BYLAWS
USA TRIATHLON

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ARTICLE I - NAME

Section 1. Name - The name of the organization shall be USA Triathlon of Colorado d/b/a USA Triathlon and sometimes referred to as “USAT.”

Section 2. Mission – The mission of USA Triathlon is to grow and inspire the triathlon community.

Section 3. Status – USA Triathlon shall be a nonprofit corporation incorporated and licensed
pursuant to the laws of the State of Colorado. USA Triathlon shall be operated for charitable and educational purposes. USA Triathlon shall operate in a manner consistent with and shall maintain tax-exempt status in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4. Offices – The principal office of USA Triathlon shall be in Colorado Springs, CO. USA Triathlon may at any time and from time to time change the location of its principal office. USA Triathlon may have other offices, either within or outside Colorado.

ARTICLE II - DEFINITION

A triathlon is the sport that generally combines swimming, cycling and running skills, but may include other multi-athletic skill combinations. The sports of triathlon referenced in this document shall include, but not be limited to Triathlon, Duathlon, Aquathlon, Aqua-Bike, Winter Triathlon, and the off-road versions of these sports.

ARTICLE III - OBJECTS AND PURPOSES

The objects and purposes of USA Triathlon shall be to:

a) promote and encourage physical fitness and public participation in the sports of triathlon;

b) advance amateur (elite) athletic competition in triathlon;

c) foster working relationships among organizations active in the sports of triathlon;

d) exercise exclusive jurisdiction over the sports of triathlon in the United States;

e) establish international goals for the sports of triathlon and encourage their attainment;

f) assist organizations and individuals concerned with sports in the development of triathlon training;

g) foster the development of athletic facilities for use by athletes training for competitions in the sports of triathlon;

h) identify athletes having the competitive potential and desire to excel in the Olympic and Paralympic Games, and seek the best representation for the United States in the Olympic Games, Paralympic Games, Pan American Games, Parapan American Games and in other international competitions in the sports of triathlon.
ARTICLE IV

AUTHORITY AND RECOGNITION AS A NATIONAL GOVERNING BODY

Section 1.

USA Triathlon is recognized by the United States Olympic Committee as the National Governing Body for the sport of triathlon in the United States. USA Triathlon shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C Section 220501 et seq. and as mandated by the USOC as such requirements are promulgated or revised from time to time.

Section 2.

As the National Governing Body for the sport of triathlon in the United States, USA Triathlon shall:

a) have the managerial and financial capability to plan and execute its obligations;

b) submit to binding arbitration in any controversy involving:
   i. its recognition as a national governing body, upon demand of the USOC; and
   ii. the opportunity of any amateur (elite) athlete, coach, trainer, manager, administrator or official to participate in amateur (elite) athletic competition, upon demand of the USOC or any aggrieved amateur (elite) athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified and provided for in the USOC’s constitution and bylaws;

c) demonstrate that it is autonomous in the governance of the sport of triathlon, in that it:
   i. independently decides and controls all matters central to governance;
   ii. does not delegate decision-making and control of matters central to governance; and
   iii. is free from outside restraint.

d) demonstrate that it is a member of the International Triathlon Union and no other international sports federation that governs a sport included on the program of the Olympic Games or the Pan-American Games;
e) demonstrate that membership in USAT is open to any individual who is an amateur (elite) athlete, coach, trainer, manager, administrator, or official active in the sport of triathlon, or any amateur sports organization that conducts programs in the sport of triathlon, or both;

f) provide an equal opportunity to amateur (elite) athletes, coaches, trainers, managers, administrators, and officials to participate in amateur (elite) athletic competition, without discrimination on the basis of race, color, religion, sex, sexual orientation, age, or national origin, and with fair notice and opportunity for a hearing to any amateur (elite) athlete, coach, trainer, manager, administrator, or official before declaring the individual ineligible to participate.

g) be governed by a board of directors or other governing bodies whose members are selected without regard to race, color, religion, national origin, sex or sexual orientation;

h) demonstrate, based on guidelines approved by the USOC, the Athletes’ Advisory Council, and the National Governing Bodies’ Council, that USAT’s board of directors and other such governing bodies have established criteria and election procedures for and maintain among their voting members individuals who are actively engaged in amateur (elite) athletic competition in the sport for which recognition is sought or who have represented the United States in international amateur (elite) athletic competition within the preceding 10 years, that any exceptions to such guidelines by USAT have been approved by the USOC, and that the voting power held by such individuals is not less than 20 percent of the voting power held in its board of directors and other such governing bodies;

i) provide for reasonable direct representation on its board of directors or other governing board for any amateur sports organization that

   i. conducts a national program or regular national amateur (elite) athletic competition on a level of proficiency appropriate for the selection of amateur (elite) athletes to represent the United States in international amateur (elite) athletic competition; and

   ii. ensures that the representation reflects the nature, scope, quality and strength of the programs and competitions of the amateur (elite) sports organization in relation to all other programs and competitions in the sport in the United States;

j) demonstrate that none of its officers are also officers of any other amateur sports organization recognized as a national governing body;

k) provide procedures for the prompt and equitable resolution of grievances of its members;

l) not have eligibility criteria related to amateur (elite) status or to participation in the
Olympic Games, the Paralympic Games, or the Pan-American Games that are more restrictive than those of the International Triathlon Union; and

m) demonstrate that it is prepared to meet the obligations imposed on a national governing body under sections 220524 and 220525 of the Ted Stevens Olympic and Amateur Sports Act.

Section 3.

U. S. Center for SafeSport. As a member National Governing Body (NGB) of the United States Olympic Committee (USOC), USA Triathlon (USAT) is required to adhere to the SafeSport rules and regulations of the USOC. Additionally, USOC Bylaw Section 8.7(l), as may be amended from time to time, provides that, as a condition of membership in the USOC, each NGB shall comply with the policies and procedures of the independent SafeSport organization designated by the USOC to investigate and resolve SafeSport violations. The USOC has designated the U.S. Center for SafeSport (Center) as that organization. The current SafeSport rules, policies and procedures are available on-line at the following websites: www.safesport.org and www.teamusa.org/usa-triathlon/usat-for-me/athlete-resources/safesport. As a condition of membership and a condition for participation in any USAT competition or event, each NGB member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other designated person, agrees to comply with and be bound by the SafeSport rules, policies and procedures of the Center and to submit, without reservation or condition, to the jurisdiction of the Center for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USAT rule is inconsistent with the rules of the Center, such rule is hereby superseded.

Reporting any allegation to the Center or USAT does not satisfy any legal obligation required under federal or state law. All persons covered by this policy, in addition, are required to report to the appropriate law enforcement officials any conduct suspected to be criminal.

ARTICLE V - USA TRIATHLON DUTIES

USA Triathlon shall have the duty to:

a) develop interest and participation throughout the United States in the sports of triathlon and be responsible to the individuals and sports organizations which it represents, in the sports of triathlon;

b) keep athletes fully informed of policy matters and reasonably reflect the views of such athletes in its policy decisions;

c) disseminate and distribute to athletes, coaches, trainers, managers, administrators and officials in a timely manner the applicable rules and any changes to the rules of
USA Triathlon, the USOC, the International Triathlon Union, the International Olympic Committee, the International Paralympic Committee, and the Pan-American Sports Organization;

d) allow an athlete to compete in any national or international athletic competition unless the organization or person conducting the competition does not meet the sanctioning requirements set forth in Article XI of these Bylaws;

e) provide equitable support and encouragement for participation by women;

f) encourage and support amateur (elite) athletic sports programs for individuals with disabilities and the participation of individuals with disabilities in amateur (elite) athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of athletic competition for able-bodied individuals;

g) provide and coordinate technical information on physical training, equipment design, coaching and performance analysis;

h) encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety;

i) establish a written procedure to select athletes for world championship teams, Olympic teams, Paralympic teams, Pan American teams, Parapan American teams, and teams for all other international competition, and disseminate said procedure widely among the members;

j) select sites and dates to qualify athletes for world championship teams;

k) establish a program for the development of the sports of triathlon;

l) participate in the international federation activities and carry out those responsibilities required by the international federation;

m) promptly review requests by sports organizations and individuals for sanctions in accordance with the terms of these Bylaws.

n) submit all official bids for conducting world championship and other international events; and

o) take any and all other steps necessary or desirable to achieve the objects and purposes of USA Triathlon.

ARTICLE VI - MEMBERSHIP
Section 1.

Membership shall be open to any individual who is an athlete, coach, trainer, manager, 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. The Board of Directors may create such other classes of members as it deems necessary or desirable, and such classes of membership shall have only those voting rights as specifically designated by the Board of Directors. Membership shall be granted without discrimination on the basis of race, color, religion, age, sex, sexual orientation, national origin or physical handicap. 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:

a) Elite Athlete Membership. Any individual who qualifies for membership and satisfies the following criteria will be an Elite Athlete member:

   (1) within the preceding ten (10) years, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the ITU for which a competitive selection process was administered by USA Triathlon; or

   (2) within the preceding twenty-four (24) months, demonstrated that he/she is actively engaged in amateur (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 (1); or

   (3) for the purposes of the standards outlined in Section 1(a)(1) only, within the preceding ten (10) years, represented the United States in the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

b) Other Athlete Membership. Any individual who qualifies for and receives an “elite athlete license” in USA Triathlon but who does not satisfy the criteria for Elite Athlete membership will be an Other Athlete member.

c) Youth Membership. Any individual who qualifies for membership and who will be under the age of 18 for the entire membership year will be a Youth Member.

d) General Membership. Any individual who qualifies for membership in USA Triathlon and who does not meet the criteria set forth in subsections (a), (b) or (c) above will be a General Member.

Section 2.

Membership dues and all other fees shall be established from time to time by the Board of Directors.
Section 3.
Membership in USA Triathlon is a privilege and not a right. USA Triathlon shall have the right to review the conduct of its members and if appropriate, to suspend, expel or otherwise sanction said member, or terminate or suspend a member’s USA Triathlon membership pursuant to the provisions set forth in Article XIV of these Bylaws, provided that no member may be expelled or suspended, and no membership or rights may be terminated or suspended, unless the expulsion, suspension or termination is done with fair notice and an opportunity for a hearing as provided in Article XIV.

Section 4. Membership anti-doping obligations.

It is the duty of members of USA Triathlon to comply with all anti-doping rules of the International Triathlon Union (ITU), the U.S. Anti-Doping Agency (USADA), and the USOC including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the International Triathlon Union (ITU), USADA, and the USOC National Anti-Doping Policy. Members agree to submit to drug testing by the International Triathlon Union (ITU) 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. If it is determined that a member may have committed a doping violation, the member 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 the International Triathlon Union (ITU) and/or USA Triathlon, if applicable or referred by USADA.

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 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. 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.

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.

b) 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.

c) 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 United States Olympic Committee (USOC), The American Triathlon Confederation (CAMTRI) or the International Triathlon Union (ITU). 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.

d) 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.

e) USA Triathlon Member elected to the International Triathlon Union (ITU) Board of Directors. Any USA Triathlon member who has been elected to the Board of Directors of the International Triathlon Union (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 International Triathlon Union (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.

f) 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).

g) 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 may 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 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 at the next regular meeting of the Board. A vacancy in a seat of an Independent Director may 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 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.

ARTICLE VIII - OFFICERS

Section 1. Officer Roles. The officers of USA Triathlon shall be a President, a Vice President, a Secretary and a Treasurer, and shall be vetted and nominated by the Nominating and Governance Committee and elected by a vote of the Board of Directors. No person may hold more than one office. Such other officers and assistant officers and agents as are deemed necessary may be elected or appointed by the Board of Directors to perform such duties as are designated by the Board of Directors.

Section 2. Officer Duties.

a) The President shall preside at all meetings of the Board of Directors.

b) The Vice President shall perform the duties of the President if absent or unable to act and shall discharge such other duties as may be assigned by the President or by vote of the Board of Directors.

c) 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 President or by vote of the Board of Directors.

d) The Treasurer shall monitor the care and custody of USAT’s funds and financial records, and monitor and facilitate the preparation of the financial records, statements, tax filings, and annual budget as required by regulation or the Board. The Treasurer will also report to the Board on financial matters of the organization from time to time and serve as chair of the Finance and Audit committee.

Section 3. No compensation

All officers shall serve without compensation. They shall discharge their duties with due care. No person may serve simultaneously as an officer of USA Triathlon and as an officer of an organization which (a) is the national governing body of an amateur sport in the United States under the Amateur Sports Act of 1978, or (b) conducts a national program or national...
amateur (elite) athletic competition on a level of proficiency appropriate for the selection of amateur (elite) athletes to represent the United States in international amateur (elite) athletic competition.

Section 4. Resignation, Removal and Vacancies

An Officer’s position with USAT shall be declared vacant upon the member’s resignation, removal, incapacity, or death. Any Officer 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. Any Officer of USAT 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). Any vacancy in an Officer position shall be filled by the Board by majority vote. A board member selected to fill a vacancy shall serve for the unexpired term of their predecessor.

ARTICLE IX – CHIEF EXECUTIVE OFFICER

Section 1. Designation.
USA Triathlon shall have a Chief Executive Officer (CEO). The Chief Executive Officer of USA Triathlon shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a member of the Board of Directors. The Board shall hire and oversee the Chief Executive Officer who shall be responsible for all staff functions. The Chief Executive Officer shall oversee the hiring and firing of all staff and the staff’s ethical and competent implementation of the Board’s policies, guidance and strategic direction of USA Triathlon.

Section 2. Tenure.
The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the majority vote of the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer.

Section 3. Responsibilities. The Chief Executive Officer shall:
   a) Perform all functions as usually pertain to the office of a Chief Executive Officer and as may be assigned from time-to-time by the Board of Directors;
   b) Set measurable goals and develop a strategy for achieving USA Triathlon’s mission, goals and objectives and present the strategy to the Board of Directors for approval;
   c) Prepare and submit annual budgets to the Board for approval;
   d) Determine the staff needed to effectively carry out USA Triathlon’s mission, goals and objectives, within USA Triathlon’s budget;
e) Oversee the hiring and termination of all staff and either directly or by delegation manage all staff functions;

f) Be responsible for resource generation and accountable for allocation of resources;

g) Coordinate USA Triathlon’s international activities;

h) Act as USA Triathlon’s primary spokesperson; and

i) Perform such other duties as assigned by the Board of Directors.

ARTICLE X - COMMITTEES

Section 1. Standing Committees. USAT shall have four standing committees: Finance and Audit Committee, the Compensation Committee, Nominating and Governance Committee, and the Athletes’ Advisory Council (ACC). There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” (commonly called a governing council or general assembly). At least 20 percent of the members of all Standing Committees shall be Elite Athletes as defined in Article VI, Section 1(a). Members of the Standing Committee shall be appointed by the Board of Directors, except for the Elite Athlete members, who will be appointed by the AAC.

Section 2. Other Committees. The Board shall appoint such advisory task forces or committees as the Board believes appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively at the Board’s discretion. At least 20 percent of the members of all Other Committees must be Athletes as defined in Article VI; provided, however, that the Elite Athlete representatives on the Other Committees may meet the following definition of Athlete, as provided by the USOC:

a) within the preceding ten (10) years, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the ITU for which a competitive selection process was administered by the NGB; or

b) within the preceding twenty-four (24) months, demonstrated that they are actively engaged in amateur (elite) athletic competition by finishing in the top half of USAT’s national championships or team selection competition for the events outlined in subparagraphs (a) or (b); or
c) for the purposes of the standards outlined in subsection (a) above only, within the preceding ten (10) years, represented the United States in the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

Section 3. Duties

The duties of the Nominating and Governance Committee shall include:

a) Identifying priorities for board composition
b) Vetting prospective board members and recommending candidates for board positions
c) Recommending potential nominees for officer board positions
d) Assisting in the design of orientation sessions for new board members and organizing training (board development) sessions for the entire board
e) Suggesting new, non-board individuals for committee membership
f) Coordinating the annual board self-assessment and reporting back to the board on the results of the self-assessment
g) Providing oversight of USAT’s conflict of interest policy and keeping the board apprised of any changes required in the policy or its implementation

The duties of the Finance and Audit Committee shall include:

a) Confirm the integrity of all the financial statements of the corporation
b) Confirm sufficient oversight and controls for all financial transactions
c) Confirm the corporation’s compliance with legal and regulatory requirements relating to corporation finances and reporting thereof
d) Facilitate the selection and communications with independent audit firm for annual audits of USAT’s financial statements
e) Review and confirm the accuracy of the audit report
f) Provide management and oversight of the investment account and financial assets in accordance with investment policy

The duties and responsibilities of the Athletes’ Advisory Council shall be to broaden communication between USA Triathlon and currently active elite athletes, and serve as a source of opinion and advice to USA Triathlon’s Board of Directors with regard to both current and contemplated policies of USA Triathlon. The Athletes' Advisory Council shall make recommendations to the Board of Directors on issues related to the needs and concerns of the elite athlete members of USA Triathlon including but not limited to:

(1) the selection of elite athlete races;
(2) the determination of qualification procedures for the selection of members to USA Triathlon’s Elite National Team;
(3) the adoption, amendment and enforcement of rules relating to competitions in which elite athletes compete; and
(4) the procedure for the appointment or election of elite athletes to the United States Olympic Committee’s Athlete Advisory Council.

The duties and responsibilities of the Compensation Committee shall include:

a) Conducting a periodic review of USAT’s personnel policies and recommending changes as necessary to ensure legal compliance and adherence to the values and mission of USAT.

b) Coordinating the annual evaluation of the CEO and presenting the findings of the evaluation to the full board.

c) Recommending changes in compensation and benefits for the CEO.

ARTICLE XI – EVENT SANCTIONING

Section 1. USA Triathlon will promptly review a request submitted by a sports organization or person for a sanction to hold an event within the sports of triathlon in the United States.

Section 2. If USA Triathlon fails to determine by clear and convincing evidence that holding or sponsoring an event within the sports of triathlon would be detrimental to the best interest of the sport, then it shall promptly grant a sanction requested by an amateur sports organization or person:

a) to hold the competition, if such amateur sports organization, or person –
   (1) pays the required sanctioning fee;
   (2) demonstrates that –
      i. appropriate measures have been taken to protect the amateur (elite) status of athletes who will take part in the competition and to protect their eligibility to compete in amateur (elite) competition,
      ii. appropriate provision has been made for validation of records which may be established during the competition,
      iii. due regard has been given to any amateur (elite) athletic
requirements specifically applicable to the competition,
iv. proper medical supervision will be provided for athletes who will participate in the competition, and
v. proper safety precautions have been taken to protect the personal welfare of the athlete and spectators at the competition.

ARTICLE XII - ARBITRATION

USA Triathlon agrees to submit, upon demand of the United States Olympic Committee, to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a national governing body, or involving the opportunity of any amateur (elite) athlete, coach, trainer, manager, administrator or official to participate in amateur (elite) athletic competition.

ARTICLE XIII – ELIGIBILITY

Amateur (elite) eligibility criteria relating to amateur (elite) status of any member shall be no more restrictive than those of the international sports federation for triathlon.

ARTICLE XIV - HEARINGS AND APPEALS

Section 1. Hearings and Appeals Committee. The Board of Directors of USA Triathlon may establish a Hearings and Appeals Committee and appoint members to serve on a Hearings and Appeals Committee on as-needed basis. The Hearings and Appeals Committee shall:

Section 1 – USAT Members Subject to Grievance Process.

Each member of USAT is subject to, and is bound by, the grievance and disciplinary process set forth in this Article 14 of the Bylaws (sometimes referred to as the “Grievance Policy” or the “Policy”). Each member of USAT shall be bound by any decision or adjudication rendered pursuant to this Grievance Policy. In addition, the policy on Disciplinary Matters shall apply to non-members who participate in one or more activities or competitions sanctioned by USAT.

Section 2 - General. This Policy is available for the adjudication of grievances and
disciplinary matters. Pursuant to this policy, grievances and disciplinary matters have been divided into two (2) different areas:

i. Disciplinary Matters. Disciplinary Matters involve one (1) or more alleged violations of USAT’s rules, policies, procedures, and/or these Bylaws, or other violations described in below, where USAT may impose penalties for such violations. The specific procedures governing Disciplinary Matters are set forth in Sections 4 through 7 of this Policy.

ii. Grievances against USAT. Grievances against USAT involve a complaint by a member of USAT against USAT alleging that USAT has violated one (1) or more of USAT’s rules, policies, procedures, and/or these Bylaws (this includes allegations that USAT has violated in individual’s opportunity to participate in a protected competition), the USOC bylaws, and/or the Sports Act. The specific procedures governing Grievances against USAT are set forth in Sections 8 through 9 of these Bylaws.

Section 3 - Items Not Subject to this Policy. The following matters shall not be subject to adjudication under this Policy, and no claims or actions may be brought involving the following:

i. The final decision of an official during a USAT-sanctioned event, or any rulings involving a field of play decision shall not be reviewable through the procedures for, or the subject of, this Grievance Policy unless the decision is: (i) outside the authority of the official to make, or (ii) the product of fraud, corruption, partiality, misapplication of a racing rule, or other serious misconduct of the official.

ii. Claims involving specific action(s) or inaction(s) by the Board of Directors or the CEO involving corporate actions, or the direction and/or management of USAT.

iii. Claims involving employment matters and/or contractual relationships with USAT.

iv. Claims of misconduct or error on the part of USADA and/or WADA personnel, or laboratories utilized by either USADA or WADA; or otherwise arising from or related to the imposition of discipline (or failure to impose discipline) for any actual or alleged doping offense(s).

v. Claims against USAT or a member of USAT that do not involve violations of one (1) or more of USAT’s rules, policies, procedures, and/or these Bylaws.

DISCIPLINARY MATTERS

Section 4. Initial Review of Possible Violation(s).

If the CEO is alerted or determines on his/her own initiative that one or more members, or other individual participating in one or more activities or competitions sanctioned by USAT, may have either (i) violated one or more of USAT’s rules, policies, procedures, and/or these
Bylaws, or (ii) committed any acts or omissions involving malfeasance and/or conduct detrimental to the best interests of USAT or the sport of triathlon, then the CEO (or his or her designee) shall gather such information as may be relevant. Such information gathering may include, without limitation, interviews with those individuals involved in the matter.

Section 5. Initial Determination.

After conducting the initial review, the CEO (or his or her designee, or in the event that the CEO has a conflict of interest, then the President) shall make an initial determination of whether a violation has occurred (the “Initial Determination”), and shall communicate the decision to the member(s) and/or individuals involved. The communication shall describe the allegations, the decision of the CEO (or his or her designee), and the proposed penalty to be imposed; provided, however, if the penalty to be imposed by the CEO (or his or her designee) involves suspension from USAT, termination of membership in USAT, or any period of ineligibility, then the matter shall be referred to a Hearing before the Hearings and Appeals Committee as provided in Sections 10 through 23 of this Policy, unless the member or individual chooses to accept the proposed suspension, ineligibility or termination of membership, or the member/individual and USAT otherwise agree on a penalty to be imposed.

Section 6. Dispute of Initial Determination.

A member or individual who has been found to have committed a violation described in Section 5 shall have thirty (30) days from the date of the notice of the Initial Determination in which to dispute the Initial Determination. Information regarding submission can be found on www.usatriathlon.org. A dispute must be received by USAT by the applicable deadline. A properly filed dispute shall be referred to the Chair of the Board of the Hearings and Appeals Committee for a Hearing as provided in Sections 10 through 23 of this Policy. If the member or individual fails to file a dispute by the deadline, then the Initial Determination, including any penalties imposed, shall be final and binding.

Section 7. Penalties Imposed by Other Entities.

USAT shall honor the suspension(s) or other disciplinary action(s) imposed upon one (1) or more USAT members or other individuals by the ISU, the USOC, USADA and/or WADA. USAT may, where appropriate, hold in abeyance a Disciplinary Matter proceeding pending a proceeding before the ITU, the USOC, USADA and/or WADA. Nothing in this Section 7 shall prohibit or impede USAT from holding a hearing on a matter that has been acted upon by another organization and imposing a penalty that is different than that imposed by the other organization.
GRIEVANCES AGAINST USAT

Section 8. Requirements for a Grievance against USAT.

A Grievance against USAT must be filed by a member, and must: (i) allege with particularity that USAT has violated one (1) or more of USAT’s, rules, policies, procedures and/or these Bylaws (this includes allegations that USAT has violated the member’s opportunity to participate in a protected competition), the USOC Bylaws, or the Sports Act, including the specific rules, etc. allegedly violated by USAT; (ii) be submitted in writing to the CEO of USAT; (iii) be accompanied by a non-refundable filing fee of $250 made payable to USAT; and (iv) be submitted within one-hundred twenty (120) days of the date that the Complainant knows, or reasonably should have known, of the facts giving rise to the Grievance against USAT, except in the case of allegations of a denial of an opportunity to participate, in which case the Complainant must file a Grievance against USAT within one hundred eighty (180) days of the date of the alleged denial. If the Grievance against USAT does not satisfy the requirements of this Section 8, the CEO (or his or her designee) may return the Complaint to the Complainant with a notice of the defective or missing items.

i. Affected Parties. Where a complaint is filed involving selection of an individual to participate in a competition, the Complainant shall include with the Complaint a list of all other individuals that the Complainant believes could be directly affected by a decision rendered on the Complaint. USAT shall likewise submit a list of individuals, together with their contact information, that could be directly affected by a decision rendered on the Complaint.

ii. Special Rights of Those Alleging a Denial of The Opportunity to Participate. Any member alleging the denial or threatened denial of the right of an opportunity to participate in the Olympic Games, a World Championship competition or such other “protected competition” as defined by the USOC in its Bylaws has the right either to file a Grievance against USAT in accordance with the procedures set forth in Sections 8 through 9 of this Policy, or avail himself or herself of the rights and remedies available pursuant to Section 9 of the USOC Bylaws. In this regard, the aggrieved athlete may wish to consult with the USOC Athlete Ombudsman, whose contact information is readily available on the USOC website, USAT’s athlete representatives to the USOC AAC, and/or another representative of his/her choice. If a member opts to pursue arbitration in accordance with Section 9 of the USOC Bylaws, then the decision of the arbitration shall apply, and this Grievance Procedure shall no longer be available.

iii. Referral to Hearings and Appeals Committee. The CEO (or his or her designee) shall promptly forward to the Chair of the Hearings and Appeals Committee any Grievance against USAT that is filed on the proper form and includes the proper filing fee. If a
Grievance against USAT is not accompanied by the proper filing fee, the CEO shall return the complaint to the Complainant with notice of the deficiencies. Within ten (10) days of receipt of a Grievance against USAT forwarded by the CEO, the Chair of the Hearings and Appeals Committee shall review the Complaint and shall notify the Complainant of any deficiencies. In the case of a properly filed Grievance against USAT, the Chair of the Hearings and Appeals Committee shall commence the process for a Hearing in accordance with Sections 10 through 23 of this Policy.

Section 9. Mediation of Grievance against USAT.

Where appropriate, the CEO of USAT, or if the CEO is directly implicated in the Grievance Against USAT, then the President of USAT (or his designee), may seek to mediate the dispute with the Complainant.

HEARINGS AND APPEALS COMMITTEE PROCESS AND HEARING

Section 10. Administration of Matter Referred to Hearings and Appeals Committee.

The Hearings and Appeals Committee shall administer and oversee matters referred to it under this Policy (a “Referral”) according to the procedures set forth below.

Section 11. Appointment of Hearing Panel.

Within fifteen (15) days after receipt of a Referral, the Chair of the Hearings and Appeals Committee shall (i) appoint a Hearing Panel consisting of three (3) or five (5) disinterested and impartial individuals, at least one of whom must be an athlete meeting the definition for “Elite Athlete” as set forth in Article VI, Section 1(a) of these Bylaws (the “Hearing Panel”) to hear the matter, and (ii) name one (1) of the individuals of the Hearing Panel as Chair of the Hearing Panel (the “Chair”). If any party with a direct interest in the outcome believes that a Hearing Panel member is neither disinterested nor impartial, that party may challenge the participation of that Hearing Panel member to the Chair of the Hearings and Appeals Committee. The Hearing Panel member in question shall thereafter be presented with the challenge and may, upon review, recuse himself or herself. If the Hearing Panel member in question does not recuse himself or herself, then the Chair of the Hearings and Appeals Committee shall review the objection and comments, if any, of the Hearing Panel member in question. If the Chair of the Hearings and Appeals Committee determines in his or her sole discretion that the Hearing Panel member’s service on the Hearing Panel may pose an appearance of impropriety, he or she may replace that member.

Section 12. Documents Provided to Panel.

Within ten (10) days of the appointment of the Hearing Panel, the CEO (or his or her
designee) will provide to the Chair of the Hearing Panel a copy of each of the following documents: (i) the Complaint; (ii) all materials filed with the Complaint, if any; and (iii) any relevant documents in the possession of USAT. The Hearing Panel shall ensure that all relevant parties have been provided with the relevant materials described in Section 12 of this Policy.

Section 13. Affected Parties.

The Hearing Panel shall ensure that any affected parties are provided with the relevant materials described in Section 13. The Hearing Panel may also determine that individuals not listed by either the Complainant or USAT as an affected party shall be given notice. Any party named as an affected party shall be eligible to participate fully in the Grievance, including the Hearing. Any party notified of the Complaint as a potentially affected party shall be bound by the decision of the Hearing Panel, even if he or she chooses not to participate.

Section 14. Possible Dismissal of Complaint.

The Hearing Panel shall have the authority to dismiss a Complaint if it determines that the Complaint is not appropriate for the Hearing process, including without limitation a lack of jurisdiction or inappropriate subject matter for the Grievance.

Section 15. Discovery; Exchange of Documents, Witness Lists and Evidence.

The Hearing Panel shall determine whether, and to what extent, discovery and exchange of documents will be allowed or required, subject to the understanding that the Hearing process is meant to be efficient and streamlined. The Hearing Panel shall also set the deadline for the exchange of witness lists and evidence to be presented at the Hearing.

Section 16. Time and Place of Hearing.

The Chair of the Hearing Panel will select the time and place for the Grievance Hearing so as to have the Hearing occur at the earliest convenient date consistent with the need to provide the parties with adequate time to prepare. In any event, the Hearing shall be scheduled not fewer than fifteen (15) days, nor more than one hundred twenty (120) days, after appointment of the Hearing Panel, unless the Hearing is to be expedited or the Hearing Panel specifically determines that a longer period is necessary in the interests of justice. The Hearing Panel shall also shorten all time periods as it deems necessary and appropriate in order to render a decision in a timely manner under the circumstance of the Grievance and taking into consideration any related deadline(s), forthcoming competition(s) or event(s).

Section 17. Manner of Hearing.
The Chair will conduct the Hearing in person, by telephonic conference call, video conference or other similar electronic means whereby all parties participating may hear each other during the Hearing. The Chair will communicate information about the Hearing schedule to all interested parties. An in-person Hearing shall not be mandatory, unless the Hearing Panel, in its sole discretion, determines an in-person Hearing is required.

Section 18. Minimum Standards for Hearing.

The procedures to be followed at the Hearing shall, at a minimum, include the opportunity for each party to (i) be represented by counsel (at that party’s expense), (ii) present oral or written evidence, (iii) cross-examine witnesses, and (iv) present such factual or legal claims as may be relevant to their respective claim(s) or defense(s).

Section 19. Conduct of the Hearing.

The Chair of the Hearing Panel shall preside over the Hearing, and shall make evidentiary rulings and otherwise control the conduct of the Hearing. The testimony of witnesses shall be taken under oath administered by the Chair of the Hearing Panel. The rules of evidence applicable to court proceedings shall not be strictly enforced, but the Panel shall give lesser weight to hearsay testimony, if admitted into evidence. The Chair of the Hearing Panel, in consultation with the other members of the Hearing Panel, shall set such time-lines and such other rules regarding the conduct of the Hearing as he or she deems appropriate and/or necessary. Testimony at a Hearing shall be taken under oath.

Section 20. Recording the Hearing.

Any party to a Hearing may cause the Hearing to be stenographically or electronically recorded. The cost thereof shall be borne by the party or parties requesting the recordation and the nature of the recording process shall be announced on the record at the beginning of the Hearing. The recording or transcript shall be made available to every other party upon reimbursement of a pro rata share of the recording and transcription expense, and to the Hearing Panel at no cost. No person may secretly record a Hearing, or cause a Hearing to be secretly recorded, in any form.


In the conduct of a Hearing, the burden of proof shall be upon the Complainant to prove his or her allegations by a preponderance of the evidence, except in the case of a Disciplinary Matter that is being disputed by a member, in which case the burden of proof shall be on USAT to prove the allegations by a preponderance of the evidence. For purposes of these Bylaws, “preponderance of the evidence” means superiority in weight of evidence that is more convincing (even if minimally) than the evidence presented by the other party.
Section 22. Decision of the Panel.

Decisions on the merits of the Grievance and the form of remedies, including the nature and extent of discipline, shall be determined by a majority vote of the Hearing Panel. The Hearing Panel shall report its decision on the merits in writing within twenty (20) business days of the conclusion of the Hearing; provided, however, that if necessary due to time constraints, the Hearing Panel may render its decision orally, or in writing without reasoning, to be followed by a written decision as soon as practicable. The decision shall be sent to the parties.

Section 23. Legal Fees.

Every party has the right to be represented by an attorney or other representative of his or her own selection in any proceeding under this Policy. However, each party shall pay his/her/its own legal and/or representation fees in all proceedings under this Policy, unless such fees are awarded by the Hearing Panel. Without limiting the ability of a member who is claiming that his or her opportunity to participate has been denied to avail himself/herself of the process set forth in Section 9 of the USOC Bylaws, a decision made by the Hearing Panel shall be final and binding and may not be appealed within USAT.

ARTICLE XV- ATHLETE REPRESENTATIVE TO

UNITED STATES OLYMPIC COMMITTEE (USOC) ATHLETES’ ADVISORY COUNCIL

Section 1. Number of Representatives. One (1) Athlete Representative and one (1) alternate shall be elected to represent USA Triathlon on the United States Olympic Committee (USOC) Athletes’ Advisory Council. The Athlete Representative and the alternate shall be elected at least sixty (60) days prior to each Quadrennial Meeting of the USOC Board of Directors.

Section 2. Eligibility. The Athlete Representative and the alternate to the USOC Athletes’ Advisory Council shall have represented the United States in the Olympic, Paralympic, Pan American, Parapan American, or World Championships, or an event designated as an Operation Gold event within the ten (10) years preceding election.

Section 3. Direct Election. The Athlete Representative and the alternate to the USOC
Athlete Advisory Council shall be directly elected by athletes as defined by the USOC. The ballot containing the names of at least one (1) male and one (1) female candidate shall be made available to all athletes as defined by the USOC at least one (1) month prior to the start of the summer Olympic and Paralympic Games to ensure that the Athlete Representative and the alternate are elected prior to the USOC Quadrennial Meeting. The ballot shall set forth the proposed action and provide a reasonable time within which to return the ballot in order to be counted. The person receiving the most votes shall be the Athlete Representative and the alternate shall be the person of the opposite gender of the elected Athlete Representative receiving the most votes. The Athlete Representative and the alternate shall be elected for a four (4) year term and until their successor is duly elected and qualified, and shall be eligible for election to one (1) additional consecutive four (4) year term, but in no event shall any Athlete Representative or alternate to the USOC Athlete Advisory Council be elected for more than two (2) consecutive full terms as the Athlete Representative and/or the alternate.

Section 4. Replacement. Where the Athlete Representative is unable to perform the duties of the position the alternate will assume the duties. Where the alternate is unable or unwilling to fill a vacant Athlete Representative seat a new election will be held to fill the seat.

ARTICLE XVI - CONFLICT OF INTEREST

It is in the best interests of USA Triathlon to be aware of and properly manage all conflicts of interest or the appearance of a conflict of interest. The Board of Directors shall maintain a Conflict of Interest Policy that defines what the term means, to whom the policy applies, and the specific process that will be involved to surface, acknowledge and manage conflicts of interest. This policy will be subject to periodic review by the Nominating and Governance Committee.

ARTICLE XVII - INDEMNIFICATION

Section 1. Definitions. For the purpose of this Article,

a) "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer,
employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

c) "expenses" includes, without limitation, all attorneys' fees, costs, and other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense By Agent. To the extent that an agent of this corporation has been successful on the merits in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other Than the Corporation. Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Colorado Revised Statutes Section 7-128-501, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought by or on Behalf of the Corporation.

a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any
threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

i. The determination of good faith conduct required by Section 5 below, must be made in the manner provided for in that section; and

ii. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent’s Good Faith Conduct. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

b) Manner of determination of good faith conduct. The determination that the agent did act in the manner complying with Paragraph (a) above shall be made by:

i. the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;

ii. the affirmative vote (or written ballot in accord with Article VI, Section 6) of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

iii. the court in which the proceeding is or was pending.

Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.
Section 6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b) (iii), in any circumstance when it appears:

   a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement that prohibits or limits indemnifications that was in effect when the cause of action accrued; or

   b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expense. Expenses incurred in defending any proceeding may be advanced by USA Triathlon before the final disposition of the proceeding as authorized by the Board.

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 XVIII - AMENDMENTS TO THE BYLAWS

Amendments to or Repeal of the Bylaws. The Bylaws of USA Triathlon may be amended or repealed only by vote of the membership or vote of a supermajority of the Board of Directors as specified in Article XIX, Section 4 below.

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 ½% 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 annual membership number of the nominee.
ii. A written platform; the platform shall not exceed 500 words.
iii. A passport-type photo of the nominee.
iv. A brief resume.

ARTICLE XX - MISCELLANEOUS

Section 1. Compliance with Applicable Law. All provisions of these Bylaws shall be construed to conform and comply with all applicable state and federal laws and regulations.

Section 2. Severability. If any of the provisions of these Bylaws are held to be partially or wholly invalid or unenforceable, that holding shall not affect, alter, or impair any of the other provisions of this document. In such event, the Bylaws shall be construed as if the invalid or unenforceable provisions were omitted.

ARTICLE XXI – SUNSHINE POLICY

USA Triathlon believes that prompt and complete disclosure to the membership and the public at large of a wide variety of information on USA Triathlon decisions and activities is a critical feature of good governance.