

BYLAWS OF THE  
SOUTHEAST REGIONAL FEDERATION  
OF  
USA TRIATHLON

ARTICLE I

Name

The name of the organization shall be the USA Triathlon Southeast Regional Federation.

ARTICLE II

Establishment of Division

The USA Triathlon Southeast Regional Federation (the "Region") shall be an unincorporated division of USA Triathlon ("USAT") established by resolution of the Board of Directors of USAT (the "National Board") and shall be a part of and not independent of USAT.

ARTICLE III

Geographic Region

The Region shall consist of the following states or regions within such states: Tennessee, Mississippi, Alabama, Georgia, South Carolina, and Florida (east of Tallahassee).

ARTICLE IV

Goals and Objectives

The mission of the Region shall be to uphold the mission of USAT and in furtherance thereof:

- a. coordinate, develop and promote athletic activity directly relating to triathlon and duathlon ("Multisports");
- b. in conjunction with and on behalf of USAT, exercise jurisdiction over Multisports within the Region;

- c. promote and encourage physical fitness and public participation in Multisports;
- d. provide assistance to organizations and individuals interested in Multisports;
- e. protect the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in Multisports without discrimination on the basis of race, color, religion, age, sex, national origin or physical challenge; and,
- f. conduct the business of the Region at open and regularly scheduled meetings, at ad hoc committee meetings appointed for specific purposes, at the annual meetings, and at special meetings.

## ARTICLE V

### Authority

The Region will operate under the complete control of USAT. Any authority granted to the Region by USAT may be withdrawn by USAT at any time. Unless otherwise directed, the Region will have the authority to:

- a. enter into contracts in furtherance of the Region's mission up to a fixed dollar amount, predetermined from time to time by the National Board; and
- b. open bank accounts.

## ARTICLE VI

### <<>> Regional Federation Duties

The Region shall have the duty to operate in accordance with any and all direction given by USAT. Unless otherwise directed, the Region shall create and submit an annual budget to USAT.

## ARTICLE VII

### Membership

#### Section 1. Membership Requirements.

- a. Membership shall be open to any individual whose principal residence is situated in one of the states listed in Article III and is a member in good standing of USAT.
- b. The Region shall not charge membership dues.
- c. Membership shall be granted without discrimination as to race, color, religion, age, sex, national origin or physical challenge.

#### Section 2. Membership Voting Procedures.

- a. Each member shall have one vote on each matter put before the membership for a vote.
- b. Proxy voting shall be allowed at all meetings of the membership.

#### Section 3. Membership Meetings.

- a. The Region shall hold a meeting for the membership at least once every calendar year.
- b. At all meetings of the membership, other than special meetings, 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 the Treasurer, other Officers and the Committees;

4. unfinished business;
  5. at annual meetings only, Officer elections;
  6. new business; and
  7. adjournment.
- c. Special meetings of the membership may be called by the Board of Directors of the Region (the “Board”), or by five percent (5%) or more of the total members of the Region. The date, place and hour of the special meeting shall be designated by the Board, and the Board shall give written notice to the members of such meeting no less than thirty-five (35) days and no more than ninety (90) days prior to the date of such meeting.
- d. The members of the Region may call a special meeting by submitting a petition to the Board President with the following information:
- The signatures of at least 5% of the total members in good standing of the federation who reside in the region, 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, and a written description of the purpose for the special meeting; said description shall not exceed 250 words.
- e. 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 these Bylaws control.

## ARTICLE VIII

### Board of Directors

Section 1. The Region shall have a Board with no fewer than [7] Directors and no more than [12] Directors. All Directors shall serve without compensation.

Section 2. Makeup of the Board.

- a. All Directors must be members in good standing of the Region.
- b. No Director may also be a member of the National Board.
- c. The Board shall consist of at least one member from each state within the Region, unless the members fail to nominate a candidate from one or more states within the Region.
- d. If a state is not represented through election, the newly elected Board may appoint a member who is a resident of the non-represented state until a member of that state is elected at a special meeting or at the next regular election.

Section 3. Conduct of the Election.

- a. On and after May 1, 2006 the annual elections of Directors shall be held contemporaneously with the National Board elections. The elections shall be held pursuant to Article XXI, Sections 1, 2, 6 (a, b), and 7 (c, d, e, g) of the USAT national bylaws (the “national bylaws”).
- b. Commencing with the 2006 election, all regional Director positions will be open. One half of the Directors (or, in the event of an odd number of Directors, the simple majority) elected receiving the fewest number of votes from the members shall stand for reelection after serving one year. The remaining members of the Board shall stand for reelection after serving two years.

- c. The terms for Directors shall be staggered. After the 2006 election, one half of the Directors shall be elected in the “even” years (ex. 2008, 2010, etc.) and one half of the Directors shall be elected during the “odd” years (ex. 2007, 2009, etc.).

Section 4. Nominations.

- a. All persons meeting the following requirements shall be included on the ballot for the post of Director in the Region in which he or she resides.
  - (1) Incumbents. Any incumbent who is still a member in good standing of the Region shall be placed upon the ballot unless he or she specifically declines such nomination in writing to USAT.
  - (2) Non-incumbents. An annual member in good standing of the Region who is also a citizen of the United States may submit a petition for his or her nomination to the Director’s post in the Region in which he or she resides. The petition shall include the following:
    - a. The name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the nominee.
    - b. A written description of the nominee and his or her platform; said description shall not exceed 200 words.
    - c. A passport-type photo of the nominee.

Section 5. Election of the Directors.

- a. All Directors shall serve two year terms, with half of the total number of Directors of the Board being elected each year.
- b. Directors may serve three successive two year terms. After a two-year hiatus from the Board, a person may again serve up to three more successive two year terms.
- c. A vacancy in a seat of a Director should 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 do not apply.
- d. The President of the region shall have overall responsibility for assuring proper implementation of all provisions of the Region's bylaws with respect to Board elections.

Section 6. Meetings of the Board.

- a. The Region shall hold at minimum two regular Board meetings each calendar year.
- b. Special meetings may be called at any time by the President or by a minimum of three members of the Board.
- c. Regular and special meetings may be held or attended via conference call or other similar communication equipment.
- d. All meetings of the Board shall be governed by Roberts Rules of Order (most recent version), except where they conflict with these Bylaws, in which case these Bylaws control.

Section 7. Dismissal.

- a. Any Director may be dismissed by a majority vote of the whole Board if he or she has missed two regular in-person meetings of the Board in a calendar year or three special meetings of the Board in a calendar year.

## ARTICLE IX

### Officers

#### Section 1. Officer Positions.

- a. The Region shall at all times have a President, Vice President, Secretary, and Treasurer. The Region may elect to have a 2<sup>nd</sup> Vice President.
- b. No person may hold more than one position.
- c. The term limits of officers shall be 2 years.
- d. Officers' duties shall be designated by the Board, other than as set forth in Section 2 of this Article IX.
- e. All officers shall serve without compensation.
- f. A vacancy in a seat of an Officer 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 do not apply.

#### Section 2. Officer Duties and Responsibilities.

- a. The President shall be chief officer of the Region and shall preside at all meetings of the membership and the Board. The President shall be an ex-officio, non-voting member of all committees.
- b. The Vice President shall perform the duties of the President if the President is absent or unable to act, and the Vice President shall discharge such other duties as may be assigned by the President or by vote of the Board.
- c. The Secretary shall supervise the taking, making and distribution of the

minutes of the meetings of the membership and the Board. The Secretary shall keep the records of the Region, attest documents and discharge such other duties as may be assigned by the President or by vote of the Board.

- d. The Treasurer shall have charge of the funds and financial records of the Region. The Treasurer shall oversee the preparation of the proposed annual budget for submission to the Board. The Treasurer shall discharge such other duties as may be assigned by the President or by vote of the Board.

## ARTICLE X

### Committees

The Region shall establish and abolish any committee as deemed appropriate to fulfill the Region's mission.

## ARTICLE XI

### Conflict of Interest

The Region shall at all times act in accordance with USAT's conflict of interest statement. All Regional Board Officers are required to sign and understand (i) USAT's conflict of interest statement and (ii) USAT's Ethics Statement.

## ARTICLE XII

### Indemnification

USAT shall indemnify and hold harmless each of the Region's Officers, Directors, agents, employees or persons serving at the request of USAT or the Region.

## ARTICLE XIII

### Amendments to the Bylaws

These Bylaws may be amended only by approval of the Board of Directors of USAT.

#### ARTICLE XIV

##### Miscellaneous

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

These Bylaws shall take effect as of July 11, 2005 and shall constitute the bylaws of the USA Triathlon Southeast Regional Federation.