

BYLAWS

OF

USA Triathlon of Colorado

(Draft)

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SECTION 1.

NAME AND STATUS

Section 1.1. Name.

The name of the organization shall be USA Triathlon of Colorado (referred to in these Bylaws as “USA Triathlon”). USA Triathlon may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-Profit Status.

USA Triathlon shall be a non-profit organization incorporated and licensed pursuant to the laws of the State of Colorado. USA Triathlon shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national and international amateur sports competition in the sport of triathlon and other related multi-sport disciplines. To the extent that anything within these Bylaws is inconsistent with the State of Colorado, the law of state of Colorado shall take precedent. USA Triathlon shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

SECTION 2.

OFFICES

Section 2.1. Business Offices.

The principal office of USA Triathlon shall be in Colorado Springs, Colorado. USA Triathlon may from time to time change the location of its principal office. USA Triathlon may have such other offices, either within or outside the state of Colorado, as the Board of Directors may designate or as the affairs of USA Triathlon may require from time to time.

Section 2.2. Registered Office.

The registered office of USA Triathlon required by the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Corporation Act”) shall be maintained in Colorado. The registered office may be changed from time to time by the Board of Directors or by the Officers of USA Triathlon, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Triathlon. The registered office may be, but not need be, the same as the principal office.

SECTION 3.

MISSION

Section 3.1. Vision and Mission.

The Vision of USA Triathlon is to grow, inspire and support the triathlon/multisport community. The Mission of USA Triathlon is to provide resources that empower members of the triathlon and multisport community to reach their full potential.

SECTION 4.

CERTIFICATION AS NATIONAL GOVERNING BODY

Section 4.1. Certification as a National Governing Body.

USA Triathlon is certified by the United States Olympic & Paralympic Committee (the "USOPC") as the National Governing Body for the sport of triathlon in the United States. In furtherance of that purpose, USA Triathlon shall comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, USA Triathlon shall:

- a. Governance and Compliance.
 - i. Fulfill all responsibilities as an NGB as set forth in the Act.
 - ii. Adopt and maintain governance policies and athlete representation policies complying with the requirements of these Bylaws.
 - iii. Adopt and maintain an Athletes' Advisory Council ("AAC") composed entirely of Elite 10 Year Athletes, except that it may include up to 20% (of total council membership) Elite 10+ Year Athletes, as a part of its overall governance structure.
 - iv. Adopt and maintain appropriate good governance practices.
 - v. Be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code.
 - vi. Adopt and enforce a code of conduct for its employees, members, Board of Directors, and Officers including clear conflicts of interest principles.
 - vii. Adopt and enforce ethics policies and procedures.
 - viii. Demonstrate an organizational commitment to diversity and inclusion.

- ix. Satisfy such other requirements as are set forth by the organization.
- b. Financial Standards and Reporting Practices.
- i. Demonstrate financial operational capability to administer its sport.
 - ii. Be financially and operationally transparent and accountable to its members and to the organization.
 - iii. Adopt a budget and maintain accurate accounting records in accordance with generally accepted accounting principles (GAAP) in the United States of America.
 - iv. Submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the organization annually.
 - v. Post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years.
 - vi. Satisfy such other requirements as are set forth by the organization.
- c. Athlete Safety.
- i. Comply with all applicable athlete safety and child protection laws.
 - ii. Comply with policies and requirements of the U.S. Center for SafeSport (“USCSS” or the “Center”).
 - iii. Maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the organization.
 - iv. Comply with the anti-doping policies of the organization and with the policies of USADA.
 - v. Satisfy such other requirements as are set forth by the organization.
- d. Sport Performance.
- i. Maintain an execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport.
 - ii. Publish athlete, coach, and staff participation criteria for all Protected Competitions (e.g., eligibility requirements and deadlines, conditions of participation, and selection criteria where applicable)
 - iii. where selection to participate in Protected Competition applies, establish selection procedures for athletes, coaches, and staff that are:

- a. Developed and approved by a Designated Committee (as that term is defined in Section 8.1 below) and by the organization; and
 - b. Fair, clearly articulated in writing, and properly communicated and published in a timely manner.
 - iv. Timely submit for organization approval athlete, coach, and staff selection procedures for Delegation Events.
 - v. Consistently apply and effectively conduct, in accordance with applicable selection procedures, a selection process.
 - vi. Competently and timely nominate to the organization athletes and team officials for Delegation Event teams as applicable.
 - vii. Satisfy such other requirements as are set forth by the organization.
- e. Operational Performance.
- i. demonstrate managerial capability to administer its sport.
 - ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate.
 - iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the organization, sufficient to achieve financial sustainability.
 - iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate, and agree to submit to binding arbitration for any controversy involving the opportunity to participate in competition as required by the Act.
 - v. adopt a whistleblower and anti-retaliation policy.
 - vi. cooperate with the organization in preventing the unauthorized use of the names and trademarks of the organization, the words "Olympic," "Paralympic" and "Pan American," and their derivatives, as well as their symbolic equivalents.
 - vii. satisfy such other requirements as are set forth by the organization.

4.2. National Governing Body SafeSport and Anti-Doping Obligations.

- a. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures. As a member National Governing Body of the United States Olympic & Paralympic Committee, USA Triathlon shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaws provide that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport

violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available on-line at the following website: www.safesport.org. USA Triathlon also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport's rules, policies, and procedures, as they may be modified or amended from time to time. USA Triathlon's current athlete safety rules, policies, and procedures are available on-line at the following website: (<https://www.usatriathlon.org/our-community/age-group-team-usa>; <https://www.usatriathlon.org/safesport>).

- b. Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations. As a member National Governing Body of the United States Olympic & Paralympic Committee, USA Triathlon shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaws provide that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available on-line at the following website: www.usada.org.

SECTION 5.

MEMBERS

Section 5.1. Categories of Membership.

Membership shall be open to any individual who is an athlete, coach, trainer, race director, club director, administrator or official active in triathlon and multisport, or to any other individual who is interested in the goals and objectives of USA Triathlon.

Membership shall be granted without discrimination based on race, color, religion, age, national origin, sex, sexual orientation, veteran status, or disability. For purposes of the 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:

General Membership. Any individual who purchases or receives a USA Triathlon membership of a year or more will be a General Member.

Section 5.2. Voting Members.

Individuals may only vote for one category of Director. Members meeting the Elite 10 Year

Athlete definition set forth in Section 6.8(a) shall vote only for Athlete Director positions. General Members as defined in Section 5.1 shall vote for General Director positions.

An individual shall be a citizen of the United States and at least eighteen (18) years of age to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USA Triathlon is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USA Triathlon thirty (30) days prior to the date of the election to be eligible to vote in an election for General Director(s).

Section 5.3. Membership Requirements and Dues.

Membership in USA Triathlon is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements, which may include background checks, SafeSport education and training, and dues, as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. Membership SafeSport and Anti-Doping Obligations.

SafeSport. As a condition of membership in USA Triathlon and a condition for participation in any competition or event sanctioned by USA Triathlon or its member organizations, each USA Triathlon member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Triathlon or USA Triathlon events (whether or not a USA Triathlon member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport. Each USA Triathlon member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Triathlon or USA Triathlon events (whether or not a USA Triathlon member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Triathlon, and to submit, without reservation or condition, to the jurisdiction of USA Triathlon for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USA Triathlon's rules that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USA Triathlon rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

Anti-Doping. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Paralympic Sport Organization or High Performance Management Organization, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Triathlon, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, World Triathlon, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, World Triathlon and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual 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 World Triathlon, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by USA Triathlon, World Triathlon 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.

It is the duty of individual members of the USA Triathlon to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the World Triathlon, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the World Triathlon, the USOPC and USADA. Athlete members agree to submit to drug testing by the World Triathlon 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 an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of the World Triathlon and/or USADA, including arbitration under the USADA Protocol, if applicable or referred by USADA.

Section 5.5. Termination of Membership.

The membership of any member may be terminated at any time with cause by the Board of Directors. Cause shall be defined in the USA Triathlon Code of Conduct. A member shall have the right to fair notice and a hearing prior to termination. USA Triathlon may retain jurisdiction over any member who has pending financial obligations, or pending grievances against them, regardless of the status of membership.

Section 5.6. Transfer of Membership.

Members may not transfer their membership in USA Triathlon. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Triathlon.

SECTION 6.

BOARD OF DIRECTORS

Section 6.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Triathlon shall be managed by, its Board of Directors.

Section 6.2. Function of the Board.

The USA Triathlon Board of Directors shall represent the interests of the triathlon and multisport community for USA Triathlon in the United States and its athletes by providing USA Triathlon with policy, guidance, and strategic direction. The Board shall oversee the management of USA Triathlon and its affairs, but it does not manage USA Triathlon. The Board shall select a well-qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USA Triathlon. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USA Triathlon, and to evaluate Board performance.
- b. selects, compensates, evaluates, and may terminate the Chief Executive Officer and plan for management succession.
- c. reviews and approves USA Triathlon's strategic plan and the annual operating plans, budget, business plans, and corporate performance.
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Triathlon;
- e. reviews and approves significant corporate actions.
- f. oversees the financial reporting process, and USA Triathlon's legal and regulatory compliance program.

- g. oversees effective corporate governance.
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning; reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit and Finance Committee, selects independent auditors.
- i. monitors to determine whether USA Triathlon's assets are being properly protected.
- j. monitors USA Triathlon's compliance with laws and regulations and the performance of its broader responsibilities.
- k. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- l. ensures that USA Triathlon adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.

Section 6.3. Diverse Perspectives.

USA Triathlon's Board will be sensitive to the desirability of diversity at all levels of USA Triathlon, including among its athletes and members. The USA Triathlon Board will encourage diverse perspectives at all levels of USA Triathlon, supported by meaningful efforts to accomplish that goal. The USA Triathlon Board shall encourage open discussion and favor the presentation of different views.

Section 6.4. Qualifications.

Each Director of the Board must be eligible to be a USA Triathlon member, a citizen of the United States and eighteen (18) years of age or older. A Director need not be a resident of the State of Colorado.

A Director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other Directors, in collectively serving the long-term interests of USA Triathlon. Each Director shall have passed a background check, completed SafeSport education and training, and had no record of SafeSport violations. Directors shall possess the highest personal values, understanding of athletic competition and the Olympic and Paralympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Triathlon. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications and/or sport.

Section 6.5. Number.

The Board of Directors shall consist of twelve (12) Directors, four (4) of whom shall be Independent Directors, four (4) of whom shall be Athlete Directors, and four (4) of whom shall be General Directors.

Section 6.6. Election/Selection.

The USA Triathlon Board of Directors shall be elected/selected as follows:

- a. *Independent Directors.* Four (4) Directors shall be Independent Directors, as that term is defined in Section 6.7. The Nominating and Governance Committee shall recommend candidates to the Board of Directors for approval, using whatever process the Board of Directors and the Nominating and Governance Committee determine to be appropriate. Independent Directors should be elected no less than thirty (30) days prior to the beginning of their term.
- b. *Athlete Directors.* Four (4) Directors shall be Athlete Directors, as that term is defined in Section 6.8. Athlete Directors shall be at least 33.3% of overall voting power of the Board. USA Triathlon's representative to the USOPC Athletes Commission, as elected pursuant to Section 10.3, shall be one of the Athlete Directors on USA Triathlon's Board of Directors.

At least three (3) of the Athlete Directors on the Board shall be Elite 10 Year Athletes as defined in Section 6.8(a), and will constitute at least 20% of the voting power of the Board. One (1) of the Athlete Directors on the Board may be an Elite 10+ Year Athlete as defined in Section 6.8(b). Collectively the Elite 10 Year Athletes and Elite 10 Year Plus Athlete shall constitute at least 33% of the total number of people serving as voting members of the Board. Athlete Directors shall be elected no less than thirty (30) days prior to the beginning of their term.

- c. *General Directors:* Four (4) General Directors shall be elected by a vote of GeneralMembers. General Directors shall be members of USA Triathlon in good standing. The Board shall determine candidate criteria and will send the criteria to the Nominating and Governance Committee ("NGC") to vet and recommend a slate of candidates for member vote. All nomination applications for General Director shall be vetted through a process agreed upon by the Nominating and Governance Committee. The NGC should nominate a minimum of two (2) and up to three (3) candidates for each General Director seat to be on the ballot for a vote by membership, unless fewer than this number of candidates have formally expressed their interest in being a candidate. Criteria must include consideration of diversity of background. All General Directors shall be elected no less than thirty (30) days prior to the

beginning of their term.

- d. *Other Directors:* If in the future there are amateur sports organizations that are permitted under the amended versions of these Bylaws to register as affiliated organizations and which conduct a national competition Triathlon program, or a regular national amateur triathlon competitions, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international triathlon amateur competitions, then the Board shall consider, adhering to any applicable requirements, whether to admit such organizations as USA Triathlon members in a category appropriate therefor and the Board for one Board member to represent the collective interests of any and all such organizations.
- e. Each Director of the Board shall be elected/selected without regard to race, color, religion, age, national origin, sex, sexual orientation, veteran status, or disability.

Section 6.7. Independent Director(s)

The Board, through its Nominating and Governance Committee, shall affirmatively determine the independence of each Director, and disclose those determinations. To satisfy the definition of “independence”, an “Independent Director” must be determined to have no material relationship with USA Triathlon, either directly or through an organization that has a material relationship with USA Triathlon. A relationship is “material” if, in the judgment of the Nominating and Governance Committee, it would interfere with the Director’s independent judgment. To assist it in determining whether a Director is independent, the following shall be applied on a case-by-case basis by the Nominating and Governance Committee.

A Director shall not be considered independent if, within the preceding five (5) years:

- a. the Director, or an immediate family member of the Director, was employed by or held any governance position (whether a paid or volunteer position) with USA Triathlon, the USA Triathlon Foundation or World Triathlon, e.g. the Athletes’ Advisory Council, Nominating and Governance Committee, World Triathlon Committee.
- b. the Director was affiliated with or employed by USA Triathlon’s outside auditor or outside counsel.
- c. an immediate family member of the Director was affiliated with or employed by USA Triathlon’s outside auditor or outside counsel as a partner, principal, or manager.
- d. the Director, or an immediate family member of the Director, was a member of

any USA Triathlon certified constituent group (e.g., certified race directors, officials, coaches) or who is clearly engaged with the sport in a way that would compromise their independence as determined by the Nominating and Governance Committee.

- e. the Director, or an immediate family member of the Director, received any compensation from USA Triathlon, directly or indirectly.
- f. the Director, or an immediate family member of the Director, was an executive officer, controlling shareholder, employee or partner of a corporation or partnership or other business entity that does business with USA Triathlon.
- g. the Director, or the immediate family member of the Director is a parent, close family member or a coach of an athlete or member who participates in a USA Triathlon Paralympic or Olympic pipeline program, NCAA program or was a member of an National Governing Body in a membership category that participates in a Protected Competition as determined by the Nominating and Governance Committee. The definition of “Protected Competition” is located in Section 1.3(x) of the USOPC Bylaws.

In consideration of potential Independent Directors, where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Nominating and Governance Committee.

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term except for holding any governance role in USA Triathlon or World Triathlon and any reimbursement of expenses related thereto.

Section 6.8. Athlete Director(s)

At least three (3) of the Athlete Directors shall meet the definition of “Elite 10 Year Athlete” as follows:

- a. any individual who qualifies for membership and satisfies the following criteria will be an “Elite 10 Year Athlete”:
 - i. within the preceding ten (10) years, represented the United States in the Olympic, Pan American Games, or at a World Championship Series event;
 - ii. within the preceding ten (10) years, represented the United States in the Paralympic, Parapan American Games, or at a Paratriathlon World Championship; or
 - iii. within the preceding ten (10) years, represented the United States in the elite category and finished in the top half of an IRONMAN World Championship for either full or 70.3 distances.

- b. Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “age-group athletes.”
- c. Once an athlete is elected/selected, eligibility to serve as an Elite 10 Year Athlete Representative runs throughout the term of the position to which the athlete was elected/selected.
- d. The foregoing definition may be revised by approval of the USOPC Athlete Representation Review Working Group.

One (1) Athlete Director may meet the definition of “Elite 10 + Year Athlete” as follows:

- e. any individual who qualifies for membership and satisfied the foregoing criteria contained in Section 6.8(a)(i-iii) at one point in time, but does not currently, shall meet the definition of “Elite 10 + Year Athlete”:
- f. Two (2) Athlete Directors should be elected in odd years to commence serving at the beginning of the subsequent even year and one (1) Athlete Director should be elected in even years to commence serving at the beginning of the subsequent odd year.

In Summer Olympic years an additional Athlete Director should be elected to serve as the USA Triathlon representative to the USOPC Team USA Athletes’ Commission, to commence serving at the beginning of the subsequent year and shall simultaneously serve as an Athlete Director on the USA Triathlon Board of Directors. The USA Triathlon representative to the USOPC Team USA Athletes’ Commission must meet the qualifications set forth in Section 10.2 of these Bylaws. USA Triathlon’s alternate representative to the USOPC Team USA Athletes’ Commission may be one of the Athlete Directors on the Board of Directors. If they are not also elected as an Athlete Director, however, they will be a non-voting *ex officio* member of the Board of Directors.

- g. At least half of the Athlete Directors shall have obtained Elite 10 Year or Elite 10+ Year Athlete eligibility through competing at an event that, at the time of election, is on a Delegation Event program such as the events contained in Section 6.8(a)(i) and (ii).
- h. At least one (1) Athlete Director's most recent elite competition should have been contested in each of the following:
 - i. as a female;
 - ii. as a male;
 - iii. in an Olympic competition as defined in Section 6.8 (a)(i);
 - iv. in a Paralympic competition as defined in Section 6.8 (a)(ii)

If the nominee pool does not allow for the foregoing, the Athlete Directors should be elected in order of majority vote.

The USA Triathlon Athletes' Advisory Council and the Nominating and Governance Committee must develop a process to jointly identify and vet candidates to serve as the Athlete Directors who meet the Elite 10 Year or Elite 10+ Year qualifications.

Section 6.9. Staggered Board.

Directors of the Board shall be elected/selected so as to implement a staggered Board system.

If at some point the Board election/selection becomes unstaggered, the Nominating and Governance Committee shall designate prior to election/selection of a board whether a General Director is serving a term that that is one (1) year, two (2) years or four (4) years to effectuate equally staggered terms and return the elections to a staggered Board. Any change in the term of General Director under this Section will be publicly announced on USA Triathlon's website before the election start date.

Section 6.10. Board Term.

Unless otherwise directed by the Nominating and Governance Committee in order to effectuate a staggered Board pursuant to Section 6.9, the term of office for a General Director of the Board shall be four (4) years, and the term of office for an Athlete Director and Independent Director of the Board shall be two (2) years. If the Nominating and Governance Board designates a different term for a Director pursuant to Sections 6.9 and 6.10, the Board term limits will be determined consistent with Section 6.11 below.

USA Triathlon should nominate and elect a successor General, Athlete or Independent Director at least thirty (30) days prior to the end of a Director's term.

Section 6.11. Board Term Limits.

No Director of the Board shall serve more than two (2) consecutive four (4) year terms, or four (4) consecutive two (2) year terms, or combination thereof, totaling eight term years, whichever is applicable. Under no circumstances will a Director serve more than ten (10) consecutive years on the Board.

Athletes elected to serve as the USA Triathlon representative to the USOPC Athletes' Commission may extend their term limit, subject to the eligibility requirements in Section 10.2 of these Bylaws.

After an individual has met this eight-year term limit, the individual must spend at least

one (1) term off the Board of Directors before the individual may serve as a Director again.

A “term” for purposes of the Board term limit is more than 50 percent of a Board vacancy where the term is set by the Bylaws or by Nominating and Governance Committee under Sections 6.9 and 6.10.

Section 6.12. Director Attendance.

Directors of the Board shall be expected to attend in person all regularly scheduled in person Board meetings, though for exigent circumstances a Director may participate in a meeting virtually. Directors shall be required to attend in person no less than one half (1/2) of all regularly scheduled in person Board meetings.

Directors who fail to attend in person more than one half (1/2) of the regularly scheduled in person meetings of the Board during any twelve (12) month period will be ineligible to serve on the Board, unless they are able to demonstrate to most of the other Directors of the Board that the presence of exigent circumstances caused and excused the absences.

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board Director for continuing Board service.

Section 6.13. Ex-Officio Members.

Ex-Officio Members of the Board of Directors:

Past Chair. If the immediate past Chair of the Board is not a current Board member, then, for a period of two years after the immediate past Chair’s position ends as Chair of the Board, they 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 but will not have the right to vote.

World Triathlon Executive Board Member. Any USA Triathlon member who has been elected to the Executive Board of World Triathlon, if not a current member of the Board, shall be an ex-officio member of USA Triathlon’s Board of Directors by virtue of, and for the same term as, their World Triathlon Executive Board membership. They shall be allowed to attend Board meetings, as requested by the Board, and may speak on matters as requested by the Board but will not have the right to vote.

USOPC Team USA Athletes’ Commission Athlete Alternate. Any USA Triathlon member who has been elected as the USOPC Team USA Athletes’ Commission athlete alternate representative, if not a current member of the Board, shall be an ex-officio member of USA Triathlon’s Board of Directors by virtue of, and for the same term as, their USOPC

Team USA Athletes' Commission athlete alternate term. If the athlete is a full member of the Board with voice and vote, they will be included as part of the Elite 10 Year Athlete representation requirement as contained in Section 6.6(b).

Section 6.14. Resignation, Removal and Vacancies.

A Director's position on the Board shall be declared vacant upon the Director's resignation, removal, incapacity, disability, or death. Any Director may resign at any time by giving written notice to the Chair of the USA Triathlon Board, except the Chair's resignation shall be given to the Board of Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective. Independent and General Directors may be removed for cause as defined by the USA Triathlon Code of Conduct at any properly noticed meeting of the Board, and after being provided an opportunity for the Director to be heard by the Board, upon the affirmative vote of at least eight (8) votes of the Board. Independent and General Directors may also be removed without cause at any properly noticed meeting of the Board, upon the affirmative vote of at least nine (9) votes of the Board.

An Athlete Director may be removed by a vote of a majority of those eligible to vote for an Athlete Director position as described in Sections 5.2 and 6.8(a).

The USA Triathlon Nominating and Governance Committee should nominate, and the USA Triathlon Board of Directors should elect, a successor General or Independent Director within sixty (60) days of the date of a Director's resignation, removal, incapacity, disability, or death.

If the Athlete Director who is USA Triathlon's USOPC Team USA Athletes' Commission Representative is removed from the Board, such removal shall have no impact on the individual's status as USA Triathlon's USOPC Athletes Commission Representative. If USA Triathlon's USOPC Team USA Athletes' Commission Representative is removed or their seat becomes vacant, then the USA Triathlon USOPC Team USA Athletes' Commission Alternate Representative shall become an Athlete Director. If the Alternate is already a member of the Board of Directors, USA Triathlon should hold an election to fill the vacancy within sixty (60) days of the Director's resignation, removal, incapacity, disability, or death.

A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

Section 6.15 Censure

USA Triathlon's Board of Directors reserves the right to censure any Director for conduct the Board does not condone or endorse. Examples of conduct that may qualify for censure include, but are not limited to, a breach of the Director's fiduciary duties;

improper or offensive conduct toward other board members, association members, sponsors, vendors, or employees; conflicts of interest that the Director failed to disclose; disruption of board meetings; violation of SafeSport policies; violation of anti-doping policies; formal government accusation or conviction of a criminal offense that may lead to incarceration. A censure does not serve to remove a Director from the Board. A censure is performed via a motion which is approved by most Directors in a duly held board meeting at which a quorum is present. The censure is then recorded in the board's minutes along with information explaining the reasons for the censure.

Section 6.16. Regular and Special Meetings.

USA Triathlon's Board shall meet at regularly scheduled meetings at least three (3) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Directors shall participate in regularly scheduled in person Board meetings in person, unless pre-approved by the Board Chair, in which case participating virtually is permitted. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. Directors may participate in special meetings of the Board virtually. For special meetings for the purpose of a Board vote, the meeting and voting may take place by electronic mail, telephone, or another electronic platform.

Section 6.17. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time, and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by certified mail, by private carrier or by electronic transmission. Such notice shall be delivered to the Director's business or residential address (or to such other address provided by the Director for such purpose) the Director's email address or other preferred electronic communication platforms. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered three (3) days after the date the mail is postmarked. If delivered via overnight service by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the Director (or to such other individual provided by the Director for such purpose). Oral notice shall be delivered no fewer than five (5) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each Director.

A Director may waive notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting,

except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.18. Quorum.

A simple majority of the Directors of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the Directors present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.19 Action of the Board/Consent.

The act of a majority of Directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

Section 6.20. Voting by Proxy.

No Director may vote or act by proxy at any meeting of the Board.

Section 6.21. Presumption of Assent.

For purposes of recording meeting minutes, corporate actions taken by the Board at a meeting should be recorded as “carried” or “not carried.” A Director who is present at a meeting shall be presumed to have assented to the action taken unless such Director’s dissent is entered in the minutes of the meeting at the Director’s request.

Section 6.22. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, so long as notification is properly effectuated per Section 6.17. If any Director objects to acting without a meeting, a meeting must be held in order for the Board of Directors to do so.

If acting without a meeting, a majority of the Directors of the Board must respond in writing to either 1) vote for such action; 2) vote against such action; or 3) abstain from voting.

Such action must pass by a vote of eight (8) Directors. Each Director who delivers a response in writing as described in this Section 6.22 to the organization shall be deemed to have waived the right to demand that action not be taken without a meeting. Minutes shall be recorded.

Section 6.23. Transacting Business by Mail, Electronic Mail, Telephone or Other Electronic Platform.

The Board shall have the power to transact its business by mail, electronic mail, other electronic platforms or telephone if in the judgment of the Chair of the Board the issue requires such action.

Section 6.24. Agenda.

The agenda for a meeting of the Board shall be set by the Chair of the Board after consultation with the Chief Executive Officer. A Director may request that items be placed on the Board agenda.

Section 6.25. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Vice Chair shall serve as presiding officer for that meeting.

Section 6.26. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

Section 6.27. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USA Triathlon's website. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Board. Meeting minutes shall make note of the attendees at meetings, motions taken and shall note whenever a meeting participant recuses themselves due to an apparent conflict of interest.

Section 6.28. Compensation.

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Triathlon's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Triathlon in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USA Triathlon in connection with their capacity as athletes, including, all benefits to which all Elite Athletes are eligible. USA Triathlon will also cover all associated travel costs for Athlete Directors to attend all Board meetings.

Section 6.29. Conflicts of Interest Disclosure.

Directors of the Board shall disclose any actual or potential conflicts of interest with the agenda items at the beginning of every board meeting. The meeting minutes shall reflect any disclosures.

SECTION 7.

OFFICERS

Section 7.1. Designation.

The Officers of USA Triathlon shall be a Chair of the Board, Vice Chair, Treasurer and Secretary.

Section 7.2. Election/Selection.

The Chair of the Board shall be elected from among the Directors of the Board by a majority of the Directors.

Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to World Triathlon and the USOPC.

The Vice Chair of the Board shall be elected from among the Directors of the Board by a majority of the Directors. If the Chair is indisposed, the Vice Chair shall fulfill the duties of the Chair.

The Treasurer shall be elected from among the Directors of the Board by a majority of the Directors. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling them to fulfill the duties of Treasurer.

The Secretary shall be elected from among the Directors of the Board by a majority of the Directors. 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 Chair or by vote of the Board of Directors.

All Officers shall be selected without regard to race, color, religion, age, sex, sexual orientation, national origin, veteran status, or disability.

Section 7.3. Term.

The term of office of the Chair, Vice Chair, Treasurer and Secretary of the Board (“Officers”) shall be two (2) years. The newly elected Officers shall take office immediately. The Officers shall hold office until their successor is elected and qualified or until their earlier resignation, removal, incapacity, disability, or death. The Board should nominate and elect a successor Officer, at the latest, by the end of the term of the Officer, to ensure that a successor Officer is able to take office immediately upon the end of the prior Officer’s term. If an Officer resigns, is removed from office, is incapacitated, or disabled, or dies prior to the end of the term, then the USA Triathlon Board of Directors shall nominate and elect a successor Officer within sixty (60) days of the date of the Officer’s resignation, removal, incapacity, disability or death, or, at the latest at the next regularly scheduled Board meeting.

Section 7.4. Authority and Duties of Officers.

The Officers of the USA Triathlon Board of Directors shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law:

- a. **Chair of the Board.** The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions, and oversight are carried into effect (iv) exercise such powers and perform such other duties from time to time that may be assigned by the Board.
- b. **Vice Chair of the Board.** The Vice Chair shall: perform all duties required of the Chair if the Chair is unavailable.
- c. **Treasurer.** The Treasurer shall: (i) have general oversight of the financial affairs of USA Triathlon, including preparation of the annual budget, (ii) ensure the preparation of USA Triathlon’s financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of USA Triathlon, and (v) in general, perform all duties incident to the office of Treasurer.
- d. **Secretary.** The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to the USA Triathlon website, (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (iii) be custodian of the corporate records, and (iv) perform all duties incident to the office of Secretary.

Section 7.5. Restrictions.

Officers of the USA Triathlon Board of Directors shall perform their functions with due care. No individual may serve simultaneously as an Officer of the USA Triathlon Board of Directors and as an Officer or Chief Executive of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

Section 7.6. Term Limits.

There are no term limits for service as an Officer of the Board except if their position as a Director terminates, their position as an Officer shall also terminate.

Section 7.7. Resignation, Removal and Vacancies.

An Officer's position with the USA Triathlon Board of Directors may be declared vacant upon the Officer's resignation, removal, incapacity, disability, or death. An Officer may resign at any time by giving written notice to the Board and Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

An Officer may be removed with or without cause upon the affirmative vote of a simple majority of the total voting power of the Board (excluding the voting power of the Director in question). The removal of an Officer from their position as Officer does not necessarily require removal from their position on the Board.

Any vacancy occurring shall be filled by the Board, by majority vote. An Officer to fill a vacancy shall be elected for the unexpired term of such Officer's predecessor in office.

SECTION 8.

COMMITTEES

Section 8.1. Designation.

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). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

USA Triathlon shall have at least the following Designated Board Committees (also known

as Standing Committees): Finance and Audit Committee, Ethics Committee, Judicial Committee, Compensation Committee, and a Nominating and Governance Committee.

The Board or Chief Executive Officer shall establish such Non-Designated Committees (also known as Other Committees) or advisory Task Forces as the Board, or Chief Executive Officer believes appropriate and shall define the mission and deliverables of such Task Forces or Committees. The Board may choose to appoint, not appoint or to terminate such Task Force or Committee at its discretion.

Section 8.2. Appointments.

Committee appointments, including the designation of Standing Committee Chairs, should be made every two (2) years by the Board. Appointments shall be made based on a combination of factors including each individual member's expertise and the needs of USA Triathlon, and these Bylaws.

The Board may require reports from all Committees at any Board meeting. The Committee Chair will be responsible for producing an end-of-year report for the Board of Directors.

Section 8.3. Number.

Membership on Standing Committees should not exceed six (6) individuals, and at a minimum, should include three (3) individuals. Membership on Non-Designated Committee should be no less than six (6) individuals and no more than twelve (12) individuals. USA Triathlon Committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance.

Athlete representatives shall equal at least one-third (1/3) of all members on all Committees unless a Committee has received an exemption or waiver from the USOPC Athlete Representation Review Working Group (ARRWG).

Section 8.4. Athlete Representation.

a. **Qualifications.**

Designated Committee. At least half of the athlete representatives on Designated Committees must be Elite 10 Year Athlete representatives as defined in Section 6.8(a). The remaining athlete representatives must be either Elite 10 Year Athlete representatives, or Elite 10 Year + Athlete representatives as defined in section 6.8(b). Athlete representation on Designated Committee must equal at least 33.3%.

Non-Designated Committee. To be eligible to serve on Non-Designated Committees", an athlete representative must be "Actively Engaged Athlete" as defined in this section.

Actively Engaged Athlete. An athlete qualifies as an “Actively Engaged Athlete” for purposes of the USOPC Bylaws who either qualifies as an Elite 10 Year or Elite 10+ Year Athlete in section 6.8, or alternatively, an athlete who has held an elite license with USAT in the last 10 years.

Actively Engaged Athlete representatives must equal at least 33.3% of all Non-Designated Committees.

- b. **Procedure.** Athletes on all Committees, including Designated Committees, shall be selected by the USA Triathlon Athletes’ Advisory Council from candidates identified and vetted through a process agreed upon by the USA Triathlon Athletes’ Advisory Council and the Nominating and Governance Committee.

For Designated Committees that oversee the selection of athletes, coaches and/or staff for elite paratriathlon Protected Competitions, at least half of the athlete representatives must have gained eligibility through competing in an elite paratriathlon event.

For Designated Committees that oversee the selection of athletes, coaches and/or staff for elite triathlon Protected Competitions, at least half of the athlete representatives must have gained eligibility through competing in an elite triathlon event.

Section 8.5. Term.

Unless otherwise stated, the term for all Standing Committee members shall be two (2) years, and the term for all Other Committee members shall be three (3) years. Other Committee members shall be appointed so as to implement a staggered system. A Committee member shall remain on the Committee until the Committee member’s successor is appointed, or until the Committee member’s earlier resignation, removal, incapacity, disability, or death.

The term for all Task Force members shall be until their assignment is concluded, but generally shall not exceed a period of two (2) years.

The definition of “term” set forth in Section 6.11 is applicable here.

Section 8.6. Term Limits.

Standing Committee. Unless otherwise stated, a member of a USA Triathlon Standing Committee shall be permitted to serve up to four two (2) year terms, after which they are ineligible for service on such Committee for a period of two (2) years. After the two (2) year gap, the individual shall be eligible for reappointment to the Standing Committee.

Other Committee. Unless otherwise stated, a member of a USA Triathlon Other Committee shall be permitted to serve up to three, three-year terms, after which they are ineligible for service for a period of one (1) term. After the one (1) term gap, the individual shall be eligible for reappointment to the Other Committee.

Section 8.7. Committee Member Attendance.

Committee and Task Force members are expected to attend all regularly scheduled Committee and Task Force meetings of which they are a member. Each Committee or Task Force member must attend a minimum of at least one half (1/2) of the Committee or Task Force meetings of which they are a member during any twelve (12) month period.

Section 8.8. Resignation, Removal and Vacancies.

A Committee or Task Force member's position on a Committee or Task Force may be declared vacant upon the Committee member's resignation, removal, incapacity, disability, or death.

Resignation. A Committee member may resign at any time by giving written notice to the Committee Chair, the Board Liaison, the Staff Liaison, or the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Removal. A Committee or Task Force member may be removed by the Board, or the CEO with consent by the Board Chair, with or without cause. In the case of removal by the Board, the Committee member may be removed by a majority vote of the Board.

An Athlete representative can be removed from a Committee (besides the USAT AAC) by a majority vote of the USAT AAC.

Vacancy. Any vacancy occurring in a Committee or Task Force may be filled as set forth for the appointment of that Committee or Task Force member. A Committee or Task Force member appointed to fill a vacancy may be appointed for the unexpired term of such Committee or Task Force member's predecessor in office.

Section 8.9. Procedures.

Each Committee and Task Force should establish procedures for conducting its business and affairs. Such procedures shall be published and made available on USA Triathlon's website.

Section 8.10. Open and Executive Meeting Sessions.

Ordinarily, all Committee and Task Force meetings shall be open to USA Triathlon members. In the event the Committee or Task Force chair, with the consent of a majority of the Committee or Task Force members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Committee or Task Force to non-members, with the consent of a majority of the members of the Committee or Task Force in attendance.

Section 8.11. Meetings.

The Committee Chair shall set a minimum of one (1) meeting each calendar year.

Section 8.12. Minutes of Meetings.

Each Committee and Task Force shall take minutes of its meetings.

Section 8.13. Compensation.

Committee and Task Force members shall not receive compensation for their services as Committee or Task Force members, although the reasonable expenses of Committee and Task Force members may be paid or reimbursed in accordance with USA Triathlon's policies. Committee and Task Force members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of USA Triathlon in any other capacity, provided the Board gives explicit approval. Each Committee and Task Force member shall be bound by USA Triathlon's Conflict of Interest Policy.

Section 8.14. Finance and Audit Committee.

The Finance and Audit Committee shall be appointed and have the responsibilities as follows:

- a. the Board of Directors shall appoint the members of the Finance and Audit Committee and its chair, the majority of whom shall be Directors of the Board. (Athlete representatives shall be selected and approved according to Section 9.5.)
- b. the Finance and Audit Committee should –
 1. be responsible, in cooperation with the Treasurer and Chief Executive Officer, for recommending the annual budget for operations of USA Triathlon, reviewing monthly financial statements, Form 990s, internal financial policies and procedures, oversight of financial investments and

for making recommendations for investment of excess operating funds.

2. recommend the independent auditors of USA Triathlon, review the report of the independent auditors and management letter, and recommend action as needed.
3. investigate matters of financial controls and disclosure and such other matter as directed by the Board; and
4. perform such other duties as assigned by the Board.

The Finance and Audit Committee shall periodically meet separately in executive session individually with management, USA Triathlon's financial staff, and the USA Triathlon's outside auditor. In addition, the Finance and Audit Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Triathlon's annual audited financial statements and tax filings, to review such materials.

Section 8.15. Ethics Committee.

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. the Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected and approved according to the Athletes' Advisory Council's protocol. The majority of members of the Ethics Committee shall satisfy the standards of independence for "independent Directors" as set forth in these Bylaws. No Director of the Board shall be appointed to the Ethics Committee.
- b. the Ethics Committee shall –
 1. oversee implementation of, and compliance with, USA Triathlon's Code of Conduct and Conflict of Interest Policy.
 2. report to the Board on all ethical issues.
 3. review and develop, if necessary, on an annual basis, a Conflict-of-Interest Policy for the Board, Officers, staff members, Committee and Task Force members, volunteers, and member organizations for adoption by the Board.
 4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board.
 5. review and provide guidance on ethical questions presented to it by the Board, Officers, Committee and Task Force members, volunteers, staff, and

USA Triathlon members.

6. review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Triathlon.
 7. evaluate requests for approval under USA Triathlon's Gift and Entertainment Policy; and
 8. perform such other duties as assigned by the Board.
- c. the Ethics Committee will determine whether a complaint submitted to it falls within its jurisdiction.

Section 8.16. Judicial Committee

The Judicial Committee shall be appointed and have the responsibilities as follows.

- a. the Board of Directors shall appoint the members of the Judicial Committee and its chair, except that athlete representatives shall be selected and approved by the Athletes' Advisory Council's protocol. Members of the Judicial Committee shall satisfy the standards of independence for "independent Directors" as set forth in these Bylaws. No Director of the Board shall be appointed to the Judicial Committee.
 1. the Judicial Committee shall – generally administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with USA Triathlon.
 2. generally, administer and oversee all grievances related to any alleged violation of the U.S. Center for SafeSport's rules, policies, and procedures over which the U.S. Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in USA Triathlon's Complaint Procedures.
 3. generally, administer and oversee all grievances related to any alleged violation of USA Triathlon's competitive rules or USA Triathlon's Athlete Safety Policy over which the U.S. Center for SafeSport has not exercised jurisdiction.
 4. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels.
 5. appoint a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters.
 6. if disinterested, sit on hearing panels; and

7. perform such other duties as assigned by the Board.

Section 8.17. Nominating and Governance Committee.

The Nominating and Governance Committee shall be selected and have the responsibilities as follows:

- a. the Nominating and Governance Committees shall be selected as follows:
 1. one (1) individual selected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair.
 2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee.
 3. two (2) athletes selected and approved according to the Athletes' Advisory Council's protocol; and
 4. two (2) individuals who shall be selected by the Board of Directors.
- b. the members of the Nominating and Governance Committee shall serve for terms of four (4) years. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms. Other than an individual selected by the Board under Section 8.17(a)(4), no individual who serves on the Nominating and Governance Committee may serve or be considered as a candidate for the Board of Directors.
- c. the Nominating and Governance Committee shall:
 1. identify and evaluate prospective candidates for the Board.
 2. recommend individuals to serve on the Board as provided in these Bylaws.
 3. recommend as requested by the Board individuals to serve on various Committees and Task Forces.
 4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues.
 5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its Committees, Task Forces and Foundation Board of Trustees; and
 6. perform such other duties as assigned by the Board.
 7. Review the application of Board members for election by membership or a constituency to ensure eligibility of candidates in relation to these

Bylaws, the Act or USOPC regulations.

- d. in considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
1. the candidate's contribution to the effective functioning of the USA Triathlon.
 2. any potential or impending change in the candidate's principal area of responsibility with their company or in their employment.
 3. whether the candidate continues to bring relevant experience to the Board; whether the candidate can attend meetings and fully participate in the activities of the Board.
 4. the candidate's reputation for personal integrity and commitment to ethical conduct.
 5. whether the candidate has passed a mandatory background check and SafeSport training as/if required; and
 6. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the Director to continue serving on the Board.

Section 8.18. Compensation Committee.

The Compensation Committee shall be appointed and have the responsibility as follows.

- a. The Board of Directors shall appoint the members of the Compensation Committee and its chair and the members should be from the Board, and the athlete representatives shall be selected and approved according to the USAT Athletes' Advisory Council's protocol. The appointment of members to the Committee should be yearly
- b. The Compensation Committee shall –
 1. Provide evaluation and recommendations regarding the CEO compensation, performance, termination, bonus, benefits and guidelines, and any adjustments, minimally on a yearly basis.

SECTION 9.

USA TRIATHLON ATHLETES' ADVISORY COUNCIL

Section 9.1. Purpose

The USA Triathlon Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between athletes and USA Triathlon. The USA Triathlon Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Triathlon. The USA Triathlon Athletes' Advisory Council shall:

- a. serve as a vehicle for athlete engagement.
- b. endeavor to protect the rights of athletes.
- c. provide athlete feedback.
- d. build and establish relationships among the disciplines of triathlon.
- e. assist in identifying potential future athlete Board representative candidates and introduce athletes to USA Triathlon's governance structure.
- f. serve as SafeSport and USADA ambassadors and advocates; and
- g. develop pathways for athletes within the structure of USA Triathlon.

Section 9.2. Designation.

The USA Triathlon should have an Athletes' Advisory Council consisting of at least eight (8) individuals. These individuals should consist of the four (4) Athlete Directors on the Board, four (4) Athlete Representatives and the USOPC Athletes Commission alternate representative if they are not also an Athlete Representative or Athlete Director.

Section 9.3. Qualifications.

To be eligible to serve on the USA Triathlon Athletes' Advisory Council, Athlete Representatives must meet the requirements of Elite 10 Year Athletes as defined in Section 6.8(a) of these Bylaws.

At least one (1) Athlete Representative's most recent elite competition should have been contested in each of the following:

- a. as a female.
- b. as a male.
- c. in an Olympic competition as defined in Section 6.8 (a)i.
- d. in a Paralympic competition as defined in Section 6.8 (a)ii.

If the nominee pool does not allow for the foregoing, the Athlete Representatives should be elected based on majority vote.

Section 9.4. Staggered Council.

Athlete Representatives of the Athletes' Advisory Council shall be elected/selected so as to implement a staggered system.

Section 9.5. Election.

Athlete representatives on the USA Triathlon Athletes' Advisory Council shall be directly elected by athletes who are Elite 10 Year Athletes as defined by Section 6.8(a) of these Bylaws.

Section 9.6. Term.

The term for members of the Athletes' Advisory Council shall be two (2) years excluding the USA Triathlon representative and alternate to the USOPC Athletes Commission, which shall be four (4) years.

Section 9.7. Term Limits.

No Athletes' Advisory Council member shall serve for more than four (4) consecutive two-year terms, excluding the USA Triathlon representative and alternate to the USOPC Athletes Commission, which shall be two (2) consecutive four-year terms.

Section 9.8. Officers.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a Chair and Vice Chair. The term of office of the Chair and Vice Chair shall be one (1) year. The newly elected Chair and Vice Chair shall take office immediately. The Chair and Vice Chair shall hold office until their successors are elected and qualified, or until their earlier resignation, removal, incapacity, disability, or death.

Section 9.9. Procedures.

The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USA Triathlon's website.

Section 9.10. Open and Executive Meeting Sessions.

Ordinarily, all Athletes' Advisory Council meetings shall be open to athlete members, and, where appropriate, to USA Triathlon members. In the event the Athletes' Advisory Council

Chair, with the consent of a majority of the Athletes' Advisory Council members in attendance, deems it appropriate: (i) to exclude athlete members or USA Triathlon members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair may specifically designate and call an executive session. Further, the Chair may open a meeting of the Athletes' Advisory Council to non-members, with the consent of a majority of the members of the Council in attendance.

Section 9.11. Compensation.

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USA Triathlon shall pay or reimburse the reasonable expenses of all members of the Athletes' Advisory Council if travel is required in accordance with USA Triathlon's policies. In addition, USA Triathlon shall pay or reimburse the reasonable expenses of the Athlete Board Directors to attend USA Triathlon Board meetings in accordance with USA Triathlon's policies. While members of USA Triathlon's Athletes' Advisory Council shall not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from USA Triathlon in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the Athletes' Advisory Council shall be bound by USA Triathlon's Conflicts of Interest Policy.

SECTION 10.

USOPC TEAM USA ATHLETES' COMMISSION

Section 10.1. Designation.

USA Triathlon shall have a representative and an alternate representative to the USOPC Team USA Athletes' Commission ("Commission").

Section 10.2. Qualifications.

To be eligible to serve on the Commission, athlete representatives must meet the qualifications set forth in the USOPC Team USA Athletes' Commission Bylaws.

Additionally, the term of service on the Commission combined with any previous consecutive terms served as a Director on the USA Triathlon Board may not exceed twelve (12) years.

Section 10.3. Election.

Athlete representatives on the Commission shall be directly elected by athletes who are eligible to run.

USA Triathlon shall adhere to the election procedures contained in the USOPC Team USA Athletes' Commission's AC Member Elections and Voting Policy.

The election shall take place after conclusion of the initially scheduled Summer Olympic and Paralympic Games, but prior to January 1 of the year following the initially scheduled Summer Olympic and Paralympic Games.

The individual with the highest vote total will be elected as the representative to the Commission. The individual with the second highest vote total is elected as the alternate representative to the Commission.

Section 10.4. Term.

The term for all representatives to the Commission shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic Games is scheduled to be held.

Any vacancies shall be filled immediately, or as soon as practicable.

Section 10.5. Term Limits.

No representative to the Commission shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

SECTION 11.

USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 11.1. Designation.

USA Triathlon shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 11.2. Election/Selection.

The Chief Executive Officer shall be USA Triathlon's representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be USA Triathlon's second representative to the USOPC National Governing Bodies' Council unless an alternative representative is approved by the Board of Directors.

SECTION 12.

CHIEF EXECUTIVE OFFICER

Section 12.1. Designation.

USA Triathlon shall have a Chief Executive Officer, who 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 Director of the Board but shall be permitted and expected to attend Board meetings.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Section 12.4, in addition to overseeing 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, determine the size and compensation of, hire and terminate the professional staff, in accordance with USA Triathlon compensation policies and guidelines (established by the Board).

Section 12.2. 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 Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer.

Section 12.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USA Triathlon and in that capacity shall represent USA Triathlon in relations with the international sports federation for triathlon recognized by the International Olympic Committee and at international triathlon functions and events.

Section 12.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Triathlon's mission, goals and objectives

- and present the strategy to the Board of Directors for approval.
- b. determine the size and compensation of, hire and terminate the professional staff in accordance with USA Triathlon compensation policies and guidelines to effectively carry out USA Triathlon's mission, goals, and objectives.
 - c. prepare and submit annual budgets to the Board for approval.
 - d. either directly or by delegation manage all staff functions; be responsible for resource generation and allocation of resources.
 - e. coordinate USA Triathlon's international activities.
 - f. act as the USA Triathlon's spokesperson; and
 - g. perform all functions as usually pertain to the office of Chief Executive Officer.

SECTION 13.

COMPLAINT PROCEDURES

Section 13.1. Complaint Procedures.

USA Triathlon shall adopt Complaint Procedures setting forth the types of complaints that USA Triathlon may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.

USA Triathlon's Grievance and Disciplinary Policy is available at <https://www.usatriathlon.org/about/governance>

USA Triathlon will submit to binding arbitration in any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition upon the demand of the USOPC or any aggrieved athlete, coach, trainer, manager, administrator or official using an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC Athletes Commission and the National Governing Bodies' Council as required by §220522(4)(B) of the Ted Stevens Act. This provision does not apply to age-group athletes.

SECTION 14.

POLICIES

Section 14.1. Gifts & Entertainment Policy.

USA Triathlon shall adopt a Gifts & Entertainment Policy applicable to all USA Triathlon employees, Directors of the Board, Officers, Committee members, Task Force members, hearing panel members, and volunteers.

Section 14.2. Conflicts of Interest Policy.

USA Triathlon shall adopt a Conflicts of Interest Policy applicable to all USA Triathlon employees, Directors of the Board, Committee members, Task Force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

Section 14.3. Code of Conduct.

USA Triathlon shall adopt a general Code of Conduct applicable to all USA Triathlon members, employees, Directors of the Board, Committee members, Task Force members, and volunteers. USA Triathlon shall additionally implement specific Codes of Conduct for Athletes and Coaches.

Section 14.4. Athlete Safety Policy.

USA Triathlon shall adopt an Athlete Safety Policy applicable to all USA Triathlon members, employees, Directors of the Board, Committee members, Task Force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

Section 14.5. Complaint Procedures

USA Triathlon shall adopt Complaint Procedures as set forth in Section 13 above.

Section 14.6. Other Policies.

USA Triathlon shall adopt other relevant policies to effectively run and govern the organization.

SECTION 15.

FIDUCIARY MATTERS

Section 15.1. Indemnification.

USA Triathlon shall defend, indemnify, and hold harmless each Director of the Board and each Officer from and against all claims, charges, and expenses which they incur as a result of any action or lawsuit brought against such Director or Officer arising out of the latter's performance of their duties with USA Triathlon, unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said Officer or Director.

Section 15.2. Discharge of Duties.

Each Director of the Board and Officer shall discharge their duties: (i) in good faith. (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the Director or Officer reasonably believes to be in the best interests of USA Triathlon.

Section 15.3. Conflicts of Interest.

If any Director of the Board, Officer, Committee or Task Force member has a financial interest in any contract or transaction involving USA Triathlon, or has an interest adverse to USA Triathlon's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in USA Triathlon's Conflict of Interest Policy are followed.

Section 15.4. Prohibited Loans.

No loans shall be made by USA Triathlon to the Chair of the Board, to any Director of the Board, to any Officer of USA Triathlon, or to any Committee or Task Force member or to any USA Triathlon employee.

SECTION 16.

FINANCIAL MATTERS

Section 16.1. Fiscal Year.

The fiscal year of USA Triathlon shall commence January 1 and end on December 31 each year.

Section 16.2. Budget.

USA Triathlon shall have an annual budget.

Section 16.3. Audit

Each year USA Triathlon shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Finance and Audit Committee. The Finance and Audit Committee shall provide the auditors' report to the Board of Directors upon completion.

Section 16.4. Individual Liability.

No individual Director of the Board or Officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Triathlon pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 16.5. Irrevocable Dedication and Dissolution.

The property of USA Triathlon is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Triathlon shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Triathlon, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Triathlon, shall be distributed to a nonprofit fund, foundation, or organization which is organized and operated for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

SECTION 17.

MISCELLANEOUS PROVISIONS

Section 17.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these Bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

Section 17.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.

Section 17.3. Applicable Law

These Bylaws shall be governed by the laws of the State of Colorado without regard to its conflict of laws principles.

SECTION 18.

AMENDMENTS OF BYLAWS

Section 18.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, upon the affirmative vote of at least nine (9) votes of the Directors of the Board at any meeting duly called. The organization must post the proposed revisions in a prominent location on its website at least thirty (30) days in advance and make best efforts to communicate the proposed revisions to membership for feedback and comment.

In exigent circumstances, the Board may amend, repeal, alter or adopt Bylaws to go into effect immediately, but the revisions must be posted in a prominent place on the organization's website for at least thirty (30) days after the effective date. In addition, the organization should make best efforts to provide a rationale for the revisions to membership and allow for feedback and comment. After the thirty (30) day posting period and not later than the next regularly scheduled Board meeting, the Board must reaffirm

its vote to make the Bylaws amendment, repeal, alteration or adoption permanent.