



Governance USA Triathlon




# Proposed USA Triathlon Bylaws Change

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USA Triathlon (USAT) is committed to transparency in its business affairs and organizational activities, including but not limited to revisions to its bylaws and policies, and strives for proactivity in its communication and information sharing to ensure this transparency. Additionally, USA Triathlon and the Board of Directors are dedicated to fostering an environment that encourages feedback and commentary from the community and constituents.

Annual members are the foundation of the USA Triathlon, and an engaged membership is vital in continuing to move the organization, community and sport forward.

Please direct feedback, comments and questions to Joel Rosinbum, Chair of the USA Triathlon Board of Directors, at [joel.rosinbum@gmail.com](mailto:joel.rosinbum@gmail.com)  or USA Triathlon Legal Counsel at [lega@usathiathlon.org](mailto:lega@usathiathlon.org)  and [Camellia.Noriega@usatriathlon.org](mailto:Camellia.Noriega@usatriathlon.org) 

## Proposed Bylaw Changes

[Full Proposed USA Triathlon Bylaws \(PDF\)](#)

The majority of proposed revisions of the USA Triathlon Bylaws include additions either required or recommended by the USOPC pursuant to the USOPC audit of USAT in 2022, that are either required by the USOPC Bylaws or are recommended as good governance practices by the USOPC for national governing bodies.

The proposed bylaws expand the categories that membership shall be granted without discrimination to include age, sexual orientation, and veteran status in Section 5.1.

In Section 5.4, the proposed language adds specific anti-doping language requirements for all individual members to comply with as recommended by the USOPC.

The proposed changes to Section 6.6(b), Board Election and Selection, ensures that Athlete Directors shall have at least 33% of voting power on the Board, and that Elite 10 Year Athletes who are Athlete Directors will have at least 20% voting power on the Board. Additionally, Section 6.6(c) includes language that Board nomination applications for General Directors shall be vetted through a process agreed upon by the Nominating and Governance Committee.

The proposed language adds affiliated language to Section 6.6(d) which allows for affiliated organizations and representation on the Board, if USAT were to have any affiliated organizations in the future. In Section 6.6(e), the language now includes the requirement that all Board members will be selected without regard to race, color, religion, age, national origin, sex, sexual orientation, veteran status or disability., similar to the selection of Officers on the Board.

Regarding the requirements for Independent Directors on the Board in Section 6.7(g), the bylaws now include language that a Director cannot be considered “independent” if they are also the parent or close family member of an Athlete or if they are a member of an NGB that participates in Protect Competition.

In Section 6.8(h), the bylaws include language that the USAT Athletes Advisory Council and the Nominating and Governance Committee shall develop a process to vet Athlete Director candidates.

These proposed bylaws include specific language that Board Athlete Directors will have their travel costs covered when attending Board meetings in Section 6.28. In Section 7.2, the bylaws include language that adds that Officers shall be selected without regard to

now includes the requirement that all Board members will be selected without regard to age, , sex, sexual orientation, veteran status or disability.

In Sections 8.1 and 8.17 under Committees, the proposed bylaws now add the Compensation Committee as a “Standing Committee” or otherwise known as a “Designated Committee” in compliance with USOPC Bylaws. The language in Section 8.4 now adds that Designated Committee Athlete representation must be at least half Elite 10 Year Athlete representatives and

that the remaining Athlete representatives must be either Elite 10 Year Athletes or Elite 10 Year + Athletes. Section 8.4 now includes a definition for “Actively Engaged Athlete” as an Elite 10 Year or Elite 10 + Athlete or an Athlete who has been actively engaged in the 24 months prior to their election selection in a USAT sanctioned competition. Regarding Other Committees, Section 8.4 proposed language that Actively Engaged Athlete representatives on Other Committees must equal at least 33% of all Other Committees. This language is now consistent with the USOPC Bylaws.

The language now includes “unless otherwise stated” in Sections 8.5 and 8.6, as Nominating and Governance Committee term limits are not consistent with these provisions. In Section 8.3 for Committee, Number, USAT has included language that has the specific number or range of Standing Committee members from 3 to 6 members. Regarding the removal of an Athlete representative from a committee (other than the USAT AAC), the proposed language adds language regarding the removal of an Athlete representative from a Committee by the majority vote of the USAT’s Athletes Advisory Council in Section 8.8. Finally, USAT has updated its website and, thus, all weblinks in the bylaws are proposed to be updated to the current webpage links. Additionally, consistent with IRONMAN proprietary requirements, all references to IRONMAN are now capitalized



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