USAT Bylaw Amendment Proposals Membership Vote 2013

PROPOSAL #3—CALIFORNIA DISSOLUTION

This Resolution, if approved, will confirm and authorize the final steps required as a result of USAT membership's 2007 vote to reincorporate in Colorado.

In June 2007, USAT's Board voted to change the state in which it is located from California to Colorado. In October of 2007, USAT's membership approved that relocation. USAT's Board of Directors and Membership approved the reincorporation from California to Colorado in 2007.

USAT registered USA Triathlon of Colorado as a nonprofit corporation under the law of Colorado, on December 31, 2009. Subsequently, USAT transferred assets to the Colorado entity, and the Board of Directors approved the dissolution of the California entity in the Fall of 2012.

California law requires that a majority of the Members of USAT also elect to approve the dissolution of the California entity.

RESOLUTION FOR CONSIDERATION BY THE MEMBERSHIP OF USA TRIATHLON

WHEREAS, on June 30, 2007, the Board of Directors of USA Triathlon, a California nonprofit corporation (referred to herein as the "<u>USAT California Shell Entity</u>") resolved to reincorporate USA Triathlon from a California corporation to a Colorado corporation, and to place a proposal on the 2007 ballot for membership to vote to approve that resolution;

WHEREAS, in October 2007, the membership of USA Triathlon shell Entity approved the reincorporation of the USAT California Shell Entity into a Colorado nonprofit corporation (referred to herein as "USAT of Colorado");

WHEREAS, on June 28, 2011, the Board of USA Triathlon Shell Entity voted unanimously to approve "consensus bylaw amendments" including those changing the state of incorporation from California to Colorado:

WHEREAS, on October 3, 2011, the Board of USA Triathlon Shell Entity, under Section XXI of the USAT Bylaws, voted unanimously to approve amendments to the Bylaws changing the state of incorporation from California to Colorado, which amendments had been prominently posted on the USA Triathlon website with a prominent link from the homepage for a period of not less than 30 days; and

WHEREAS, on November 4, 2012, in order to effect the reincorporation of the USAT California Shell Entity into USAT of Colorado, the Board of Directors of the USAT California Shell Entity (i) authorized the dissolution of the USAT California Shell Entity, and (ii), as required by California law, referred the matter of dissolution of the USAT California Shell Entity to the membership for approval.

NOW THEREFORE, BE IT RESOLVED, that the membership of the USAT California Shell Entity hereby approves the dissolution of the USAT California Shell Entity.

BE IT FURTHER RESOLVED, that the dissolution of the USAT California Shell Entity shall not affect the rights and privileges of membership in USAT of Colorado.

BE IT FURTHER RESOLVED, that the officers of the USAT California Shell Entity are hereby authorized to take all lawful actions that may be in any way necessary or proper to effect the resolutions contained herein.