

**EXHIBIT A**  
**USA TRIATHLON BYLAW CHANGES**  
**Membership Vote**  
**2016**

**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 CEO (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.

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.

a) 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.

b) 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 2-3 candidates for each General Director seat to be on the ballot for a membership vote.

c) Independent Directors: The Nominating and Governance Committee shall nominate 2-3 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 was employed by or held any paid position, any volunteer governance position, or any independent contractor position at USAT, the United States Olympic Committee (USOC), 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 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 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).

#### 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 1<sup>st</sup> 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 XX Elections**

### 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) Non-incumbents. 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 XXII 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.