

Proposal #1: Language of Proposed Amendment

The precise language of the proposed amendment is set forth below. The proposed amendment does not contain any changes to Articles I through VI of the Bylaws.

ARTICLE VII: Board of Directors.

Section 1. No change.

Section 2. No change.

Section 3. No change.

Section 4.

The Board of Directors shall have eleven (11) members who shall be selected without regard to race, color, religion, national origin, sex or physical disability. Three directors shall be Athlete Directors (see Article VII, Section 4(b) below). The remaining eight (8) General Directors shall be selected as follows:

(a) General Directors.

(1) One General Director shall be selected from each of the following eight Regions:

(i) Florida Region, which shall include the State of Florida;

(ii) Mid Atlantic Region, which shall include the State of Delaware, Maryland, New Jersey, North Carolina, Pennsylvania, Virginia, Washington D.C. and West Virginia;

(iii) Mideast Region, which shall include the State of Illinois, Indiana, Kentucky, Michigan, and Ohio;

(iv) New England Region, which shall include the State of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont;

(v) Southeast Region, which shall include the State of Alabama, Florida (panhandle), Georgia, Mississippi, South Carolina, and Tennessee;

(vi) South Midwest Region, which shall include the State of Arkansas, Louisiana, Oklahoma, and Texas (excluding El Paso County);

- (vii) Southwest Region, which shall include Arizona, California, and Nevada.
 - (viii) Midwest/ Rocky Mountain/Pacific Region, which shall include the State of Alaska, Colorado, Hawaii, Idaho, Iowa, Kansas, Minnesota Montana, Nebraska, New Mexico, North Dakota Oregon, South Dakota Texas (only El Paso County), Utah, Washington, Wisconsin and Wyoming.
- (2) 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 shall be a citizen of the United States of America and a resident of the Region he or she is hoping to represent.
 - (3) In the event the largest Region has at least double the annual members as the smallest Region, the Regions shall be caused to gain or lose constituent states to bring about equality of representation, while still retaining geographic integrity. In this case the Board of Directors shall fashion two plans for restructuring the eight Regions above while retaining the same Regional names as set forth above in Section 4(a)(1). 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 on the next annual election. The restructuring plan gaining the most votes shall replace and amend the Regional structure contained in these Bylaws.
- (b) Athlete Directors. Three (3) directors shall be Athlete Directors, who shall be members of and who shall be nominated and elected exclusively by the members of the Elite Pool (as defined by Article VI, Section 2 above).
 - (1) In the event these Bylaws are subsequently amended to alter the number of members of federation's Board of Directors, the number of Athlete Directors shall always be equal to or greater than twenty-five percent (25%) of the total number of members of the Board.
 - (2) Each of the Athlete Directors shall be an annual member in good standing of the Elite Pool. At the time of nomination and election, each shall be a citizen of the United States of America.
 - (3) In the event of a vacancy in an Athlete Director seat, the Elite Pool shall select a replacement. The replacement shall meet all of the standards of Article VII, Section 4(b)(3) above.
 - (c) Elections. Elections for General Director seats on the Board of Directors shall be conducted according to the provisions of Article XXI of these bylaws. Elections

for the Athlete Director seats shall be conducted according to procedures adopted by members of the Elite Pool.

(d) Terms and Term Limits.

(1) Terms of Office. All Directors shall serve two-year terms commencing on January 1 of year following their election and ending on the second December 31 thereafter. Of the eight (8) General Directors, four (4) shall be elected in the odd-numbered years and four (4) shall be elected in the even-numbered years. Of the three (3) Athlete Directors one (1) shall be elected in the odd-numbered years and two (2) in the even-numbered years.

(2) Term Limits. General Directors may serve three successive two-year terms. Any Director that serves three successive terms shall be required to take a minimum six-year hiatus from the Board. Thereafter, they may again serve up to three additional two-year terms. Any director who serves less than three successive two-year terms shall be required to take a hiatus equal to the amount of time served before serving additional terms.

(e) No change.

Section 5. Vacancies.

A vacancy in a seat of a General Director should 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 the federation 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 6 months, such person may run for three successive two year terms on the Board. If the person selected is filling a vacancy for a period of more than 6 months, such person may run for two successive two year terms on the Board. A vacancy in the seat of an Athlete Director shall be filled by rules established by the Elite Pool.

Section 6. Meetings.

(a) Regular Meetings. There shall be at least three 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, at which the financial statements of USA Triathlon for the preceding calendar year, audited by a certified public accountant, shall be presented to the 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.

(4) The time, date, and place of each regular meeting shall be set by the Board, or, in the event the Board fails to set the time, date, and/or place of a required meeting, the Executive Committee shall set the time, date, and place of said meeting and shall provide at least 30 days written notice thereof to each member of the Board.

(b) Special Meetings. No change

Section 7. Removal of a Director.

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

(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 by the Elite Athlete Pool of USAT.

ARTICLE VIII: No change.

ARTICLE IX: No change.

ARTICLE X: No change.

ARTICLE XI: Committees

Section 1. No change.

Section 2. No change.

Section 3. No change.

Section 4. The duties of the Standing Committees shall be as follows:

(a) Nominating Committee. The Nominating Committee shall be responsible for:

(1) Preparation and dissemination of a “Call for Nominations” document setting forth the process and timeline for a member becoming a candidate in the

election, the election timeline and election rules. This “Call for Nominations” should be printed in an issue of the Federation newsletter which should be received by the membership prior to the May 1 date for opening of nominations and should be posted on USAT’s website no later than April 15.

(2) Verification that all persons seeking to be nominated for a General Director position complied with all of the requirements for nomination, including, in the case of non-incumbents, verifying that the candidate’s petition includes the requisite number of valid signatures.

(3) Overseeing the preparation of the ballot and each candidate’s platform document.

(b) No change

(c) No change

Section 5. No change.

Section 6. No change.

ARTICLE XII: No change.

ARTICLE XIII: No change.

ARTICLE XIV: No change.

ARTICLE XV: No change.

ARTICLE XVI: No change.

ARTICLE XVII: No change.

ARTICLE XVIII: No change.

ARTICLE XIX: No change.

ARTICLE XX: No change.

ARTICLE XXI: Elections.

Section 1. In General.

(a) Fair Elections. It is intended that federation elections shall be as free from unfair influence and manipulation as is reasonably possible. Until alternative methods have a proven track record, all elections shall be by written ballot.

- (b) Election Administrator. The USAT Executive Director 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 Executive Director 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 the federation. Within the context of these Bylaws, the Board shall take steps to accomplish these goals.

Section 2. Annual Elections. The annual election in calendar year shall be held according to the following schedule:

May 1	Nominations open for upcoming year.
July 1	Nominations close.
August 1	Ballots mailed to members, and ballots and candidate information posted on federation website
October 1	Final day for ballots to be postmarked.
October 15	Election results announced.
November 1	Deadline to protest election.
November 30	Deadline to hear and decide any protest.
December 1	Election results certified.
January 1	New Board takes office.

Section 3. Annual Elections. The annual election shall be held according to the following rules:

- (a) All elections shall use the Regions as provided in Article VII, Section 4(a)(1) above.
- (b) Each annual election shall be conducted using the rules set forth in Article XXI, Section 7, below.

Section 4. No change.

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 proceeding 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 Executive Director, 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 Executive Director. 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 Executive Director's receipt of the recall petition from the auditing firm, the Executive Director 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 mail the ballot and all the information set forth in paragraph (e), below to each annual member in the Region by first class mail. The recall vote shall close 30 days after the date the ballot is mailed.
- (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 mailed with the ballot.
- (f) For a recall ballot to be counted, the member must 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 mailed. 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 in good standing of the federation shall have the right to vote on matters covered by these Bylaws.
- (b) In elections for General Directors, a voter may cast a ballot only in the election for the Region in which the voter resides.
- (c) Only members of the Elite Pool shall have the right to vote in elections for Athlete Directors.

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 Region in which he or she resides.
 - (1) Incumbents. Beginning with the annual election of 2005, any incumbent who is still a member in good standing of the federation and who is not subject to term limits shall be placed upon the ballot in the Region in which he or she resides unless he or she specifically declines such nomination. By the date nominations close, incumbent candidates must submit the information required in paragraphs (2)(i), (ii) and (iv) below.

- (2) Non-incumbents. An annual member in good standing of the federation 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 shall not exceed 500 words.
 - (iii) A passport-type photo of the nominee.
 - (iv) One other photo of the nominee's choice.
 - (v) The signatures of at least 50 annual members in good standing of the federation 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.
- (b) Nomination of Athlete Directors. The entire election process for Athlete Directors shall be subject to rules established by the Elite Pool.
- (c) Form of the Ballot.
 - (1) The ballot shall be printed so that it can be mailed to the address of the independent outside auditing firm with the return postage paid by the Federation. The ballot shall be folded so that the vote of the member is not visible without unfolding. The ballot shall be coded to ensure that only the ballots mailed by USAT may be used for voting. Additionally, ballots shall be color coded with a different color for each election contest. The ballots shall provide a place for the member's signature and places for the member to print his or her name, state of residence, membership number, and membership expiration date.
 - (2) Ballots for the Board elections and the candidate's information, including platform and photo, shall be separately mailed by first class mail to each USAT member. Members in a particular Region shall only be mailed the candidate information of the candidates running in their Region.
 - (3) Only the original ballot mailed to the member may be used for voting. Photocopies of the mailed ballots or of ones downloaded from the USAT

website may be used for informational purposes only by candidates in their campaign for election.

- (d) Website Election Announcement. An announcement of the election, including the ballot and the candidate information, should be posted on USAT's website simultaneously with the individual mailing of ballot and candidate information to each member. This election announcement and the link to the ballot and candidate information should remain prominently posted on the website homepage throughout the entire election. While the ballot and candidate information may be downloaded by the members, and by the candidates for use in their campaign for election, downloaded ballots may be used for informational purposes only and may not be used for voting.
- (e) Counting of Ballots.
 - (1) The ballots should be counted by the independent outside auditing firm. The decision as to whether a ballot satisfies all the requirements to be counted shall be at the sole decision of the auditing firm tabulating the votes.
 - (2) For a ballot to be counted, the member must mail or send it by delivery service with a postmark or send date no later than October 1, or physically return it by October 1 to the office of the independent outside auditing firm tabulating the votes. Only original ballots from members in good standing as of October 1 that are signed by the member and include the member's printed name, state of residence, membership number, and membership expiration date should be counted.
 - (3) As noted in Section 1(c) of this Article, no USAT employee, Director, candidate 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 an ongoing election, until such time as the election results are announced by the auditing firm.
 - (4) The results of the election shall be posted on USAT's website no later than October 15.
- (f) Protest of Election.
 - (1) A candidate for a General Director position may protest the results of an election in which he or she was involved. The provisions of Article XV "Hearings and Appeals" and the time lines set forth in and the time lines specified in Sections 2 of this Article, above, shall govern this process. No other protest of an election for a General Director is permitted. Protest rights and rules for Athlete Directors shall be established by the Elite Pool.

- (2) The results of a vote on an issue other than the election of a director may be protested by a petition signed by at least 50 annual members in good standing. The provisions of Article XV and the time lines specified in Section 2 of Article this Article shall govern this process. No other protest of such a ballot issue is permitted.
- (g) Certification of Election. By December 1 the election should be certified by the independent outside auditing firm and notice of the certification should be promptly posted on the USAT's website.

Section 8. Phase-in and Implementation of Certain Sections of Article VII and Article XXI.

These revised Bylaws change several provisions of the current Bylaws with respect to the terms of and election of members of the Board of Directors. These changes shall be phased in and implemented as follows:

- (a) All eight (8) General Directors elected in the 2005 election (conducted between January 15 and March 1, 2005) shall serve terms of one and one-half (1 ½) years commencing July 1, 2005 and ending December 31, 2006.
- (b) In the 2006 election to be held pursuant to the schedule set forth in Article XXI, Section 2, elections will be held for all eight (8) General Directors in the new election regions set forth in Article VII, Section 4. The General Directors elected from four (4) of those regions (Florida, Mideast, Southeast, and Southwest) will be elected to serve two (2) year terms, and the General Directors from four (4) of the regions (Mid Atlantic, New England, South Midwest and Midwest/Rocky Mountain/Pacific) shall be elected to serve a one (1) year term.
- (c) In the 2007 election, elections will be held in the four (4) regions (Mid Atlantic, New England, South Midwest, and Midwest/Rocky Mountain/Pacific) whose directors were elected to one (1) year terms in the 2006 election. In the 2007 election, the directors from these regions will be elected to two (2) year terms.
- (d) Subject to and consistent with the provisions set forth herein for the election and terms of office for Athlete Directors, the Elite Pool shall be responsible for the implementation of a phase-in plan for these amendments in the election of Athlete Directors.
- (e) The following phase-in rules will apply to the new "Term Limits" provision set forth in Article VII, Section 4(d)(2) hereof:
 - (1) All directors elected in the 2005 election shall be entitled to serve the complete one and one-half year term, regardless of the number of prior years of service or the number of prior consecutive terms of service.

- (2) Due to the various “less than two year terms” created by the special 2003 election, the 2005 election and the one year term of office for four directors elected in the 2006 election, the following special term limits provision shall apply: Any director whose three consecutive terms of service on the Board of Directors results in total consecutive years of service of less than five years shall be entitled to one additional two year term of service prior to being subject to a required hiatus from the Board.

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 federation 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 director voted on said resolution.
- (c) The approved minutes of a meeting shall be posted prominently and in their entirety to the federation website within 40 days of the meeting.

Section 2. Financial Statements. No Change

Section 3. Minutes of Committee Meetings.

- (a) Minutes of a committee meeting shall 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 director voted on said resolution.
- (c) The approved minutes of a meeting shall be posted prominently and in their entirety to the federation website within 40 days of the meeting.

Section 4. Federation Website.

Since the federation’s website offers a unique opportunity for timely, in-depth, and cost-effective communication with the membership and the public at large,

the federation'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. No change.

ARTICLE XXIII: No change.

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