EXHIBIT A

BYLAWS
USA TRIATHLON

ARTICLE I - Name

The name of the organization shall be USA Triathlon of Colorado.

ARTICLE II - Definition

A triathlon is the sport that generally combines swimming, cycling and running skills, but may include other multi-athletic skill combinations. 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. Multi-athletic skill sports under the jurisdiction of another National Governing Body recognized by the United States Olympic Committee are not included in this definition.

ARTICLE III - Objects and Purposes

The objects and purposes of USA Triathlon shall be to:

(a) coordinate and develop athletic activity in the United States directly relating to the sports of triathlon, and to foster productive working relationships among organizations active in the sports of triathlon;

(b) exercise exclusive jurisdiction over the sports of triathlon in the United States, in world championships and other international competitions;

(c) establish international goals for the sports of triathlon and encourage their attainment;

(d) promote and support athletic activities in the sports of triathlon involving the United States and foreign nations;

(e) promote and encourage physical fitness and public participation in the sports of triathlon;

(f) assist organizations and individuals concerned with sports in the development of triathlon training;

(g) protect the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in the sports of triathlon without discrimination on the basis of race, color, religion, age, sex, national origin or physical handicap and to provide fair notice and opportunity for hearing before declaring any individual ineligible;

(h) provide for the swift resolution of conflicts and disputes involving athletic competition in the sports of triathlon;

(i) foster the development of athletic facilities for use by athletes training for competitions in the sports of triathlon and assist in making such facilities available to the athletes;

(j) provide and coordinate technical information on physical training, equipment design, coaching and performance analysis in the sports of triathlon;

(k) encourage and support research development, and dissemination of information in the areas of sports medicine and sports safety related to the sports of triathlon;

(l) encourage and provide assistance to athletes without regard to race, color, religion, nationality, sex or physical handicap;

(m) provide for athlete control of USA Triathlon by ensuring that active triathletes serve in policy making positions within USA Triathlon per the provisions of the Amateur Sports Act of 1978 [36 U.S.C. 371, 391(b)(8)];

(n) encourage and support the furtherance of professionalism in the sports of triathlon;

(o) identify athletes having the competitive potential and desire to excel in the Olympic and Paralympic Games, and seek the best representation for the United States in the Olympic Games, Paralympic Games, Pan American Games, Parapan American Games and in other international competitions in the sports of triathlon; and

(p) take any and all necessary or desirable steps to effect the objects and purposes set forth in this article.

ARTICLE IV - Authority

Section 1. USA Triathlon is authorized to:

(a) represent the sports of triathlon in the appropriate national and international sports federations, organizations or committees;

(b) establish national goals for the sports of triathlon and encourage attainment of those goals;

(c) serve as the coordinating body for athletic activity in the United States directly related to the sports of triathlon;

(d) exercise jurisdiction over and sanction national and international competitions within the sports of triathlon in the United States, and international competitions within the sports of triathlon outside the United States;

(e) conduct athletic competition in the sports of triathlon, including national championships and international athletic competition in the United States, and establish procedures for determining eligibility standards; and

(f) recommend to the United States Olympic Committee individuals and teams to represent the United States in the Olympic Games, Paralympic Games, Pan American Games, Parapan American Games; and

(g) designate individuals and teams to represent the United States in international competitions within the sports of triathlon and certify, in accordance with applicable international rules, their eligibility.

Section 2. USA Triathlon shall have perpetual succession and power to:

(a) serve as the coordinating body for national and international competitions within the sports of triathlon in the United States;

(b) represent the United States in relations with the appropriate international federation, organization or committee for the sports of triathlon;

(c) organize, finance and control the representation of the United States in world championships and other international competitions in the sports of triathlon;

(d) sue and be sued;

(e) make contracts and incur liabilities;

(f) acquire, hold and dispose of such real and personal property as may be necessary for its corporate purposes;

(g) accept gifts, legacies, and devises in furtherance of its corporate purposes;

(h) borrow money to carry out its corporate purposes, issue notes, bonds or other evidence of indebtedness, and secure the same by mortgage;

(i) approve and revoke membership in USA Triathlon;

(j) adopt and alter a corporate seal;

(k) establish and maintain offices for conduct of the affairs of USA Triathlon;

(l) publish a newspaper, magazine, and other publications consistent with its corporate purposes;

(m) amend these Bylaws;

(n) provide indemnification of individuals in accordance with the terms of these Bylaws and the laws of the State of Colorado;

(o) establish rules of eligibility for various classes of competition;

(p) establish, publish and distribute Competitive Rules to provide for the orderly and consistent administration of events sanctioned by USA Triathlon; and

(q) do all that is necessary, appropriate or convenient to promote or further the sports of triathlon and USA Triathlon, whether specifically included in this

section or not, allowed by the laws of the State of Colorado or any other state or federal government.

ARTICLE V - USA Triathlon Duties

USA Triathlon shall have the duty to:

(a) develop interest and participation throughout the United States in the sports of triathlon;

(b) be responsible to the individuals and sports organizations which it represents, in the sports of triathlon;

(c) minimize, through coordination with other sports organizations, conflicts in the scheduling of all practices and competitions;

(d) keep athletes fully informed of policy matters and reasonably reflect the views of such athletes in its policy decisions;

(e) allow an athlete to compete in any national or international athletic competition unless the organization or person conducting the competition does not meet the sanctioning requirements set forth in Article XII of these By-laws;

(f) encourage and provide assistance for participation by athletes without regard to race, color, religion, nationality, sex or physical handicap and

encourage and support, where feasible, the expansion of opportunities for meaningful participation by handicapped individuals in programs of athletic competition for able-bodied individuals;

(g) provide and coordinate technical information on physical training, equipment design, coaching and performance analysis;

(h) encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety;

(i) establish a written procedure to select athletes for world championship teams, Olympic teams, Paralympic teams, Pan American teams, Parapan American teams, and teams for all other international competition, and disseminate said procedure widely among the members;

(j) select sites and dates to qualify athletes for world championship teams;

(k) establish a program for the development of the sports of triathlon;

(l) participate in the international federation activities and carry out those responsibilities required by the international federation;

(m) promptly review requests by sports organizations and individuals for sanctions in accordance with the terms of these Bylaws.

(n) disseminate to its members information relating to the sports of triathlon;

(o) submit all official bids for conducting world championship and other international events; and

(p) take any and all other steps necessary or desirable to achieve the objects and purposes of USA Triathlon.

ARTICLE VI - Membership

Section 1. Membership shall be open to any individual who is an athlete, coach, trainer, manager, administrator or official active in the sports of triathlon, or to any other individual who is interested in the goals and objectives of USA Triathlon. The Board of Directors may create such other non-voting classes of members as it deems necessary or desirable. Membership shall be granted without discrimination on the basis of race, color, religion, age, sex, national origin or physical handicap.

Section 2. USA Triathlon shall create a voting class of membership known as an elite athlete membership with criteria to be established by the Athletes' Advisory Council (AAC) and approved by the Board of Directors.

Section 3. Membership dues and all other fees charged to members shall be adopted by the Board of Directors and published on or before December 1, for the following year's membership and activities, by a two-thirds majority of the Directors voting. If a schedule of fees is not adopted on or before such date,

the previous year's schedule shall be used without change. After adoption and publication, any amendments to any year's schedule of fees shall require a three-fourths majority vote of the entire Board of Directors.

Section 4.

(a) All members who are current in their dues shall be entitled to representation, voice and vote at meetings of the members.

(b) No member may exercise more than one vote. Proxy voting shall not be permitted at meetings of the members.

Section 5.

(a) USA Triathlon shall have the right to review the conduct of its members and if appropriate, to suspend, expel or otherwise sanction said member, or terminate or suspend a member's USAT membership.

(b) No member may be expelled or suspended, and no membership or rights may be terminated or suspended, unless the expulsion, suspension or termination is done in good faith and in a fair and reasonable manner. An expulsion, suspension or termination shall be in accordance with procedures set forth in Article XV of these By-laws.

Section 6.

(a) An annual meeting of USA Triathlon membership shall be held at the age group national championship or at any other USA Triathlon sanctioned event likely to draw attendance by a large number of USA Triathlon annual members.

(b) At its third regular in-person meeting each calendar year or by September 1, whichever comes first, the Board of Directors shall decide the place and hour of the annual meeting of the membership for the following year. Membership and the public shall be notified of the selected date on or before December 31 of the year before the date of the annual meeting.

(c) The Executive Director shall provide notice to 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, an official notice of the place, date and time of the meeting and the matters the Board of Directors intends to present for action by the members, and the official notice shall include a request for suggested additional agenda items.

(d) Special meetings of the membership may be called by the Board of Directors, directly or through the Executive Director, or by the president, or by five (5) percent or more of the members. In any such case, the Executive Director shall give written notice of special meetings of the membership to the

members no less than thirty-five (35) days prior to the date of the meeting, and no more than ninety (90) days prior to that date of the meeting. The date, place and hour of the meeting shall be designed by the Board, person or group calling such meeting, but shall not be earlier than thirty-five (35), and not later than ninety (90) days after receipt by USA Triathlon of the request for the special meeting.

(e) At all meetings of the members, the order of business, unless suspended or altered by a vote of the members, shall be:

(1) Reading the call for the meeting;

(2) Reading the minutes of the previous meeting which may be dispensed with by a majority vote;

(3) Reports of Treasurer, other Officers and Committees;

(4) Unfinished business;

(5) New business;

(6) Adjournment.

(f) A quorum for the transaction of business at any meeting of the membership shall consist of fifty (50) members. Any action taken by the membership at such meeting shall not be effective until ratified by the appropriate method and appropriate entity.

(g) All meetings of the membership shall be governed by Roberts Rules of Order (most recent version), except where they conflict with these Bylaws, in which case the Bylaws control.

(h) At any annual or special meeting of the members, action taken by the membership shall not be effective until ratified by ballot mailed or made available electronically to the membership in the manner hereinafter set forth.

ARTICLE VII - Board of Directors

Section 1. USA Triathlon shall be governed by a Board of Directors which shall have general charge of the business affairs and activities of USA Triathlon and shall define the policies to be followed in carrying out the purposes of USA Triathlon as set forth in these Bylaws.

Section 2. The Board of Directors shall have authority over policy and specific decisions concerning, but not limited to:

(a) establishing membership dues and charges;

(b) establishing both the criteria and fees for sanctioning national and international competitions within the sports of triathlon, and the procedures applicable to dispute settlements and drug testing at such sanctioned events;

(c) selecting or establishing selection processes for U.S. representatives in the sports of triathlon for world championship teams, Olympic and Paralympic teams, and teams for other international competition, together with designating the races to qualify members of such national teams;

(d) establishing an insurance facility, including the selection of underwriters, excess carriers, bonding agents, attorneys and consultants, disposition of funds, and the defense of legal claims asserted against USA Triathlon as well as their settlement;

(e) directing the preparation and approving an annual budget for USA Triathlon; and

(f) taking such other actions as might be necessary or desirable to implement the objectives and purposes of these Bylaws.

Section 3. The Board of Directors shall insure that USA Triathlon is autonomous in the governance of the sports of triathlon and the Board of Directors shall independently determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint.

Section 4. The Board of Directors shall have twelve (12) members who shall be selected without regard to race, color, religion, national origin, sex or

physical disability. Three directors shall be Athlete Directors (see Article VII, Section 4(b) below), one shall be an Independent Director (see Article VII, Section 4(c) below, and eight (8) shall be General Directors selected as follows:

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

(1) Florida Region, which shall include the State of Florida east of the Apalachicola River;

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

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

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

(5) Southeast Region, which shall include the State of Alabama, Florida Panhandle (west of the Apalachicola River), Georgia, Mississippi, South Carolina, and Tennessee;

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

(7) Southwest Region, which shall include Arizona, California, and Nevada.

(8) Midwest/ Rocky Mountain/Pacific Region, which shall include the State of Alaska, Colorado, Hawaii, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, New Mexico, North Dakota, Oregon, South Dakota Texas (only El Paso County), Utah, Washington, Wisconsin and Wyoming.

Each of these eight (8) General Directors shall be an annual member in good standing of USAT. At the time of nomination and election, each General Director candidate shall be a citizen of the United States of America and a resident of the Region he or she is hoping to represent.

If on December 31 of any year preceding an election, the region with the largest number of members has greater than double the number of annual members of the region with the least number of members, then at the next membership elections, the Regions shall be caused to gain or lose constituent states, while still retaining geographical integrity, to bring about greater equality of representation. In this case the Board of Directors shall fashion two

plans for restructuring the eight Regions above. Neither plan shall exclude a state from a Region if that Region's Board representative resides in that state. Both prospective plans shall be presented to the general membership for vote at the next election. The restructuring plan gaining the most votes shall replace the Regional structure contained in these Bylaws.

(b) Athlete Directors: Athlete Directors shall meet the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC). Athletes eligible to run for the position are eligible to vote for the position. At the time of election, each Athlete Director shall be a member of USA Triathlon, and a citizen of the United States of America.

(1) In the event these Bylaws are subsequently amended to alter the number of members of USA Triathlon's Board of Directors, the number of Athlete Directors shall always be equal to or greater than twenty percent (20%) of the total number of members of the Board.

(2) In the event of a vacancy in an Athlete Director seat, athletes meeting the qualifications to serve on governing boards as defined by the USOC shall select an eligible replacement.

(c) Independent Director. One (1) independent member ("independent director") recommended by the Nominating and Governance Committee shall be appointed by majority vote of General and Athlete Directors. No one will

be qualified to serve as "independent director" if, at any time during the two years preceding commencement of or during his or her term or position as a director:

(1) the candidate was employed by or held any paid position or any volunteer governance position in USAT, the United States Olympic Committee (USOC), or the International Triathlon Union (ITU);

(2) an immediate family member of the candidate was employed by or held any paid position or any volunteer governance position in USAT, the USOC, or ITU;

(3) the candidate was affiliated with or employed by USAT's outside auditor or outside counsel;

(4) an immediate family member of the candidate was affiliated with or employed by USAT's outside auditor or outside counsel.

(5) A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director receives any compensation from USAT, directly or indirectly. For purposes of this rule, compensation does not include reimbursement of out of pocket expenses incurred for the benefit of the corporation or

receipt of any benefits, subsidies or payments generally available to athletes or elite athletes to support their training.

When the guidelines in this Section do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating and Governance Committee.

The Nominating and Governance Committee may determine that, in its judgment, a director who does not meet these guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the corporation or any organization, entity, or individual associated with the corporation that would interfere with the perception or reality of the director's independent judgment, and that such a person may nevertheless be independent or an independent director under these Bylaws.

The Nominating and Governance Committee shall review at least annually the independence of the Independent Director.

(d) Ex-Officio Members of the Board of Directors:

(1) Past President. If the immediate past President of the Board is not a current Board member, then, for a period of two years after the immediate past President's position ends as President of the Board, he

or she 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. The immediate past President shall not vote on any matter. The position shall not factor into quorum requirements, or into compliance with the minimum Athlete Director requirement of Article VII Section 4 (b) (1).

(2) USA Triathlon Member elected to the ITU Board of Directors. Any USA Triathlon member who has been elected to the Board of Directors of the International Triathlon Union (ITU) shall be an ex-officio member of USA Triathlon's Board of Directors by virtue of, and for the same term as, his or her ITU Board membership. He or she shall be allowed to attend Board meetings as requested by the Board, and may speak on matters as requested by the Board. He or she shall not have a vote on any matter. The position shall not factor into quorum requirements, or into compliance with the minimum Athlete Director requirement of Article VII Section 4 (b) (1).

(e) Elections. Elections for General and Athlete Director seats on the Board of Directors shall be conducted according to the provisions of Article XXI of these bylaws. Appointment of the Independent Director shall be

accomplished by majority vote of General and Athlete Directors at the first regular meeting of the year following a membership election.

(f) Terms and Term Limits.

(1) Terms of Office. General Directors shall serve four -year terms commencing on January 1 of year following their election and ending on the fourth December 31 thereafter. Of the eight (8) General Directors, terms shall be staggered such that half are elected every two years. Of the three (3) Athlete Directors one (1) shall be elected in the odd-numbered years and two (2) in the even-numbered years. The Independent Director shall serve an approximate two (2) year term, commencing upon his or her appointment at the first regular meeting of the Board of Directors in the year following an election and ending at the first regular meeting of the Board of Directors of the year two years hence.

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

a hiatus equal to half the amount of time served before serving additional terms.

Section 5. Vacancies. A vacancy in a seat of a General Director shall be filled by an affirmative vote of a majority of the number of directors remaining on the Board at the time of the vote. Quorum requirements shall not apply. The person selected should be an annual member of USA Triathlon in good standing, a citizen of the United States, and a resident of the Region he or she is appointed to represent, and who, at the time of selection, is not prohibited from being a Board member by the term limit provisions of the Bylaws. The vote shall take place within 45 days of the vacancy or at the next regular meeting of the Board, whichever comes first. If the person selected is filling a vacancy for a period of less than 2 years, such person may run for two successive four year terms on the Board. If the person selected is filling a vacancy for a period of more than 2 years, such person may run for one successive four year term on the Board. A vacancy in the seat of an Athlete Director shall be filled by rules established by the Elite Pool. A vacancy in the Independent Director seat shall be filled by majority vote of the directors on the Board at the time of the vote.

Section 6. Meetings.

(a) Regular Meetings. There shall be at least three regular in-person meetings of the Board in each calendar year.

(1) The first meeting shall be scheduled in the first quarter of the calendar year and shall serve as the first meeting of each newly elected board.

(2) The second meeting shall be in either the second or the third quarter of the calendar year.

(3) The third meeting shall be scheduled in the fourth quarter of the calendar year and shall be the format for final approval of the fiscal plans for the upcoming calendar year.

(4) The time, date, and place of each regular meeting shall be set by the Board. The time, date, and place of said meeting shall be provided with at least 30 days written notice to each member of the Board.

(5) Open Meetings - Ordinarily, all meetings of the Board of Directors shall be open to members. However, in the event the President of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to convene an executive session to consider and discuss matters relating to personnel, nominations,

discipline, budget, salary, litigation or other sensitive matter, then the President may specifically designate and call an executive session.

(b) Special Meetings.

(1) Special meetings of the Board may be called by the president, the Vice President, the Executive Director, or any two members of the Board.

(2) Special meetings may be conducted by means of conference telephone or other similar communication equipment, so long as every director who wants to participate can hear and talk to each other participant.

(3) Notice of special meetings shall be given by the person or persons calling the same. The notice of an in-person special meeting shall be given at least 30 days prior to the meeting and include the date, time, and place thereof. The notice of a special meeting by conference call or other similar communication equipment shall be given at least five days prior to the meeting.

(c) Method of Notice. Notice may be given by first class mail, telephone, facsimile, or e-mail.

(d) Presiding Officer. If attending, the President of the Board shall preside at all meetings thereof. If the President is not attending, the Vice President shall preside. If neither the President nor the Vice President is attending, the board member in attendance whose last name comes first in an alphabetic listing shall preside.

(e) Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the total number of directors authorized in these Bylaws. A meeting at which a quorum is initially present may transact business notwithstanding the withdrawal of one or more directors from the meeting. However, an act is not effective unless approved by at least a majority of the required quorum for such meeting.

(f) Rules of Meetings. All meetings of the Board shall be governed by the most recent version of Roberts Rules of Order. If Roberts Rules of Order shall conflict with a provision of these Bylaws, the Bylaws shall prevail.

(g) Action by the Board. Unless otherwise provided in these Bylaws, every act or decision by a majority of directors present at a meeting of the Board, which has been called in accordance with these Bylaws and at which a quorum is present, is an act of the Board.

Section 7. Removal of a Director.

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

(b) A General Director may be removed by a vote of the Board if a Director has missed two regular in-person meetings of the Board in any one calendar year or three special meetings of the Board in any one calendar year.

(c) An Athlete Director may be recalled only according to rules established Elite Athlete Pool of USAT.

ARTICLE VIII - Officers

Section 1. The officers of USA Triathlon shall be a President, a Vice President, a Secretary and a Treasurer. No person may hold more than one office. Such other officers and assistant officers and agents as are deemed necessary may be elected or appointed by the Board of Directors to perform such duties as are designated by the Board of Directors.

Section 2. The officers shall be elected from the members of the Board of Directors at the first regular meeting of the year following an election. The officers shall serve a term of two (2) years or until their successors are duly elected and qualified. If the conclusion of the terms of both the President and Vice President coincide with the conclusion of their terms as Board members, then the President shall remain in office, ex-officio, until the next election of

officers. If the conclusion of the term of either the Secretary or Treasurer coincides with the conclusion of the officer's term as a Board member, then the officer whose term is concluding shall remain in office, ex-officio, until the next election of officers. Officers shall be eligible for election to three (3) additional one (1) year terms in the same office, but in no event shall any officer be elected for more than four successive full or partial terms in the same office.

Section 3.

(a) The President shall be the chief officer of USA Triathlon and shall preside at all meetings of the members and the Board of Directors.

(b) The Vice President shall perform the duties of the President if absent or unable to act and shall discharge such other duties as may be assigned by the President or by vote of the Board of Directors.

(c) The Secretary shall supervise the taking, making and distribution of the minutes of the meeting of the members and the Board of Directors' meetings and shall provide the minutes to all members of the Board of Directors and to the National Office within fourteen (14) days of the meeting date for meetings of the members and of the Board of Directors. The Secretary shall keep the seal and records of USA Triathlon, attest documents and shall discharge such

other duties as may be assigned by the President or by vote of the Board of Directors.

(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 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. 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.

Section 4. All officers shall serve without compensation. They shall discharge their duties with due care. No person may serve simultaneously as an officer of USA Triathlon and as an officer of an organization which (a) is the national governing body of an amateur sport in the United States under the Amateur Sports Act of 1978, or (b) conducts a national program or national amateur athletic competition on a level of proficiency appropriate for the selection of

amateur athletes to represent the United States in international amateur athletic competition.

Section 5. Any vacancy in the offices of USA Triathlon shall be filled by the Board of Directors within forty-five (45) days of the vacancy or at the next regular meeting of the Board of Directors, whichever occurs first. Any officer elected to fill a vacancy shall complete the term of the office whose vacancy is being filled, and may only be elected for three (3) additional successive terms in said office unless the vacancy being filled is for a period of less than six (6) months, in which event the vacancy shall not be considered a full term and the officer may be elected for four (4) additional successive terms.

Section 6. Any officer may be removed from his/her position as an officer by a majority vote of the Board, with or without cause.

ARTICLE IX - Executive Director

Section 1. The Executive Director, who may also be granted the title of Chief Executive Officer by the Board of Directors, 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.

Section 2. The Executive Director shall assist the Board of Directors in preparing the annual budget and shall have general supervision in all income and disbursements of USA Triathlon in accordance with such budget. The Executive Director shall oversee the legal affairs of USA Triathlon, subject to the ultimate authority of the Board of Directors. The Executive Director shall have the authority to (a) hire all staff necessary to administer USA Triathlon's affairs; and (b) enter into contracts in the ordinary course of operations on behalf of USA Triathlon.

Section 3. The Executive Director shall be entitled to attend meetings of the Board of Directors, except when the Board is deliberating some matter relating to his/her tenure, or at such other times as may be determined by the Board of Directors.

Section 4. Any use of USA Triathlon's mailing list, any statements in public media representing USA Triathlon positions, and any use of the name, logos, trademarks, events or programs of USA Triathlon shall be approved in advance by the Executive Director.

Section 5. The Executive Director shall be employed by majority vote of the Board of Directors. The Executive Director may be removed at any time with

or without cause by majority vote of the Board of Directors, without prejudice to any contract rights.

Section 6. The Executive Director shall devote the time and service necessary to professionally attend to the affairs of USA Triathlon and shall not engage in any other profession or employment which would detract from the performance of the Executive Director's duties to USA Triathlon.

Section 7. At least sixty (60) days prior to the termination of any contract of employment with the Executive Director, the Compensation Committee shall conduct an objective evaluation of the Executive Director's performance, salary and benefits. The Compensation Committee shall take necessary steps to solicit information regarding opinions and facts concerning the Executive Director's performance during the term of his employment contract, salaries and benefits for comparable employment, and recommendations for areas of change or improvement. The Executive Director shall be entitled to participate in such evaluation process, shall be provided with copies of any report prepared concerning the same, and shall be given an opportunity to address the Board of Directors regarding the evaluation.

Section 8. The Executive Director shall have such other duties, powers and limitations as may be designated by the Board of Directors and attached to these Bylaws.

ARTICLE XI - Committees

Section 1. The Nominating and Governance Committee, the Finance and Audit Committee, the Compensation Committee, and the Athletes' Advisory Council (AAC) shall exist as Standing Committees of USA Triathlon. The Board of Directors shall have the power to establish and abolish such additional Standing or Special Committees as the Board deems appropriate from time to time, to prescribe the duties and objectives of such committees, and to appoint representatives to such committees, which representatives need not be members of USA Triathlon. Members of Standing Committees in this Section 1 shall include at least 20% athletes as defined by the USOC, and shall be selected by the Board of Directors with approval by the AAC. Members of the ACC shall be elected by rules established by the Elite Pool and approved by the Board of Directors.

Any USA Triathlon nominating and budget committee, panel empowered to resolve grievances, and committee that prepares, approves or implements programs regarding (i) the expenditure of funds allocated to USA Triathlon by the United States Olympic Committee; or (ii) the selection of international,

Olympic, Paralympic, Pan American Games, and Parapan American Games Team members, including athletes, coaches, administrators and support staff, shall have not less than twenty (20) percent of its membership and voting power held by athletes eligible to serve on designated committees as defined by the USOC and who are actively engaged in amateur athlete competition in the sports of triathlon. All appointments to any such committee, of an athlete actively engaged in amateur athletic competition in the sports of triathlon, shall be made by the Athletes' Advisory Council. Athletes "actively engaged in amateur athletic competition" shall mean those athletes who meet the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC) as well as those athletes who currently hold an elite license.

Section 2.

(a) With the exception of the Nominating and Governance Committee, the Finance and Audit Committee, the Compensation Committee, and the Athletes' Advisory Council, the number of members on all committees shall be determined by the Board of Directors. Members of Committees other than the Standing Committees specified in Section 1 above, may be appointed by the Board of Directors, the President, or the Executive Director and need not be members of the Board of Directors. The President shall have the power to

appoint one of the members of each committee as the chair. All committees shall meet the USOC requirements for athlete representatives, who shall be approved by the AAC.

(b) The Nominating and Governance Committee shall consist of not less than three (3) individuals

(c) The Finance and Audit Committee shall consist of three (3) or four (4) members. One shall be the Treasurer of USA Triathlon, one shall be an elite athlete as defined in Article VI, Section 2, one shall be selected from the members of the Board of Directors, and one shall be the Chief Executive Officer if the Board of Directors grants that title to the Executive Director.

(d) The Compensation Committee shall consist of not less than three (3) individuals, including the President.

(e) The Athletes' Advisory Council shall consist of seven (7) members. The three (3) Athlete Directors shall automatically serve as members of the AAC. The remaining four (4) AAC members shall either meet the qualifications to serve on governing boards as defined by the USOC or currently hold an elite license

(f) Assignments. Committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate governance. Committee assignments shall be made annually by the Board.

Section 3.

(a) A quorum for the transaction of business at any meeting of a Standing Committee shall consist of a majority of its members.

(b) A Standing Committee shall establish rules of order and procedures for its meetings.

(c) A Standing Committee shall have the power to transact its business through the use of any means of communication, such as a conference telephone or similar communication equipment, by consent in writing, by mail, or by email, and to conduct its meetings in any manner by which all persons participating in the meeting may hear each other during the meeting.

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

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

(1) Assuring a fair election process, including but not limited to, the preparation and dissemination of a "Call for Nominations" document.

The Call for Nominations document shall set forth the process and timeline for a member becoming a candidate in the election, the election timeline, the election rules, the ballot, each candidate's platform document, and a timeline in a format that creates visibility for the election and the election process.

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

(3) Examining, evaluating, and recommending to the Board of Directors any changes in governance structure or function that would enhance the volunteer participation of members, or the efficiency of the Regional Councils or the Board of Directors.

(4) Identifying and encouraging qualified members to participate in volunteer governance at all levels.

(5) Creating and maintaining programs to stimulate member participation in the election of governance volunteers.

(6) Reporting to the USA Triathlon Board of Directors current best practices of form and functioning of governance.

(b) Finance and Audit Committee. The Finance and Audit Committee shall assist in the preparation, presentation and review of all budgets, and such other duties as are assigned to it by the Board of Directors.

(c) Athletes' Advisory Council. The Athletes' Advisory Council shall broaden communication between USA Triathlon and currently active elite athletes, and serve as a source of opinion and advice to USA Triathlon's Board of Directors with regard to both current and contemplated policies of USA Triathlon. The Athletes' Advisory Council shall make recommendations to the Board of Directors on issues related to the needs and concerns of the elite athlete members of USA Triathlon including but not limited to:

(1) the selection of elite athlete races;

(2) the determination of qualification procedures for the selection of members to USA Triathlon's Elite National Team;

(3) the adoption, amendment and enforcement of rules relating to competitions in which elite athletes compete; and

(4) the procedure for the appointment or election of elite athletes to the United States Olympic Committee's Athlete Advisory Council.

Section 5. All Standing Committees shall submit an annual written report of their activities to the Board of Directors at least two (2) weeks prior to the first regular meeting of the Board of Directors in each calendar year.

Section 6. Any member of a Committee may be removed by the Board of Directors. In the event of the absence of any committee member or members, the remaining members of the committee, whether or not they constitute a quorum, may replace an absent member or members at any meeting of such committee, or the Executive Director may so replace the absent member.

ARTICLE XII - Sanctioning

Section 1. USA Triathlon will promptly review every request submitted by a sports organization or person for a sanction to hold an event within the sports of triathlon in the United States

Section 2. If USA Triathlon fails to determine by clear and convincing evidence that holding or sponsoring an event within the sports of triathlon would be detrimental to the best interest of the sport, then it shall promptly grant a sanction requested by an amateur sports organization or person:

(a) to hold the competition, if such amateur sports organization, or person -

(1) pays the required sanctioning fee;

(2) demonstrates that -

(i) appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition,

(ii) appropriate provision has been made for validation of records which may be established during the competition,

(iii) due regard has been given to any amateur athletic requirements specifically applicable to the competition,

(iv) proper medical supervision will be provided for athletes who will participate in the competition, and

(v) proper safety precautions have been taken to protect the personal welfare of the athlete and spectators at the competition; and

ARTICLE XIII - Arbitration

USA Triathlon agrees to submit, upon demand of the United States Olympic Committee, to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a national governing body, or involving the

opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition.

ARTICLE XIV - Eligibility

Amateur eligibility criteria relating to amateur status of any member shall be no more restrictive than those of the international sports federation for triathlon.

ARTICLE XV - Hearings and Appeals

Section 1. Board of Hearings and Appeals. USA Triathlon shall establish a Board of Hearings and Appeals which shall consist of at least ten members with at least twenty percent (20%) being athlete representatives (in accordance with Article XI above), and such other members as may be selected by the Executive Director.

Except as otherwise provided in this Article XV, the Executive Director shall appoint a panel of at least three members of the Board of Hearings and Appeals to address and determine any matter requiring resolution. The Board of Hearings and Appeals shall be empowered:

(a) To impose and enforce penalties for any violation of the Competitive Rules or other policies or regulations of USA Triathlon;

(b) To review any punitive action or decision taken against any person and to affirm, reverse, stay, or modify such action or decision;

(c) To investigate any pertinent matter as directed by the Executive Director or the Board of Directors;

(d) To determine the eligibility of any person to compete in USA Triathlon sanctioned events;

(e) To determine USA Triathlon membership status of any person and to reinstate or revoke membership rights;

(f) To issue conditional orders prohibiting or requiring certain conduct or action as a condition to maintaining membership rights;

(g) To interpret any Competitive Rule, regulation, or policy of USA Triathlon; and

(h) To conduct hearings and determine any appeal properly filed with USA Triathlon.

Section 2. Proper Subject of Appeal. No person may file an appeal with respect to a judgment call as defined in Section 10.1 of the Competitive Rules. Members may appeal the final decision of a Protest Committee, any punitive action affecting their membership in USA Triathlon, or any other matter

involving an interpretation of the Competitive Rules if an appeal is not otherwise prohibited by this Article XV.

Section 3. Appeals of Protests and Other Matters. Except for appeals governed by Article VIII (Medical Control Rules) of the Competitive Rules and appeals from disciplinary hearings which must be made under Section 5 of this Article XV, all appeals shall be made and processed in accordance with this Section 3.

(a) Time and Fee for Filing Appeal. An appeal must be filed in writing with USA Triathlon's Executive Director postmarked within 30 days after the date of the decision or determination being appealed and must be accompanied by a $100 filing fee. The filing fee shall be refundable only if the appeal is finally determined in the appellant's favor.

(b) Contents of Appeal. The appeal shall be in the form of a petition and shall contain the following:

(1) The petitioner's name, address and telephone number;

(2) a detailed description of the factual background including the date, time, and precise location of any relevant incidents and an identification of the decision being appealed and the person or persons who rendered the decision;

(3) any relevant Rules, regulations, or policies and an application of the facts to those Rules, regulations or policies;

(4) a detailed explanation of all of the grounds for the appeal;

(5) all of the evidence that the athlete wishes to be considered and the names, addresses, and telephone numbers of any witnesses;

(6) a request to participate orally at the hearing if so desired. Requests to participate orally at hearings will be granted only in exceptional circumstances, and all petitioners should therefore ensure that their appeal contains all relevant information when submitted; and

(7) a request for additional time if desired, not to exceed 14 days, within which to submit additional written materials.

(c) Determination of Appeal. The appeal shall be heard and determined by a panel of three disinterested members of the Board of Hearings and Appeals who shall be selected by or under the direction of the Executive Director. If the petitioner has requested to participate orally at the hearing, the panel, with advice of counsel, shall determine whether such oral participation will be permitted and, if permitted, the panel shall notify the appellant of the hearing time and date. If the request for oral participation is denied, the panel shall

notify the appellant of such denial and shall proceed with a determination of the appeal based upon the submitted materials.

(d) Hearing of Appeal. The Executive Director shall appoint, or the panel shall elect, a chairperson to conduct the hearing. Hearings may be conducted by an attorney at law retained or appointed by USA Triathlon for that purpose, but any such attorney shall have no vote in the panel's decision. Any hearing may be conducted by telephone conference call or otherwise at the discretion of the panel. The appellant shall have the right to be represented by counsel.

(e) Appellate Decision. The appellate panel shall issue a written memorandum explaining and containing its decision within fourteen (14) days after the appeal has been duly filed or the hearing has been concluded, whichever is later. The appellant shall receive a copy of the decision. The decision of an appellate panel under this Section 3 shall be final and there shall be no further right to appeal.

Section 4. Disciplinary Hearings. Except as otherwise provided in this Article XV, a disciplinary hearing will be held to determine whether an athlete should be fined, sanctioned, censured, suspended, expelled, or otherwise rendered ineligible to compete in USA Triathlon sanctioned events. Disciplinary hearings shall be conducted in accordance with this Section 4.

(a) Notice. The proposed subject of the hearing (the "respondent") shall be given written notice personally delivered or sent to his last known address by certified mail, return receipt requested. The notice shall apprise the respondent of the specific charges made against him, the specific Rules, regulations, or policies alleged to have been violated, the potential penalties which may be imposed, and the date, time, and place where a hearing will be held. The hearing date shall not be earlier than thirty (30) days, and not later than sixty (60) days after the date of the notice. The hearing panel may continue or postpone the hearing in its sole discretion for good cause shown.

(b) Answer. The respondent shall file a written answer to all of the charges no later than ten (10) days prior to the date of the hearing addressed to the Executive Director and sent by certified mail, return receipt requested. Any statements submitted by the respondent or other parties in support of the answer shall be in the form of a sworn affidavit and shall contain a certification that the affiant's statement is true and correct.

(c) Right to Counsel. The respondent shall have the right to the assistance of legal counsel in the preparation of a defense and the right to be represented by counsel at the hearing.

(d) Hearing Panel. The hearing shall be held before a panel of three or five disinterested members of the Board of Hearings and Appeals who shall be selected by or under the direction of the Executive Director. Any hearing may be conducted by telephone conference call or otherwise at the discretion of the panel. In no case, shall elected members of USA Triathlon's Board of Directors constitute a majority of the hearing panel. The chairperson of the hearing panel shall be elected by the panel members or appointed by the Executive Director. Hearings may be conducted by an attorney at law retained or appointed by USA Triathlon for that purpose, but any such attorney shall have no vote in the panel's decision.

(e) Witnesses. The respondent shall have the right to call witnesses and present oral and written evidence and argument; the right to confront and cross-examine adverse witnesses; and the right to have a record made of the hearing if desired.

(f) The burden of proof shall be on the proponent of the charge, which burden shall be at least a “preponderance of the evidence.”

(g) Hearing Decision. The hearing panel shall issue a written memorandum explaining and containing its decision within fourteen (14) days after the

conclusion of the hearing. The respondent shall receive a copy of the decision and notice of any right to appellate review by the Board of Directors.

Section 5. Appeal to the Board of Directors. Any respondent adversely affected by a disciplinary hearing convened under Section 4 of this Article XV shall have the right to appeal to USA Triathlon's Board of Directors by filing a written petition along with a non-refundable $100 filing fee within twenty (20) days after mailing of the panel's decision. Upon timely petition to the Executive Director, and for good cause shown, the time for appeal may be extended. The Board of Directors shall appoint at least three disinterested directors to decide any appeal under this Section. Oral hearings will be granted only in exceptional circumstances at the discretion of the Board, and petitions should therefore contain all relevant information when submitted. Any hearing may be conducted by telephone conference call or otherwise. An appellate hearing, if any, shall not be scheduled earlier than thirty (30) days, and not later than sixty (60) days after the filing of the petition.

Section 6. Emergency Hearings and Appeals. If the circumstances require a speedy determination of any appeal or disciplinary matter such that compliance with the procedures outlined in Sections 3 or 4 of this Article XV would not be feasible, an emergency hearing or appeal may be conducted by a member or members of the Board of Hearings and Appeals. Notice (which

may be oral) and an opportunity to respond shall be provided to all affected participants as may be reasonable under the circumstances, but in all cases, procedures shall be designed to safeguard the due process rights of participants. The emergency hearing may be conducted at the site of any athletic competition or by telephone conference, if necessary. After an emergency appeal decision under the competitive rules, there shall be no further appeal except under Article XIII above. Within fourteen (14) days after an emergency appeal hearing regarding discipline under Article XV Section 4, the decision shall be reduced to writing and mailed to the participants together with notice of a right to appeal under Article XV Section 3. The time period for filing an appeal under Article XV Section 3 shall commence on the date the written decision is mailed.

Section 7. Investigations and Inquiries. USA Triathlon's Board of Directors or the Executive Director may appoint members of the Board of Hearings and Appeals to investigate, report, and issue a decision or recommendation with respect to any matter deemed relevant to USA Triathlon. All persons shall cooperate with any such investigation and shall comply with all reasonable requests and inquiries made by any such panel.

Section 8. Compliance with Final Ruling. All persons shall abide by the final determination by USA Triathlon of an appeal or any other matter relating to

the Competitive Rules or the sports of triathlon (except matters under Article XIII above). In the event USA Triathlon resolves an issue in a manner that changes official race results or the order in which athletes are deemed to have finished an event, all affected athletes shall abide by such ruling and shall return or agree to return any prize monies or awards in such manner and at such time as USA Triathlon may request. Failure to comply with this Section 8 of this Article XV shall be grounds for suspension from USA Triathlon.

ARTICLE XVI- Athlete Representative to United States Olympic Committee Athletes' Advisory Council

Section 1. One (1) Athlete Representative and one (1) alternate shall be elected to represent USA Triathlon on the USOC Athletes' Advisory Council. The Athlete Representative and the alternate shall be elected at least sixty (60) days prior to each Quadrennial Meeting of the USOC Board of Directors.

Section 2. The Athlete Representative and the alternate to the USOC Athletes' Advisory Council shall have represented the United States in the Olympic, Paralympic, Pan American, Parapan American, or World Championships, or an event designated as an Operation Gold event within the ten (10) years preceding election.

Section 3. The Athlete Representative and the alternate to the USOC Athlete Advisory Council shall be directly elected by athletes as defined by the

USOC. The ballot containing the names of at least one (1) male and one (1) female candidate shall be made available to all athletes as defined by the USOC at least one (1) month prior to the start of the summer Olympic and Paralympic Games to ensure that the Athlete Representative and the alternate are elected prior to the USOC Quadrennial Meeting. The ballot shall set forth the proposed action and provide a reasonable time within which to return the ballot in order to be counted. The person receiving the most votes shall be the Athlete Representative and the alternate shall be the person of the opposite gender of the elected Athlete Representative receiving the most votes. The Athlete Representative and the alternate shall be elected for a four (4) year term and until their successor is duly elected and qualified, and shall be eligible for election to one (1) additional consecutive four (4) year term, but in no event shall any Athlete Representative or alternate to the USOC Athlete Advisory Council be elected for more than two (2) consecutive full terms as the Athlete Representative and/or the alternate.

Section 4. Replacement. Where the Athlete Representative is unable to perform the duties of the position the alternate will assume the duties. Where the alternate is unable or unwilling to fill a vacant Athlete Representative seat a new election will be held to fill the seat.

ARTICLE XVII - Conflict of Interest

Section 1. Except as permitted by and in compliance with one or more provisions of Colorado Nonprofit Corporation Law including Section 7-128-501, no member of the Board of Directors, officer, or member of any committee of USA Triathlon, and no employee, consultant, agent or representative of USA Triathlon shall participate in the evaluation or approval of any contractual arrangement involving USA Triathlon if such individual would financially benefit, directly or indirectly, from USA Triathlon becoming or remaining a party to the arrangement. No member of the Board of Directors, officer or member of any committee of USA Triathlon, employee, consultant, agent or representative of USA Triathlon, shall be elected to or appointed to any office or position representing USA Triathlon if the Board of Directors determines that such individual's ability to act in the best interests of USA Triathlon will be or reasonably may be affected by such individual's own financial, business, property, or personal interest. No member shall enter into an agreement with USA Triathlon which would violate applicable law.

Section 2. Upon learning that USA Triathlon is proposing to enter or has entered into a contractual arrangement or agreement which is referred to in Section 1, and is not in compliance with one or more provisions of the Colorado Nonprofit Corporation Law including Section 7-128-501, each

individual named in Section 1 shall promptly notify the President and the Executive Director in writing of the existence of the potential conflict, and the Executive Director shall disclose immediately the potential conflict to those vested with considering and making any decision on the arrangement or agreement which is referred to in Section 1. In the event of an election or appointment which the Board of Directors determines violates the terms of Section 1, and is not in compliance with one or more provisions of the Colorado Nonprofit Corporation Law including Section 7-128-501, the individual shall resign from or decline the office or appointment. Nothing herein shall, however, permit removal of a Director from the office of Director except by those persons so authorized as elsewhere in these Bylaws.

Section 3. In the event this Article is violated, USA Triathlon shall have the right to recover from the individual in question his/her direct or indirect financial benefit and to void the arrangement.

Section 4. Each year at the first regular meeting of the Board of Directors after each election of directors, each director shall file with USA Triathlon 's office a disclosure of all activities in which such director or the director's spouse or children held a direct or indirect financial interest, or from which they received compensation during the preceding twelve (12) months, that were directly or indirectly involved with the sports of triathlon or its

component sports, or were doing business with USA Triathlon. Each Director shall update, and keep that disclosure current throughout the year. Such list shall be made available to the public upon request.

ARTICLE XVIII - Indemnification

Section 1. Definitions. For the purpose of this Article,

(a) "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees, costs, and other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense By Agent. To the extent that an agent of this corporation has been successful on the merits in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other Than the Corporation. Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Colorado Revised Statutes Section 7-128-501, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought by or on Behalf of the Corporation.

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is

found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in the manner complying with Paragraph (a) above shall be made by:

(i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;

(ii) the affirmative vote (or written ballot in accord with Article VI, Section 6) of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(iii) the court in which the proceeding is or was pending.

Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b) (iii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement that prohibits or limits indemnifications that was in effect when the cause of action accrued; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expense. Expenses incurred in defending any proceeding may be advanced by USA Triathlon before the final disposition of the proceeding as authorized by the Board.

Section 8. Contractual rights of Nondirectors and Nonofficers. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability, other than for violating provisions against liability for self-dealing, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XIX - Amendments to the Bylaws

Amendments to or Repeal of the Bylaws. The Bylaws of USA Triathlon may be amended or repealed only by vote of the membership or vote of a

supermajority of the Board of Directors as specified in Article XXI, Section 4 below.

ARTICLE XX - Elections

Section 1. In General.

(a) Fair Elections. It is intended that USA Triathlon elections shall be as free from unfair influence and manipulation as is reasonably possible. Elections shall be by written ballot or proven electronic means.

(b) Election Administrator. The USAT Executive Director shall have overall responsibility for assuring proper implementation of all provisions of USAT's Bylaws with respect to Board elections, including recall elections.

(c) Independent Outside Auditing Firm. The Executive Director shall be required to retain an independent outside auditing firm which will be responsible for collecting the ballots, counting the votes, and certifying the election results. The contract with the auditing firm shall specify that no USAT employee, board member, candidate or anyone outside the employment of the auditing firm shall have access to any information with respect to the number of ballots being received, any interim vote count or any other information with respect to an ongoing election, until such time as the election results are announced by the auditing firm.

(d) Participation in Elections. Broad and robust participation in elections is important to the long-term success of USA Triathlon. Within the context of these Bylaws, the Board shall take steps to accomplish these goals.

Section 2. Elections. Elections shall be held according to the following schedule:

July 15	Call for nominations posted to USA Triathlon website.
July 31	Nominations open for the upcoming year.
August 31	Nominations close.
September 15	Ballots made available to members, and ballots and candidate information posted on USA Triathlon website.
October 15	Final day for ballots to be postmarked or electronically recorded.
October 31	Election results announced.
November 15	Deadline to protest election.
December 15	Deadline to hear and decide any protest.
December 16	Election results certified.
January 1	New Board takes office.

Section 3. Elections. Elections shall be held according to the following rules:

a) All elections shall use the Regions as provided in Article VII, Section 4(a) (1) above.

b) Each election shall be conducted using the rules set forth in Article XXI, Section 7, below.

Section 4. Amendment or Repeal of the Bylaws. With the exceptions of actions taken at meetings of the membership and subsequent ratification contained in Article VI Section 6 (g), and the vehicle for reapportionment contained in Article VII, Section 4 (a), there are four methods for amendment or repeal of USA Triathlon Bylaws:

(a) Standard Initiative. Annual members in good standing may invoke the Standard Initiative process to amend or repeal the Bylaws by submitting a petition to the executive director according to following terms and conditions:

(1) The petition shall state the precise language of the proposed amendment.

(2) The petition shall include an explanation of not more than 1000 words stating the reasons for the proposed amendment.

(3) The petition shall be signed by not less than 1% of annual members in good standing as of December 31 of the previous year. Each

signature shall be accompanied by the name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the annual member.

(4) The Board shall determine whether or not the proposed amendment is ~~not~~ in the best interests of USA Triathlon, and may prepare a written explanation of its position, not to exceed 1000 words.

(5) The proposed amendment and the explanations for and against it shall be included on the ballot at the next election, along the opportunity to vote yes or no on the question.

(6) If a super-majority of at least sixty percent of the ballots submitted to the election administrator at the election are in favor of the proposed amendment, the Bylaws are so amended. If not, the proposed amendment fails.

(b) Special Initiative. Annual members in good standing may invoke the Special Initiative process to amend or repeal the Bylaws according to the following terms and conditions:

(1) The petition shall state the precise language of the proposed amendment.

(2) The petition shall include an explanation of not more than 500 words stating the reasons for the proposed amendment.

(3) 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. Each signature shall be accompanied by the name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the annual member.

(4) If the Board shall determine that the proposed amendment is not in the best interests of USA Triathlon, it may prepare a written explanation of its position, not to exceed 500 words.

(5) The proposed amendment and the explanations for and against, along the opportunity to vote yes or no on the question, shall be submitted to the annual members in good standing at a special election. The ballots shall be made available within 30 days of the executive director's receipt of said petition and the election shall close 75 days after the executive director's receipt of said petition. The results of the voting shall be announced within 15 days after the close of the election.

(6) If a super-majority of at least sixty percent of the ballots submitted to the election administrator at the election are in favor of the proposed

amendment, the Bylaws are so amended. If not, the proposed amendment fails.

(c) Vote to Approve Resolution by Board of Directors. The Board of Directors may submit a proposal to amend or repeal the Bylaws to a vote of the membership according to the following terms and conditions.

(1) The proposal shall state the precise language of the proposed amendment and shall include an explanation of not more than 1000 words stating the reasons for the proposed amendment. The full language of the amendment as well as the explanation shall be posted on the USA Triathlon website.

(2) A description of the proposed amendment shall be included on the ballot at the next election, along the opportunity to vote yes or no on the question.

(3) If a majority of ballots submitted to the election administrator at the election are in favor of the proposed amendment, the Bylaws are so amended. If a majority of ballots submitted are against the proposed amendment, the amendment is defeated.

(d). Amendment by Vote of the Board of Directors. With the exception of the specific Articles and Sections of these Bylaws specified below, the Board of

Directors shall have the right to amend these Bylaws upon two-thirds vote the number of seats on the Board of Directors:

(1) Article VII, Board of Directors: Section 1, Section 2, Section 3, Section 4, Section 5, and Section 7

(2) Article XXI, Elections.

(3) Article XXII, Sunshine Policy.

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.

Section 5. Recall.

(a) The annual members of a Region shall have the power to recall the General Director representing that Region.

(b) A recall petition shall include the following:

(1) The name of the General Director to be recalled;

(2) A description of not more than 500 words setting forth the reasons for the recall; and

(3) The signatures of a number of annual members in good standing from the Region, which number will be not less than that number which is equal to 10% of the annual members residing in the Region as of December 31 of the calendar year immediately preceding the year of the recall petition. Each signature shall be accompanied by the name, complete address, day and evening telephone numbers, e-mail address, and annual membership number of the annual member.

(c) The recall petition shall be submitted to the independent outside auditing firm retained by the Executive Director, whose responsibility it will be to determine if all of the requirements of a recall petition have been satisfied. If the auditing firm determines that the requirements have been satisfied, the auditing firm will forward the recall petition to the Executive Director. If the auditing firm determines that the petition does not satisfy the recall petition requirements, the petition shall be returned to the petitioners with a written explanation of the petition's deficiencies. The auditing firm shall complete its responsibilities under this paragraph within 30 days of receipt of the petition.

(d) Within 30 days of the Executive Director's receipt of the recall petition from the auditing firm, the Executive Director shall oversee preparation of a ballot, the form of which shall be consistent with the form of ballot requirements set forth in Article XXI, Section 7(c), and shall make available

the ballot and all the information set forth in paragraph (e), below to each annual member in the Region. The recall vote shall close 30 days after the date the ballot is made available.

(e) The recall ballot shall be accompanied by a document setting forth the name of the General Director to be recalled, the description contained in the recall petition of the reasons for the recall, and if the General Director subject to the recall chooses to submit a written defense to the recall petition not exceeding 500 words, this written defense shall also be made available with the ballot.

(f) For a recall ballot to be counted, the member must electronically record, mail or send it by delivery service with a postmark or send date no later than the date specified in the ballot, or physically return it by such date to the office of the independent outside auditing firm tabulating the votes. Only original ballots that are signed by the member and include the member's printed name, state of residence, membership number, and membership expiration date shall be counted.

(g) A super-majority of at least sixty percent (60%) of the votes will be required to recall a General Director.

(h) The ballots shall be counted by the independent outside auditing firm. The decision as to whether a ballot satisfies all the requirements to be counted shall be the sole decision of the auditing firm tabulating the votes. The results of the recall shall be posted on USAT's website no later than 14 days after the last date for ballots to be made available. No USAT employee, Board member, or anyone else outside the employment of the auditing firm shall have access to any information with respect to the number of ballots being received, any interim vote count or any other information with respect to the recall election, until such time as the results are announced by the auditing firm.

(i) A General Director who is recalled may protest the results of the recall election. The provisions of Article XV "Hearings and Appeals" of USAT's Bylaws shall govern this process. The recalled Director shall have 14 days from the date the election results are posted on USAT's website to protest the election. The protest shall be heard and decided within 30 days of the filing of the protest by the Director. No other protest of a recall election is permitted.

Section 6. Voter Eligibility.

(a) Only current annual members in good standing of USA Triathlon shall have the right to vote on matters covered by these Bylaws.

(b) In elections for General Directors, a member may cast a ballot only in the election for the Region in which the member resides.

(c) Each member shall be entitled to one vote.

(d) During a calendar year, Athlete members meeting the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC) shall have the right to vote for either Athlete Directors, or General Directors.

Section 7. Election Procedures.

(a) Nominations for General Directors. All persons meeting the following requirements shall be included on the ballot for the post of General Director in the district in which he or she resides. Candidates not meeting all requirements will not be placed on the ballot.

(1) Incumbents. Any incumbent who is still a member in good standing of USA Triathlon 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.

(2) Non-incumbents. An annual member in good standing of USA Triathlon who is also a citizen of the United States may submit a petition for his or her nomination to the General Directors post in the

Region in which he or she resides. The petition shall include the following:

(i) The name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the nominee.

(ii) A written description of the nominee and his or her platform; the description shall not exceed 500 words.

(iii)A passport-type photo of the nominee.

(iv) One other photo of the nominee's choice.

(v) The signatures of at least 50 annual members in good standing of USA Triathlon who reside in the Region to be represented by the nominee. These signatures shall be accompanied by the printed name, complete address, day and evening phone numbers, e-mail address, annual membership number, and expiration date of said membership for each person signing the petition.

(b) Nomination of Athlete Directors. The entire election process for Athlete Directors shall be subject to rules established by the Elite Pool.

(c) Form of the Ballot.

(1) The ballot shall be posted electronically and/or printed so that it can be mailed to the address of the independent outside auditing firm with the return postage paid by USA Triathlon. Any mailed ballot shall be folded so that the vote of the member is not visible without unfolding. Such ballot shall be coded to ensure that only the ballots mailed by USAT may be used for voting. Additionally, mailed ballots shall be color coded with a different color for each election contest. Mailed ballots shall provide a place for the member's signature and places for the member to print his or her name, state of residence, membership number, and membership expiration date. Electronic ballots shall provide for similar means to authenticate members' identities.

(2) Members in a particular Region shall receive ballots and candidate information (including platform and photo) only for those candidates running in their Region. Candidate information and complete proposal language may be distributed separately from the ballot and may be mailed to the Members in a particular region or published on the USA Triathlon website.

(3) Photocopies of the mailed ballots or of ballots downloaded from the USAT website may only be used for informational purposes and may not be used for voting.

(d) Website Election Announcement. An announcement of the election, including the ballot and the candidates' information, shall be simultaneously posted on USA Triathlon's website and mailed to each member. This election announcement and the link to the ballot and candidate information should remain prominently posted on the website homepage throughout the entire election.

(e) Counting of Ballots.

(1) The ballots should be counted by the independent outside auditing firm. The decision as to whether a ballot satisfies all the requirements to be counted shall be at the sole decision of the auditing firm tabulation the votes.

(2) For a ballot to be counted, the member must electronically record, mail, or send it by delivery service with a postmark or send date no later than October 15. Mailed ballots must be signed by the member and include the member's printed name, state of residence, membership number, and membership expiration date.

(3) As noted in Section 1(c) of this Article, no USAT employee, Director, candidate or anyone else outside the employment of the auditing firm shall have access to any information with respect to the

ongoing election, until such time as the election results are announced by the auditing firm.

(4) The results of the election shall be posted on USAT's website no later than October 31.

(f) Protest of Election.

(1) A candidate for a General Director position may protest the results of an election in which he or she was involved. The provisions of Article XV "Hearings and Appeals" and the time lines set forth in and the time lines specified in Sections 2 of this Article, above, shall govern this process. No other protest of an election for a General Director is permitted. Protest rights and rules for Athlete Directors shall be established by the Elite Pool.

(2) The results of a vote on an issue other than the election of a director may be protested by a petition signed by at least 50 annual members in good standing. The provisions of Article XV and the time lines specified in Section 2 of Article this Article shall govern this process. No other protest of such a ballot issue is permitted.

(g) Certification of Election. By December 15 the election shall be certified by the independent outside auditing firm and notice of the certification should be promptly posted on the USAT's website.

(h) Withdrawal - A candidate may withdraw from the election by submitting a petition of withdrawal at any time. A candidate who has withdrawn shall be removed from the electronic ballot if practicable. Votes for withdrawn candidates shall not be counted.

ARTICLE XXII - Sunshine Policy

USA Triathlon believes that prompt and complete disclosure to the membership and the public at large of a wide variety of information on USA Triathlon decisions and activities is a critical feature of good governance. Accordingly, the following is provided:

Section 1. Minutes of Board Meetings.

(a) Minutes of a board meeting shall be prepared, distributed, amended, and approved within 30 calendar days from the date of the meeting.

(b) The minutes of any board meeting shall include a fair summary of all matters discussed in the meeting, the text of any resolution submitted to a

vote, a fair summary of all discussion on said resolution, and a list of how each member voted on said resolution.

(c) The approved minutes of a meeting should be posted prominently and in their entirety to USA Triathlon's website within 40 days of the meeting.

Section 2. Financial Statements.

(a) Detailed and audited financial statements shall be prepared on an annual basis by qualified CPA. These statements shall be more than mere summaries in broad categories; they should include sufficient detail so as to allow USA Triathlon members and the public at large to understand the financial affairs and status of USA Triathlon. (b) The detailed and audited financial statements shall be published prominently and in their entirety on USA Triathlon's website within 10 days of their submission to USA Triathlon.

Section 3. Minutes of Committee Meetings.

(a) Minutes of a committee meeting should be prepared, distributed, amended, and approved within 30 calendar days from the date of the meeting.

(b) The minutes of any committee meeting shall include a fair summary of all matters discussed in the meeting, the text of any resolution submitted to a

vote, a fair summary of all discussion on said resolution, and a list of how each member voted on said resolution.

(c) The approved minutes of a meeting should be posted prominently and in their entirety to USA Triathlon's website within 40 days of the meeting.

Section 4. USA Triathlon Website.

Since USA Triathlon's website offers a unique opportunity for timely, in-depth, and cost- effective communication with the membership and the public at large, USA Triathlon's goal shall be to use the website to its fullest potential to promote the goal of open and robust communication with all interested parties. This effort shall include, but not be limited to, the creation of a forum for submission of suggestions, inquiries, and opinions.

Section 5. Freedom of Information.

If an annual member in good standing with USA Triathlon files a written request for a corporate record that is not already available to ~~the~~ members~~hip~~ and the public at large, the corporate record shall be prominently posted on USA Triathlon's website within seven days of the receipt of the written request. Additionally, the member requesting said corporate record shall be promptly notified in writing of the date and place of the posting.

Documents that are voluminous, personal communications, privileged, attorney work product, shall be exempt from the requirements of this section if and only if it contains information the release of which would violate a specific law or regulation of a controlling governmental entity.

ARTICLE XXIII - Miscellaneous

Section 1. Compliance with Applicable Law. All provisions of these Bylaws shall be construed to conform and comply with all applicable state and federal laws and regulations.

Section 2. Severability. If any of the provisions of these Bylaws are held to be partially or wholly invalid or unenforceable, that holding shall not affect, alter, or impair any of the other provisions of this document. In such event, the Bylaws shall be construed as if the invalid or unenforceable provisions were omitted.