ARTICLE VII – BOARD OF DIRECTORS

Section 1. General Powers.

Except as otherwise provided in the Colorado Nonprofit Corporation Act, all corporate powers shall be exercised by or under the authority of the USAT Board of Directors. The USAT Board of Directors shall represent the interests of the sports of triathlon in the United States by providing USAT with policy, guidance and strategic direction. The USAT Board shall oversee the management of USAT, but shall not manage USAT. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer (referred to herein as the “CEO”) to manage a staff-driven organization with effective Board oversight.

Section 2. The Board of Directors shall have the authority to:

   a) Hire, supervise and if necessary, dismiss the CEO of USAT.

   b) Establish membership dues and charges;

   c) Establish criteria and fees for sanctioning national competitions within the sports of triathlon, and the procedures applicable to dispute settlements and drug testing at such sanctioned events;

   d) Establish a selection process for U.S. representatives in the sports of triathlon for world championship teams, Olympic and Paralympic teams, and teams for other international competition, together with designating the races to qualify members of such national teams;

   e) Establish an insurance facility, including the selection of underwriters, excess carriers, bonding agents, attorneys and consultants, disposition of funds, and the defense of legal claims asserted against USA Triathlon as well as their settlement;

   f) Approve an annual budget for USA Triathlon; and

   g) Take such other actions as might be necessary or desirable to advance the mission of USAT, ensure compliance with applicable laws and regulations, or implement the objectives and purposes of these Bylaws.

Section 3. Composition and Qualification.

The Board of Directors shall have twelve (12) members who shall be selected without regard to race, color, religion, national origin, sex, sexual orientation or physical disability. Three directors shall be Athlete Directors, six directors shall be General Directors, and three
directors shall be Independent Directors.

a) General Directors: General Directors shall be members of USAT in good standing, citizens of the United States of America, and at least 18 years of age. The six seats for General Directors shall correspond to six Regions. The Nominating and Governance Committee shall be responsible for recruiting, vetting and nominating prospective General Directors whose experiences, roles and expertise complement those of the sitting board. Each General Director candidate must provide proof of primary residence in the respective Region for which she or he wishes to represent. The Nominating and Governance Committee shall then nominate up to 3 candidates for each General Director seat to be on the ballot for a vote by membership within each region.

b) If a General Director moves their primary residence outside of the region they represent prior to the halfway point of their term, they must step down from their General Director position on the Board of Directors. A replacement General Director shall be designated and placed on the Board per the protocol contained in Article VII, Section 4. If a General Director moves their primary residence outside of the region they represent after the halfway point of their term, they may remain on the Board of Directors in their position until their term is complete.

The six seats for General Directors shall correspond to the following six Regions:

1) West Region, which shall include the States of Hawaii, Alaska, Washington, Oregon, California, Nevada, Arizona, Idaho;
2) NorthCentral Region, which shall include the States of North Dakota, South Dakota, Minnesota, Nebraska, Colorado, Kansas, Missouri, Iowa, Wisconsin, Michigan, Illinois, Indiana, Montana, Wyoming, and Utah;
3) SouthCentral Region, which shall include the States of New Mexico, Oklahoma, Texas, Arkansas, and Louisiana;
4) SouthEast Region, which shall include the States of Mississippi, Alabama, Georgia, South Carolina, and Florida;
5) NorthEast Region, which shall include the States of Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, and New Jersey;
6) MidEast Region, which shall include the States of Ohio, West Virginia, Virginia, Maryland, Delaware, North Carolina, Tennessee, Kentucky, and the District of Columbia.

c) Athlete Directors: To serve as an Athlete Director, an athlete must meet the definition of Elite Athlete as provided in Article VI, Section 1(a). At the time of election, each Athlete Director must be at least 18 years of age, a member of USA Triathlon, and a citizen of the United States of America. Elites who qualify to run for Athlete Directors are not eligible to run for any General Director position. Athlete
Directors shall be elected by a vote of the Elite Athlete members described in Article VI, Section 1(a) of these Bylaws.

d) Independent Directors: The Nominating and Governance Committee shall nominate up to 3 candidates for each Independent Director to be selected by the board. No one will be qualified to serve as "independent director" if, at any time during the two years preceding commencement of or during his or her term or position as a director: the candidate or an immediate family member of the candidate is a stakeholder of USAT such as Coach, Race Director, Official, Club Owner or Officer or had a material relationship with USA Triathlon including but not limited to: was employed by or held any paid position, any independent contractor position, or was a board member of USAT, the USOPC, The American Triathlon Confederation (CAMTRI) or the International Triathlon Union. When the guidelines in this Section do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating and Governance Committee.

e) Ex-Officio Members of the Board of Directors: Past President. If the immediate past President of the Board is not a current Board member, then, for a period of two years after the immediate past President’s position ends as President of the Board, he or she shall be an ex-officio member of USA Triathlon’s Board of Directors and shall be allowed to attend Board meetings, as requested by the Board, and may speak on matters as requested by the Board.

f) USA Triathlon Member elected to the ITU Board of Directors. Any USA Triathlon member who has been elected to the Board of Directors of the ITU shall be an ex-officio member of USA Triathlon’s Board of Directors by virtue of, and for the same term as, his or her ITU Board membership. He or she shall be allowed to attend Board meetings as requested by the Board, and may speak on matters as requested by the Board.

g) Non-Voting. The Ex-Officio Members of the Board of Directors shall not vote on any matter. The position shall not factor into quorum requirements, or into compliance with the minimum Athlete Director requirement of Article IV Section 2 (h).

h) Terms and Term Limits.

(1) Terms of Office. General Directors shall serve four-year terms commencing on January 1 of year following their election and ending on the fourth December 31 thereafter. Of the six (6) General Directors, terms shall be staggered such that half are elected every two years. Athlete Directors shall serve two (2) year terms commencing on January 1 of year following their election and ending on the second December 31 thereafter. Of the three (3) Athlete Directors one (1) shall be elected in
the odd-numbered years and two (2) in the even-numbered years. Of the
three (3) Independent Directors one (1) shall be elected in the odd-
numbered years and two (2) in the even-numbered years. Each
Independent Director shall serve an approximate two (2) year term,
commencing upon his or her appointment at the first regular meeting of
the Board of Directors in the year following an election and ending at the
first regular meeting of the Board of Directors of the year two years
hence.

(2) Term Limits. Independent Directors may serve four successive two-year
terms. Any Independent Director that serves four successive terms shall
be required to take a minimum four-year hiatus from the Board.
Thereafter, they may again serve up to four additional two-year terms.
Any General Director that serves two successive terms shall be required
to take a minimum four-year hiatus from the Board. Thereafter, they may
again serve up to two additional four-year terms. Any General Director
who serves less than two successive four-year terms shall be required to
take a hiatus equal to half the amount of time served before serving
additional terms. This provision is subject to the following exceptions:

1) Where an individual serves or has served as a replacement to
complete the term of a General Director, and where the
replacement term lasts less than two years, the replacement term
will not be considered a full term, and the individual serving as the
replacement may serve two consecutive four-year terms in
addition to the replacement term before taking a hiatus: and

2) As part of the transition plan, resulting from the 2017 Bylaws
amendments, some General Director positions on the Board that
are elected in 2017 and 2019 will have two-year terms. Individuals
serving on the Board for these two-year terms will be allowed to
serve up to eight consecutive years (or more if the situation in
subsection (1) applies) on the Board before having to take a four-
year hiatus.

(3) Transition to New Board Structure in 2019 as a result of the 2017 Bylaws
Amendments. To effect the transition from eight (8) Regions to six (6),
and from eight General Directors under the previous Bylaws to six (6)
General Directors under the amended Bylaws, there will be an election
involving the four General Director seats scheduled for election in 2017.
The term of office for those General Directors elected in 2017 will begin
January 1, 2018 and will run through December 31, 2019 and will only be
for a two-year term. In 2019, all (6) General Director positions will be up
for election, and voting will be held using the new six-Region system. The
General Director positions representing the West, MidEast, and SouthEast Regions elected in 2019 will serve two (2) year terms, from January 1, 2020 through December 31, 2021, with subsequent elections for General Director from those three Regions then being held in 2021. The General Director positions representing the NorthCentral, SouthCentral and NorthEast Regions elected in 2019 will serve four (4) year terms, from January 1, 2020 through December 31, 2023, with subsequent elections for General Director from those three Regions being held in 2023. The Nominating and Governance Committee will stagger the terms of the three (3) Independent Director positions such that the three (3) Independent Directors will not be up for election in the same year.

Section 4. Vacancies.

A vacancy in a seat of a General Director shall be filled by an affirmative vote of a majority of the number of directors remaining on the Board at the time of the vote. The Nominating and Governance Committee shall be responsible for recruiting, vetting and providing prospective candidates to the Board for such vote. The person selected should be an annual member of USA Triathlon in good standing, a citizen of the United States, and a resident of the Region he or she is appointed to represent, and who, at the time of selection, is not prohibited from being a Board member by the term limit provisions of the Bylaws. The vote shall take place no later than the next regular meeting of the Board, if at all possible. A vacancy in a seat of an Independent Director shall be filled by an affirmative vote of a majority of the number of directors remaining on the Board at the time of the vote. The Nominating and Governance Committee shall be responsible for recruiting, vetting and providing prospective candidates to the Board for such vote. The person selected should be a citizen of the United States, who, at the time of selection, is not prohibited from being a Board member by the term limit provisions of the Bylaws. The vote shall take place at the next regular meeting of the Board or any subsequent meeting prior to the end of the unfilled term.

Section 5. Meetings

(a) **Regular Meetings.** There shall be at least two regular meetings of the Board in each calendar year.

(1) The time, date, and place of each Board Meeting shall be jointly decided by the CEO and Board President, who shall endeavor to establish an annual calendar for these meetings by January 1st of each year. At a minimum, 30 days advance written notice shall be provided to each member of the Board.
(2) Open Meetings. Ordinarily, all meetings of the Board of Directors shall be open to members. However, in the event the President of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the President shall specifically designate and call an executive session.

(b) Special meetings of the membership may be called by the Board of Directors, directly or through the CEO, or by the president, or by five (5) percent or more of the members. In any such case, the CEO shall give written notice of special meetings of the membership to the members no less than thirty-five (35) days prior to the date of the meeting, and no more than ninety (90) days prior to that date of the meeting. The date, place and hour of the meeting shall be designated by the Board, person or group calling the meeting, but shall not be earlier than thirty-five (35), and not later than ninety (90) days after receipt by USA Triathlon of the request for the special meeting.

(c) Participation. Directors of the Board may participate in a meeting by means of conference telephone or other similar communication equipment, so long as every director who wants to participate can hear and talk to each other participant.

(d) Notice. Notice of an in-person meeting shall be given at least 30 days prior to the meeting and include the date, time, and place thereof. The notice of a special meeting by conference call or other similar communication equipment shall be given at least five days prior to the meeting. Notice may be given by first class mail, telephone, facsimile, or e-mail.

Section 6. Removal of a Director.

(a) A Board Member’s position with USAT shall be declared vacant upon the member’s resignation, removal, incapacity, or death. Any Board Member may resign at any time by giving written notice to the Board of Directors or CEO of USAT. Such resignation shall take effect at the time specified in the notice. The acceptance of such resignation shall not be necessary to make it effective. Unless otherwise provided by applicable law, any member of the Board, except Athlete Directors, may be removed with or without cause upon the affirmative vote of at least two-thirds (2/3) of the Full Board (excluding the voting power of the director in question). Athlete Directors may be removed with or without cause by a vote of the Athlete members. Unless otherwise provided by applicable law, any vacancy in a General or Independent director position shall be filled by the Board by majority vote. Any vacancy in an Athlete Director position shall be filled by a vote of the Athlete members. A board member selected to fill a vacancy shall serve for the unexpired term of their predecessor.
Section 8. Contractual rights of Nondirectors and Nonofficers. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability, other than for violating provisions against liability for self-dealing, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XIX – ELECTIONS

Section 1. In General.

a) Fair Elections. It is intended that USA Triathlon elections shall be as free from unfair influence and manipulation as is reasonably possible. Elections shall be by written ballot or proven electronic means.

b) Election Administrator. The USAT Chief Executive Officer shall have overall responsibility for assuring proper implementation of all provisions of USAT’s Bylaws with respect to Board elections, including recall elections.

c) Independent Outside Auditing Firm. The Chief Executive Officer shall be required to retain an independent outside auditing firm which will be responsible for collecting the ballots, counting the votes, and certifying the election results. The contract with the auditing firm shall specify that no USAT employee, board member, candidate or anyone outside the employment of the auditing firm shall have access to any information with respect to the number of ballots being received, any interim vote count or any other information with respect to an ongoing election, until such time as the election results are announced by the auditing firm.

d) Participation in Elections. Broad and robust participation in elections is important to the long-term success of USA Triathlon. Within the context of these Bylaws, the Board shall take steps to accomplish these goals.
Section 2. Elections. Elections shall be held according to the following schedule:

<table>
<thead>
<tr>
<th>Date</th>
<th>Event Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>July 1</td>
<td>Nominations open for the upcoming year.</td>
</tr>
<tr>
<td>August 15</td>
<td>Nominations close.</td>
</tr>
<tr>
<td>September 15</td>
<td>Ballots made available to members, and ballots and candidate information posted on USA Triathlon website.</td>
</tr>
<tr>
<td>October 15</td>
<td>Final day for ballots to be postmarked or electronically recorded.</td>
</tr>
<tr>
<td>October 31</td>
<td>Election results announced.</td>
</tr>
<tr>
<td>November 15</td>
<td>Deadline to protest election.</td>
</tr>
<tr>
<td>December 15</td>
<td>Deadline to hear and decide any protest.</td>
</tr>
<tr>
<td>December 16</td>
<td>Election results certified.</td>
</tr>
<tr>
<td>January 1</td>
<td>New Board takes office.</td>
</tr>
</tbody>
</table>

Section 3. Elections. Elections shall be held according to the following rules:

a) All elections shall use the Regions as provided in Article VII, Section 3 above.

b) Each election shall be conducted using the rules set forth in Article XIX, Section 7, below.

Section 4. Amendment or Repeal of the Bylaws. With the exceptions of actions taken at meetings of the membership, and the vehicle for reapportionment contained in Article IV, Section 2 (c), there are four methods for amendment or repeal of USA Triathlon Bylaws:

a) Standard Initiative. Annual members in good standing may invoke the Standard Initiative process to amend or repeal the Bylaws by submitting a petition to the executive director according to following terms and conditions:

   (1) The petition shall state the precise language of the proposed amendment.
(2) The petition shall include an explanation of not more than 1000 words stating the reasons for the proposed amendment.

(3) The petition shall be signed by not less than 1% of annual members in good standing as of December 31 of the previous year. Each signature shall be accompanied by the name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the annual member.

(4) The Board shall determine whether or not the proposed amendment is in the best interests of USA Triathlon, and may prepare a written explanation of its position, not to exceed 1000 words.

(5) The proposed amendment and the explanations for and against it shall be included on the ballot at the next election, along the opportunity to vote yes or no on the question.

(6) If a super-majority of at least sixty percent of the ballots submitted to the election administrator at the election are in favor of the proposed amendment, the Bylaws are so amended. If not, the proposed amendment fails.

b) Special Initiative. Annual members in good standing may invoke the Special Initiative process to amend or repeal the Bylaws according to the following terms and conditions:

(1) The petition shall state the precise language of the proposed amendment.

(2) The petition shall include an explanation of not more than 500 words stating the reasons for the proposed amendment.

(3) The petition shall be signed by not fewer than 2 1/2% of annual members in good standing as of December 31 of the previous year. Each signature shall be accompanied by the name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the annual member.

(4) If the Board shall determine that the proposed amendment is not in the best interests of USA Triathlon, it may prepare a written explanation of its position, not to exceed 500 words.

(5) The proposed amendment and the explanations for and against, along the opportunity to vote yes or no on the question, shall be submitted to the annual
members in good standing at a special election. The ballots shall be made available within 30 days of the executive director’s receipt of said petition and the election shall close 75 days after the executive director’s receipt of said petition. The results of the voting shall be announced within 15 days after the close of the election.

(6) If a super-majority of at least sixty percent of the ballots submitted to the election administrator at the election are in favor of the proposed amendment, the Bylaws are so amended. If not, the proposed amendment fails.

c) Vote to Approve Resolution by Board of Directors. The Board of Directors may submit a proposal to amend or repeal the Bylaws to a vote of the membership according to the following terms and conditions.

(1) The proposal shall state the precise language of the proposed amendment and shall include an explanation of not more than 1000 words stating the reasons for the proposed amendment. The full language of the amendment as well as the explanation shall be posted on the USA Triathlon website.

(2) A description of the proposed amendment shall be included on the ballot at the next election, along the opportunity to vote yes or no on the question.

(3) If a majority of ballots submitted to the election administrator at the election are in favor of the proposed amendment, the Bylaws are so amended. If a majority of ballots submitted are against the proposed amendment, the amendment is defeated.

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

(1) Article VII, Board of Directors: Section 1, Section 2, Section 3, Section 4, and Section 6

(2) Article XIX, Elections.

(3) Article XXI, Sunshine Policy.

Any such resolution to amend the bylaws by vote of the Board of Directors shall be posted on the USA Triathlon website with a prominent link from the home page for a period of not less than 30 days prior to being voted upon.

Section 5. Recall.
a) The annual members of a Region shall have the power to recall the General Director representing that Region.

b) A recall petition shall include the following:
(1) The name of the General Director to be recalled;
(2) A description of not more than 500 words setting forth the reasons for the recall; and
(3) The signatures of a number of annual members in good standing from the Region, which number will be not less than that number which is equal to 10% of the annual members residing in the Region as of December 31 of the calendar year immediately preceding the year of the recall petition. Each signature shall be accompanied by the name, complete address, day and evening telephone numbers, e-mail address, and annual membership number of the annual member.

c) The recall petition shall be submitted to the independent outside auditing firm retained by the Chief Executive Officer, whose responsibility it will be to determine if all of the requirements of a recall petition have been satisfied. If the auditing firm determines that the requirements have been satisfied, the auditing firm will forward the recall petition to the Chief Executive Officer. If the auditing firm determines that the petition does not satisfy the recall petition requirements, the petition shall be returned to the petitioners with a written explanation of the petition’s deficiencies. The auditing firm shall complete its responsibilities under this paragraph within 30 days of receipt of the petition.

d) Within 30 days of the Chief Executive Officer’s receipt of the recall petition from the auditing firm, the Chief Executive Officer shall oversee preparation of a ballot, the form of which shall be consistent with the form of ballot requirements set forth in Article XXI, Section 7(c), and shall make available the ballot and all the information set forth in paragraph (e), below to each annual member in the Region. The recall vote shall close 30 days after the date the ballot is made available.

e) The recall ballot shall be accompanied by a document setting forth the name of the General Director to be recalled, the description contained in the recall petition of the reasons for the recall, and if the General Director subject to the recall chooses to submit a written defense to the recall petition not exceeding 500 words, this written defense shall also be made available with the ballot.
f) For a recall ballot to be counted, the member must electronically record, mail or send it by delivery service with a postmark or send date no later than the date specified in the ballot, or physically return it by such date to the office of the independent outside auditing firm tabulating the votes. Only original ballots that are signed by the member and include the member’s printed name, state of residence, membership number, and membership expiration date shall be counted.

g) A super-majority of at least sixty percent (60%) of the votes will be required to recall a General Director.

h) The ballots shall be counted by the independent outside auditing firm. The decision as to whether a ballot satisfies all the requirements to be counted shall be the sole decision of the auditing firm tabulating the votes. The results of the recall shall be posted on USAT’s website no later than 14 days after the last date for ballots to be made available. No USAT employee, Board member, or anyone else outside the employment of the auditing firm shall have access to any information with respect to the number of ballots being received, any interim vote count or any other information with respect to the recall election, until such time as the results are announced by the auditing firm.

i) A General Director who is recalled may protest the results of the recall election. The provisions of Article XV “Hearings and Appeals” of USAT’s Bylaws shall govern this process. The recalled Director shall have 14 days from the date the election results are posted on USAT’s website to protest the election. The protest shall be heard and decided within 30 days of the filing of the protest by the Director. No other protest of a recall election is permitted.

Section 6. Voter Eligibility.

a) Only current annual members, who are at least 18 years of age, in good standing of USA Triathlon, shall have the right to vote on matters covered by these Bylaws.

Section 7. Election Procedures.

(1) An annual member in good standing of USA Triathlon who is also a citizen of the United States may submit a petition for his or her nomination to the General Directors post in the Region in which he or she resides. The petition shall include the following:

i. The name, complete address, day and evening phone numbers, e-mail address, and
ii. A written platform; the platform shall not exceed 500 words.
iii. A passport-type photo of the nominee.
iv. A brief resume.

annual membership number of the nominee.