SECTION 5.

MEMBERS

Section 5.1. Categories of Membership.

Membership shall be open to any individual who is an athlete, coach, trainer, race director, club director, administrator or official active in the sports of triathlon, or to any other individual who is interested in the goals and objectives of USA Triathlon. Membership shall be granted without discrimination on the basis of race, color, religion, age, sex, sexual orientation, national origin or disability. For purposes of the Colorado Revised Nonprofit Corporation Act, the members described in these Bylaws shall not be considered “voting members” and shall have only those voting rights as specifically set forth herein. The specific classes of members are:

General Membership. Any individual who purchases or receives a USA Triathlon membership of a year or more will be a General Member.

Section 5.2. Voting Members.

Individuals may only vote for one category of Director. Members meeting the Elite 10 Year Athlete definition set forth in Section 6.8(a) shall vote only for Athlete Director positions. General Members as defined in Section 5.1 shall vote for General Director positions.

An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USA Triathlon is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USA Triathlon thirty (30) days prior to the date of the election in order to be eligible to vote in an election.

Section 5.3. Membership Requirements and Dues.

Membership in USA Triathlon is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements, which may include background checks and SafeSport education and training, and dues, as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.
Section 5.4. Membership SafeSport and Anti-Doping Obligations.

As a condition of membership in USA Triathlon and a condition for participation in any competition or event sanctioned by USA Triathlon or its member organizations, each USA Triathlon member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Triathlon or USA Triathlon events (whether or not a USA Triathlon member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport. Each USA Triathlon member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Triathlon or USA Triathlon events (whether or not a USA Triathlon member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Triathlon, and to submit, without reservation or condition, to the jurisdiction of USA Triathlon for the resolution of any alleged violations of the U.S. Center for SafeSport’s rules or of USA Triathlon’s rules that do not fall within the U.S. Center for SafeSport’s exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USA Triathlon rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Paralympic Sport Organization or High Performance Management Organization, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Triathlon, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, World Triathlon, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, World Triathlon and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of World Triathlon, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by USA Triathlon, World Triathlon and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.
Section 5.5. Termination of Membership.

The membership of any member may be terminated at any time with cause by the Board of Directors. Cause shall be defined in the USA Triathlon Code of Conduct. A member shall have the right to fair notice and a hearing prior to termination. USA Triathlon may retain jurisdiction over any member who has pending financial obligations, or pending grievances against them, regardless of the status of membership.

Section 5.6. Transfer of Membership.

Members may not transfer their membership in USA Triathlon. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Triathlon.
SECTION 6.

BOARD OF DIRECTORS

Section 6.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Triathlon shall be managed by, its Board of Directors.

Section 6.2. Function of the Board.

The USA Triathlon Board of Directors shall represent the interests of the triathlon and multisport community for USA Triathlon in the United States and its athletes by providing USA Triathlon with policy, guidance and strategic direction. The Board shall oversee the management of USA Triathlon and its affairs, but it does not manage USA Triathlon. The Board shall select a well-qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USA Triathlon. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

a. implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USA Triathlon, and to evaluate Board performance;

b. selects, compensates, evaluates and may terminate the Chief Executive Officer and plans for management succession;

c. reviews and approves USA Triathlon’s strategic plan and the annual operating plans, budget, business plans, and corporate performance;

d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Triathlon;

e. reviews and approves significant corporate actions;

f. oversees the financial reporting process, and USA Triathlon’s legal and regulatory compliance program;

g. oversees effective corporate governance;

h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
i. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit and Finance Committee, selects independent auditors;

j. monitors to determine whether USA Triathlon’s assets are being properly protected;

k. monitors USA Triathlon’s compliance with laws and regulations and the performance of its broader responsibilities;

l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and

m. ensures that USA Triathlon adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.

Section 6.3. Diverse Perspectives.

USA Triathlon’s Board will be sensitive to the desirability of diversity at all levels of USA Triathlon, including among its athletes and members. The USA Triathlon Board will encourage diverse perspectives at all levels of USA Triathlon, supported by meaningful efforts to accomplish that goal. The USA Triathlon Board shall encourage open discussion and favor the presentation of different views.

Section 6.4. Qualifications.

Each Director of the Board must be eligible to be a USA Triathlon member, a citizen of the United States and eighteen (18) years of age or older. A Director need not be a resident of the State of Colorado.

A Director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other Directors, in collectively serving the long-term interests of USA Triathlon. Each Director shall have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations. Directors shall possess the highest personal values, understanding of athletic competition and the Olympic and Paralympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Triathlon. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications and/or sport.

In addition, Directors who fail to attend in person more than one half (1/2) of the regularly scheduled in person meetings of the Board during any twelve (12) month period will be ineligible to serve on the Board, unless they are able to demonstrate to a majority of the
other Directors of the Board that the presence of exigent circumstances caused and excused the absences.

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board Director for continuing Board service.

Section 6.5. Number.

The Board of Directors shall consist of twelve (12) Directors, four (4) of whom shall be Independent Directors, four (4) of whom shall be Athlete Directors, and four (4) of whom shall be General Directors.

Section 6.6. Election/Selection.

The USA Triathlon Board of Directors shall be elected/selected as follows:

a. **Independent Directors.** Four (4) Directors shall be Independent Directors, as that term is defined in Section 6.7. The Nominating and Governance Committee shall recommend candidates to the Board of Directors for approval, using whatever process the Board of Directors and the Nominating and Governance Committee determine to be appropriate. Independent Directors should be elected no less than thirty (30) days prior to the beginning of their term.

b. **Athlete Directors.** Four (4) Directors shall be Athlete Directors. USA Triathlon’s representative to the USOPC Athletes’ Advisory Council, as elected pursuant to Section 10.3, shall be one of the Athlete Directors on USA Triathlon’s Board of Directors. At least three (3) of the Athlete Directors on the Board shall be Elite 10 Year Athletes as defined in Section 6.8(a). One (1) of the Athlete Directors on the Board may be a 10+ Year Athlete as defined in Section 6.8 (b). Athlete Directors shall be elected no less than thirty (30) days prior to the beginning of their term.

c. **General Directors:** General Directors shall be members of USA Triathlon in good standing. Four (4) General Directors shall be elected by a vote of General Members. The Board shall determine candidate criteria and will send the criteria to the Nominating and Governance Committee (“NGC“) to vet and recommend a slate of candidates for member vote. The NGC should nominate a minimum of two (2) and up to three (3) candidates for each General Director seat to be on the ballot for a vote by membership, unless fewer than this number of candidates have formally expressed their interest in being a candidate. Criteria must include consideration of diversity of background. All
General Directors shall be elected no less than thirty (30) days prior to the beginning of their term.

Section 6.7. Independent Director(s)

The Board, through its Nominating and Governance Committee, shall affirmatively determine the independence of each Director, and disclose those determinations. To satisfy the definition of “independence”, an “Independent Director” must be determined to have no material relationship with USA Triathlon, either directly or through an organization that has a material relationship with USA Triathlon. A relationship is “material” if, in the judgment of the Nominating and Governance Committee, it would interfere with the Director’s independent judgment. To assist it in determining whether a Director is independent, the following shall be applied on a case-by-case basis by the Nominating and Governance Committee.

A Director shall not be considered independent if, within the preceding five (5) years:

a. the Director, or an immediate family member of the Director, was employed by or held any governance position (whether a paid or volunteer position) with USA Triathlon or World Triathlon,

b. the Director was affiliated with or employed by USA Triathlon’s outside auditor or outside counsel;

c. an immediate family member of the Director was affiliated with or employed by USA Triathlon’s outside auditor or outside counsel as a partner, principal or manager;

d. the Director, or an immediate family member of the Director, was a member of any USA Triathlon certified constituent group (e.g. certified race directors, officials, coaches) or who is clearly engaged with the sport in a way that would compromise their independence as determined by the Nominating and Governance Committee;

e. the Director, or an immediate family member of the Director, receives any compensation from USA Triathlon, directly or indirectly;

f. the Director, or an immediate family member of the Director, is an executive officer, controlling shareholder, employee or partner of a partnership organization or other business entity that does business with USA Triathlon;

g. the Director is the parent or close family member of an athlete or member who participates in a USA Triathlon Paralympic or Olympic pipeline program or NCAA program as determined by the Nominating and Governance Committee.

In consideration of potential Independent Directors, where the guidelines above do not address a particular relationship, the determination of whether the relationship is
material, and whether a Director is independent, shall be made by the Nominating and Governance Committee.

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in USA Triathlon or World Triathlon and any reimbursement of expenses related thereto.

Section 6.8. Athlete Director(s)

At least three (3) of the Athlete Directors shall meet the definition of “Elite 10 Year Athlete” as follows:

a. any individual who qualifies for membership and satisfies the following criteria will be an “Elite 10 Year Athlete”:
   i. within the preceding ten (10) years, represented the United States in the Olympic, Pan American Games, Operation Gold event, or at a World Championship recognized by World Triathlon in any of the disciplines held in the foregoing for which a competitive selection process was administered by USA Triathlon; or
   ii. within the preceding twenty-four (24) months, demonstrated active engagement in elite athletic competition by finishing in the top half of USA Triathlon’s national championships or team selection competition for the events outlined in subparagraph (i); or
   iii. within the preceding ten (10) years, represented the United States in the Paralympic, Parapan American Games, Operation Gold event or at a World Championship recognized by World Triathlon in any of the disciplines held in the foregoing for which a competitive selection process was administered by USA Triathlon;
   iv. Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “age-group athletes.”
   v. Once an athlete is elected/selected, eligibility to serve as an Elite 10 Year Athlete Representative runs throughout the term of the position to which the athlete was elected/selected.

One (1) Athlete Director may meet the definition of “Elite 10 + Year Athlete” as follows:

b. any individual who qualifies for membership and satisfied the following criteria at one point in time, but does not currently, shall meet the definition of “Elite 10 + Year Athlete”:
   i. within the preceding ten (10) years, represented the United States in the Olympic, Pan American Games, Operation Gold event, or at a World Championship recognized by World Triathlon in any of the disciplines held in
the foregoing for which a competitive selection process was administered by USA Triathlon; or

ii. within the preceding ten (10) years, represented the United States in the Paralympic, Parapan American Games, Operation Gold event or at a World Championship recognized by World Triathlon in any of the disciplines held in the foregoing for which a competitive selection process was administered by USA Triathlon;

iii. Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “age-group athletes.”

Two (2) Athlete Directors should be elected in odd years to commence serving at the beginning of the subsequent even year and one (1) Athlete Director should be elected in even years to commence serving at the beginning of the subsequent odd year. In Summer Olympic years, an additional Athlete Director should be elected to serve as the USA Triathlon representative to the USOPC Athletes’ Advisory Council, to commence serving at the beginning of the subsequent year, and should simultaneously serve as an Athlete Director on the USA Triathlon Board of Directors. The USA Triathlon representative to the USOPC Athletes’ Advisory Council must meet the qualifications set forth in Section 10.2 of these Bylaws.

At least one (1) Athlete Director’s most recent elite competition shall have been contested in each of the following:

a. as a female;

b. as a male;

c. in an Olympic competition as defined in Section 6.8 (a)i, or Section 6.8 (a)ii, or Section 6.8 (b)i;

d. in a Paralympic competition as defined in Section 6.8 (a)iii or Section 6.8 (b)ii.

Section 6.9. Staggered Board.

Directors of the Board shall be elected/selected so as to implement a staggered Board system. The Nominating and Governance Committee shall designate prior to election/selection of the initial Board whether a Director is serving a term that is less than four (4) years in order to effectuate equally staggered terms.

Section 6.10. Board Term.

The term of office for a General Director of the Board shall be four (4) years. The term of office for an Athlete and Independent Director of the Board shall be two (2) years.

USA Triathlon should nominate and elect a successor General, Athlete or Independent Director at least thirty (30) days prior to the end of a Director’s term.
Section 6.11. Board Term Limits.

No Director of the Board shall serve more than two (2) consecutive four (4) year terms or four (4) consecutive two (2) year terms, whichever is applicable. Athletes elected to serve as the USA Triathlon representative to the USOPC Athletes’ Advisory Council may extend their term limit, subject to the eligibility requirements in Section 10.2 of these Bylaws.

After an individual has met this term limit, they must spend at least one (1) term off the Board of Directors before they may serve as a Director again.

Section 6.12. Director Attendance.

Directors of the Board shall be expected to attend in person all regularly scheduled in person Board meetings, though for exigent circumstances a Director may participate in a meeting virtually. Directors shall be required to attend in person no less than one half (1/2) of all regularly scheduled in person Board meetings.

Section 6.13. Ex-Officio Members.

Ex-Officio Members of the Board of Directors:

Past Chair. If the immediate past Chair of the Board is not a current Board member, then, for a period of two years after the immediate past Chair’s position ends as Chair of the Board, they 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 but will not have the right to vote.

World Triathlon Executive Board Member. Any USA Triathlon member who has been elected to the Executive Board of World Triathlon, if not a current member of the Board, shall be an ex-officio member of USA Triathlon’s Board of Directors by virtue of, and for the same term as, their World Triathlon Executive Board membership. They shall be allowed to attend Board meetings, as requested by the Board, and may speak on matters as request by the Board but will not have the right to vote.


A Director’s position on the Board shall be declared vacant upon the Director’s resignation, removal, incapacity, disability or death. Any Director may resign at any time by giving written notice to the Chair of the USA Triathlon Board, except the Chair’s resignation shall be given to the Board of Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective. Independent and General Directors may be removed for cause as defined by the USA
Triathlon Code of Conduct at any properly noticed meeting of the Board, and after being provided an opportunity for the Director to be heard by the Board, upon the affirmative vote of at least eight (8) votes of the Board. Independent and General Directors may also be removed without cause at any properly noticed meeting of the Board, upon the affirmative vote of at least nine (9) votes of the Board.

An Athlete Director may be removed by a vote of a majority of those eligible to vote for an Athlete Director position as described in Sections 5.2 and 6.8(a).

The USA Triathlon Nominating and Governance Committee should nominate, and the USA Triathlon Board of Directors should elect, a successor General or Independent Director within sixty (60) days of the date of a Director’s resignation, removal, incapacity, disability or death.

If the Athlete Director who is USA Triathlon’s USOPC Athletes’ Advisory Council Representative is removed from the Board, such removal shall have no impact on the individual’s status as USA Triathlon’s USOPC Athletes’ Advisory Council Representative. If USA Triathlon’s USOPC Athlete’s Advisory Council Representative is removed or their seat becomes vacant, then the USA Triathlon USOPC Athletes’ Advisory Council Alternate Representative shall become an Athlete Director. If the Alternate is already a member of the Board of Directors, the Athletes’ Advisory Council shall appoint a replacement Athlete Director.

The USA Triathlon Athletes’ Advisory Council should elect, a successor Athlete Director within sixty (60) days of the date of a Director’s resignation, removal, incapacity, disability or death.

A Director elected to fill a vacancy shall be elected for the unexpired term of such Director’s predecessor in office.

Section 6.15 Censure

USA Triathlon’s Board of Directors reserves the right to censure any Director for conduct the Board does not condone or endorse. Examples of conduct that may qualify for censure include, but are not limited to, a breach of the Director’s fiduciary duties; improper or offensive conduct toward other board members, association members, sponsors, vendors, or employees; conflicts of interest that the Director failed to disclose; disruption of board meetings; violation of SafeSport policies; violation of anti-doping policies; formal government accusation or conviction of a criminal offense that may lead to incarceration. A censure does not serve to remove a Director from the Board.
A censure is performed via a motion which is approved by a majority of Directors in a duly held board meeting at which a quorum is present. The censure is then recorded in the board’s minutes along with information explaining the reasons for the censure.

Section 6.16. Regular and Special Meetings.

USA Triathlon’s Board shall meet at regularly scheduled meetings at least three (3) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Directors shall participate in regularly scheduled in person Board meetings in person, unless pre-approved by the Board Chair, in which case participating virtually is permitted. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. Directors may participate in special meetings of the Board virtually. For special meetings for the purpose of a Board vote, the meeting and voting may take place by electronic mail, telephone or other electronic platform.

Section 6.17. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by certified mail, by private carrier or by electronic transmission. Such notice shall be delivered to the Director’s business or residential address (or to such other address provided by the Director for such purpose) the Director’s email address or other preferred electronic communication platforms. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered three (3) days after the date the mail is postmarked. If delivered via overnight service by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the Director (or to such other individual provided by the Director for such purpose). Oral notice shall be delivered no fewer than five (5) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each Director.

A Director may waive notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
Section 6.18. Quorum.

A simple majority of the Directors of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the Directors present at the meeting 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 6.19 Action of the Board/Consent.

The act of a majority of Directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

Section 6.20. Voting by Proxy.

No Director may vote or act by proxy at any meeting of the Board.


For purposes of recording meeting minutes, corporate actions taken by the Board at a meeting should be recorded as “carried” or “not carried.” A Director who is present at a meeting shall be presumed to have assented to the action taken unless such Director’s dissent is entered in the minutes of the meeting at the Director’s request.

Section 6.22. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, so long as notification is properly effectuated per Section 6.17. If any Director objects to taking action without a meeting, a meeting must be held in order for the Board of Directors to do so.

If taking action without a meeting, a majority of the Directors of the Board must respond in writing to either 1) vote for such action; 2) vote against such action; or 3) abstain from voting.

Such action must pass by a vote of eight (8) Directors. Each Director who delivers a response in writing as described in this Section 6.22 to the organization shall be deemed to have waived the right to demand that action not be taken without a meeting. Minutes shall be recorded.

Section 6.23. Transacting Business by Mail, Electronic Mail, Telephone or Other Electronic Platform.

The Board shall have the power to transact its business by mail, electronic mail, other electronic platforms or telephone if in the judgment of the Chair of the Board the issue requires such action.

The agenda for a meeting of the Board shall be set by the Chair of the Board after consultation with the Chief Executive Officer. A Director may request that items be placed on the Board agenda.

Section 6.25. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Vice Chair shall serve as presiding officer for that meeting.

Section 6.26. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

Section 6.27. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USA Triathlon’s website. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Board. Meeting minutes shall make note of the attendees at meetings, motions taken and shall note whenever a meeting participant recuses themselves due to an apparent conflict of interest.

Section 6.28. Compensation.

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Triathlon’s policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Triathlon in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USA Triathlon in connection with their capacity as athletes, including, all benefits to which all Elite Athletes are eligible.
SECTION 7.

OFFICERS

Section 7.1. Designation.

The Officers of USA Triathlon shall be a Chair of the Board, Vice Chair, Treasurer and Secretary.

Section 7.2. Election/Selection.

The Chair of the Board shall be elected from among the Directors of the Board by a majority of the Directors.

Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to World Triathlon and the USOPC.

The Vice Chair of the Board shall be elected from among the Directors of the Board by a majority of the Directors. If the Chair is indisposed, the Vice Chair shall fulfill the duties of the Chair.

The Treasurer shall be elected from among the Directors of the Board by a majority of the Directors. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling them to fulfill the duties of Treasurer.

The Secretary shall be elected from among the Directors of the Board by a majority of the Directors. The Secretary shall cause the minutes of the Board of Directors’ meetings to be taken and distributed, and shall ensure that draft minutes are distributed to all current members of the Board of Directors within fourteen (14) days of the meeting date for meetings of the Board of Directors. The Secretary shall perform such other duties as may be assigned by the Chair or by vote of the Board of Directors.

All Officers shall be selected without regard to race, color, religion, national origin, or sex.

Section 7.3. Term.

The term of office of the Chair, Vice Chair, Treasurer and Secretary of the Board (“Officers”) shall be two (2) years. The newly elected Officers shall take office immediately. The Officers shall hold office until their successor is elected and qualified,
or until their earlier resignation, removal, incapacity, disability or death. The Board should nominate and elect a successor Officer, at the latest, by the end of the term of the Officer, to ensure that a successor Officer is able to take office immediately upon the end of the prior Officer’s term. If an Officer resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of the term, then the USA Triathlon Board of Directors shall nominate and elect a successor Officer within sixty (60) days of the date of the Officer’s resignation, removal, incapacity, disability or death, or, at the latest at the next regularly scheduled Board meeting.

Section 7.4. Authority and Duties of Officers.

The Officers of the USA Triathlon Board of Directors shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by 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. **Chair of the Board.** The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions and oversight are carried into effect and (iv) exercise such powers and perform such other duties from time to time that may be assigned by the Board.

b. **Vice Chair of the Board.** The Vice Chair shall: perform all duties required of the Chair if the Chair is unavailable.

c. **Treasurer.** The Treasurer shall: (i) have general oversight of the financial affairs of USA Triathlon, including preparation of the annual budget, (ii) ensure the preparation of USA Triathlon’s financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of USA Triathlon, and (v) in general, perform all duties incident to the office of Treasurer.

d. **Secretary.** The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to the USA Triathlon website, (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (iii) be custodian of the corporate records, and (iv) perform all duties incident to the office of Secretary.

Section 7.5. Restrictions.

Officers of the USA Triathlon Board of Directors shall perform their functions with due care. No individual may serve simultaneously as an Officer of the USA Triathlon Board of
Directors and as an Officer or Chief Executive of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

Section 7.6. Term Limits.

There are no term limits for service as an Officer of the Board except if their position as a Director terminates, their position as an Officer shall also terminate.

Section 7.7. Resignation, Removal and Vacancies.

An Officer’s position with the USA Triathlon Board of Directors may be declared vacant upon the Officer’s resignation, removal, incapacity, disability or death. An Officer may resign at any time by giving written notice to the Board and Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

An Officer may be removed with or without cause upon the affirmative vote of a simple majority of the total voting power of the Board (excluding the voting power of the Director in question). The removal of an Officer from their position as Officer does not necessarily require removal from their position on the Board.

Any vacancy occurring shall be filled by the Board, by majority vote. An Officer to fill a vacancy shall be elected for the unexpired term of such Officer’s predecessor in office.
SECTION 18.

AMENDMENTS OF BYLAWS

Section 18.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, upon the affirmative vote of at least nine (9) votes of the Directors of the Board at any meeting duly called. The organization must post the proposed revisions in a prominent location on its website at least thirty (30) days in advance and make best efforts to communicate the proposed revisions to membership for feedback and comment.

In exigent circumstances, the Board may amend, repeal, alter or adopt Bylaws to go into effect immediately, but the revisions must be posted in a prominent place on the organization’s website for at least thirty (30) days after the effective date. In addition, the organization should make best efforts to provide a rationale for the revisions to membership, and allow for feedback and comment. Subsequent to the thirty (30) day posting period and not later than the next regularly scheduled Board meeting, the Board must reaffirm its vote to make the Bylaws amendment, repeal, alteration or adoption permanent.