

USA Triathlon Board of Director's Meeting
Friday – Saturday, March 31- April 01, 2006
USOC
Colorado Springs, CO

Present:

Board of Directors:

Brad Davison, President
Rob Kasper, Vice President
Celeste Callahan, Secretary
Jim Donaldson
Fred Phillips
Mike Plumb, Treasurer
Tom Reilly
Chuck Graziano
Joe Umphenour, Pro/Elite
Gina Kehr, Pro/Elite

Absent: Michael Smedley

Staff:

Yvonne Ailport, Accountant and Office Manager
Katie Baker, National Team Program Administrative Manager
Sharon Carns, Executive Coordinator
Charlie Crawford, Officials
Bryan Doerer, Sales Manager
Jeff Dyrek, Owned Events Director
Skip Gilbert, Executive Director
Danielle Hamer, Membership Assistant
Christina LeClerc, Intern
Amber Van Mason, Membership Services Assistant
Kathy Matejka, Event Services Director
Jennifer O'Day, Membership Manager
Kelley Paulus, Marketing Manager
Scott Schnitzspahn, Sport Performance Director
Chad Siebert, Membership Services Assistant
Troy Stiles, Team USA/Duathlon Coordinator
Elizabeth Tucker, Event Sanctioning Coordinator
Shannon Votruba, Regional and Clubs Coordinator
Terri Walters, Event Sanctioning Coordinator

Committee Chairs:

Lee Zohlman, Chairman, Age Group Commission
Candy Cheatham, Regional President, Regional Committee
Jon Beeson, Physically Challenged Commission
Alison DeWall, AAC

Guests:

Victor Plata, AAC/USOC Representative
Chris Vadala, USOC
Jill Chalmers, Holme, Roberts & Owen
Steve Smith, Holme, Roberts & Owen

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

Presiding: Brad Davison

Call to Order – Brad Davison 9:00 am

Approval of Minutes:

Motion was made by Fred Phillips, seconded by Celeste Callahan to approve the minutes of the November 2005 meeting.

Minutes approved unanimously

USOC Sports Partnership – Chris Vadala

Chris gave an update on the successful games in Torino. The USA was second behind Germany, earning 25 medals. Due to several unfortunate incidents in Torino that have reflected on the entire US team, the USOC will be addressing the “code of conduct”; hopefully this evaluation will make the code stronger. Now we have Beijing to look forward to in 2008. Chris mentioned several important dates:

- Pan Am Games 6/1/2007
- Executive Directors meeting 6/20-22/06
- Second Olympic Assembly 6/23-24/06
- Submittal of the entire team for summer Olympics by 6/30/08.
- High Performance Plan due on 7/6/06

Holme, Roberts & Owen

Jill Chalmers and Steve Smith provided a legal update.

Hy-Vee Press Release

Jeff Dyrek, National Events Director, brought the following press release to the attention of the Board of Directors and staff:

Hy-Vee Announces Des Moines To Host Elite World Cup Triathlon In June 2007

– Elite Competitors Expected to Vie for Sport’s Richest Purse –

Des Moines, Iowa (March 31, 2006) - Des Moines will join the ranks of leading cities of the world when it hosts the first Hy-Vee ITU World Cup Triathlon in June 2007.

Ric Jurgens, president and chief executive officer of Hy-Vee, Inc., said Des Moines will be only the fourth U.S. city to host a World Cup elite triathlon since the competition began.

Only Honolulu, New York City and St. Petersburg, Florida have hosted ITU World Cup events in America,” he noted. “None are planned in the U.S. during 2006 and, so far, ours is the only one scheduled in our nation in 2007. So our role as hosts is somewhat rare and somewhat remarkable, given the relative size of our city.”

Triathlon’s Richest Purse

The Des Moines event will be the richest ever on the elite triathlon circuit. The first-place winners in the men’s and women’s divisions will each take home paychecks of \$200,000 from a total pro purse of more than \$700,000.

Jurgens also said Hy-Vee will host a concurrent citizens's race – the Hy-Vee Triathlon - for enthusiasts who will compete in age group and team events. They will be vying for more than \$40,000 in gifts and prizes.

The elite and amateur triathlons will be run on Sunday, June 17, 2007. But Jurgens said the entire weekend of June 15-17 will have events designed to encourage health and fitness.

We will have a lot of activities for families and people of all ages during Friday and Saturday, too,” he said.

Triathlon Basics

Triathlon was invented in the early 1970s by the San Diego Track Club as an alternative workout to track training. It encompasses three distinct sports: swimming, cycling and running.

The sport has grown rapidly in popularity. The ITU, triathlon’s world sanctioning body, was founded in 1989 in Avignon, France. Triathlon was added to the Olympic schedule for the 2000 games in Sydney, Australia. No other sport achieved Olympic program status in such a short time, according to the ITU.

For the Des Moines events, event components are a 1.5-kilometer swim, a 40-kilometer bicycle ride, and a 10-kilometer run. All of the distances match those of their individual Olympic events. (For more on the sport, see the Triathlon Fact Sheet.)

World Triathlon Championships, Olympic Games Qualifying

In addition to the record-large purse, the Hy-Vee ITU World Cup Triathlon is also expected to draw top athletes because it is a qualifying event for both the 2007 World Triathlon Championships in Hamburg, Germany in September 2007, and the 2008 Beijing Summer Olympics.

Although elites and amateurs will race the same day, they’ll compete on slightly different courses.

Both elites and amateurs will swim their 1.5 kilometers at Gray's Lake, but their treks will diverge at that point. Amateurs, on an "out-and back" route, will cycle as far as West Des Moines' Jordan Creek Mall, then return to Gray's Lake Park by the same path. Then they'll take off on a 10-kilometer run to downtown and finish at the State Capitol.

After their swim segment, the elites will cycle directly to downtown Des Moines and complete a six-lap, criterium-style race. They'll transition from bicycle to running shoes at Finkbine Drive in front of the Capitol, complete four laps around a course in downtown Des Moines and cross the finish line back at the Capitol.

Economic Impact

The ITU World Cup and Hy-Vee Triathlon events will attract a significant number of competitors. The elite competition will be relatively small – it's limited to 75 men and 75 women from among the top 125 in each division. But the amateur event is expected to draw more than 2,000. And the audience will have a distinct international flavor, both on the ground in Iowa and through telecasts in more than 100 countries around the world.

Jurgens said that his company began thinking about hosting a major triathlon partly because he had enjoyed participating on a triathlon team.

"I was amazed at how much excitement and enthusiasm a triathlon generates," Jurgens said. "We believe that bringing an event like this to Des Moines is beneficial in many ways. One of the most important is that the triathlons, and all the associated activities, promote the concept of fitness and health. That's important to Hy-Vee, because the more fit we are, the more healthy we will be. And that's good for all of us."

Hy-Vee, Inc., headquartered in West Des Moines, is an employee-owned corporation operating 222 retail stores in seven Midwestern states. For 2005, the company recorded total sales of \$4.9 billion, ranking it among the top 20 supermarket chains and the top 35 private companies in the U.S.

Recess: 10:00

Reconvene: 10:05

Conflict of Interest Statements and USAT Code of Ethics were handed out. Brad Davison asked members to take a few minutes to read, initial and sign documents and return to Skip Gilbert for review.

Financial Update

David Surofcheck with SmithBarney gave an update on the financial position and investments of USAT. Brad Davison stated that until the Comptroller is hired he is recommending that the Investment Committee connect with David as soon as possible and then have a conference call with David on a monthly basis.

Executive Director Update

Skip Gilbert gave an update on Winnercom, specifically; website launch, membership phase one, and the administrative side of sanctioning.

Business Unit Directors' Presentations

Kathy Matejka presented. The complete presentation handout is attached to the original of these minutes.

Tim Yount presented. The complete presentation handout is attached to the original of these minutes.

Recess: 12:15 pm

Reconvene: 1:15 pm

Jeff Dyrek presented. The complete presentation handout is attached to the original of these minutes.

Shannon Votruba and Jennifer O'Day presented. The complete presentation handout is attached to the original of these minutes.

Scott Schnitzspahn presented. The complete presentation handout is attached to the original of these minutes.

Commission and Committee Reports

Alison DeWall, AAC reports. The complete report is attached to the original of these minutes. In conjunction with the AAC report she received a **unanimous vote of confidence regarding the 2006 Athletes of the Year Selection:**

Since the USOC recently requested that all Athlete of the Year are ITU athletes, those who race other formats are not recognized. Therefore, the AAC recommends adding another honor to our 2006 Awards: Multi-Format Athlete of the Year. Only non-ITU performances will be considered for this award.

Resolution for Board Action

Submitted by:

Gina Kehr, USAT Board of Directors

Alison DeWall, Elite Athlete Advocate, AAC

Subject:

Off-Road Elite Triathlon Membership Criteria

Background:

The current elite qualification criteria allows off-road athletes to qualify for elite status using on road results. Given the difference in skills needed for off-road racing, membership criteria should be customized to require off-road results.

Recommendation:

Change Criteria A, Part 3 of Off-road elite membership rule to denote "USAT off-road sanctioned events" (deleting the on road option).

Financial Impact:

None

Relevant & Affected By-Laws and Procedures:

Bylaws Article 6, Section 2 (elite membership criteria)

USAT Rules: Off-Road Elite Membership Criteria:

Any athlete who chooses to compete as an elite off-road athlete must meet one of the three criteria below:

- Criteria A: Finish top- 10 and within 10% of the overall winner's time, according to gender, in at least three (3) USAT sanctioned events (on road or off-road events) that occurred within the past 12 months and had at least 200 participants OR
- Criteria B: Any athlete who holds elite status in NORBA, UCI, USAC, AND/OR USAT&F OR
- Criteria C: Any athlete who has qualified as an Olympic athlete in swimming, cycling, or running.

Whereas, off-road elite license criteria should require athletes meet performance criteria in off-road events

Whereas, skills needed in off-road racing differ from those on road,

Whereas, athletes approved for elite off-road status remain amateur in all on-road events, and

Whereas, XTERRA is in full support of this resolution.

Now therefore be it resolved That, Criteria A3 of the Off-road Elite Membership Criteria be changed to:

“Finish top-10 and within 10% of the overall winner’s time, according to gender, in at least three (3) USAT sanctioned off-road events that occurred within the past 12 months and had at least 200 participants”

That this membership criteria change takes effect January 1, 2007.

Gina Kehr motioned and Fred Phillips seconded to accept the Off-Road Elite Triathlon Membership Criteria.

Motion passes unanimously.

Resolution for Board Action

Submitted by:

Joe Umphenour, USAT Board of Directors

Alison DeWall, Elite Athlete Advocate, AAC

Subject: Special Consideration for Elite License Qualification Change

Background: USA Triathlon's elite/pro membership rules currently define the qualification criteria for a Collegiate Elite License to be the same as the Elite triathlete license criteria as established by a resolution submitted at the November 2001 Board Meeting. The two licenses are virtually the same, however, athletes who have met the elite triathlete license criteria, but who race under the Collegiate Elite License, are not eligible for prize money in order to remain compliant with collegiate sports eligibility rules.

Since establishing the Collegiate Elite license, only a couple athletes have utilized it. However, the Under 23 program of elite athlete development has blossomed in the United States, culminating in 2005 with a gold medal for the USA in the Under 23 World Championships. The Under 23 program fosters the development of athletes who are 18-23 years old who compete in draft-legal Olympic distance races. The main focus for these athletes is the ITU Continental Cup race series in the United States, as this is how we qualify the Under 23 athletes for World Championships.

18 to 23 also happens to be the age of the majority of collegiate triathletes. For an athlete with the ability to compete in Under 23 draft-legal racing and who is a collegiate athlete competing in an NCAA sport, there are very few opportunities to satisfy the requirements of the Collegiate Elite license due to a hectic academic and scholastic competition schedule. However, by USAT rules, these athletes must have an elite license to compete in an ITU race held in the USA.

The problem that we are now experiencing with our talented collegiate aged athletes is that they must spend the better part of their short triathlon season and a considerable amount of their limited resources to travel the country to race in non-drafting races in order to meet the current elite criteria and earn their elite license needed to race in ITU draft-legal Continental Cup / Under 23 races.

We currently have a small number of athletes that USAT has identified as future Olympic hopefuls on the National Under 23 and Junior Squads who need an elite license to compete in Under 23 ITU events in the USA. We do not want to hinder their development and USAT's medal chances at World Championships by requiring these athletes to spend a season racing age-group non-drafting races in order to earn their elite license and return the following year to Under 23 events.

Recommendation: Based on the history described here, we recommend amending the Special Considerations for exceptions section of the elite license criteria to allow members of a USA Triathlon National Squad, Resident Team, or prior year's World Championship team (Junior or Under 23) to apply for an elite license.

Financial Impact: None

Relevant & Affected By-Laws and Procedures:

Bylaws Article 6, Section 2 (elite membership criteria)

Elite Membership Rule: Special Consideration:

Special consideration for exceptions to all elite membership rules will be granted by the AAC, who will only consider exceptions for athletes who meet the following criteria:

Applying athlete has been on a USA Swimming, USA Cycling, or USA Track and Field Olympic or Pan Am team or National elite team (recognized by that NGB. And the athlete must have finished top-8 overall and within 8 percent of the overall winner's time in at least one (1) USAT sanctioned event that occurred within the past 12 months and had at least 500 participants.

Whereas, elite license criteria should require athletes meet performance criteria in triathlon events.

Whereas, flexibility is allowed to support the development of younger elite triathletes by allowing members of the USA Triathlon National Teams program to apply for an elite license.

Whereas, the Athlete's Advisory Committee will give strong consideration to applications from USAT National Team members to receive a Collegiate Elite license which allows these athletes to compete in elite triathlon competitions, but prevents them from taking any prize money.

Now therefore be it resolved That, the Special Consideration for Elite Membership Criteria be changed to:

Special Consideration:

~~Special consideration for exceptions to all elite membership rules will be granted by the AAC, who will only consider exceptions for athletes who meet the following criteria:~~

Applying athlete has been on a USA Swimming, USA Cycling, USA Track and Field Olympic or Pan Am team or National elite team (recognized by that NGB) *or USA Triathlon National Team or World Championship Team (Junior, Under 23, or Resident Team) within the last year.* And, the athlete must have finished top-8 overall and within 8 percent of the overall winner's time in at least one (1) USAT sanctioned event that occurred within the past 12 months and had at least 500 participants.

That this membership criteria change takes effect ~~April 3, 2006.~~

Discussion occurred regarding special consideration granted by AAC vs. World Cup Selection Committee. The consensus of the Board was for the AAC to revamp the criteria; however, for the time being will use the World Cup Selection Committee until such changes are made by the AAC and presented to the Board of Directors at a later date.

Friendly Amendment called by Rob Kasper to change wording under 'Special Consideration' to: Upon recommendation of the Sports Performance Director to allow special consideration for exceptions to all elite membership rules will be granted by the World Cup Selection Committee...

Friendly Amendment called by Joe Umphenour to change effective date to 12/31/2006.

Joe Umphenour motioned for adoption of resolution as amended, Fred Phillips seconded.

The record of hand votes for those in favor of ‘Special Consideration for Elite License Qualification Change’ resolution:

Rob Kasper
Celeste Callahan
Jim Donaldson
Fred Phillips
Mike Plumb
Chuck Graziano
Joe Umphenour
Gina Kehr

The record of hand vote(s) for those not in favor of ‘Special Consideration for Elite License Qualification Change’ resolution:

Tom Reilly

Brad Davison moved that the Board meeting adjourn for a closed session with the Audit Committee meeting, Fred Phillips seconded.

Meeting adjourned at 4:30 pm.

Reconvened Saturday, April 01, 2006

Meeting called to order at 9:00 am by Brad Davison

Commission and Committee Reports

Age Group Commission

Lee Zohlman, Chair of the AGC reported that since the last Board meeting several changes has occurred within the AGC:

- Co-Chair named / Greg Grunner
- Streamlined the AGC
- Addressing age-group athlete issues
 - USAT relevancy
 - Rankings
 - Tangible benefits

Physically Challenged Commission

Jon Beeson, Co-Chair of the PC reported the initiatives for 2006:

- Education
 - Inform and train the increasing PC membership
- Paralympic Development
 - The team will be in NYC for the first ever stand alone PC National Championships at the Nautica NYC Triathlon

PC issues and requests:

- Classification
- Want to have space for donations to the PC on membership application

Tom Reilly, BOD Liaison to the PC recommended that financial or logistic help be provide the PC.

Action Item: Brian Leske and Jon Beeson will complete a draft of an infrastructure policy to include qualifications, classifications, and categorization in the processing of athletes. This policy will be sent to Brad by the end of April.

Resolution for Board Action

SUBJECT: Regional Funding

BACKGROUND: Regional federations have operated under a rebate structure for several years that did not follow the way funding was being spent. Regions historically have spent money on programs to develop and grow the sport but the regional rebate funding structure restricted them into spending specific money on specific programs. The proposed structure aims to create a flexible funding structure for all regions to effectively develop and grow their respective region. The structure is broken down into two sections in which one section explains the operating principles for regions to remain viable to the organization and the second section gives the regions the opportunity to be flexible in their programming in order to be relevant to the organization.

RESOLUTION:

WHEREAS, the regions have been restricted to a “one-size-fits-all” funding structure,
WHEREAS, the regions are already spending USAT funding outside of the rebate structure,
WHEREAS, the new structure will allow for greater flexibility and greater accountability amongst the regional federations,

NOW THEREFORE BE IT RESOLVED the regional federations adopt the attached funding structure effective January 1, 2007. Any changes to the allocation of \$2.50 per member may be affected by a majority vote of the regional president committee.

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws- None

Rules- None

Procedures- Regional Rebate Programs as approved by the Board of Directors (2-10-95) modified by the Board of Directors (11-11-98 and 12-16-2002) and modified again by resolution of the Board of Directors (12-3-2003).

BUDGETARY IMPACT:

Regions will be funded \$2.50 per member with the option of submitting a budget adjustment and justification for increased funding to the national board by October 1st for a regional budget adjustment in the upcoming year. A grant pool will be funded at \$0.25 per member as per the resolution from February 2004.

Supporting Documentation to Regional Funding Resolution

Regional Federation Funding Structure: Effective January 1, 2007

The regional funding structure is separated into two sections: **Section I- Operational Guidelines; Section II- Regional Development.** Section I is required for regions to remain viable within the USA Triathlon organization. Section I is funded at \$1.00 per

member and is considered all or nothing. Section II makes available a maximum of \$1.50 per member and is broken down into three subsections. Regions must fund at minimum one program from each subsection per year in order to receive funding. Depending on individual regional budgets, more than three total programs may be funded in a given year. For a region to remain viable within the organization it does not need to perform any functions other than the basic operating guidelines, however, for a region to remain relevant in the organization the region should pursue and excel at offering programs that will directly benefit USA Triathlon constituents. Through successful programming, the region will play a major role in the growth and development of the sport.

SECTION 1 Regional Federation Operational Guidelines

- a) Properly constituted board as per bylaws
- b) 4 board meetings (1 face to face)
- c) Quarterly Newsletter
- d) Website
- e) Financial Statements

Section 1 is all or nothing. All five components of section 1 must be met for region to receive base funding. Base funding for operational guidelines is \$1.00 per member based on the end of year member numbers from the prior year (tallied on December 31st). This amount is payable to the region by January 31st of every year, subject to funding/bank limitations, provided:

- 1) The region has a properly constituted board as per the bylaws;
- 2) 4 board meetings are scheduled- at minimum 3 conference calls and 1 face to face meeting. Schedule must be submitted to national office by January 31st;
- 3) Newsletter must be submitted to national office on or prior to the last day of each quarter:
March 31, June 30, September 30, December 31. If one or more deadlines are missed in current year, the next year's base rebate will not be paid to the region. Therefore, the January 31st payment is based on the prior year's adherence to deadlines;
- 4) Website must be updated in a timely fashion. The website must be newsworthy with correct and current information. Websites will be checked on a monthly basis and any updates or corrections must be made within 5 business days of notification;
- 5) Financial statements are due to the national office by March 15th every year to comply with USAT auditing timelines. Regions will not be funded under Section I or Section II for the remainder of the year if financial statements are not received on or before March 15th.

SECTION II Regional Development Funding

Remaining funding and programs are recommended for regions to perform in order to offer the regional membership the best programs available. Each region shall select programs to fund each year that will directly meet the mission and vision of USA Triathlon.

Funding will be capped at \$2.50 per member in 2007. After the base rebate, each region has \$1.50 per member remaining to fund the following programs. In order for the region to receive \$1.50 per member (paid quarterly) regions must fund at minimum one program from each section. USA Triathlon will provide regions with projected numbers for the upcoming year for which to base their budgets.

1. Race Development

Club Racing Series
Regional Race Director Meeting
Multi-sport Guide
Grand Prix/National Championship Recognition/Assistance
Other _____

2. Program Development

Youth
Age-Group
Club
Masters
Coaching
Multi-sport
Other _____

3. Athlete Recognition

Rankings
Awards
Travel Stipend
Other _____

Additional Information

Regional Budget

The region will provide to USA Triathlon a board approved budget prior to January 1st each year. The region will be held accountable to USA Triathlon to spend USAT funded money on board approved budget items.

Regional Grants

USA Triathlon will budget an additional \$0.25 per member each year for granting purposes in the event an unbudgeted item comes up during the year. At such time, the region can apply for a regional grant through the national office. Regional grant requests are limited to one request at 1/10th of the yearly budget through October of the given year. Doing so gives every region an equal opportunity to gain the same amount of funds. The grant pool will be opened up in October each year for regions to tap into any leftover money. The budget is based on projected annual membership purchases for the upcoming year.

Board Meeting Minutes

The region will be responsible to submit all regional board meeting minutes to the national office within 30 days of each meeting. Should any alterations to the meeting schedule be made after the January 31st submission, the region will inform the national office. The region can request any national board member or USAT staff member to sit in on any board meetings.

Budget Adjustment and Justification

Should the region have any program that is above and beyond the \$1.50 per member development funding provided by USAT, the region can submit to the national office a budget adjustment and justification by October 1st of each year. The amount will be approved or rejected by the National Board of Directors in accordance with the USAT budget and the region will be notified.

Additional Income

The region has the authority and ability to create programs that will bring income to the region. All regions are non-profit organizations, so any income generated must be spent according to the regions non-profit status.

Rainy Day Fund

The region may retain at maximum as a “rainy day” fund \$0.25 per member of their yearly funding from USAT. The rainy day fund may be carried over year to year, but may not exceed \$2.00 per member or \$10,000, whichever is larger, on March 15th of each year.

Any income generated outside of direct USAT funding shall not be calculated in the “rainy day” fund.

Any region maintaining an excess of \$0.25 per member of their yearly funding from USAT per year or \$2.00 per member or \$10,000, whichever is larger, maximum shall not receive additional funding from USAT until that money has been spent on board approved programs and activities. At such time that the region spends down to \$2.00 per member or \$10,000, whichever is larger, funding shall resume provided the region is in full compliance of the funding structure.

Effective January 1, 2007 the \$0.25 per member rainy day fund carry over clause will go into effect.

Effective March 15, 2008 the \$2.00 per member or \$10,000, whichever is larger, maximum rainy day fund clause will go into effect.

Regions should allocate resources in support of member programs such that bank balances achieve the above stated acceptable amount by March 15, 2008. If regional bank accounts contain more than \$2.00 per member or \$10,000, whichever is larger, on March 15, 2008 the region will not be funded for the remainder of the year. Regions will be notified by January 5, 2008 and every January 5th thereafter of the end of year membership number from which the regional rainy day fund will be calculated.

Candy Cheatham reported to the Board that all Regions support this resolution as written.

Rob Kasper motioned, Fred Phillips seconded to accept the Regional Funding resolution as written.

Motion passes unanimously.

Resolution for Board Action

Resolution:

Create an objective decision making process for designating National Championship categories offered or supported by USA Triathlon.

Background:

Currently there is no system in place regarding the designation of National Championships offered or supported by USA Triathlon. The National Office often receives requests for a National Championship designation in categories that lack nationwide exposure. Decisions are currently made through a subjective process opening USA Triathlon up to criticism.

USA Triathlon has recognized Club and Collegiate National Championships in an effort to support the growth of clubs and athlete development in the United States. No current guidelines are in place. This resolution will correct this.

In an effort to provide objective decision making in designating USA Triathlon National Championships in the various categories, USA Triathlon is recommending the herein described National Championship Criteria.

Budgetary Impact

None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws: None

Rules: None

Procedures: The National Office will reference the National Championship Criteria when deciding if a National Championship designation will be offered or supported by USA Triathlon starting in 2007 and beyond.

Whereas the National Championship Criteria will create a clear and objective decision making process,

Whereas the National Championship Criteria will create and reinforce the prestige behind USA Triathlon National Championships, and

Whereas the National Championship Criteria for clubs and athlete development in the United States needs to officially defined,

Therefore be it resolved, USA Triathlon will establish National Championship Criteria to create an objective decision making process for designating National Championship categories offered or supported by USA Triathlon, which will reinforce the prestige of the USA Triathlon National Championships, and continue to support the growth of USA Triathlon clubs and athlete development.

The National Championship Criteria will be:

First Criteria: If the International Triathlon Union supports a World Championship, then USA Triathlon will support a National Championship.

Second Criteria: If there is no International Triathlon Union World Championship for the category, then USA Triathlon will only designate a National Championship if the category meets the following: 1.) a total of 40 sanctioned events, and 2.) is present in a minimum of 6 USA Triathlon regions.

USA Triathlon will support a Club National Championship if a minimum of 250 clubs are registered with the National Office. USA Triathlon will support a Collegiate National Championship if a minimum of 25 collegiate clubs are registered with the National Office.

A category must meet the criteria on or before October 1st of any given year to be considered for a National Championship designation in the following year.

Friendly amendment called by Gina Kehr to add a *Third Criteria* that states: With exception by the Board of Directors to approve a National Championship.

Motion made, Tom Reilly seconded to accept resolution as amended.

The record of hand votes for those in favor of resolution:

Rob Kasper
Celeste Callahan
Jim Donaldson
Fred Phillips
Mike Plumb
Chuck Graziano
Joe Umphenour
Gina Kehr
Tom Reilly

The record of hand vote(s) for those not in favor of resolution:

Fred Phillips

Recess: 10:15 am

Reconvene: 10:30 am

Resolution for Board Action

1 March 2006

Revised 31 March 2006

Submitted by: Rob Kasper

**Subject: Proposal #1 to Amend USA Triathlon Bylaws –
USOC Compliance**

Background: Largely as a result of the 2005 United States Olympic Committee Compliance Review, the Board of Directors of USA Triathlon has identified numerous aspects of its Bylaws that negatively impact USAT's ability to carry out its mission,

could be improved by adopting some of USOC's governance guidelines, or are simply no longer applicable.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:

Article VI
Article IX
Article XI
Article XIII
Article XV
Article XVI

Whereas Criteria for elite athlete membership needs periodic adjustment as a result of USOC requirements and the needs of USA Triathlon's elite athlete members; and

Whereas Article VI Section 6(b) should be clarified to ensure that the items on which the general membership can act do not include issues which would give the general membership control over the day to day operations and management of USAT or other USAT governance; and

Whereas language of Article IX Section 1 regarding the role of the Executive Committee needs to more clearly reflect that the responsibility for the conduct of the daily affairs of the organization be vested in the staff of USA Triathlon; and

Whereas the Compensation Committee is not only a standing committee as recommended in USOC NGB governance guidelines, it holds an essential role in the organization, and needs language reflecting its status as a standing committee of USA Triathlon; and

Whereas an elite athlete as defined by Article VI, Section 2 should be on all standing committees; and

Whereas the Board of Directors should have the authority to remove a member of any committee; and

Whereas Article XIII language is no longer applicable in stating that, "In the event the United States Olympic Committee recognizes" USA Triathlon as the NGB for triathlon, USAT will submit to arbitration in certain circumstances. As USAT has been so recognized, the language should be revised; and

Whereas while a minimum number of athlete representatives is specified on the Board of Hearings and Appeals, a minimum percentage must be specified in order to maintain equitable representation on a Board established with greater than the minimum total number of total members; and

Whereas the duties of the dissolved Safety and Rules Committee have been transferred to the Commissioner of Officials, and

Whereas there is no longer a USA Triathlon representative to the United States Olympic Committee Board of Directors rendering Article XVI no longer applicable,

Now therefore be it resolved that the ballot sent to members for the 2006 election include a ballot item for Proposal #1 to change the following Articles of the USA Triathlon Bylaws:

Article VI, Section 2 shall be changed to read:

USA Triathlon shall create a class of membership known as an elite athlete membership with criteria to be established by the AAC and approved by the Board of Directors.

Article VI, Section 6 (g), sentence shall be added to read:

In no case shall any action taken give the general membership control over the day to day operations, management, or governance of USA Triathlon.

Article IX, Section 1. first sentence shall be changed to read:

The Executive Committee, under the chairmanship of the President, shall have the responsibility for supervising the executive director's conduct of the daily affairs of USA Triathlon according to the directives and policy guidelines prescribed by the Board of Directors, and shall perform such other duties as may be assigned it by the Bylaws or by the Board of Directors.

Article XI, Section 1. first sentence shall be changed to read:

The Nominating Committee, the Finance and Audit Committee, the Compensation Committee, and the Athletes' Advisory Council shall exist as Standing Committees of USA Triathlon.

Article XI, Section 2. paragraph (a) shall be changed to read:

With the exception of the Nominating 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 the Standing Committees, other than the Committees specified in Section 1 above, may be appointed either by the Board of Directors 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.

Article XI, Section 2. paragraph (b) shall be changed to read:

The Nominating Committee shall consist of not less than three (3) individuals selected by the Board of Directors, and shall include at least one (1) member who is an elite athlete as defined in Article VI, Section 2.

Article XI, Section 2. paragraph (c) shall be changed to read:

The Finance and Audit Committee shall consist of three (3) members, one of whom shall be the Treasurer of USA Triathlon, one of whom shall be an elite athlete as defined in Article VI, Section 2, and the other of whom shall be selected by the Executive Committee, from the members of the Board of Directors.

Article XI, Section 2. new paragraph (d) inserted and remaining paragraph lettering resequenced:

The Compensation Committee shall consist of not less than three (3) individuals, including the President, one elite athlete as defined in Article VI, Section 2, and another (others) whom shall be selected from the members of the Board of Directors.

Article XI, Section 6. first sentence shall be changed to read:

Any member of a Committee may be removed by the Board of Directors.

Article XIII shall be changed to read:

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 XV, Section 1. first sentence shall be changed to read:

USA Triathlon shall establish a Board of Hearings and Appeals which shall consist of at least twelve members, including the chairpersons of the Legal Committee, the Commissioner of Officials, at least four athlete representatives (20% minimum representation), and such other members as may be selected by the Executive Director.

Article XVI, "USA Triathlon Representative to the United States Olympic Committee Board of Directors", shall be deleted in full.

Please note: Brad Davison clarified the intent/meaning of 'Proposal #1 to Amend USA Triathlon Bylaws – USOC Compliance; Board Members are voting to take this resolution in front of our membership for approval. This will be presented/voted on by the USAT membership in the 2006 election.

Rob Kasper motioned, Jim Donaldson seconded to accept 'Proposal #1 to Amend USA Triathlon Bylaws – USOC Compliance and present to the USAT membership in the 2006 election.

Motion passes unanimously.

Resolution for Board Action

6 March 2006

Submitted by: Rob Kasper

Subject: Proposal #2 to Amend USA Triathlon Bylaws – Board of Director Bylaw Changes

Background: In the 2005 USA Triathlon elections, members voted overwhelmingly to restore a limited ability of the Board of Directors to change those Articles of the Bylaws not dealing with the constitution of the Board of Directors, elections, or the Sunshine Policy. Due to procedural errors in the conduct of the election, a successful protest

overturned the results of this vote. As it was found to have merit by a large majority of members, this proposal should once again be presented for membership vote.

Financial Impact: Net reduction in election costs resulting from reduced mailing cost and ballot processing of bylaw changes not requiring membership vote.

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:
Article XX
Article XXI

Whereas USA Triathlon partners with the United States Olympic Committee, the International Triathlon Union, and other organizations that periodically adjust their own rules and criteria for such agreements, USAT requires a more efficient, more timely, and less costly means of amending the bulk of its core document.

Whereas since USA Triathlon is subject to changing laws, procedures, and court rulings of the government of the United States of America, it requires a more efficient, more timely, and less costly means of amending its core document in order to remain in compliance: and

Whereas the members of USA Triathlon, by electing representatives to the Board of Directors, vest authority in them to govern the organization, with a key duty of that governance being maintenance of a current, workable set of bylaws; and

Whereas changes to key provisions of USA Triathlon Bylaws dealing with the structure of the Board of Directors, Elections, and Sunshine Policy should continue to require a vote of the membership,

Now therefore be it resolved that the ballot sent to members for the 2006 election include a ballot item for Proposal #2 to change the following Articles of the USA Triathlon Bylaws:

Article XX shall be changed to read:

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 XXI, Section 4. first paragraph shall be changed to read:

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 and only four methods for amendment or repeal of federation Bylaws:

Article XXI, Section 4. paragraph shall be added to read:

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

Section 7

(2) Article XXI, Elections.

(3) Article XXII, Sunshine Policy.

Please note: Brad Davison clarified the intent/meaning of ‘Proposal #2 to Amend USA Triathlon Bylaws – Board of Director Bylaw Changes; Board Members are voting to take this resolution in front of our membership for approval. This will be presented/voted on by the USAT membership in the 2006 election.

Rob Kasper motioned, Fred Phillips seconded to accept ‘Proposal #2 to Amend USA Triathlon Bylaws – Board of Director Bylaw Changes and present to the USAT membership in the 2006 election.

Motion passes unanimously.

Resolution for Board Action

6 March 2006

Submitted by: Rob Kasper

Subject: Proposal #3 to Amend USA Triathlon Bylaws – Electronic Balloting

Background: The mailed ballot process currently employed in USA Triathlon elections utilizes expensive, time consuming, inflexible, and potentially error prone mailings and manual processing of ballots. Electronic balloting has been in use by large organizations for many years, and has established itself as a secure, convenient and flexible means of conducting elections. It also offers options unavailable or difficult to implement with mailed ballots such as multiple means of casting a vote, and ability to change a vote once cast.

Financial Impact: Potential reduction in total election costs.

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:

Article VI

Article VII

Article XVII

Article XXI

Whereas electronic balloting is a proven, secure, and accountable means of conducting elections; and

Whereas electronic balloting provides greater flexibility to members, making it possible for them to cast votes by multiple means such as telephone, internet, and written ballot, as well as the option to change ones vote at any time prior to the election deadline; and

Whereas electronic balloting represents potential cost savings to USAT in the conduct of elections,

Now therefore be it resolved that the ballot sent to members for the 2006 election include a ballot item for Proposal #3 to change the following Articles of the USA Triathlon Bylaws, allowing for the conduct of balloting by electronic means:

Article VI, Section 6. (g) first two sentences shall be changed to read:

At any annual or special meeting of the members, action taken by the membership with respect to the items named hereafter shall not be effective until ratified by ballot sent or made electronically available to the membership in the manner hereinafter set forth. The items requiring ratification by ballot are (a) adoption, amendment, or repeal of the Articles of Incorporation or Bylaws of USA Triathlon, (b) filling vacancies on the Board of Directors, (c) removal of a Director, (d) the sale, lease, conveyance, exchange, transfer or other disposal of all or substantially all of the assets of USA Triathlon, or (e) merger or dissolution of USA Triathlon.

Article VII, Section 7. (a) shall be changed to read:

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

Article XVII, Section 3 second sentence shall be changed to read:

The ballot containing the names of not less than two (2) male and two (2) female candidates shall be made available to all members of the Elite Pool at least one (1) month prior to the start of the summer Olympic Games to ensure that the Athlete Representative and the alternate are elected prior to the USOC Quadrennial Meeting.

Article XXI, Section 1 (a) second sentence shall be changed to read:

Elections shall be by written ballot or proven electronic means.

Article XXI, Section 2 (a) schedule entries for August 1 and October 1 shall be changed to read:

August 1	Ballots made available to members, and ballots and candidate information posted on federation website
October 1	Final day for ballots to be postmarked or electronically recorded.

Article XXI, Section 5 (d) shall be changed to read:

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.

Article XXI, Section 5 (e) shall be changed to read:

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.

Article XXI, Section 5 (f) first sentence shall be changed to read:

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.

Article XXI, Section 5 (h) third sentence shall be changed to read:

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.

Article XXI, Section 7 (c) shall be changed to read:

Form of the Ballot.

- (1) The ballot shall be posted electronically and/or printed so that it can be mailed to address of the independent outside auditing firm with the return postage paid by the Federation. 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.
- (3) Photocopies of the mailed ballots or of ones downloaded from the USAT website may only be used for informational purposes and may not be used for voting.

Article XXI, Section 7 (d) shall be changed to read:

Website Election Announcement. An announcement of the election, including the ballot and the candidate information, should be posted on USAT's website simultaneously with the individual mailing of ballot and candidate information to each member. This election announcement and the link to the ballot and candidate information should remain prominently posted on the website

Article XXI, Section 7 (e) (2) shall be changed to read:

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 1. Mailed ballots must be signed by the member and include the member's printed name, state of residence, membership number, and membership expiration date.

Please note: Brad Davison clarified the intent/meaning of 'Proposal #3 to Amend USA Triathlon Bylaws – Electronic Balloting; Board Members are voting to take this resolution in front of our membership for approval. This will be presented/voted on by the USAT membership in the 2006 election.

Rob Kasper motioned, Fred Phillips seconded to accept 'Proposal #3 to Amend USA Triathlon Bylaws – Electronic Balloting and present to the USAT membership in the 2006 election.

Motion passes unanimously.

Resolution for Board Action

31 March 2006

Amended April 1, 2006

Submitted by: Rob Kasper

Subject: Member of Record Date for National and Regional Elections

Background: Under current bylaw mandated election procedures, the requirement for mailed ballots creates the necessity of establishing a member of record date. Due to lead time requirements for an independent organization to process our membership database and mail the appropriate ballots to members of each individual region, a time lag is necessarily imposed.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws:
Article XXI Elections

Whereas a mailed election ballot process creates a time lag of greater than 10 days between identifying members of record and ballots being mailed; and

Whereas it is in the best interest of current and potential USA Triathlon members to know well in advance such election eligibility requirements; and

Whereas since memberships expire on the last day of the month, choosing this day will typically ensure the greatest possible membership participation; and

Whereas California Law allows for this lag time to be as much as 60 days,

Now therefore be it resolved that all members of record as of June 30 (32 days prior to the deadline for ballots to be mailed), and only those members shall be mailed ballots for each election until such time as electronic balloting has been approved and implemented for USA Triathlon elections. Should electronic balloting be approved and implemented at some point in the future, all members of record as of July 31, and only those members shall be eligible to cast a vote.

Rob Kasper motioned, Celeste Callahan seconded to accept the ‘Member of Record Date for National & Regional Elections’ resolution.

Motion passes unanimously.

Recess: 12:00 pm

Reconvene: 1:00 pm

Resolution for Board Action

Submitted by: Chuck Graziano

Whereas, the area governed by USA Triathlon includes a wide variety of factors that impact race events including factors such as weather, geography and cultural and social preferences, and

Whereas, USA Triathlon recognizes that in many situations, a single rule can not be applied given the wide variety of considerations dictated by these differences, and

Whereas, in these cases, the interest of the sport is best served by leaving decisions related to local conditions to the local race director,

Now, therefore, be it resolved, that for the National Age Group Triathlon Championship and the National Age Group Duathlon Championship, bare torso racing shall be prohibited on the bike and run segments, and

Further, that USA Triathlon leaves to the local race director the decision to adopt or not adopt a rule prohibiting bare torso racing, and

Further, that this policy shall take effect with the 2007 Season.

Discussion was held regarding enactment of a “Bare Torso” rule for USA Triathlon sanctioned races.

Points in favor of such a rule argued that:

- It would help USA Triathlon in its effort to pursue a “Global Rulebook” similar to other more mature sports, thereby simplifying our athletes’ equipment decisions when racing internationally, as well as those of guest athletes to our country.
- It would help align USA Triathlon rules with those currently used in the Ironman World Championship.
- It would help bring USA Triathlon in line with international standards, as USA Triathlon is the only National Federation in the world that currently allows male athletes to race with a bare torso.
- It would help put potential Team USA members on a level playing field with their international counterparts - thinking being that racing with a covered torso in qualifying events would best assemble a team to race similarly clad during international competition.
- Numerous local statutes at race venues require males to cover their torsos in public.

- Numerous communities in which USA Triathlon sanctioned events are held are averse to males racing through their neighborhoods with bare torsos.
- Covered torsos contribute to reduced sun exposure and associated reduced risk of sunburn and skin cancer.
- Covering a torso with a lightly colored, breathable fabric is generally agreed to keep the body cooler in hot weather race situations, helping to protect against heat related medical issues and reduced performance.
- Covered torsos add a protective layer to help reduce skin abrasions in accident situations.
- Covered torsos have always been required of USA Triathlon's female athletes, and imposing the same requirement for males represents another step toward equality in the sport.

Points argued against such a rule included:

- Technical issues such as heat tolerance, performance, and safety are perceived vastly differently on an individual basis. Some athletes perceive a performance advantage in racing without a top. Passing such a rule would not greatly benefit any particular group, while it would impinge on the perceived right of individual males, based on tradition, to race without a top.
- Individual race directors currently have the flexibility of receiving variances to current USA Triathlon rules to require covered torsos in communities where laws or community preference so dictates. A shotgun approach to demanding all races to adhere to a requirement needed by only a few is not necessary.

The record of hand votes for those in favor of the 'Bare Torso Rule' resolution:

Rob Kasper
 Celeste Callahan
 Jim Donaldson
 Chuck Graziano
 Joe Umphenour
 Gina Kehr
 Tom Reilly

The record of hand vote(s) for those not in favor of the 'Bare Torso Rule' resolution:

Fred Phillips
 Mike Plumb

Please note: After much discourse and eventual drafting and passage of such a rule to be applied at two National Championship venues, further input and discussion resulted in rescinding the resolution at a telephonic Board meeting held on April 27, 2006. As current policy leaves the decision to require covered torsos up to the race director, and USA Triathlon assumes race director responsibility for these two owned events, it was determined that no resolution was necessary, as the final agreement amongst the Board represented status quo.

Moving Forward

For 2007 and beyond, the Board of Directors outlined their direction and vision to help various business units formulate future USAT programs.

Recess: 3:00 pm

Reconvene: 3:10 pm

Adjournment: The meeting was adjourned at 3:15 pm

Executive Session / closed 3:15 pm