



## USA BOXING MEETING MINUTES

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BOARD OF DIRECTORS CONFERENCE CALL

March 25, 2013 \* 5:00 pm MST

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Roll Call/Call to Order (5:04 pm)

Board Members Present: Jim Beasley, Affiliated Organization Member; Spence Carpenter, Official's Director; Jeaneene Hildebrandt, Women's Director; Mikaela Mayer, Foundation Rep and Athlete Director; Ben Peterson, Independent Director; Gary Pliner, Vice President; Gary Richards, Grassroots Director; Kymmerli Stowe, Secretary & Athlete Director; Reggie Winston, Treasurer & Independent Director; Dr. Charles Butler, President

Board Members Absent: Angel Bovee, Athlete Director

Staff Present: Anthony Bartkowski, Executive Director; Betsy McCallister, Executive Assistant; Lynette Smith, Membership Director

Guests Present: Steve Smith, USA Boxing attorney; Richard Meade, Chair of Reform Committee

QUORUM ESTABLISHED. 10 members present at the time roll call was taken. 6 members make a quorum. 6 votes constitute a majority.

### AGENDA ITEMS

1. RESIGNATION OF ANGEL BOVEE, ATHLETE DIRECTOR & AAC CHAIR

Angel Bovee had submitted her resignation to the Board a couple of weeks ago. President Butler made a few remarks about how well Ms. Bovee has served USA Boxing, the athletes and the Board.

A MOTION was made (Hildebrandt) and seconded to accept Angel Bovee's resignation from the Board. A VOTE was taken and the MOTION PASSED with unanimous consent.

2. RESOLUTIONS FOR CONSIDERATION

a. Amended and restated Bylaws of USA Boxing, Inc.

President Butler read the resolution to the board members:

WHEREAS, the Board of Directors of the Corporation desires to amend and restate the Corporation's Bylaws in the form attached hereto as *Exhibit A*.

THEREFORE, BE IT RESOLVED that the Amended and Restated Bylaws attached hereto as *Exhibit A* be adopted as the Amended and Restated Bylaws of USA Boxing, Inc., and supersede the Corporation's Bylaws adopted July, 17 2010, and any other amendments to the Corporation's Bylaws adopted prior to the date of this resolution.

FURTHER RESOLVED, that the Amended and Restated Bylaws of USA Boxing, Inc., are hereby approved and adopted as the Bylaws of the Corporation, and that a copy of such Bylaws be placed in the Corporation's minute book.

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute all documents and to take such action as may be necessary or advisable in order to carry out and perform the purposes and intent of the foregoing resolution.

A MOTION was made (Peterson) and seconded that the resolutions just read by President Butler be adopted and approved effective immediately.

A VOTE was taken and the MOTION PASSED with unanimous consent.

b. Amended and restated Articles of Incorporation of USA Boxing, Inc.

WHEREAS, the Board of Directors desires to change the name of the Corporation to "USA Boxing, Inc."

WHEREAS, the Board of Directors desires to make this entity name change and other changes to the Corporation's Articles of Incorporation by adopting the Amended and Restated Articles of Incorporation of USA Boxing, Inc., in the form attached hereto as *Exhibit B*.

THEREFORE, BE IT RESOLVED, that the name of the Corporation shall be changed to "USA Boxing, Inc."

FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation attached hereto as *Exhibit B* be adopted as the Amended and Restated Bylaws of USA Boxing, Inc., and supersede the Corporation's Articles of Incorporation adopted on August 27, 2001, the amendment to the Corporation's Articles of Incorporation adopted on September 6, 2002, and any other amendments to the Corporation's Articles of Incorporation adopted prior to the date of this resolution.

FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation of USA Boxing, Inc., are hereby approved and adopted as the Articles of Incorporation of USA Boxing, Inc., with such insubstantial changes as shall be approved by the officers of USA Boxing, Inc.

FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation of USA Boxing, Inc., shall be filed with the Colorado Secretary of State after receiving the necessary approval from the Board of Directors of USA Boxing, Inc.

FURTHER RESOLVED, that the officers of USA Boxing, Inc., be, and each of them hereby is, authorized and directed to execute all documents and to take such action as may be necessary or advisable in order to carry out and perform the purposes and intent of the foregoing resolution.

A MOTION was made (Beasley) and seconded that the resolutions just read by President Butler regarding the Articles of Incorporation be adopted and approved effective immediately.

A VOTE was taken and the MOTION PASSED with unanimous consent.

c. Interim Governing Authority of USA Boxing, Inc. by the Reform Committee

A MOTION was made (Richards) and seconded to reaffirm that USA Boxing is a staff-driven organization and that the Board of Directors will become dormant as of the termination of this meeting and will have no further meetings except in case of urgent requirement.

A VOTE was taken and the MOTION PASSED. 8 yes votes, 1 no vote, and 1 abstention.

A resolution was read that gives power to the Reform Committee.

WHEREAS, in order to improve the internal governance of USA Boxing, Inc., the Board of Directors desires to approve interim governing authority over USA Boxing to the Reform Committee as set forth in Section 8.6.4 of the Amended and Restated Bylaws of USA Boxing, Inc.

THEREFORE, BE IT RESOLVED, that the Reform Committee shall exercise interim governing authority over USA Boxing, Inc.

FURTHER RESOLVED, that the officers of USA Boxing, Inc., be, and each of them hereby is, authorized and directed to execute all documents and to take such action as may be necessary or advisable in order to carry out and perform the purposes and intent of the foregoing resolution, including, but not limited to, providing notice of resignation from the Board of Directors as set forth in the form attached hereto as *Exhibit C*.

A MOTION was made (Peterson) and seconded that the resolution just read by President Butler regarding giving interim governing authority to the Reform Committee be adopted and approved effective immediately.

A VOTE was taken and the MOTION PASSED. 7 in favor; 3 abstentions.

3. RESIGNATIONS OF CURRENT BOARD OF DIRECTORS

As a part of USA Boxing's restructuring, and as required by AIBA and the USOC, the current board members must resign so that a new board of directors can be formed.

President Butler asked each board member individually if they would resign in accordance with the terms which are that the resignations are effective immediately so long as USA Boxing receives a verbal affirmation and/or signed resignation from each board member.

Mr. Gary Pliner – yes  
Ms. Kymberli Stowe – yes  
Mr. Reginald Winston – no  
Mr. James Beasley – yes  
Mr. Spence Carpenter – yes  
Ms. Jeaneene Hildebrandt – yes

Ms. Mikaela Mayer – yes  
Mr. Ben Peterson – yes  
Mr. Gary Richards – yes  
Dr. Charles Butler – yes

Mr. Winston was opposed to resigning as he believed the new Board to be formed did not give USA Boxing membership a big enough voice.

Ms. Stowe and Mr. Pliner wanted it known that they felt forced to resign and that it was not voluntary.

Because Mr. Winston did not resign, the board voted to remove him. The Independent Director may be removed from the board by an affirmative vote of the board. Independent directors may be removed without cause, after being provided an opportunity to be heard by the board, upon the vote of at least 2/3 of the board (excluding the voting power of the director in question).

Mr. Winston shared his viewpoint and reasons for not resigning. He believed that the make-up of the new board did not give USA Boxing members fair representation.

A MOTION was made (Beasley) and seconded to remove Reginald Winston as an Independent Director of USA Boxing effective immediately. A roll call vote was taken. MOTION PASSED.

In Favor: Beasley, Carpenter, Hildebrandt, Mayer, Peterson, Richards, Butler

Opposed: Pliner, Stowe

Dr. Butler thanked everyone for their service on the board of directors.

Meeting adjourned at 6:14 pm

Submitted by Betsy McCallister