

Minutes
USA Triathlon Board of Directors
Teleconference
September 6, 2016 – 7pm CST

Siff called the meeting to order at 7:04p.m. CST, September 6, 2016.

Board Members Present:

Staci Brode

Kat Donatello

Susan Haag

Kevin Haas

Chuck Graziano

Dave Kuendig

Jacqueline McCook

Joel Rosinbum

Steve Sexton

Barry Siff, President

Mike Wien

Board Members Absent:

Ben Collins

Staff:

Rob Urbach, CEO

Guest:

Steve Smith, USAT General Counsel

Bylaws

Urbach reviewed Article X, Section 3b and 3c to open for board discussion about how to move forward with these NGC Duties. He also discussed if the 13 Bylaw changes the membership must vote on should be done as 1 vote or 13 individual votes.

Dave Kuendig joined the call at 7:09pm CST

Kevin Haas joined the call at 7:10pm CST

Motion (by Mike Wien and seconded) to remove from Article X Section 3b the words: and officer positions; and to change Article X Section 3c to read: Recommending potential nominees for officer board positions. Approved by unanimous voice vote.

Motion (by Chuck Graziano and seconded) to send all 13 Bylaw changes that require membership vote as 1 vote to the membership. Approved by unanimous voice vote.

Steve Smith reviewed the three different options proposed as a transition for the board from 8 regions and 1 independent to 6 new voting districts and 3 independents.

Susan Haag left the conference at 7:30pm CST
Susan Haag rejoined the conference at 7:32pm CST

Kat Donatello left the conference at 8:33pm CST
Kat Donatello rejoined the conference at 8:34pm CST

Motion (by Chuck Graziano and seconded) to move forward with Board Transition Option 1: Full transition in 2019: Regional director seats up for election in 2017 would be contested under the current Regional system. Those elected in 2017 would serve only a two-year term, through 2019. In 2019, voting would be conducted under the new 6 Regional Voting Districts. To create staggered terms for the six Regional Directors, three of these new seats would be classified as initially lasting two years (through 2021) and then up for election for four-year terms thereafter, while the other three seats would have a four-year term through 2023. Term limits would be limited to serving 2 full 4 year terms with an exception to those originally appointed to the board with 1.5yrs or less left on the original term - specific language on term limits to be provided to the board by Steve Smith. This motion includes a bylaw amendment that states that the Mideast, Southeast and Florida regions will only serve a 2 year term in the 2017 elections with the term ending in 2019. Approved by unanimous voice vote.

Action Item: Steve Smith to provide term limit language for the Board Transition Option 1 motion.

Action Item: Board will have to decide which 3 of the new 6 voting regions will only have a 2 year term in the 2019 election in order to provide staggered terms. Steve Smith recommended: The staggering could be done based on the proximity of Regional Directors to the end of their term limits.

Motion (by Jacqueline McCook and seconded) to adjourn at 8:40pm CST. Approved by unanimous voice vote.