

Draft

USA Triathlon Board of Director's Meeting
Friday – Sunday, May 11-13, 2007
USOC West Wing Auditorium
Colorado Springs, CO

Present:

Board of Directors:

Rob Kasper, President
Melissa Merson, Vice President
Celeste Callahan, Secretary
Jim Donaldson, Treasurer
Mike Greer
Brian Harrington
Jeff Matlow
Eric Averill
Joe Umphenour, Pro/Elite
Andy Kelsey, Pro/Elite
Mark Fretta, Pro/Elite

Staff:

Skip Gilbert, Executive Director
Sharon Carns, Executive Coordinator
Jeff Dyrek, National Events Director
Kathy Matejka, Event Services Director
Jennifer O'Day, Membership Services Director
Scott Schnitzspahn, Sport Performance Director
Tim Yount, Sr. Vice President of Marketing & Communications
Shannon Votruba, Multi-Sport Development Manager
Katie Baker, National Team Program Administrative Manager
Deby Williams, Staff Accountant
Linda Cleveland, Coaching Development Manager
Tim Boruff, Coaching Certification Coordinator
Bryan Doerer, Sales Manager
Gina Zaccagnini, Multisport Development Assistant
Georgia Vanos, Multisport Development Assistant
Zach Stegeman, Marketing and Communications Coordinator

Committee Chairs:

Candy Cheatham, Chair, Regional Presidents
Jon Beeson, Chair, Physically Challenged Committee
Fred Phillips, Chair, Emerging Sport Development Committee
Mike Plumb, Chair, Duathlon Committee

Guests:

Gale Bernhardt
Susan Williams
Ken Waugh, Waugh & Goodwin, LLP
David Surofchek, Smith Barney
Rose Snyder, Trainer
Chris Vadala, USOC

Note: Information may be reported according to topic and not necessarily in the chronological order of discussion.

Presiding: Rob Kasper

Call to order 2:00 pm MDT

Friday, May 11

Executive Director's Opening Remarks

Skip Gilbert, provided details of his attendance at a USOC seminar dealing with NGB compliance and other issues facing NGB's. Triathlon Life Magazine was emphasized as a snapshot of where the organization is currently, to include, more marketing partners than ever before as well as 20,000 members ranked.

President's Opening Remarks

Rob Kasper stated that USAT is doing well and the focus of this meeting will be the future direction and the long term goals of this organization.

Waugh & Goodwin, LLP Report

Ken Waugh distributed a preliminary draft of the 2006 audit and recommendation letter to the Board. Discussion occurred regarding the efficiency of USAT's current accounting program, administrative controls and status for tax benefits.

USOC Sports Partnership – Chris Vadala

Overall update:

- 15 months away from Beijing
- World Sports Chicago interested in working with NGB's and bringing international events to Chicago
- July 13th Pan Am games

The Board requested suggestions on how to bring the Olympics to our families, members and how to join our age group athletes to the Olympics. Chris mentioned the idea of Olympic Week as an option to bridge this gap.

Recessed: 3:30 pm

Reconvened: 3:45 pm

Business Unit Presentation

Each Director and/or Manager presented business unit updates, programs, challenges and short and long term goals. The complete presentation handout is attached to the original of these minutes. In addition to the presentation the Board asked questions about, Training and Performance Centers, Camps, membership demographics, rankings, sponsorships, Ambassador Program and risk management.

Presenters: Sport Performance – Cliff English, Linda Cleveland
Membership Services – Jen O’Day
National Events – Jeff Dyrek, Shannon Votruba
Marketing & Communications – Tim Yount
Event Services – Kathy Matejka

Action item: In relation to future growth and the Ambassador Program Melissa Merson will send the Mid-Atlantic Region’s annual Congress information to Jen O’Day.

Recessed: 5:00 pm

Reconvened: 5:15 pm

Financial Update

David Surofchek with Smith Barney explained USAT’s Statement of Investment Policy as well as the objectives, guidelines and recommendations. The Board discussed reallocation and diversification.

Motion made by Jim Donaldson, seconded by Jeff Matlow to reallocate investment mix to remain within guidelines established by USA Triathlon’s investment policy.

Motioned passes unanimously

Meeting adjourned 6:15 pm

Executive Session 6:15 pm – 7:30 pm

Reconvened Saturday, May 12

Call to Order – Rob Kasper, 8:30 am MDT

Those Present:

Board Members:

Rob Kasper, President
Melissa Merson, Vice President
Celeste Callahan, Secretary
Jim Donaldson, Treasurer

Mike Greer
Brian Harrington
Jeff Matlow
Eric Averill
Andy Kelsey, Pro/Elite

Staff:

Skip Gilbert, Executive Director
Sharon Carns, Executive Coordinator
Jeff Dyrek, National Events Director
Kathy Matejka, Event Services Director
Jennifer O'Day, Membership Services Director
Tim Yount, Sr. Vice President of Marketing & Communications
Shannon Votruba, Multi-Sport Development Manager
Zach Stegeman, Marketing and Communications Coordinator

Committee Chairs:

Candy Cheatham, Chair, Regional Presidents
Jon Beeson, Chair, Physically Challenged Committee
Fred Phillips, Chair, Emerging Sport Development Committee
Mike Plumb, Chair, Duathlon Committee

Approval of Minutes:

Motion was made by Brian Harrington, seconded by Jim Donaldson to approve the minutes of the January 12-15 meeting; Teleconference Call minutes; January 24, March 06, and April 09, 2007.

Minutes approved unanimously

For the record: Celeste Callahan, Mark Fretta and Joe Umphenour were absent at the time of this vote. Joe Umphenour and Celeste Callahan joined the meeting at 9:35 am.

Budget Review

After considering proposed revisions to the 2007 budget addressing an unanticipated shortfall at the end of 2006, the Board agreed that no vote was necessary, as they represented outperformance of the budget already approved by the Board in the Fall 06 meeting.

Recessed: 9:15 am

Reconvened: 9:25 am

Committee Reports:

Emerging Sports Development Committee (ESD)

Fred Phillips, Chair of the ESD reported. The complete report is attached to the original of these minutes. Discussion occurred regarding Aquathon and Winter Triathlon and the development of these disciplines. The question was asked if Aquabike still has an open position on this subcommittee. Fred stated that they have not found an individual to represent this discipline to date.

IT Committee

Jeff Matlow provided an overview of the key technology issues facing USAT for the IT Committee. In addition to the report, discussion occurred regarding the process for members voting electronically in the 2007 election, regions having access to database information, regional newsletters as well as website migration.

Also, Jeff thanked Trevor Miller with the USOC because he has been an invaluable resource and has gone above and beyond the call of duty to assist in the IT issues. The conference call minutes dated April, 03, 2007 are attached to the original of these minutes.

Action item: Skip Gilbert will circulate to the Board, in a reasonable amount of time, a rollout strategy regarding online voting for the 2007 election. Also, HRO will be provided with procedures to check against USAT Bylaws and auditing compliance.

Melissa Merson motioned, Brian Harrington seconded a Board directive to approve the recommendation of the IT Committee and direct the staff on implementation for online voting.

Motioned passes unanimously

For the record: Mark Fretta was not in attendance during this motion, therefore, did not vote on this Board directive.

AAC

Joe Umphenour, Board Liaison for the ACC presented. The complete report is attached to the original of these minutes. In addition to the report Mike Greer gave an update on a general conversation that occurred on a conference call about improving the Pro structure; other participants on the call were, Andrew Marsh, Tim Deboom, Katie Baker, Scott Schnitzpahn and Alison Hankins (Dewall).

Rob Kasper suggested that if this group becomes an official Committee that Joe Umphenour and Mike Greer work with the others involved to define a mission, population, as well as budget impact and present to the Board.

Business Council

Skip Gilbert provided an update on the Business Council conference call a couple of weeks ago regarding how to develop a strategic plan for promoting the Olympic Games.

Additionally, the Council shared ideas on how to bring the age group athletes and the Elite athletes together and is hoping to implement something this year. Some Council members will be attending the Best Practices Seminar in October.

Recessed: 11:30 am

Reconvened: 11:35 am

Race Director Committee

Jim Donaldson, Board Liaison to the Race Director Committee, presented. The complete report is attached to the original of these minutes.

Duathlon Committee

Mike Plumb, Chair for the Duathlon Committee reported. The complete report is attached to the original of these minutes. Mike passed around a prototype of a National Championship Jersey and dialogue occurred regarding uniform issues.

Action Item: Rob Kasper recommended that the AGC, Duathlon and ESD have input and be involved in working towards a solution on uniform issues.

Physically Challenged Committee (PC)

Jon Beeson, Chair for the PC Committee, reported that the National Championships in NYC has 100 slots, expecting 75-80 competitors and Accenture stepped up as the title sponsor. During Nationals week the Challenged Athletes Foundation will be hosting a Gala Dinner on July 18, at the Waldorf Astoria and Mayor Bloomberg is scheduled to appear. Further updates included: kids clinic is expanding, forming National Team members soon, and forming subcommittees, specifically, Rules and National Team.

Women's Committee (WC)

Celeste Callahan, Board Liaison for the WC stated that 2007 marks the 10th anniversary of the birth of the Committee and the death of its founder Judy Flannery and in that time the WC has risen to phenomenal heights. The WC honors Judy Flannery and her dream to have women involved in the sport.

Recessed: 10:25 am

Reconvened: 10:35 am

International Relations

Dragomir Cloroslan with the USOC was conferenced called for the purpose of addressing the Board on international relations. Dragomir explained that the relationship between NGB's and their International Federation can be major asset or a major limitation factor and the importance in building a relationship that allows a continuance channel of communication with partnership being the final objective.

The Board asked questions on best practices and the development of an International Relations Committee. Dragomir explained that it is imperative that USAT have a

strategic plan in place before assembling a Committee. He offered to meet with Skip at anytime to explain what other successful NGB's are doing in this respect.

After the conference call Rob Kasper discussed electing a PATCO representative. Because Rob Kasper has served for three years he is asking the Board to endorse him for this. Because the Board has not defined the job and directives of this representative the decision was made to put this issue aside. **This issue was visited on Sunday, May 13, 2007. For the purpose of continuity the following motions will be included in this portion of the minutes.**

Melissa Merson motioned, Mike Greer seconded, to endorse Rob Kasper as PATCO representative.

Motion passes unanimously

Rob Kasper motioned, Brian Harrington seconded, to endorse Melissa Merson as a back-up PATCO representative.

Motion passes unanimously

After voting Melissa Merson requested that as a group the responsibilities of the PATCO representative be outlined/defined. The recommendation is to form a steering committee to help define clear objectives, size and structure with the goal to have the Board ratify an International Relations Committee.

Action item: Board will send their input to Melissa Merson and she will present this at the next Board meeting.

Discussion Item 1

Presented by Shannon Votruba:

2008 – 2009 Regional Championship Strategic Plan

Required Designations:

Intermediate distance triathlon (1.5k, 40k, 10k)

Optional designations:

Intermediate distance duathlon (10k, 40k, 5k)

Sprint triathlon (750m, 20k, 5k)

Youth (age 7-15 distances specific)

Club (sprint or intermediate distance triathlon)

Long course duathlon

Aquathlon

Winter Triathlon

Aquabike

* For optional designations, region must have a minimum of five (5) sanctioned events in that category to name a regional championship.

*Other designations that are not listed may be considered as a regional championship if they do not conflict with USAT agreements, contracts, or ancillary programs and the region has a minimum of five (5) sanctioned events in that category.

Date specifics:

- All designations may occur at any time throughout the year.

Sanctioning / Risk Management

- Event MUST be sanctioned minimum of 2 years prior to being named a regional championship
- Event MUST have official's minimum of 1 year prior to being named a regional championship
- Event MUST have officials at regional championship designated race
- Event MUST be sanctioned minimum of 60 days prior to race date
- Event MUST be 100% compliant with all sanction standards minimum of 1 year prior to being named a regional championship
- Beginning in 2008 Race Director MUST be USAT certified to host regional championship

Race Specifics

- Race must be capable of handling increased participation due to designation
- Race does not need to fit exact distances for designation, but must fall within USAT specified range
- Race should provide development/education for youth in the sport (for intermediate distance triathlon only)
- USAT recommends that race offer officials clinic/certification course prior to event (for intermediate distance triathlon only)
- Race must include USAT flyer in goodie bags (provided by region)
- Race must display USAT banners at event (provided by region)

Nominations

- Event designations must be nominated and submitted to the national office by April 1st every year for the following years designation
- Event nominations will be checked for sanction / risk management compliance. Nominations may be declined at this point and the region shall submit a second nomination.
- USAT strongly recommends that regional championships are designated for two (2) years in all categories. USAT may pull designation after one (1) year if event does not fulfill all requirements

Selections

- USAT National Office staff will finalize regional championship selections based on sanction / risk management check
- Regions will be notified within two (2) weeks if a secondary nomination must be submitted
- Regions will have two (2) weeks to submit secondary nomination
- Selections for the upcoming year will be announced within sixty (60) days of initial deadline via letter (hard copy and email) to race directors
- Race directors will have thirty (30) days to submit signed MOU to national office
- Press releases and articles will be submitted to USAT marketing within five (5) days of MOU deadline for print and distribution

Qualification Events

- Intermediate Distance Triathlon Regional Championships will qualify athletes for the Age Group National Championship
For the 2009 and future Age Group National Championships (International distance), an athlete can qualify by:
 - Placing in the top ten in his/her age group at any 2008 Regional Championship (Intermediate distance).
 - Placing in the top ten in his/her age group in any 2009 Regional Championship (Intermediate distance).
 - Placing in the top ten in his/her age group in a second chance qualifier that will be named within each region (geographically and date spaced from the Regional Championship).
 - Any athlete who has competed as a member of Team USA (Triathlon or Duathlon).
 - The top 20 finishers in each age group from the previous year's National Age Group Championships.
 - USAT All American or Honorable Mention from previous years national rankings
 - Top 10 finishers in each age group at any USAT National Championship in current and/or previous year
 - Must be 18 by December 31st to compete in national championship that year
- Other regional championship designations may be used as Team USA world qualifying events (dependent upon date of regional championship as it relates to the world championship). Available distances include intermediate distance duathlon, sprint, long course triathlon and long course duathlon.

Special Qualifier (second chance qualifier)

- Distance may be sprint or intermediate distance triathlon
- Event must have officials
- Event must occur at minimum 1 week prior to Age Group National Championship
- Nominations must be submitted by region following all above guidelines

Regional Funding

- Region will commit at minimum \$1,000 of annual budget to fund intermediate distance triathlon regional championship
- Funding can be used in the following ways (but not limited to):
 - Travel assistance
 - Banners
 - Flyers
 - Advertising
 - Awards
 - Minimum awards required: Male/Female Junior Overall, Male/Female Overall, Male/Female Masters Overall, Male/Female Grand Masters Overall

National Funding

- At least \$15,000 per year on advertising and promotions for intermediate distance triathlon regional championships
- Sponsor support- cost reduction to event

End of Report

Shannon explained and clarified various components of the strategic plan to the Board and is asking for an endorsement from the Board.

Discussion Item 2

Regional Presidents Issues

Presented by Candy Cheatham

At the USAT Congress in Colorado Springs earlier this year, the Regional Presidents met with Skip, Rob, and Shannon to discuss communication. It was agreed upon by all that two-way communication is vital to the growth and development of USAT and its membership.

We as Regional Presidents expressed a concern about open communication between the USAT staff and the Regional Presidents, and in turn, to the Board of Directors and Membership. Skip and Rob freely admitted that communication had been poor in the past, and that we needed to improve it.

At this meeting, it was agreed that Regional Presidents (RPs) would from then on receive agendas for upcoming Board of Directors meetings so we could provide input on pertinent issues from a membership perspective. This was very much appreciated by the RPs.

We also expressed a need for the ability to directly communicate with our membership. During this conversation, we asked to receive database information for members in our regions. USAT staff conveyed to us that since this information was extremely valuable and needed to be protected, we would probably not ever get direct access.

As volunteers for USAT, we understand our organizational mission is to provide excellence in leadership, structure and education for the growth and development of the sport. We understand USA Triathlon's vision to set the standard of excellence as a world leader in the sport by promoting a healthy lifestyle and encouraging participation and achievement.

In Colorado Springs in January, Shannon stated that it was no longer feasible for the regions to send their newsletters in a Word document. Eric Averill and Robert Vigorito reported about the companies they used to do their newsletters. Shannon said the National office would study the options and get back to us.

On March 16th, two weeks before our quarterly newsletters were due to the National Office, we received a surprise mandate that all regions would be required to use "Constant Contact" in a format dictated in detail by the Staff. The directive used four pages of instructions for using Constant Contact in an effort to produce strict uniformity in all the newsletters.

Beyond the feeling of being "blind-sided" that we all shared, two regions had already paid the annual expense of another newsletter service. They were told they could not use what they had already paid for.

We do not feel like we had any input into this decision beyond our original discussion in Colorado Springs. Even more, we are loath to "waste" membership funds.

Although there was some attempt at remediation regarding these costs, the point remains that it would be much easier to comply with this directive if the Regions were allowed some input into them.

We feel as if our request for more open communication is falling on deaf ears. We understand that the National office has had serious problems with the IT provider. Nonetheless, we, as volunteers, believe that we deserve more consultation and respect. We believe this is a reasonable request.

Please feel free to contact me at any time to discuss these issues. I can speak for all Regional Presidents, and Regional Board members, when I say that we are in these roles because we love the sport. We want nothing more than to see it grow and prosper. The USAT staff works extremely hard. We know from experience that they are all great individuals. With a dedication to improving our lines of communication, we feel we can help USAT staff fulfill the mission of USAT to its fullest potential.

End of Report

Eric Averill stated that as the Board Liaison to the regions he believes that they want more input and are seeking validation. Discussion occurred regarding the Regional Newsletter issues, censorship as well as compensation on the annual newsletter service as presented in this report, which prompted the following action item:

Action item: Jeff Matlow will explore a solution to the Regional Newsletter issue.

Mike Greer motioned, Celeste Callahan seconded to adjourn for lunch.

Recessed: 12:50 pm

Reconvened: 1:45 pm

For the remainder of the afternoon Rose Snyder provided Strategic Training for the Board of Directors.

For the record: Mark Fretta joined the Board meeting at 1:45 pm.

Adjourned 5:30 pm

Reconvened Sunday, May 13

Those Present:

Board Members:

Rob Kasper, President
Melissa Merson, Vice President
Celeste Callahan, Secretary
Jim Donaldson, Treasurer
Mike Greer
Brian Harrington
Jeff Matlow
Eric Averill
Andy Kelsey, Pro/Elite

Staff:

Skip Gilbert, Executive Director
Sharon Carns, Executive Coordinator
Zach Stegeman, Marketing and Communications Coordinator

Committee Chairs:

Candy Cheatham, Chair, Regional Presidents
Jon Beeson, Chair, Physically Challenged Committee
Fred Phillips, Chair, Emerging Sport Development Committee

Call to Order – Rob Kasper, 8:30 am MDT

Election

Rob made an announcement to the Board and incumbents up for re-election regarding Election submission deadlines.

Nominating Committee:

Committee is currently populated by Skip Gilbert, Joe Umphenour and Brian Harrington. The Board appointed Brian Harrington as the Chair.

Please note: Board members voted to bring the following Proposals #1, 2, 3, 4 & 5 to the USAT membership for vote in the 2007 election. The 6th resolution was not voted upon at this meeting, but considered for membership notification of bylaw changes that the Board will consider voting upon at a future meeting.

1 Bylaw Resolutions

Resolution for Board Action

May 10, 2007

Subject: Proposal #1 to Amend USA Triathlon Bylaws – Change “Triathlon” to “Sports of Triathlon”

Background: Originally authored when triathlon was the only sport governed by USA Triathlon and its preceding organizations, the bylaws of USA are in need of updated language to reflect the addition of numerous other disciplines since that time.. While it has generally been accepted that sports such as Duathlon, Aquathlon, Aquabike, Winter Triathlon, and the off–road variants of these sports are governed by the same authority as that of Triathlon, this needs to be codified in order to more efficiently represent these sports as well as any new ones USA Triathlon may represent in the future.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:

- Article II
- Article III
- Article IV
- Article V
- Article VI
- Article VII
- Article XI
- Article XII
- Article XV
- Article XVIII

Whereas USA Triathlon functions as the National Governing Body of Duathlon, Aquathlon, Aquabike, Winter Triathlon, and the off –road variants of these sports; and

Whereas Numerous references in our bylaws applicable to these sports currently specify only Triathlon,

Now therefore be it resolved that the ballot sent to members for the 2007 election include a ballot item for Proposal #1 to change the USA Triathlon Bylaws in the following manner:

Article II, second sentence to be added:

“The sports of triathlon referenced in this document shall include, but not be limited to Triathlon, Duathlon, Aquathlon, Aqua- Bike, Winter Triathlon, and the off-road versions of these sports.”

Throughout the bylaws of USA Triathlon, references to the sport of triathlon shall be changed to “the sports of triathlon”.

Throughout the bylaws of USA Triathlon, references to triathlon races and events shall be changed to read “competitions within the sports of triathlon” or “events with the sports of triathlon”..

Submitted by: Rob Kasper

Friendly amendments were accepted and are reflected in this resolution.

Jim Donaldson motioned, Melissa Merson seconded to accept Proposal #1 to Amend USA Triathlon Bylaws – Change “Triathlon” to “Sports of Triathlon”

Motion passes unanimously

2 Bylaw Resolutions

Resolution for Board Action

May 10, 2007

Subject: Proposal #2 to Amend USA Triathlon Bylaws – Change and Clarify National Board Election Region Names and Boundaries

Background: At the request of members of the functional region previously known as “New England”, the Board of Directors on April 9, 2007 approved a name change to “Northeast”. To minimize confusion, bylaw language specifying the National Board election region that overlays this same geographical area should be changed to reflect the same name.

The most recent change in National Board Election Regions was intended to align them geographically with functional regions. Accurate descriptions of the Florida and Southeast Regions were not incorporated into the bylaws at that time, therefore the language needs to be updated.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:

Article VII, Section 4

Whereas It is in the interest of USA Triathlon that its Regions are insomuch as possible accurately, described; and

Whereas the New England Region which consists of Vermont, New Hampshire, Maine, Rhode Island, Connecticut, and New York, and the Commonwealth of Massachusetts includes s State (New York) not customarily described as a part of New England; and

Whereas The intent of a previous resolution to overlay our National Board election regions more directly over USAT’s functional regions was not reflected clearly in bylaw language at that time,

Now therefore be it resolved that the ballot sent to members for the 2007 election include a ballot item for Proposal #2 to change the USA Triathlon Bylaws in the following manner:

Article VII, Section 4 (a) (1) (i) shall be changed to read:

“Florida Region, which shall include the State of Florida east of the Apalachicola River”

Article VII, Section 4 (a) (1) (iv) shall be changed to substitute “Northeast” for “New England”

Article VII, Section 4 (a) (1) (v) shall be changed to read:

“Southeast Region, which shall include the State of Alabama, Florida Panhandle (west of the Apalachicola River),

Georgia, Mississippi, South Carolina, and Tennessee;

Submitted by: Rob Kasper

Discussion among the Board occurred about the breakdown of the regions, clarification was provided by Rob Kasper.

Friendly amendments were accepted and are reflected in this resolution.

Eric Averill motioned, Jeff Matlow seconded to accept Proposal #2 to Amend USA Triathlon Bylaws – Change and Clarify National Board Election Region Names and Boundaries.

Motion passes unanimously

3 Bylaw Resolutions

Resolution for Board Action

May 10, 2007

Subject: Proposal #3 to Amend USA Triathlon Bylaws – Clarification of Election Procedures

Background: Several instances over the past few years have pointed out ambiguous language in the article of USA Triathlons bylaws governing election procedures that require clarification. In addition, the Board of Directors feels that members should be given adequate time to view and comment on proposed changes to the bylaws that the Board will decide on their own. There are also several opportunities to make the election process more efficient and less costly.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:

Article XXI

Whereas With the most recent bylaw changes, the Board of Directors may now decide by their own vote changes to certain articles of USA Triathlon; and

Whereas The Board of Directors feel that members should be given adequate time to review and comment on such changes prior to vote; and

Whereas Modern technology makes full language of proposed bylaw amendments and candidate information easily accessible to the large majority of USA Triathlon members, making mailings of such information difficult to justify financially; and

Whereas Ambiguous language specifying the requirements of incumbent Board members to be placed on the ballot needs to be clarified; and

Whereas Much of Article XXI of USA Triathlon bylaws contains phase-in language that is now obsolete,

Now therefore be it resolved that the ballot sent to members for the 2007 election include a ballot item for Proposal #3 to change the USA Triathlon Bylaws in the following manner:

Article XXI, Section 4 (c) (1) second sentence to be added:

“The full language of the amendment as well as the explanation shall be posted prominently on the USA Triathlon website.”

Article XXI, Section 4 (c) (2) shall be changed to read:

“A description of the proposed amendment shall be included with the ballot at the next annual election, along with the opportunity to vote on the question.”

Article XXI, Section 4 (d) sentence to be added:

“Any such resolution to amend the bylaws by vote of the Board of Directors shall be posted on the USA Triathlon website with a prominent link from the home page for a period of not less than 30 days prior to being voted upon.

Article XXI, Section 7 (a) sentence to be added:

“Candidates not meeting all requirements will not be placed on the ballot.”

Article XXI, Section 7 (a) (1) shall be change to read:

“Incumbents. 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 provided he/she submits the information required in paragraphs (2)(i),(ii) and (iv) below by the date nominations close.”

Article XXI, Section 7 (c) (2) sentence to be added:

“Candidate information and complete proposal language may be distributed separately from the ballot and may be distributed to the members in a particular region or published on the USA Triathlon website.”

Article XXI, Section 8 (a) through 8 (d) and (e) (1) shall be deleted.

Submitted by: Rob Kasper

Friendly amendments were accepted and are reflected in this resolution.

Celeste Callahan motioned, Eric Averill seconded to accept Proposal #3 to Amend USA Triathlon Bylaws – Clarification of Election Procedures.

Motion passes unanimously

4 Bylaw Resolutions

Resolution for Board Action

May 10, 2007

Subject: Proposal #4 to Amend USA Triathlon Bylaws – Update Minimum Petition Signatures Required for Standard and Special Initiatives

Background: Originally authored when USA Triathlon was a fraction of its current size, there are currently two provisions for membership initiated bylaw changes based on fixed numbers that have not grown with the size of USA Triathlon’s membership. For this reason, the Board of Directors recommends adoption of a percentage standard rather than a fixed number.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:

Article XXI Section 4

Whereas USA Triathlon has experienced explosive growth in membership since the bylaws were first written, making the fixed number of members specified for initiatives a much smaller fraction of our membership than they once were; and

Whereas it is prudent to specify a percentage of membership rather than a fixed number in order for the bylaws to keep pace with growth of the sport; and

Whereas the proposed percentages required are still far more liberal than the 5% required by the laws governing USAT; and

Whereas the 2.5% requirement for a special initiative is actually less restrictive than the current fixed number of 2,500,

Now therefore be it resolved that the ballot sent to members for the 2007 election include a ballot item for Proposal #4 to change the USA Triathlon Bylaws in the following manner:

Article XXI, Section 4 (a) (3) first sentence shall be changed to read:

“The petition shall be signed by not fewer than 1% of annual members in good standing as of December 31 of the previous year”

Article XXI, Section 4 (b) (3) first sentence shall be changed to read:

“The petition shall be signed by not fewer than 2 ½% of annual members in good standing as of December 31 of the previous year”

Submitted by: Rob Kasper

Friendly amendments were accepted and are reflected in this resolution.

Brian Harrington motioned, Celeste Callahan seconded to accept Proposal #4 to Amend USA Triathlon Bylaws – Update Minimum Petition Signatures Required for Standard and Special Initiatives

Motion passes unanimously

5 Bylaw Resolutions

Resolution for Board Action

May 10, 2007

Subject: Proposal #5 to Amend USA Triathlon Bylaws – Sunshine Policy

Background: A clause in the financial statement reporting section of USA Triathlon’s Sunshine policy is out of place in its excessive detail. USA Triathlon’s bylaws need not specify unnecessary detail, and should be changed.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:

Article XXII Section 2

Whereas bylaws by design should be general in nature,

Now therefore be it resolved that the ballot sent to members for the 2007 election include a ballot item for Proposal #5 to change the USA Triathlon Bylaws in the following manner

Article XXII, Section 2 (a) third and fourth sentences shall be deleted.

Submitted by: Rob Kasper

Friendly amendments were accepted and are reflected in this resolution.

The Board discussed the background of this resolution and whether or not this resolution is appropriate for our bylaws.

Jeff Matlow motioned, Eric Averill seconded to accept Proposal #5 to Amend USA Triathlon Bylaws – Sunshine Policy.

A record of the hand votes:

Rob Kasper - yes
Melissa Merson - no
Celeste Callahan - yes
Jim Donaldson - yes
Mike Greer - yes
Brian Harrington - yes
Jeff Matlow - yes
Eric Averill - yes
Andy Kelsey - yes
Joe Umphenour - yes
Mark Fretta – yes

Motion passes

6 Bylaw Resolutions

Resolution for Board Action

May 11, 2007

Subject: Clarifications, Deletions and Grammar Corrections to USA Triathlon Bylaws

Background: During its review of USA Triathlon bylaws, the Bylaw Committee and legal counsel discovered numerous items that would benefit from clarified language, were extraneous, or could be improved to enhance efficiency of the operation of USA Triathlon. These items are not significant in nature, and are located in articles of the bylaws that can be amended by vote of the Board of Directors.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:

Article VI, Sections 5 and 6
Article VIII, Section 6
Article X, Section 1
Article XI, Section 1

Whereas Modern communications technology makes for efficient distribution of information such as meeting notifications; and

Whereas USA Triathlon elections are not held at the annual meeting of members, making referenced language not applicable; and

Whereas Numerous language clarifications and grammar corrections are in order,

Now therefore be it resolved that the USA Triathlon Bylaws be amended in the following manner:

Article VI, Section 5 (b):

The phrase “available on the USA Triathlon website” shall be added to the second sentence.

Article VI, Section 6 (b) third sentence shall be changed to read:

“The Executive Director shall notify all members through publication in the membership magazine and/or on the web site, at least thirty-five (35) and no more than ninety (90) days prior to the date of meeting”

Article VI, Section 6 (d) (5) shall be deleted and subsequent items renumbered

Article VIII, Section 6 shall be changed to read:

“Any officer may be removed from his/her position as an officer by a majority vote of the Board, with or without cause”

Article X, Section 1 shall be changed to read:

“The Executive Director shall be responsible for the day-to-day operations of USA Triathlon. As such, he/she will be in charge of the administrative headquarters and shall direct the staff and administer the policies and operation of USA Triathlon in accordance with policies and regulations established by the Board of Directors.”

Article XI, Section 1 (d) “of whom” shall be replaced by “who”.

Submitted by: Rob Kasper

Rob Kasper explained that he is requesting Board approval to post on the website as a set of resolutions for Board consideration; the Board is not required to vote on this until the July 2, 2007 teleconference call.

Membership Impact Study & Regional Analysis

Skip Gilbert presented to the Board a list of individuals that will be contacted by the consulting group to participate in this study. He explained that the goal of this study should show a trend and recommendations will be made based on the data.

Other Business

Skip addressed the Board and is looking for guidance on the question of sanctioning the new Toyota US Open – Dallas Tri, which is the final leg of the Lifetime Fitness series. At issue is the involvement of an individual with a history of non-payment, whose races USAT cannot sanction under its own guidelines and those of ITU.

The Board and Skip discussed this issue and agreed that USAT should proceed cautiously as the individual involved is not officially the Race Director. -. Skip will work closely with Lifetime Fitness, traditionally a strong supporter of USAT, to address the issue, and will keep the Board informed.

National Coaching Ethics Committee

Melissa Merson nominated the following to sit on the committee:

Mike Ricci
Brian Roche
Susan Williams

Melissa Merson motioned, Joe Umphenour seconded to appoint Mike Ricci, Brian Roche and Susan Williams to sit on the National Coaching Committee.

Motion passes unanimously

Adjournment: The meeting was adjourned at 11:00 am

Executive Session 11:15 am – 12:00 pm