



**USA BOXING BOARD OF DIRECTORS  
EMAIL VOTE MEETING MINUTES  
March 10, 2019**

On March 10, 2019, an email MOTION was made (Villarreal) and seconded (Hoffmann) to approve the attached bylaw changes. There were six votes in favor (Villarreal, Hoffman, Beasley, Haliburton, Crews, and Silvas) and two abstains from failure to respond (Brown and Awesome). The MOTION passed.

*Note: Attached are just the pages from the bylaws that had proposed revisions. The revisions are highlighted in yellow.*



# AMENDED AND RESTATED BYLAWS

OF

**USA BOXING, INC.**

- A.** USA Boxing is recognized by the International Boxing Federation (“AIBA”) as the National Federation responsible for governance of the sport of boxing in the United States.
- B.** USA Boxing is recognized by the United States Olympic Committee (the “USOC”) as the National Governing Body for the sport of boxing in the United States in accordance with the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et. seq. (the “Sports Act”). The USOC is federally chartered under the Sports Act and has the power under this statute to recognize national governing bodies for any sport that is included on the program of the Olympic Games or the Pan-American Games. National Governing Bodies are members of the USOC under provisions of the Sports Act and the USOC Bylaws. The USOC oversees compliance by National Governing Bodies with the Sports Act and the USOC Bylaws.

(D) be registered as a member of USA Boxing for at least sixty (60) days prior to his or her election/selection, except that this requirement shall not apply to Independent Directors;

(E) be a member in good standing of USA Boxing at the time of election or appointment, except that this requirement shall not apply to Independent Directors;

(F) not have been employed by USA Boxing within the last five (5) years;

(G) not be a person having a record of a felony criminal conviction involving theft, financial improprieties and other crimes involving moral turpitude, not less than 10 years after completion of their sentence;

(H) not be ineligible under applicable AIBA Statutes, Bylaws, Codes of Ethics, Disciplinary Code and Rules;

(I) not have committed, and been sanctioned for, a severe violation of the regulations of USA Boxing or AIBA. A severe violation is defined as one which resulted in a suspension of one (1) year or more within the last ten (10) years. Any person who has committed a severe violation is not eligible to serve as a Director or to stand as a candidate in any USA Boxing election or any election conducted by a member of USA Boxing; and

(J) possess the highest personal and professional integrity; have demonstrated exceptional ability and judgment; be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Boxing; and shall possess the highest personal values and judgment, understanding of athletic competition and the Olympic ideals, qualifications of leadership in business and in ethics, and have diverse experience in the key business, financial, or other challenges that face USA Boxing.

It is the desire of USA Boxing to have Directors who demonstrate a high level of experience, capability, success and leadership in Board oversight responsibilities in one (1) or more of the following areas: business, finance, marketing, fundraising, ethics, audit, management, communications, sports and sports performance.

**6.5 Number:** The Board of Directors shall consist of **thirteen (13)** Directors as follows:

(A) **three (3)** Athlete Directors;

(B) **six (6)** Independent Directors;

(C) one (1) General Membership Director;

(D) one (1) Director from an Affiliated Organization;

(E) one (1) Director representing the LBCs; and

(F) one (1) Director who is the USA Boxing member who serves on the AIBA Executive Committee as an *Ex-Officio* Director with full voting rights. In the event there is no USA Boxing member who serves on the AIBA Executive Committee, then the **thirteenth (13<sup>th</sup>)** Director position shall be filled by a USA Boxing member holding a position within AIBA (the determination of whom shall be made in accordance with Section 6.6(F)(ii) of these Bylaws). This Director shall also have full voting rights.

**6.6 Election/Selection:** Only candidates who meet the qualifications set forth in Section 6.4 are eligible to stand for election for any of the Director positions. Individuals submitting nominations shall inform the Nominating and Governance Committee of any relevant background information and/or other constraints on their time in order for the Committee to determine whether it is appropriate to recommend the individual to stand for election. USA Boxing staff shall be responsible for providing any notification to AIBA in connection with the elections as may be required by AIBA.

The USA Boxing Board of Directors shall be elected as follows:

(A) **Athlete Directors:** There shall be **three (3)** Athlete Directors. To ensure representation that reflects the participants, **at least (1)** athlete must come from the women's division and **at least (1)** athlete **must come** from the men's division. If there is no representative from each division in the applicant pool at the time of the election, then this requirement may be waived by the Board only for that specific election.

i. Any Elite Athlete may nominate himself or herself by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. Elite Athletes are eligible to vote in an Athlete Director election coordinated by USA Boxing. The individuals garnering the highest number of votes shall be elected.

ii. For purposes of these Bylaws, the term "Elite Athlete" means USA Boxing members who:

1. within the ten (10) years preceding election, represented the United States in the Olympic or Pan-American Games, or an Operation Gold event, or a World Championship recognized by AIBA for which a competitive selection process was administered by USA Boxing; or

2. with the forty-eight (48) months before election, demonstrated that they are actively engaged in athletic competition in Boxing by finishing in the top half of USA Boxing's National Championships or team selection competition for the events outlined in these subparagraphs (1) and (2).

(B) **Independent Directors:** There shall be **six (6)** Independent Directors. Preferably, the Independent Directors shall represent experience in business, finance, ethics, education, marketing and sports performance.

**(F) AIBA Executive Committee Ex-Officio Director:**

i. The USA Boxing member who is also on the AIBA Executive Committee shall participate in Board activities as an *Ex-officio* Director with full voting rights.

ii. In the event there is no USA Boxing member who serves on the AIBA Executive Committee, this Director position shall be filled by a USA Boxing member holding a position within AIBA. The USA Boxing President shall determine which person this shall be and appoint such person to serve in this USA Boxing Director position, with approval of the Nominating and Governance Committee. This Director shall have full voting rights.

**6.7 Staggered Board / Transition Rule/Transition Rule:**

**6.7.1. Staggered Board.** The terms of the Board of Directors shall be staggered such that approximately one-half (1/2) of the Directors shall be elected/selected in the year of the Olympic Summer Games and approximately one-half (1/2) of the Directors shall be elected/selected in the year two (2) years after the Olympic Summer Games.

**6.7.2. Transition Rule.** With respect to the additional Athlete Director position created by the 2019 Bylaws Amendments, such position shall have an initial term expiring in December 2022. With respect to the four (4) Independent Directors appointed following the enactment of the 2019 Bylaw Amendments, two shall terms expiring in December 2020, and two shall serve terms expiring in December 2022 (after which the term of each Independent Director shall be (4) years).

**6.8 Term Limits:** Directors shall serve four (4)-year terms through the beginning of the Board meeting held in conjunction with respective USA Boxing Assembly, or until his or her successor is elected/selected and shall qualify. No Director of the Board shall serve more than two (2) consecutive terms. Any Director who fills a vacancy where the remaining term is for two (2) years or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, the Director can serve one (1) additional four (4)-year term following completion of the filled vacancy term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the Director can serve two (2) additional four (4)-year terms following completion of the filled vacancy term.

**6.9 Resignation, Removal and Vacancies:** A Director's position on the Board of Directors shall be declared vacant upon the Director's resignation or removal.

**6.9.1. Resignation.** A Director may resign at any time. Such resignation shall take effect at the time specified in the notice of resignation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

document. Action taken pursuant to this Section 6.22 shall be effective when the last writing necessary to affect the action is received by USA Boxing unless the writings describing the action taken set forth a different effective date.

**(D)** Any Director who has signed a writing pursuant to this Section 6.22 may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by USA Boxing before the last writing necessary to affect the action is received by USA Boxing.

**(E)** Action taken pursuant to this Section 6.22 has the same effect as action taken at a meeting of Directors and may be described as such in any document.

**(F)** All signed written instruments necessary for any action taken pursuant to this Section 6.22 shall be filed with the minutes of the meetings of the Board of Directors.

**6.23 Compensation:** Directors on the Board of Directors shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Boxing's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Boxing in any other capacity.

## **ARTICLE 7. OFFICERS**

**7.1 Designation and Qualifications:** The elected Officers of USA Boxing shall be a President, a First Vice President, a Second Vice President, and a Treasurer. The Board of Directors may also appoint, designate or authorize such other officers as it may consider necessary or useful. One (1) person may hold more than one (1) office at a time, except that the President of USA Boxing may not hold another office. Officers must be Directors of USA Boxing. All Officers must be natural persons who are eighteen (18) years of age or older.

### **7.2 Election and Term of Office and Election Process:**

**(A)** Subject to these Bylaws, the Board of Directors shall elect or appoint the Officers at or in conjunction with each quadrennial meeting of the Board of Directors or, in the case of the elections to elect Officers of the first Board composed in accordance with these Bylaws, at its first Board meeting (each such meeting an "Election Meeting"). If the election and appointment of Officers shall not be held at or in conjunction with the quadrennial meeting, such election or appointment shall be held as soon as convenient thereafter. Each Officer shall hold office from the time of election at the Election Meeting until such Officer's successor shall have been duly elected or appointed and shall have qualified, or until such Officer's earlier resignation or removal.

**(B)** The following procedures shall apply to the election of Officers:

## President

(i) Only **Independent** Directors shall be entitled to serve as President.

(ii) **Independent** Directors who wish to be **considered** for the office of President must submit a notice, in writing, to the Executive Director, at least 10 (ten) days before the Election Meeting formally expressing his or her intention to run for the office of President (each such candidate a "Presidential Candidate").

(iii) The Executive Director shall circulate the names of the Presidential Candidates to all Directors at least 5 (five) days in advance of the Election Meeting. Where there is only one Presidential Candidate, an election shall still be held, which may be done by acclamation.

(iv) The Election Meeting shall be chaired by the outgoing Board President.

(v) In order for a candidate for President to be placed on the ballot, his or her nomination must be seconded by another member of the Board.

(vi) The elections shall be held by secret ballot.

(vii) For the election of the President, an absolute majority of all Directors (i.e. **7** votes) is necessary in the first ballot. In the second and any other requisite ballot, a majority of the votes cast is sufficient. If there are more than two candidates, then whoever obtains the lowest number of votes shall be eliminated from subsequent ballots, and this process shall continue until there are only two candidates left or a candidate receives a majority of the votes cast.

(viii) Upon the election of the President, the President shall immediately takeover the Chairmanship of the meeting and the **outgoing Board President shall be excused from that role.**

### 2019 Special Election for President

(ix) **Immediately following the acceptance of the additional Independent Directors and Athlete Representative Director as set forth in the 2019 Bylaws Amendment, the Board shall elect a President from among the Independent Directors who have not served as a Director prior to 2019.**

## Other Officers

(x) Upon the election of the President, the Election Meeting shall continue and the elections for the other Officer positions shall be held.

(xi) Prior to the Election Meeting, the Nominating and Governance Committee shall review every Director to determine whether he/she qualifies for the position of Treasurer. The Nominating and Governance Committee shall, prior to the Election Meeting, forward a list of qualifying Directors to the Executive Director.

(xii) Any Director may nominate himself or herself for any of the other Officer positions except where, in the case of the Treasurer, the Nominating and Governance Committee has determined that a Director is not appropriately qualified to perform such role.

(xiii) The elections for the other officer positions shall be held by secret ballot.

(xiv) The candidate(s) who receive(s) a majority of the votes cast shall be elected. If there are more than two candidates, and no candidate receives a majority of votes cast, then whoever obtains the lowest number of votes shall be eliminated from subsequent ballots, and this process shall continue until there are only two candidates left or a candidate receives a majority of votes cast. In the event of a tie, the President shall cast the deciding vote.

**7.3 Authority and Duties of Officers:** The Officers of USA Boxing shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws:

**(A) President:** The President shall, subject to the direction and supervision of the Board of Directors: (i) preside at all meetings of the members and of the Board of Directors; (ii) see that all resolutions of the Board of Directors are carried into effect; (iii) coordinate and have overall responsibility for all of USA Boxing's international activities; (iv) serve as the Board's liaison with the Executive Director and, as such, oversee, evaluate, and report to the Board on matters concerning the Executive Director, (v) serve as the Board's liaison with respect to oversight of the work of USA Boxing headquarters; (vi) convene meetings of the Board of Directors; (vii) preside over the USA Boxing Annual Assembly; (viii) prepare the President's report to the USA Boxing Annual Assembly; (ix) hire and dismiss the Executive Director, subject to ratification of the Board of Directors; (x) consult with and provide direction, as necessary, to the Executive Director with respect to making decisions which relate to USA Boxing major competitions, if necessary due to cancellations, postponement, relocations, etc.; (xi) in extraordinary situations or emergency circumstances, make decisions on matters of importance, subject to ratification by the Board of Directors; and (xii) perform all other duties incidental to the office of President and as from time to time may be assigned to such office by the Board of Directors.

**(B) First Vice President:** The First Vice President shall assist the President and shall perform such duties as may be assigned to him or her by the President or by the Board of Directors. The First Vice President shall, at the request of the President, or in the President's absence or inability to act, perform the duties of the President and,



when so acting, shall have all the powers of and be subject to all the restrictions on the President. In addition, subject to the overall supervision of the President, the First Vice President shall serve in a liaison role for the Board with respect to the domestic boxing program within USA Boxing, and shall report regularly to the Board on matters relating to the domestic boxing program.

**(C) Second Vice President:** Subject to the overall supervision of the President, the Second Vice President shall serve in a liaison role for the Board with respect to High Performance boxing programs.

**(D) Treasurer:** (1) The Treasurer shall (i) be the principal financial officer of the Board of Directors with general responsibility for the oversight of the financial affairs of USA Boxing; (ii) present financial reports to the Board of Directors as the Board may request from time to time; (iii) serve as the Chief Financial Officer, in the event there is no separate Chief Financial Officer; and (iv) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. (2) In electing the Treasurer, the Board must ensure that the Director appointed to the role of Treasurer has the appropriate financial qualifications and experience required to perform such a role. **The Nominating and Governance Committee shall ensure that at least one Director is appropriately qualified to perform the role of Treasurer.**

**7.4 Restrictions:** Officers of USA Boxing shall perform functions with due care. No individual may serve simultaneously as an Officer of USA Boxing and as an officer of another organization holding membership in USA Boxing, or as an officer of another National Governing Body.

**7.5 Resignation, Removal and Vacancies:** An Officer's position shall be declared vacant upon the Officer's resignation or removal.

**7.5.1. Resignation.** An Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and USA Boxing, by giving written notice to the President or to the Board of Directors. An Officer's resignation shall take effect upon receipt by USA Boxing unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An Officer shall be deemed to have resigned in the event of such Officer's incapacity as determined by a court of competent jurisdiction. If a resignation is made effective at a later date, the Board of Directors may permit the Officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the Officer at any time before the effective date and may fill the resulting vacancy.

**7.5.2. Removal.** Any Officer or agent may be removed by the Board of Directors at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an Officer