



BYLAWS

OF

UNITED STATES AMATEUR BOXING, INC.

As presented August 19, 2006

## ARTICLE I

### NAME AND STATUS

#### Section 1.1. Name.

The name of the corporation shall be UNITED STATES AMATEUR BOXING, INC., (referred to in these Bylaws as “USA Boxing”). USA Boxing may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

#### Section 1.2. Non-profit Status.

USA Boxing shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USA Boxing shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of boxing. USA Boxing shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

## ARTICLE II

### OFFICES

#### Section 2.1. Business Offices.

The principal office of USA Boxing shall be located as determined by the Board of Directors. USA Boxing may at any time and from time to time change the location of its principal office. USA Boxing may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of USA Boxing may require from time to time.

#### Section 2.2. Registered Office.

The registered office of USA Boxing required by the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Corporation Act”) shall be maintained in Colorado. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Boxing, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Boxing. The registered office may be, but need not be, the same as the principal office.

## ARTICLE III

### MISSION

#### Section 3.1. Mission.

The Mission of USA Boxing shall be to enable United States amateur boxing athletes to achieve sustained competitive excellence, develop character, support amateur boxing, and promote and grow the sport of boxing in the United States.

## ARTICLE IV

### RECOGNITION AS NATIONAL GOVERNING BODY

#### Section 4.1. Recognition as a National Governing Body.

USA Boxing shall seek and attempt to maintain recognition by the United States Olympic Committee as the National Governing Body for the sport of boxing in the United States. In furtherance of that purpose, USA Boxing shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Boxing shall:

- a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of boxing;
- b. be autonomous in the governance of the sport of boxing by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for boxing relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of boxing;
- d. provide for individual and organizational membership;
- e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in boxing or who have represented the United States in an international amateur athletic competition in boxing within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;

- f. provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of boxing, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of boxing in the United States;
- g. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, or sex, with reasonable representation on the Board of both males and females;
- h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in boxing competitions without discrimination on the basis of race, color, religion, age, sex, or national origin;
- i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;
- j. provide procedures for the prompt and equitable resolution of grievances of its members;
- k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in boxing, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- m. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of boxing recognized by the International Olympic Committee; and
- n. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.

## ARTICLE V

### MEMBERS

#### Section 5.1. Categories of Membership.

USA Boxing shall have individual and organization membership categories as follows:

a. Athlete members. Athlete members shall be those individuals who register as competitive athletes and are eligible for competition in boxing.

b. Coach members. Coach members shall be those individuals who register as active coaches and who are certified by USA Boxing.

c. Officials members. Officials members shall be those individuals who register as active officials and who are certified as officials by USA Boxing.

d. Physician members. Physician members shall be those individuals who register as active physician members and are certified as such by USA Boxing.

e. Supporting members. Supporting members shall be those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USA Boxing.

f. Life Members. Life members shall be those individuals who register as life members and who pay to USA Boxing a life membership fee.

g. Registered Clubs. Registered clubs are those boxing clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA Boxing and meet other registration requirements of USA Boxing, and those organizations formerly known as Group Members that do not meet the requirements of 36 U.S.C. § 220522(a)(11)(A).

h. Affiliated Organizations. Affiliated Organizations shall be those amateur sports organizations that register as affiliated organizations and that conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the U.S. in international amateur athlete competition, a national program or regular national amateur athletic competition in the sport of boxing, as defined in 36 U.S.C. § 220522(a)(11)(A).

#### Section 5.2. Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: Athlete members, Coach members and Referee members. Organizations belonging to the following membership categories shall be

entitled to vote in an election for directors of the Board: Registered Clubs and Affiliated Organizations. No other voting privileges are conferred upon these members.

An individual may belong to more than one (1) of the above mentioned membership categories. An individual shall be entitled to belong to more than one membership category and shall be entitled to vote or nominate for Board of Director seats in each category of which the individual is a member, provided that membership category has a corresponding Board seat. Thus, an individual who is both a coach member and an officials member could vote for both coach and the officials positions/nominations. An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election or participate in a nomination process. Notwithstanding these restrictions on voting, membership in USA Boxing is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USA Boxing sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

Individuals and organizations belonging to the following membership categories have no voting or nomination privileges: Supporting members, Physician members, and Life members.

#### Section 5.3. Membership Requirements and Dues.

Membership in USA Boxing is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

#### Section 5.4. Suspension and Termination of Membership.

The membership of any member may be terminated at any time with or without cause by the Board of Directors. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all dues then payable.

#### Section 5.5. Transfer of Membership.

Members may not transfer their membership in USA Boxing. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Boxing.

## ARTICLE VI

### BOARD OF DIRECTORS

#### Section 6.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Boxing shall be managed by, its Board of Directors.

#### Section 6.2. Function of the Board.

The USA Boxing Board of Directors shall represent the interests of the boxing community for USA Boxing in the United States and its athletes by providing USA Boxing with policy guidance and strategic direction. The Board shall oversee the management of USA Boxing and its affairs, but it does not manage USA Boxing. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USA Boxing. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. The paramount duty of the Board shall be to select a well-qualified and ethical Chief Executive Officer and to diligently oversee the Chief Executive Officer in the operation of USA Boxing. In addition, the Board performs the following specific functions, among others:

- a. implements, procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Boxing, and to evaluate Board performance.
- b. selects, compensates, and evaluates the Chief Executive Officer and plans for management succession;
- c. reviews and approves USA Boxing's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Boxing;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USA Boxing's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

- i. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USA Boxing's assets are being properly protected;
- k. monitors USA Boxing's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

### Section 6.3. Diversity.

USA Boxing's Board shall be sensitive to the desirability of diversity at all levels of USA Boxing, including among its athletes. USA Boxing's Board shall develop and implement a policy of diversity at all levels of USA Boxing, supported by meaningful efforts to accomplish that diversity. USA Boxing's Board shall develop norms that favor open discussion and favor the presentation of different views.

### Section 6.4. Qualifications.

Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older. A director need not be a resident of Colorado.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Boxing. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Boxing. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board director for continuing Board service.

### Section 6.5. Number.

The Board of Directors shall consist of at least nine (9) and up to ten (10) total directors, 3 of whom shall be independent directors, 2 of whom shall be athlete directors, 1 of whom shall be a coach director, 1 of whom shall be a referee and officials director, 2 of whom shall be grassroots directors, and 1 of whom may be a director from an affiliated

organization that meets the definition of 36 U.S.C. § 220522(a)(11)(A) if there are any such affiliated organizations that are members of USA Boxing.

#### Section 6.6. Election/Selection.

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

- **Independent Directors.** The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, three (3) Board directors from among individuals considered to be independent, as that term is defined in this document.
- **Athlete Directors.** USA Boxing's Athletes' Advisory Council shall elect two (2) qualified individuals to serve as athlete Board directors. One of these individuals shall be the Chair of the Athletes' Advisory Council. The other individual shall serve as a member of the USOC Athletes' Advisory Council. An Athlete Director must satisfy the qualifications set forth in Section 10.2 of these Bylaws.
- **Coach Director.** The Nominating and Governance Committee shall supervise the election of one (1) qualified individual to serve as coach Board director as follows. The Nominating and Governance Committee shall solicit nominations of coaches certified by USA Boxing and who have obtained at least 25 signatures of support each from current USA Boxing certified member coaches. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select one (1) individual from those nominated who shall be seated as the Coach Director.
- **Officials Director.** The Nominating and Governance Committee shall select one (1) qualified individual to serve as officials director as follows. The Nominating and Governance Committee shall solicit nominations of officials who are USA Boxing Level 3 or Master officials and who have obtained at least 25 signatures of support each from current USA Boxing member officials at any level. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select one (1) individual from those nominated to be seated as the Officials Director.
- **Grassroots Directors.** The Nominating and Governance Committee shall select two (2) qualified individuals to serve as grassroots directors as follows. The Nominating and Governance Committee shall solicit 1 nomination from each LBC and from any Group members that are not affiliated organizations. The nominees will be considered by the Nominating and Governance Committee. From those nominated, the Nominating and Governance Committee shall select two (2) qualified individuals to be seated as Grassroots Directors. The Nominating and Governance Committee shall recommend the process to be used by the LBCs and any Group members that are not affiliated organizations for

submission of nominations for the Grassroots Directors positions.

- **Affiliated Organization Director.** If there is no Affiliated Organization member, then the Affiliated Organization Board director seat shall be vacant. If there is one Affiliated Organization member, then that organization shall provide three nominees to the Nominating and Governance Committee from which the Nominating and Governance Committee shall select and seat a qualified individual to serve as the Affiliated Organization Board director. If there is more than one Affiliated Organization member, then the Affiliated Organizations as a group shall collectively provide three nominees to the Nominating and Governance Committee from which the Nominating and Governance Committee shall select and seat a qualified individual to serve as the Affiliated Organization Board director.

The directors selected or elected to the Board, after the initial Board, shall be selected or elected in the same manner as above, except that because of the staggered terms of the directors, only up to five director seats will be available to be filled at any one time.

#### Section 6.7. Independence.

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each independent director, and disclose those determinations. Under the definition of “independence” adopted by the Board, an “independent director” shall be determined to have no material relationship with USA Boxing, either directly or through an organization that has a material relationship with USA Boxing. A relationship is "material" if, in the reasonable judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment.

The guidelines set forth below shall be applied on a case by case basis by the Nominating and Governance Committee to determine a director’s independence:

A director will not be considered independent if, within the preceding two years:

- the director was employed by or held a position as an officer or director of USA Boxing or was employed by or held any governance position (whether a paid or volunteer position) with a LBC, AIBA, the Pan American Boxing Federation, a Group Member, or any boxing family entity;
- an immediate family member of the director was employed by or held a position as an officer or director of USA Boxing or was employed by or held any governance position (whether a paid or volunteer position) with a LBC, AIBA, the Pan American Boxing Federation, a Group Member, or any boxing family entity;
- the director was affiliated with or employed by USA Boxing's outside auditor or outside counsel;
- an immediate family member of the director was affiliated with or

employed by USA Boxing's outside auditor or outside counsel as a partner, principal or manager;

- the director was a coach, officials, grassroots (LBC or Group member not determined to be an affiliated organization), or affiliated organization member, or a member of USA Boxing's Athletes' Advisory Council;
- the director receives any compensation from USA Boxing, directly or indirectly; or
- the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Boxing.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating and Governance Committee. Service on the USA Boxing Foundation Board alone shall not disqualify any individual from being considered to be independent.

#### Section 6.8. Tenure.

The term of office for a director of the Board of Directors shall be four (4) years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

#### Section 6.9. Staggered Board.

Directors of the Board shall be elected to staggered four (4) year or shorter terms. To implement the staggered Board system, the initial Board shall be comprised of some individuals who serve two (2) year terms and some individuals who serve four (4) year terms. The two (2) year terms shall run from the date of the initial seating of the initial Board through December 31, 2008. The four (4) year terms shall run from the date of the initial seating of the initial Board through December 31, 2010.

The terms for the initial Board shall be as follows:

- one (1) independent director with a two (2) year term;
- one (1) athlete director with a two (2) year term;
- one (1) officials director with a two (2) year term;
- one (1) coach director with a two (2) year term;
- one (1) grassroots director with a two (2) year term;
- two (2) independent directors with a four (4) year term;
- one (1) athlete director with a four (4) year term;

- one (1) grassroots director with a four (4) year term; and
- one (1) affiliated organization director with a four (4) year term.

The Nominating and Governance Committee shall designate prior to the seating of the initial Board, whether a director is serving a two (2) or a four (4) year term.

#### Section 6.10. Term Limits.

No director of the Board shall serve more than two consecutive terms. For the initial Board, a two (2) year term shall constitute a full term. Thus, an individual selected for a two (2) year term would be eligible to serve one additional four (4) year term immediately following their two (2) year term. Each incumbent director who is to be considered for re-appointment as a director shall automatically be re-nominated to be considered by the Nominating and Governance Committee, without any impact on nominations from the group from which the incumbent director was nominated.

When a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and 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 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 additional four (4) year terms following completion of the filled vacancy term.

The term of the Chair of the Board shall be for four (4) years. No individual shall serve as Chair for more than one term during any eight year period.

#### Section 6.11. Director Attendance.

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person.

#### Section 6.12 Director Access to Management and Outside Advisors.

USA Boxing's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource, and shall be available to Board directors outside of meetings. All Board director contact with members of USA Boxing's management team, other than the Chief Executive Officer, outside of Board meetings shall be directed to the Chief Executive Officer, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters. Members of management other than the CEO shall not contact Board directors without the consent of

the CEO.

Section 6.13. Resignation, Removal and Vacancies.

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the Chair of USA Boxing, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director). Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of the director of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

No director shall be subject to removal or to not being renominated based on how he or she votes as a director, unless such voting is part of a violation of USA Boxing's Code of Ethics.

Any vacancy occurring in the Board shall be filled as set forth for the election of that director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Similar rules shall apply to resignations, removals, and vacancies in the office of Chair.

Section 6.14. Regular and Special Meetings.

USA Boxing's Board shall meet at regularly scheduled meetings at least four (4) times per year, preferably quarterly, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board.

#### Section 6.15. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 6.16. Quorum.

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.

#### Section 6.17. Consent.

The Board shall act by the unanimous written consent of all directors.

#### Section 6.18. Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

#### Section 6.19. Presumption of Assent.

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to

the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.20. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a writing described in this Section 7.20. to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.21. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board of Directors shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action.

Section 6.22. Agenda.

The Chair, in consultation with the Chief Executive Officer and the Chairs of the Board's committees, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 6.23. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board of Directors. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 6.24. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 6.25. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude non-members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss

matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair may specifically designate and call an executive session.

Section 6.26. Compensation.

Directors of 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 VII

OFFICERS

Section 7.1. Designation.

The only officer of USA Boxing shall be a Chair of the Board.

Section 7.2. Election/Selection.

The Chair of the Board shall be elected from among the directors of the Board. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to AIBA, the Pan American Boxing Confederation, and the USOC.

The Chief Executive Officer shall designate one member of the staff to serve as USA Boxing's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

Section 7.3. Tenure.

The term of the Chair of the Board shall be for four (4) years. No individual shall serve as Chair for more than one term during any eight year period. The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

The term of office of the Secretary, or the Assistant Secretary, if any, is unlimited. The Secretary shall hold office until his or her employment by USA Boxing ends, when the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death,. The Assistant Secretary, if any, shall hold office until his or her employment by USA Boxing ends, when the Chief Executive Officer selects a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the

Chief Executive Officer, incapacity, disability or death,. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by USA Boxing to serve as Secretary.

#### Section 7.4. 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, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. Chair of the Board. The Chair shall: (i) set all meeting and meeting agendas, and (ii) in the event of the resignation, removal, incapacity, or death of the Chair, the remaining directors of the Board shall elect a new Chair or shall wait until after the Nominating and Governance Committee selects a replacement Board director to fill-out the Board before selecting a new Chair.
- b. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.
- c. Assistant Secretary. An Assistant Secretary, if any, shall have the same duties and powers as the Secretary.

#### Section 7.5. Restrictions.

Officers of USA Boxing shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Boxing and as an officer of an organization holding membership in USA Boxing or as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

#### Section 7.6. Resignation, Removal and Vacancies.

An officer's position with USA Boxing may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board of Directors. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in

question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

#### Section 7.7. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USA Boxing's policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USA Boxing in any other capacity.

## ARTICLE VIII

### COMMITTEES

#### Section 8.1. Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a "super-board" (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

USA Boxing shall have only the following standing committees: an Audit Committee, an Ethics Committee, a Compensation Committee, a Nominating and Governance Committee, and a Judicial Committee.

The Board or Chief Executive Officer shall appoint such advisory task forces or committees as the Board or Chief Executive Officer believe appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board's or the Chief Executive Officer's, as appropriate.

#### Section 8.2. Assignments.

Committee assignments, including the designation of standing committee Chairs, shall be made annually by the Board. Assignments shall be made based on a combination of factors including each individual member's expertise and the needs of USA Boxing, and

these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Committee members shall be expected to attend in person all regularly scheduled committee meetings. Participation by telephone shall be permitted in exigent circumstances. Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

The independent director on the Board with financial experience shall be on the Audit Committee. The Audit Committee shall periodically meet separately in executive session individually with management, USA Boxing's financial staff, and USA Boxing's outside auditor. In addition, the Audit Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release and filing of USA Boxing's quarterly financial reports, to review such materials.

### Section 8.3. Number.

All committees and advisory task forces shall have at least twenty (20) percent athlete representation defined consistently with the USOC's requirements in this area. Membership on standing committees shall not exceed five (5) individuals. USA Boxing committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces shall not exceed five (5) individuals.

### Section 8.4. Athlete Representation.

All committees and task forces shall have at least twenty (20) percent athlete representation so as to comply with the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws.

### Section 8.5. Tenure.

The term for all standing and other committee members shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

### Section 8.6. Term Limits.

No committee member shall serve for more than two (2) consecutive terms.

For a committee member whose term of office expires in 2008, his or her time of service shall constitute a full two (2) year term. That committee member would be eligible to serve one (1) additional two (2) year term immediately following his or her initial term.

### Section 8.7. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12)-month period.

### Section 8.8. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board, if appointed by the Board or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Board of Directors if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12)-month period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

### Section 8.9. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on USA Boxing's website.

### Section 8.10. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to committee and task force members, and where appropriate, non-members. However, in the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude non-members at a meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter.

### Section 8.11. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings.

### Section 8.12. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USA Boxing's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USA Boxing in any other capacity, provided the Board gives explicit approval.

### Section 8.13. Audit Committee.

The Audit Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An independent director of the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall –
  1. recommend the independent auditors of USA Boxing, review the report of the independent auditors and management letter, and recommend action as needed;
  2. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board;
  3. perform such other duties as assigned by the Board.

#### Section 8.14. Ethics Committee.

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall –
  1. oversee implementation of, and compliance with, the Code
  2. report to the Board on all ethical issues;
  3. develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
  4. generally administer and oversee compliance with the Code of Ethics;
  5. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
  6. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Boxing members;
  7. perform such other duties as assigned by the Board.

#### Section 8.15. Judicial Committee.

The Judicial Committee shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair. Members of the Judicial Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall –
  1. generally administer and oversee all administrative grievances and right to compete matters filed with USA Boxing;
  2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
  3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
  4. perform such other duties as assigned by the Board.

Section 8.16. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

- a. The initial Nominating and Governance Committee shall be selected as follows:
- one (1) individual selected by the Board of the USA Boxing Foundation who is independent as that term is defined in this document;
  - one (1) individual who is selected by the USOC, and shall serve as the chair of the Nominating and Governance Committee;
  - one (1) athlete selected by the Athlete Advisory Council
  - one (1) individual selected by the chairs of the Coaches and Technical Committees who is independent as that term is defined in this document; and
  - one (1) LBC and Group members representative selected by the LBC and Group Members who is independent as that term is defined in this document.

Any disputes over the status or selection of the initial Nominating and Governance Committee shall be resolved by the USOC.

- b. Each subsequent Nominating and Governance Committee shall be selected as follows:

- one (1) individual selected by the Board of the USA Boxing Foundation and approved by the USOC, who shall be the Chair;
- one (1) individual who is independent as that term is defined in this document and who is selected by the Board of USA Boxing and approved by the USOC;
- one (1) athlete selected by the Athlete Advisory Council;
- one (1) coach or official as selected by the coach and officials members; and
- one (1) LBC and Group members representative as elected by LBC and Group members..

c. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other USA Boxing capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

- d. The Nominating and Governance Committee shall: –

1. identify and evaluate prospective candidates for the Board;

2. select individuals to serve on the Board as provided in these Bylaws;
  3. recommend as requested by the Board individuals to serve on various committees and task forces;
  4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
  5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
  6. perform such other duties as assigned by the Board.
- e. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
1. the candidate's contribution to the effective functioning of USA Boxing;
  2. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
  3. whether the candidate continues to bring relevant experience to the Board;
  4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
  5. the candidate's reputation for personal integrity and commitment to ethical conduct; and
  6. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board.

## ARTICLE IX

### ANNUAL USA BOXING ASSEMBLY

#### Section 9.1. Purpose.

There shall be an annual USA Boxing Assembly at which all individual and organization members and other USA Boxing constituencies in the United States boxing family shall gather and provide input to the Board on important issues confronting the organization. At USA Boxing's Assembly, the Board of Directors shall provide a report on the "State of USA Boxing." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USA Boxing. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response. The annual USA Boxing Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the

nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board shall determine the agenda of the annual USA Boxing Assembly.

Section 9.2. Place.

The annual USA Boxing Assembly shall be held in conjunction with a Board of Director's meeting. The Board meeting shall take place after the annual USA Boxing Assembly. If practicable, the annual USA Boxing Assembly meeting shall also be held in conjunction with a major USA Boxing competition or event.

Section 9.3. Notice.

Notice of the annual USA Boxing Assembly stating the place, date and time of the meeting shall be posted on the website of USA Boxing no fewer than thirty (30) days before the date of the meeting.

ARTICLE X

ATHLETES' ADVISORY COUNCIL

Section 10.1. Designation.

USA Boxing shall have an Athletes' Advisory Council consisting of nine individuals.

Section 10.2. Qualifications.

Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of boxing within the ten (10) year period prior to December 31 of the year in which the election is held, or (ii) who have competed in and finished in the top half of USA Boxing's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 10.3. Election/Selection.

Eight (8) individuals shall be elected to the Athletes' Advisory Council as follows. An individual who wishes to run for election to the Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of boxing within the ten (10) year period prior to December 31 of the year in which the election is held, or (ii) who have competed in USA Boxing's National Championships as athletes within the

two (2) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual shall be a member of USA Boxing sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in the election. The election shall take place after conclusion of the Olympic Games, but prior to January 1 of the year following the Olympic Games. The seven individuals with the highest vote totals shall be elected to the Athletes' Advisory Council. The ninth position on the Athletes' Advisory Council shall be filled by USA Boxing's representative to the USOC Athletes' Advisory Council.

#### Section 10.4. Tenure.

The term for members of the Athletes' Advisory Council shall be for four (4) years. A member shall remain on the Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

#### Section 10.5. Term Limits.

No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms.

#### Section 10.6. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death. The chair shall serve as an athlete member of the Board of Directors.

#### Section 10.7. Procedures.

The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USA Boxing's website.

#### Section 10.8. Open and Executive Meeting Sessions.

Ordinarily, all Athletes' Advisory Council meetings shall be open to members, and where appropriate, non-members. However, in the event the Athletes' Advisory Council chair, with the consent of a majority of the Athletes' Advisory Council members in attendance, deems it appropriate: (i) to exclude non-members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session.

Section 10.9. Compensation.

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USA Boxing shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, USA Boxing shall pay for the reasonable expenses of the two athlete Board directors to attend USA Boxing Board meetings.

ARTICLE XI

USOC ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

USA Boxing shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

Section 11.2. Qualifications.

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of boxing within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. USA Boxing shall follow all requirements for membership in the USOC Athletes' Advisory Council as promulgated by the USOC or the USOC's Athletes' Advisory Council, whether set forth in these bylaws or not.

Section 11.3. Election/Selection.

An individual who wishes to run for election to the USOC Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of [NAME OF SPORT] within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite

gender (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council.

Section 11.4. Tenure.

The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

Section 11.5. Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE XII

USOC NATIONAL GOVERNING BODIES' COUNCIL REPRESENTATIVE

Section 12.1. Designation.

USA Boxing shall have a representative and an alternate representative to the USOC National Governing Bodies' Council.

Section 12.2. Election/Selection.

The Chief Executive Officer shall be USA Boxing's representative to the USOC National Governing Bodies' Council. The Chair of the Board of Directors shall be USA Boxing's alternate representative to the USOC National Governing Bodies' Council.

ARTICLE XIII

CHIEF EXECUTIVE OFFICER

Section 13.1. Designation.

USA Boxing shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a voting director of the Board.

Section 13.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights,

if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA Boxing, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

### Section 13.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USA Boxing and in that capacity shall represent USA Boxing in relations with AIBA and at international boxing functions and events.

### Section 13.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Boxing's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. prepare and submit quadrennial and annual budgets to the Board for approval;
- c. determine the staff needed to effectively carry out USA Boxing's mission, goals and objectives, within USA Boxing's budget;
- d. oversee the size and compensation of management and the hiring and termination of all members of management;
- e. either directly or by delegation manage all management functions.
- f. be responsible for resource generation and allocation of resources in accordance with existing USA Boxing commitments;
- g. coordinate and be responsible for USA Boxing's international activities;
- h. with the Chair of the Board, act as USA Boxing's spokesperson;
- i. foster good relations with sponsors, partners, and others;
- j. perform all functions as usually pertain to the office of Chief Executive Officer.

## ARTICLE XIV

### COMPLAINT PROCEDURES

#### Section 14.1. Designation of Complaints.

The following kinds of complaints may be filed with USA Boxing:

- a. **Administrative Grievance.** USA Boxing or any member of USA Boxing may file a complaint pertaining to any matter within the cognizance of USA Boxing, including but not limited to any alleged violation of or grievance concerning: (i) any USA Boxing rule or regulation, (ii) any provision of USA

Boxing's Bylaws, or (iii) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Boxing's recognition as a National Governing Body;

- b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to compete in a USA Boxing sanctioned competition.

#### Section 14.2. Manner of Filing.

The complainant shall file the complaint with the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint.

#### Section 14.3. Filing Fee.

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that USA Boxing is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

#### Section 14.4. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

#### Section 14.5. Field of Play and Doping Decisions.

The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term "referee" shall include any individual with discretion to make field of play decisions.

A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOC to conduct drug testing (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

#### Section 14.6 Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA Boxing. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Boxing.

#### Section 14.7 Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USA Boxing or involved in the sport of boxing..

#### Section 14.8. Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

#### Section 14.9. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the

complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 14.10. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 14.11. Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 14.12. Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

Section 14.13. Jurisdiction.

Any member of USA Boxing, by reason of their membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

## ARTICLE XV

### SANCTIONING EVENTS

Section 15.1. Prompt Review of Request.

USA Boxing shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to

hold an international or national amateur athletic competition in boxing in the United States, or (ii) to sponsor United States boxing athletes to compete in an international athletic competition held outside the United States.

Section 15.2. Standard for Review.

If USA Boxing, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States boxing, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USA Boxing shall grant the sanction requested by the amateur sports organization or person.

Section 15.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by USA Boxing, an application to hold such competition;
- b. pays to USA Boxing the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USA Boxing an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that –
  1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  2. appropriate provision has been made for validation of records which may be established during the competition;
  3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  4. the competition will be conducted by qualified officials;
  5. proper medical supervision will be provided for athletes who will participate in the competition; and
  6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 15.4. Requirements for Sponsoring United States Boxing Athletes to Compete in An International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States boxing athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, in the form required by USA Boxing, an application to hold such competition;
- b. pays to USA Boxing the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
  1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  2. appropriate provision has been made for validation of records which may be established during the competition;
  3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  4. the competition will be conducted by qualified officials;
  5. proper medical supervision will be provided for athletes who will participate in the competition; and
  6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE XVI

RECORDS OF THE CORPORATION

Section 16.1. Minutes.

USA Boxing shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

Section 16.2. Accounting Records.

USA Boxing shall maintain appropriate accounting records.

Section 16.3. Membership List.

USA Boxing shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 16.4. Records In Written Form.

USA Boxing shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 16.5. Website.

USA Boxing shall maintain a website for the dissemination of information to its members. USA Boxing shall publish on its website (i) its Bylaws, (ii) USA Boxing's bylaws, rules, and regulations (iii) a procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its most recent annual financial statement; and (v) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Boxing shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

Section 16.6. Records Maintained at Principal Office.

USA Boxing shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws shall govern the conduct of USA Boxing, USA Boxing's Board and Committees and USA Boxing's members ;
- c. rules and regulations that govern the technical conduct of USA Boxing's events in the United States as USA Boxing's Board and Chief Executive Officer determine is appropriate in their sole discretion;
- d. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. all written communications within the past three (3) years to the members generally as the members;
- f. a list of the names and business or home addresses of the current directors and officers;

- g. a copy of the most recent corporate report delivered to the Colorado secretary of state;
- h. all financial statements prepared for periods ending during the last three (3) years;
- i. USA Boxing's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. all other documents or records required to be maintained by USA Boxing at its principal office under applicable law or regulation.

Section 16.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

- a. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USA Boxing's principal office, any of the records of USA Boxing described in Section 17.6., provided that the member gives USA Boxing written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. **Financial Statements.** Upon the written request of any member, USA Boxing shall mail to such member its most recent audited annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. **Membership List.**
  - 1. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election USA Boxing shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
  - 2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USA Boxing's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USA Boxing written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Boxing limiting the use of such list in accordance with Section 16.7.c.3.
  - 3. **Limitation on Use of Membership Voting List.** Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member.

Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
2. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
3. Reasonable Charge for Copies. USA Boxing may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
4. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Boxing, or the power of a court to compel the production of corporate records for examination.

## ARTICLE XVII

### CODE OF ETHICS

#### Section 17.1. Code of Ethics.

USA Boxing shall adopt a Code of Ethics and an Ethics and Conflicts of Interest Policy (the "Code") applicable to all USA Boxing, employees, directors of the Board, committee and task force members, and volunteers. The Code shall be approved by the USOC. Each USA Boxing employee and volunteer shall annually certify compliance with the Code.

## ARTICLE XVIII

### FIDUCIARY MATTERS

#### Section 18.1. Indemnification.

USA Boxing shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with USA Boxing, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 18.2. Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the director or officer reasonably believes to be in the best interests of USA Boxing.

Section 18.3. Conflicts of Interest.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA Boxing, or has an interest adverse to USA Boxing's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

Section 18.4. Prohibited Loans.

No loans shall be made by USA Boxing to the Chair of the Board, to any director of the Board, or to any committee or task force member or to any USA Boxing employee. Any Chair, director, committee or task force member or USA Boxing employee, who assents to or participates in the making of any such loan, shall be liable to USA Boxing for the amount of such loan until it is repaid.

ARTICLE XIX

FINANCIAL MATTERS

Section 19.1. Fiscal Year.

The fiscal year of USA Boxing shall commence January 1 and end on December 31 each year.

Section 19.2. Budget.

USA Boxing shall have an annual budget.

Section 19.3. Audit.

Each year USA Boxing shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditors report to the Board of Directors upon completion.

Section 19.4. Individual Liability.

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Boxing pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 19.5. Irrevocable Dedication and Dissolution.

The property of USA Boxing is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Boxing shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Boxing, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Boxing, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 19.6. Athlete Trust Fund.

The Athlete's Boxing Fund agreement establishes a trust fund for USA Boxing athletes and allows boxers to receive earnings or benefits without losing their amateur status.

ARTICLE XX

LOCAL BOXING COMMITTEES AND REGIONS

Section 20.1. Boundaries.

The Board of Directors shall determine the territorial boundaries of local boxing committees (LBCs) and each region. Any change in the existing LBC or regional boundaries must be accomplished only with the "simple majority approval" of the LBCs involved and then submitted to the USA Boxing Board as an amendment. An LBC may petition the Board for boundary changes at least 30 days before a regular Board meeting.

Section 20.2. Local Boxing Committees.

Each LBC shall determine the composition of its LBC and direct its internal affairs in accordance with the USA Boxing's rules, regulations, policies and directives.

- (1) Minimum requirements. In order to continue as an LBC, the following requirements must be met and documented annually:
  - (a) Conduct of an officiating clinic consistent with 107.3(1)(a);
  - (b) Conduct of a coaching clinic consistent with 105.1;
  - (c) Have club programs;
  - (d) Have registered boxers;
  - (e) Have registered non-athletes;

- (f) Conduct of annual USA Boxing and Junior Olympic championships. LBCs not offering advancement tournaments shall not be eligible to certify a team for advancement;
- (g) Annually conduct at least three sanctioned events in addition to the championship programs;
- (h) Must conduct an annual meeting, with the minutes and results forwarded to USA Boxing.
- (i) Must provide USA Boxing with financial information necessary to file IRS Form 990 no later than March 15 of each year. In the case of LBCs filing their own IRS Form 990, a copy of the signed form must be sent to USA Boxing.
- (j) Must provide LBC Board of Governors with financial reports at least once a year and copies of said reports must be forwarded to USA Boxing.
- (k) Each LBC must adopt a uniform set of Constitution and By-laws, which are consistent with USA Boxing's. Sample copies may be obtained from USA Boxing.

Section 20.3. Regions.

The affairs of each geographic region shall be directed by the LBCs making up that region and consistent with USA Boxing's rules, regulations, policies and directives.

Section 20.4. Non-compliance and jurisdictional disputes.

- (1) LBCs not in compliance with minimum requirements of USA Boxing and not conducting their business matters according to their Constitution & By-laws are ineligible to vote. USA Boxing may suspend such LBCs from participation in regional championships to include support services. USA Boxing shall appoint interim chairpersons to conduct the LBC's business until election of new officers can be held. The regional chairperson will be informed/copied.
- (2) LBCs having jurisdictional disputes can:
  - (a) Petition USA Boxing's Judicial Committee.
  - (b) USA Boxing's Judicial Committee may establish a "cooling" period to allow up to 60 days for the LBCs involved to solve their own disputes.
  - (c) If the LBCs cannot work out their problem(s), the hearings and appeals procedure shall be followed.

## ARTICLE XXI

### REGISTRATION AND REPRESENTATION

#### Section 21.1. Registration.

Registration is required of all boxers and non-athletes competing or participating in sanctioned events, or activities of USA Boxing, subject to the rules and limitations as imposed by USA Boxing.

#### Section 21.2. Registration duration.

Registration annually will cover the period from January 1 through December 31, or such other time as is set by USA Boxing.

#### Section 21.3. International registration passbooks.

USA Boxing shall be empowered to issue, upon application, individual international registration passbooks to members of amateur teams competing in international events or tours. These passbooks shall not be honored for local or national competitions. After the tour or event, the passbooks shall be retained by USA Boxing Headquarters until the boxer is again selected for international competition.

#### Section 21.4. Registration fees.

The membership fee in USA Boxing shall be set by USA Boxing.

#### Section 21.5. Anti-Doping.

As a condition of membership in USA Boxing, every member agrees to comply with the requirements of the United States Anti-Doping Agency, the United States Olympic Committee, World Anti-Doping Agency, AIBA, and the International Olympic Committee prohibiting doping in sport. Every registered boxer agrees as a condition of membership to comply with and consent to the in-competition, out-of-competition, and other testing, investigation, and procedural requirements of these anti-doping agencies. Members who fail to comply with these requirements face suspension or expulsion from USA Boxing.

#### Section 21.6 Members Subject to Discipline.

A boxer or non-athlete member is subject to suspension, ineligibility, or disciplinary action for the violation of or failure to comply with the Technical Rules, Bylaws, and written policies of USA Boxing, Inc., participating in or committing actions that bring disrepute upon and/or result in damage to USA Boxing or its programs, fraud in any form, violation of the USA Boxing code of conduct, code of ethics, or conflicts of interest rules, or taking actions detrimental to the welfare of amateur boxing or USA Boxing.

## ARTICLE XXII

### MISCELLANEOUS PROVISIONS

#### Section 22.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

#### Section 22.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

## ARTICLE XXIII

### AMENDMENTS OF BYLAWS

#### Section 23.1. Amendments.

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present.

## ARTICLE XXIV

### EFFECTIVE DATE AND TRANSITION

#### Section 23.1. Effective Date and Election/Selection of New Board.

These Bylaws shall be effective when adopted by the current Board of Governors. Immediately upon adoption, the USA Boxing Board of Directors shall initiate and implement the process to have a new Board elected/selected pursuant to these Bylaws.