

USAT Bylaw Amendment
Proposal
Membership
Vote 2016

In its role as steward of USA Triathlon, the Board of Directors regularly reviews our Bylaws to ensure they are not only consistent with best practices, but also are structured to enable us to fully inspire, support, and represent the entire triathlon community. After review and discussion, the Board is proposing a number of changes to the Bylaws.

In particular, the Board is proposing to restructure the voting Regions from eight to six to achieve a more even number of members per Region, and to ensure more balanced representation of membership on the Board. This change allows for the addition of two more Independent Directors. The increase in Independent Directors brings the Board more in line with best practices, and will allow USA Triathlon to benefit from the selection of additional Independent Directors whose skill sets will add balance, capability, and diverse experience to the board.

Other changes are designed to modernize, update, and clarify the Bylaws. Of note is the addition of a minimum age requirement for members to vote.

Under Article XXI, Section 4(c) of the USA Triathlon Bylaws, the Board voted to submit the attached Revised and Restated Bylaws (Exhibit A) to a vote of the membership. The Board hereby presents for membership vote the amendments to the Bylaws contained in Exhibits A and B. Exhibit A presents the Revised and Restated Bylaws as they will read if the proposed amendments are approved by the membership. Exhibit B shows the proposed amendments as compared to the current Bylaws.

Below is a brief itemization and explanation of the proposed amendments.

Article VII, Board of Directors – Section 1

- *The language in the bylaws regarding the CEO of a nonprofit is important, as it describes the nature of the relationship between the chief staff member and the Board and may be a helpful reference point should conflict arise*
- *Add “Colorado to the nonprofit corporation act”*
 - *Since we are incorporated in the state of Colorado*

Article VII, Board of Directors – Section 2

- *Modify language to more accurately reflect Board’s authority, including correcting grammatical errors*

Article VII, Board of Directors – Section 3

- *Delete this Section 3 in current Bylaws because it is vague and unnecessary*

Article VII, Board of Directors – Section 4(c), which will become Section 3(c) in the proposed Bylaws

- *Language simplified to crystallize the essence of Independence*

Article VII, Board of Directors – Section 4, which will become Section 3 in the proposed Bylaws

- *Revised for more concise language pertaining composition and qualification for Board members with the goal to enhance Board competency. In addition, the regions were restructured with the dual objectives of geographical integrity and membership number parity. Additionally, this enables the Board to increase the number of Independent Directors from 1 to 3 in order to enable the Board to provide more balanced diversity of skills and backgrounds.*
- *The new language changes the eligibility of members so that Elite members who qualify to run for Athlete Director can run for Athlete Director and not General Director.*

Article VII, Board of Directors – Section 5, which will become Section 4 in the proposed Bylaws

- *Revised language on vacancy in a General Director seat*

Article VII, Board of Directors – Section 5(a)

- *Replaced “in person” meetings with “regular” meetings*
 - *When a Board is required to conduct in person meetings, it has the potential to impose an undue burden on staff and Board*

Article VII, Board of Directors – Section 5(b)

- *Revised section in regards to “special meetings”*
 - *This will add more concise language to this section, as well as more specific language to clarify special meeting process*

Article VII, Board of Directors – Sections 5(c) and (d)

- *Revision was made to ensure compliance with legal standards*

Article VII, Board of Directors – Section 7

- *Revised language on removal of a Board member*

Article XX, Elections – Section 6(a)

- *Addition of age requirement to conform to general voting requirements*

Article XX, Elections – Section 7

- *Because the candidates are now being vetted by the Nominating and Governance Committee, the process was modified to reflect the additional nomination process*

Article XXII, Sunshine Policy

- *Delete unnecessary portions of the policy to be more concise, without compromising transparency to our membership*

Transition Plan – Article VII, revised Section 3 of the proposed Bylaws

The Board has resolved to put forth a transition plan, which is also attached in Exhibit C.

- *Transitions the Board to the new Region structure in 2019*
- *Complies with Colorado law by allowing current Board members to serve out their term limits*
- *Maintains staggering of the Board*
- *Clarifies the term limits for General Directors during the transition period from eight (8) Regions to six (6) Regions*

All of the proposed amendments have been approved by the Board for membership vote.