

EXHIBIT B
Comparison of Current Bylaws to Proposed Bylaws

Article VII Board of Directors

~~Section 1. USA Triathlon shall be governed by a Board of Directors which shall have general charge of the business affairs and activities of USA Triathlon and shall define the policies to be followed in carrying out the purposes of USA Triathlon as set forth in these Bylaws.~~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 over policy and specific decisions concerning, but not limited to:~~

- ~~(a) Hire, supervise and if necessary, dismiss the CEO of USAT.~~
- ~~(b) (a) establishing~~Establish membership dues and charges;
- ~~(c) (b) establishing both the~~Establish criteria and fees for sanctioning national ~~and international~~ competitions within the sports of triathlon, and the procedures applicable to dispute settlements and drug testing at such sanctioned events;
- ~~(d) (c) selecting or establishing~~Establish a selection ~~processes~~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) (d) establishing~~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) (e) directing the preparation and approving~~Approve an annual budget for USA Triathlon; and
- ~~(g) (f) taking~~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.** The Board of Directors shall insure that USA Triathlon is autonomous in the governance of the sports of triathlon and the Board of Directors shall independently determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint.~~Section 3. Composition and Qualification.

~~**Section 4.** 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 (see Article VII, Section 4(b) below), one shall be an Independent Director (see Article VII, Section 4(c) below, and eight (8) shall be General Directors selected as follows:~~(a)

~~General Directors: One General Director shall be selected from each of, six directors shall be General Directors, and three directors shall be Independent Directors.~~

~~The six seats for General Directors shall correspond to the following ~~eight~~six Regions:~~

~~(1) Florida West Region, which shall include the State of Florida, States of Hawaii, Alaska, Washington, Oregon, California, Nevada, Arizona, and Idaho;~~

~~(2) Mid-Atlantic Region, which shall include the States of Delaware, Maryland, New Jersey, Pennsylvania, Virginia, West Virginia, and the District of Columbia (Washington, D.C.);~~

~~(3) ~~Mid~~east~~2~~ NorthCentral Region, which shall include the States of Illinois, Indiana, Kentucky, Michigan, Ohio, and Wisconsin, 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) NortheastSouthEast Region, which shall include the States of Connecticut, Maine, Massachusetts, Mississippi, Alabama, Georgia, South Carolina, and Florida;~~

~~(5) NorthEast Region, which shall include the States of Maine, Vermont, New Hampshire, New York, Massachusetts, Rhode Island, and Vermont, Connecticut, New York, Pennsylvania, and New Jersey;~~

~~(5) SoutheastMidEast Region, which shall include the States of Alabama, Georgia, Louisiana, Mississippi, Ohio, West Virginia, Virginia, Maryland, Delaware, North Carolina, South Carolina, and Tennessee, Kentucky, and the District of Columbia.~~

~~(6) South-Midwest Region, which shall include the States of Arkansas, Oklahoma, and Texas;~~

~~(7) Pacific Region, which shall include the States of Alaska, California, Hawaii, Nevada, Oregon, and Washington.~~

~~(8) Midwest Region, which shall include the States of Arizona, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, New Mexico, North Dakota, South Dakota, Utah, and Wyoming.~~

~~Each of these eight (8) General Directors shall be an annual member in good standing of USAT. At the time of nomination and election, each General Director candidate shall be a citizen of the United States of America and a resident of the Region he or she is hoping to represent.~~

~~If on December 31 of any year preceding an election, the region with the largest number of members has greater than double the number of annual members of the region with the least number of members, then at the next membership elections, the Regions shall be caused to gain or lose constituent states, while still retaining geographical integrity, to bring about greater equality of representation. In this case the Board of Directors shall fashion two plans for restructuring the eight Regions above. Neither plan shall exclude a state from a Region if that Region's Board representative resides in that state. Both prospective plans shall be presented to the general membership for vote at the next election. The restructuring plan gaining the most votes shall replace the Regional structure contained in these Bylaws.~~

~~(b) Athlete Directors: Athlete Directors shall meet the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC). Athletes eligible to run for the position are eligible to vote for the position. At the time of election, each Athlete Director shall be a member of USA Triathlon, and a citizen of the United States of America.~~

~~(1) In the event these Bylaws are subsequently amended to alter the number of members of USA Triathlon's Board of Directors, the number of Athlete Directors shall always be equal to or greater than twenty percent (20%) of the total number of members of the Board.~~

~~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.~~

~~(2) In the event of a vacancy in an Athlete Director seat, athletes meeting the qualifications to serve on governing boards as defined by the USOC shall select an eligible replacement.~~

~~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 Director. One (1) independent member ("independent director") recommended by the Directors: The Nominating and Governance Committee shall be appointed by majority vote of General and Athlete Directors 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: ~~(1) the candidate or an immediate family member of the candidate was employed by or held any paid position or~~ any volunteer governance position ~~in, or any independent contractor position at~~ USAT, the United States Olympic Committee (USOC), or the International Triathlon Union (ITU);~~

~~(2) an immediate family member of the candidate was employed by or held any paid position or any volunteer governance position in USAT, the USOC, or ITU;~~

~~(3) the candidate was affiliated with or employed by USAT's outside auditor or outside counsel; (4) an immediate family member of the candidate was affiliated with or employed by USAT's outside auditor or outside counsel.~~

~~(5) A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director receives any compensation from USAT, directly or indirectly. For purposes of this rule, compensation does not include reimbursement of out of pocket expenses incurred for the benefit of the corporation or receipt of any benefits, subsidies or payments generally available to athletes or elite athletes to support their training. 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.~~

~~The Nominating and Governance Committee may determine that, in its judgment, a director who does not meet these guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the corporation or any organization, entity, or individual associated with the corporation that would interfere with the perception or reality of the director's independent judgment, and that such a person may nevertheless be independent or an independent director under these Bylaws.~~

~~The Nominating and Governance Committee shall review at least annually the independence of the Independent Director. (d)~~

~~d) Ex-Officio Members of the Board of Directors: (1) 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. ~~The immediate past President 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 VII Section 4 (b) (1).~~

~~(2e)~~ 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. ~~He or she shall not have a vote on any matter. The position shall not factor into quorum requirements, or into compliance with the minimum Athlete Director requirement of Article VII Section 4 (b) (1).~~

~~f) Non-Voting. The Ex-Officio Members of the Board of Directors~~ shall not ~~have a~~ vote on any matter. The position shall not factor into quorum requirements, or into compliance with the minimum Athlete Director requirement of Article ~~VIII~~IV Section ~~4 (b) (12)~~ (h).

~~g)(e)~~ Elections. Elections for General and Athlete Director seats on the Board of Directors shall be conducted according to the provisions of Article XXI of these bylaws. ~~Appointment of the Independent Director shall be accomplished by majority vote of General and Athlete Directors at the first regular meeting of the year following a membership election.~~

Section 5.4. Vacancies.

A vacancy in a seat of a General Director ~~shall~~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. ~~Quorum requirements shall not apply.~~ 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 ~~within 45 days of the vacancy or~~ at the next regular meeting of the Board, ~~whichever comes first. If the person selected is filling a vacancy for a period of less than 2 years, such person may run for two successive four year terms on the Board. If the person selected is filling a vacancy for a period of more than 2 years, such person may run for one successive four year term on the Board. A vacancy in the.~~ A vacancy in a seat of an Athlete Director shall be filled by rules established by the Elite Pool. ~~A vacancy in the Independent Director seat shall~~may be filled by an affirmative vote of a majority ~~vote~~ 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 6.5. Meetings.

(a) ~~(a) Regular Meetings.~~ There shall be at least ~~three~~two regular ~~in-person~~ meetings of the Board in each calendar year.

~~(1) The first meeting shall be scheduled in the first quarter of the calendar year and shall serve as the first meeting of each newly elected board.~~

~~(2) The second meeting shall be in either the second or the third quarter of the calendar year.~~

~~(3) The third meeting shall be scheduled in the fourth quarter of the calendar year and shall be the format for final approval of the fiscal plans for the upcoming calendar year.~~

(1) ~~(4) The time, date, and place of each regular meeting shall be set by the Board. The time, date, and place of~~ said meeting shall be provided with at least 30 days 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) ~~(5)~~-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 mayshall specifically designate and call an executive session.

~~(b) Special Meetings.(1) Special meetings of the Board may be called by the president, the Vice President, the Executive Director, or any two members of the Board.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.~~

~~(2) Special meetings may be conducted~~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.

~~(3d) Notice of special meetings shall be given by the person or persons calling the same. The notice~~ Notice of an in-person special 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.

~~(e) Method of Notice. Notice may be given by first class mail, telephone, facsimile, or e-mail.~~

~~(d) Presiding Officer. If attending, the President of the Board shall preside at all meetings thereof. If the President is not attending, the Vice President shall preside. If neither the President nor the Vice President is attending, the board member in attendance whose last name comes first in an alphabetic listing shall preside.~~

~~(e) Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the total number of directors authorized in these Bylaws. A meeting at which a quorum is initially present may transact business notwithstanding the withdrawal of one or more directors from the meeting. However, an act is not effective unless approved by at least a majority of the required quorum for such meeting.~~

~~(f) Rules of Meetings. All meetings of the Board shall be governed by the most recent version of Roberts Rules of Order. If Roberts Rules of Order shall conflict with a provision of these Bylaws, the Bylaws shall prevail.~~

~~(g) Action by the Board. Unless otherwise provided in these Bylaws, every act or decision by a majority of directors present at a meeting of the Board, which has been called in accordance with these Bylaws and at which a quorum is present, is an act of the Board.~~

Section 7.6. Removal of a Director.

~~(a) A General Director may be recalled by ballot of the membership in accord with Article XXI, Section 5. 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.~~

~~(b) A General Director may be removed by a vote of the Board if a Director has missed two regular in-person meetings of the Board in any one calendar year or three special meetings of the Board in any one calendar year.~~

~~(c) An Athlete Director may be recalled only according to rules established Elite Athlete Pool of USAT.~~

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.

~~(a) Nominations for General Directors. All persons meeting the following requirements shall be included on the ballot for the post of General Director in the district in which he or she resides. Candidates not meeting all requirements will not be placed on the ballot.~~

~~(1) Incumbents. Any incumbent who is still a member in good standing of USA Triathlon and who is not subject to term limits shall be placed upon the ballot in the Region in which he or she resides provided he/she submits the information required in paragraphs (2)(i),(ii) and (iv) below by the date nominations close.~~ (2) 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 ~~description of the nominee and his or her~~ platform; the ~~description~~ platform shall not exceed 500 words.

(iii) A passport-type photo of the nominee.

(iv) ~~One other photo of the nominee's choice.~~ A brief resume.

~~(v) The signatures of at least 50 annual members in good standing of USA Triathlon who reside in the Region to be represented by the nominee. These signatures shall be accompanied by the printed name, complete address, day and evening phone numbers, e-mail address, annual membership number, and expiration date of said membership for each person signing the petition.~~

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. ~~Accordingly, the following is provided:~~

~~Section 1. Minutes of Board Meetings.~~

~~(a) Minutes of a board meeting shall be prepared, distributed, amended, and approved within 30 calendar days from the date of the meeting.~~

~~(b) The minutes of any board meeting shall include a fair summary of all matters discussed in the meeting, the text of any resolution submitted to a vote, a fair summary of all discussion on said resolution, and a list of how each member voted on said resolution.~~

~~(c) The approved minutes of a meeting should be posted prominently and in their entirety to USA Triathlon's website within 40 days of the meeting.~~

~~Section 2. Financial Statements.~~

~~(a) Detailed and audited financial statements shall be prepared on an annual basis by qualified CPA. These statements shall be more than mere summaries in broad categories; they should include sufficient detail so as to allow USA Triathlon members and the public at large to understand the financial affairs and status of USA Triathlon. (b) The detailed and audited financial statements shall be published prominently and in their entirety on USA Triathlon's website within 10 days of their submission to USA Triathlon.~~

~~Section 3. Minutes of Committee Meetings.~~

~~(a) Minutes of a committee meeting should be prepared, distributed, amended, and approved within 30 calendar days from the date of the meeting.~~

~~(b) The minutes of any committee meeting shall include a fair summary of all matters discussed in the meeting, the text of any resolution submitted to a vote, a fair summary of all discussion on said resolution, and a list of how each member voted on said resolution.~~

~~(c) The approved minutes of a meeting should be posted prominently and in their entirety to USA Triathlon's website within 40 days of the meeting.~~

~~Section 4. USA Triathlon Website.~~

~~Since USA Triathlon's website offers a unique opportunity for timely, in-depth, and cost-effective communication with the membership and the public at large, USA Triathlon's goal shall be to use the website to its fullest potential to promote the goal of open and robust communication with all interested parties. This effort shall include, but not be limited to, the creation of a forum for submission of suggestions, inquiries, and opinions.~~

~~Section 5. Freedom of Information.~~

~~If an annual member in good standing with USA Triathlon files a written request for a corporate record that is not already available to members and the public at large, the corporate record shall be prominently posted on USA Triathlon's website within seven days of the receipt of the written request.~~

~~Additionally, the member requesting said corporate record shall be promptly notified in writing of the date and place of the posting.~~

~~Documents that are voluminous, personal communications, privileged, attorney work product, shall be exempt from the requirements of this section if and only if it contains information the release of which would violate a specific law or regulation of a controlling governmental entity.~~