8:15	9:05	15:20
Men	B	8:39	9:32	16:00
Women	A	8:40	9:33	17:10
Women	B	9:23	10:32	18:15

- d. The Selection Committee will be comprised of two members of the High Performance Department staff and one member of the Athlete Advisory Council.

**6. Removal from the Team**

- a. An athlete who is to be nominated to the Team by USA Triathlon may be removed as a nominee for any of the following reasons, as determined by USA Triathlon:
  - i. Voluntary withdrawal. Athlete must submit a written letter to the USA Triathlon High Performance General Manager.
  - ii. Injury or illness as certified by an approved USA Triathlon physician (or medical staff). If an athlete refuses verification of his/her illness or injury by an approved USA Triathlon physician (or medical staff), his/her injury will be assumed to be disabling and he/she may be removed.
  - iii. Violation of the USA Triathlon Code of Conduct. An athlete who is removed from the Team pursuant to this provision has the right to a hearing per the USA Triathlon Bylaws Article XV or the USOC’s Bylaws, Section 9.

**7. Replacements to the Team**

- a. If for any reason a position on the Team shall become vacant, such vacancy shall be filled according to the discretionary criteria, provided that the replacement athlete meets all applicable Selection Criteria requirements, and a replacement is allowed by the ITU. In the event that no athlete meets all of these criteria, or the ITU does not allow replacement, the vacancy shall not be filled.

**8. Additional Requirements for Selection**

- a. All athletes selected to the Team will be required to comply with all applicable rules and requirements of ITU, WADA, USADA, and USAT, including, but not limited to, the following:
  - i. Sign and abide by the USAT’s Code of Conduct, any USAT or ITU Wavier or Release, and conform to all USAT policies and protocol regarding Team preparation and participation.

- ii. Agree not to race any event **longer** than the Olympic triathlon distance (1.5km/40km/10km) up to six (6) weeks prior to the date of the World Championship.
- iii. Agree to stay in lodging as a team for World Championship. All travel and accommodation arrangements will be coordinated by the High Performance staff.

**9. Team Athlete Benefits**

- a. USA Triathlon will pay all of Athlete's reasonable travel expenses to the World Championships.
- b. Athletes may be eligible for additional support as set forth in the Junior Performance Plan.

**10. Preparation Training Camp**

- a. All athletes selected to the Team may be required to attend a Preparation Training Camp (the "Camp") at a date and location to be determined. Transportation, lodging, meals, and training venues will be provided at no cost to the Team by USAT. Written announcement of the pre-Worlds camp will be posted on the USAT website ([www.usatriathlon.org](http://www.usatriathlon.org)) 90 days before the commencement of the camp.

**11. International Disclaimer**

- a. These Selection Criteria are based on the latest information available to USAT, and on ITU and USAT rules and regulations as presently known and understood. Any change in the selection procedures caused by a change in ITU or USAT rules and regulations, or other unforeseen circumstances, will be distributed to the affected athletes promptly, and USAT reserves the right to revise these Selection criteria in such event.



## 2014 U23 WORLD CHAMPIONSHIP TEAM SELECTION CRITERIA

### 1. Introduction

This 2014 U23 ITU World Championship Team Selection Criteria (the “Criteria”) will be used to determine the athletes aged “Under 23” (18 to 23 as of December 31, 2014) that will represent the United States in the International Triathlon Union (ITU) U23 World Championship (the “Team”) in Edmonton, Canada, on August 30-31, 2014 (the “World Championship”).

Under ITU World Championship eligibility guidelines (posted on the ITU web site [www.triathlon.org](http://www.triathlon.org)), the USA may send a maximum of three (3) men and three (3) women to compete in the U23 division of the 2014 ITU Triathlon World Championship event. However, start positions may be limited to two in a gender category should the US not place at least two (2) athletes in the top twenty-five (25) in that gender at the 2013 ITU U23 Triathlon World Championship. Based on the results of the 2013 World Championship and ITU World Triathlon Series Qualification Criteria published at this time, USAT has earned an allocation of two (2) male and two (2) female spots for the 2014 World Championship.

### 2. Minimum eligibility requirements for an athlete to be considered for nomination to the Team:

- a. Athlete must be eligible under all applicable rules of ITU ([www.triathlon.org](http://www.triathlon.org)), the U.S. Anti-Doping Agency ([www.usada.org](http://www.usada.org)), and USA Triathlon.
- b. Athlete must be an annual member in good standing of USA Triathlon.

### 3. Selection Events

- a. **Automatic Selection Event:** 2014 Dallas PATCO Triathlon Pan American Championships; May 31, 2014
- b. **Additional Selection Events:** All 2014 World Triathlon Series (WTS) and World Cup (WC) events prior to July 15<sup>th</sup>, 2014

### 4. Selection Procedure

- a. The maximum size for the Team is two (2) athletes per gender. If the ITU allows for additional athletes, then USAT High Performance may apply for additional spots by invitation. Additional nominations over the two (2) athletes per gender maximum will be made by discretionary selection. USAT will submit all entries for the competition to the ITU thirty-five (35) days prior to the World Championship.
- b. **Automatic Selection:** The highest placing U23 USA athlete at the Automatic Selection Event will automatically qualify for the Team provided they finish within five percent (5%) of the winner’s time, and within the top 25% of all starters.
- c. **World Series/World Cup Performance:** After the Automatic Selection Event, one or two quota spots will remain available. U23 USA athletes who place Top 15 at a World Triathlon Series event

and/or Top 3 at a World Cup event in the 2014 competitive season prior to July 15<sup>th</sup> will qualify for the Team in the following priority order or until these spots have been filled:

- Number of Top 15 WTS and/or Top 3 WC finishes between January 1, 2014 and July 15, 2014
- ITU Points List Rank as of July 15, 2014

- d. **Discretionary Selection:** If there are any remaining slots on the Team following the Automatic Selection process, the remaining slots will be filled by discretionary selection per Section 5 below.

**Selection Event Table:**

**2014 USAT U23 World Championships Selection Criteria**

Selection Event	Location	Date	Qualification Criteria
2014 Dallas PATCO Triathlon Pan American Championships*	Dallas, TX	May 31, 2014	First USA U23 finisher; provided he/she has a finish time within 5% of winner and top 25% of all starters.
2014 WTS and WC Events prior to July 15, 2014*	Multiple	Multiple	U23 USA athletes who place Top 15 at a World Triathlon Series event or Top 3 at a World Cup event will automatically qualify for the Team in the following priority order: <ul style="list-style-type: none"> <li>• Number of Top 15 WTS and/or Top 15 WC finishes between January 1, 2014 and July 15, 2014</li> <li>• ITU Points List Rank as of July 15, 2014</li> </ul>

\*In the event of cancellation of any portion of the event (swim, bike or run), slots for this event will be awarded according to the Discretionary Selection criteria in Section 5.

**5. Discretionary Selection**

- Rationale for utilizing discretionary selection: By meeting the automatic selection standards, athletes will have demonstrated their ability as the best USA athletes in this category. If the maximum number of USA athletes have not met the standards, then USA Triathlon may select athletes who, in the opinion of the Selection Committee, can win a medal despite not performing to the standard at the Selection Events or who can contribute to winning a medal through specific team tactics at the World Championship.
- Discretionary Process: Any athlete who meets the minimum eligibility requirements in Section 2 may be considered for nomination. The Selection Committee shall rank athletes for nomination to the ITU. Athletes must fully understand and agree to their individual strategic roles within the team before being nominated to the Team by discretionary selection. USAT will submit all approved entries to ITU 35 days prior to the 2014 ITU U23 World Championships. Athletes will be notified of their nomination on or before that date.
- Discretionary criteria:
  - i. The following criteria shall be used for discretionary selection. The criteria are listed in no particular order:

1. Finish place in the Selection Events;
2. ITU ranking points (if any);
3. Other results from competitive draft-legal international events; and/or,
4. Official swimming and running marks established in 2014.
  - a. For an athlete judged by swimming and running marks, the athlete must meet the “A” standard in the swim or run and the “B” standard of the other discipline from the Swim and Run Benchmarks below:

Under-23 Swim and Run Benchmarks			
		1000 LCM	5k
Men	A	11:33	14:26
Men	B	11:53	14:51
Women	A	12:20	16:38
Women	B	12:41	17:06

- The Selection Committee will be comprised of two members of the High Performance Department staff and one member of the Athlete Advisory Council.

**6. Removal from the Team**

- a. An athlete who is to be nominated to the Team by USA Triathlon may be removed as a nominee for any of the following reasons, as determined by USA Triathlon:
  - i. Voluntary withdrawal. Athlete must submit a written letter to the USA Triathlon High Performance General Manager.
  - ii. Injury or illness as certified by an approved USA Triathlon physician (or medical staff). If an athlete refuses verification of his/her illness or injury by an approved USA Triathlon physician (or medical staff), his/her injury will be assumed to be disabling and he/she may be removed.
  - iii. Violation of the USA Triathlon Code of Conduct. An athlete who is removed from the Team pursuant to this provision has the right to a hearing per the USA Triathlon Bylaws Article XV or the USOC’s Bylaws, Section 9.

**7. Replacements to the Team**

- a. If for any reason a position on the Team shall become vacant, such vacancy shall be filled by discretionary selection, provided a replacement is allowed by the ITU. In the event that there is no athlete that meets all of these criteria, or the ITU does not allow replacement, the vacancy shall not be filled.

**8. Additional Requirements for Selection**

- a. All athletes selected to the Team will be required to comply with all applicable rules and requirements of ITU, WADA, USADA, and USAT, including, but not limited to, the following:

- i. Sign and abide by the USAT's Code of Conduct, any USAT or ITU Waiver or Release, and conform to all USAT policies and protocol regarding Team preparation and participation.
- ii. Agree not to race any event **longer** than an Olympic triathlon distance (1.5km/40km/10km) up to six (6) weeks prior to the date of the World Championship through the date of the World Championship.
- iii. Agree to stay in lodging as a team for the World Championship. All travel and accommodation arrangements will be coordinated by the High Performance staff.

**9. Team Athlete Benefits**

- a. USA Triathlon will pay all of Athlete's reasonable travel expenses to the World Championships.
- b. Athletes may be eligible for additional support as set forth in the 2014 High Performance Incentive Plan.

**10. Preparation Training Camp**

- a. All athletes selected to the Team may be required to attend a Preparation Training Camp (the "Camp") at a date and location to be determined. Transportation, lodging, meals, and training venues will be provided at no cost to the athlete by USAT. Written announcement of the pre-Worlds camp will be posted on the USAT website ([www.usatriathlon.org](http://www.usatriathlon.org)) 90 days before the commencement of the camp.

**11. International Disclaimer**

- a. These Selection Criteria are based on the latest information available to USAT, and on ITU and USAT rules and regulations as presently known and understood. Any change in the selection procedures caused by a change in ITU or USAT rules and regulations, or other unforeseen circumstances, will be distributed to the affected athletes promptly, and USAT reserves the right to revise these Selection Criteria in such event.