

USAT BOD Teleconference Call November 05, 2007
Minutes

At 6:00 pm MDT, Rob Kasper called the meeting to order.

In attendance:

Rob Kasper
Joe Umphenour
Mike Greer
Eric Averill
Melissa Merson
Brian Harrington
Jim Donaldson
Celeste Callahan
Skip Gilbert

Absent:

Mark Fretta
Andy Kelsey
Jeff Matlow

Resolutions

Resolution for Board Action

December 10, 2007

Subject: Deconflicting Board of Director Meeting Schedule Requirements

Background: Conflicting USA Triathlon bylaw requirements make it unlikely that the first in-person Board of Director meeting of the year can be scheduled in full compliance with the bylaws of USA Triathlon. Typically, the financial statements of USA Triathlon cannot be prepared and audited prior to the second quarter of the year, yet USA Triathlon bylaws currently state that these statements must be presented at the first meeting of the Board to take place in the first quarter.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws

Article VII, Section 6 (a) (1)

The first meeting shall be scheduled in the first quarter of the calendar year and shall serve as the first meeting of each newly elected board, at which the financial statements of USA Triathlon for the preceding calendar year, audited by a certified public accountant, shall be presented to the Board.

Article VIII, Section 3 (d)

The Treasurer shall have charge of the funds and financial records of USA Triathlon.

The Treasurer shall oversee the preparation of the proposed annual budget for submission to the Board of Directors. The Treasurer shall oversee (1) the preparation of the annual financial report, to be audited by a certified public accountant selected by the Board of Directors, and (2) such other special financial reports as the Board of Directors may require. The annual financial report shall be made available for public dissemination within one hundred twenty (120) days after the close of the fiscal year. The Treasurer shall discharge such other duties as may be assigned by the President or by vote of the Board of Directors.

Rules

None

Procedures

None

Whereas conflicting bylaw requirements make it unlikely that the first in-person Board of Director meeting of the year can be scheduled in full compliance with both the requirement to be held in the first quarter and the requirement to present audited financial statements for the preceding year; and

Whereas changing the timing requirement for presentation of financial statements of USA Triathlon would be a reasonable resolution to this conflict,

Now therefore be it resolved that Article VII, Section 6 , (a) (1) of USA Triathlon's bylaws be changed by striking the clause "at which the financial statements of USA Triathlon for the preceding calendar year, audited by a certified public accountant, shall be presented to the Board".

And be it further resolved that the following be inserted after the third sentence in Article VIII, Section 3 (d) of USA Triathlon's bylaws: "The financial statements of USA Triathlon for the preceding calendar year shall be presented to the Board at the next in-person meeting after having been audited by a certified public accountant."

Submitted by: Brian Harrington and Rob Kasper

Brian Harrington motioned, Mike Greer seconded to accept the resolution Deconflicting Board of Director Meeting Schedule Requirements.

Motion passes unanimously

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 IIX, 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 IIX, 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

Jim Donaldson motioned, Celeste Callahan seconded to adopt the resolution Clarifications, Deletions and Grammar Corrections to USA Triathlon Bylaws.

Motion passes unanimously

At 6:15 pm MDT the meeting was adjourned.