

**USA TAEKWONDO (USAT)
 QUARTERLY MEETING OF THE USAT BOARD OF DIRECTORS
 TELEPHONE CONFERENCE MINUTES
September 6, 2008**

Board Members Present:	
Ronda Sweet	Chairperson and Grass Roots Director, USAT
Brad Lunn	Independent Director, USAT
Mark Biviano	Referee Director, USAT
Mark Williams	Grass Roots (NASTO) Director, USAT
Kevin Padilla	Coach Director, USAT
Paul Scott	Independent Director, USAT
Linda Buell	AAC Athlete Director (USAT), USAT
Marty Mankamyer	Independent Director, USAT
Rex Hatfield	Affiliated Organizations, NCTA
Staff Members Present:	
David Askinas	Chief Executive Officer, USAT
Brian Lawrence	Chief Financial Officer, USAT
Jennifer Keurulainen	Director of Membership Development, USAT
Absentee	
Mark Lopez	AAC Athlete Director (USOC), USAT

1. Ms. Ronda Sweet, Chairperson called the USA Taekwondo (USAT) Board of Directors' meeting to order at 9:00 AM Mountain Daylight Time via teleconference call. All board members were present except Ms. Linda Buell and Mr. Mark Lopez. Ms. Buell joined the discussion later into the meeting.

2. Mr. Askinas was called upon to present the CEO report with the Olympic update. The board discussed the current WTF situation, possibility of a CAS arbitration and strategies moving forward.
 - A. Mr. Brian Lawrence and Mr. Askinas presented the financial report. There was discussion of financial performance and additional information was requested Mr. Askinas discussed that USAT is currently in sponsorship contract negotiations related to its events apparel and equipment categories. The 2009 budget will be finalized in November 2008 and submitted to the USAT Board in time to discuss at the December BOD meeting.

 - B. Mr. Askinas discussed program updates including the new national ranking system, Kick-a-thon, and Martial Arts Commission. A detailed

report for the Martial Arts Commission will be provided for the next board meeting.

3. Under new business Ms. Ronda Sweet presented the proposal to award HLTC Schools a lifetime club membership. A motion was made by Ms. Sweet for further investigation on this proposal. The motion was seconded by Mr. Paul Scott. The motion was not passed by a vote of 5-4 in opposition.
4. Ms. Sweet presented two by-law changes which are listed below with her comments. Ms. Sweet tabled the discussion for both until the next meeting.

Section 7.9. Staggered Board.

Directors of the Board shall serve staggered terms. ~~To accomplish this, director seats shall be divided into two (2) classes. The first class shall consist of one (1) independent director, one (1) athlete director, one (1) referee director, one (1) coach director and one (1) grassroots director. The second class shall consist of two (2) independent directors, one (1) athlete director, one (1) grassroots director and one (1) affiliated organization director. For the first Board of Directors seated under these Bylaws, the term of office of the directors of the first class shall expire on December 31, 2006. The term of office of the directors of the second class shall expire on December 31, 2008. Thereafter, the term of office for both the first class and the second class shall be for four (4) years. The Nominating and Governance Committee shall designate prior to election/selection of the first Board seated under these Bylaws whether an individual seeking to be a director is in the first class or the second class except that the athlete director in the second class shall be USAT's representative to the USOC Athletes' Advisory Council.~~

The second bylaw which was proposed for change was:

Section 7.12. Resignation, Removal and Vacancies.

A director's position on the Board may be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time²⁰ by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the Board. 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 may 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-month (12) 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 director can be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director). Directors 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 director in question). Directors may also be removed without cause upon the affirmative vote of at least three-fourths (3/4)

The bolded section needs to be removed and replaced with the wording below as 7.12.2. (resignation section of the above would remain but as 7.12.1. This is an exact cut and paste from the CO. Non profit Corp Statute. I have not changed one word of it. I would suggest that the items in bold are not necessary, but I left them as is so that the BOD can read them as written by the state of CO under 20 which the USAT is incorporated.

7.12.2 Removal of directors. (1) DIRECTORS ELECTED BY VOTING MEMBERS OR DIRECTORS MAY BE REMOVED AS FOLLOWS:

- (a) THE VOTING MEMBERS MAY REMOVE ONE OR MORE DIRECTORS ELECTED BY THEM WITH OR WITHOUT CAUSE UNLESS THE BYLAWS PROVIDE THAT DIRECTORS MAY BE REMOVED ONLY FOR CAUSE.
- (b) IF A DIRECTOR IS ELECTED BY A VOTING GROUP, ONLY THAT VOTING GROUP MAY PARTICIPATE IN THE VOTE TO REMOVE THAT DIRECTOR.
- (c) SUBJECT TO SECTION 7-127-208 (3), A DIRECTOR MAY BE REMOVED ONLY IF THE NUMBER OF VOTES CAST TO REMOVE THE DIRECTOR WOULD BE SUFFICIENT TO ELECT THE DIRECTOR AT A MEETING TO ELECT DIRECTORS.
- (d) A DIRECTOR ELECTED BY VOTING MEMBERS MAY BE REMOVED BY THE VOTING MEMBERS ONLY AT A MEETING CALLED FOR THE PURPOSE OF REMOVING THAT DIRECTOR, AND THE MEETING NOTICE SHALL STATE THAT THE PURPOSE, OR ONE OF THE PURPOSES, OF THE MEETING IS REMOVAL OF THE DIRECTOR.
- (e) **AN ENTIRE BOARD OF DIRECTORS MAY BE REMOVED UNDER PARAGRAPHS (a) TO (d) OF THIS SUBSECTION (1).**
- (f) **A DIRECTOR ELECTED BY THE BOARD OF DIRECTORS MAY BE REMOVED WITH OR WITHOUT CAUSE BY THE VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE OR SUCH GREATER NUMBER AS IS SET FORTH IN THE BYLAWS; EXCEPT THAT A DIRECTOR ELECTED BY THE BOARD OF DIRECTORS TO FILL THE VACANCY OF A DIRECTOR ELECTED BY THE VOTING MEMBERS MAY BE REMOVED WITHOUT CAUSE BY THE VOTING MEMBERS, BUT NOT THE BOARD OF DIRECTORS.**
- (g) **A DIRECTOR WHO IS REMOVED PURSUANT TO THIS SECTION MAY DELIVER TO THE SECRETARY OF STATE FOR**

FILING A STATEMENT TO THAT EFFECT PURSUANT TO SECTION 7- 136-108.

(2) UNLESS OTHERWISE PROVIDED IN THE BYLAWS:

(a) AN APPOINTED DIRECTOR MAY BE REMOVED WITHOUT CAUSE BY THE PERSON APPOINTING THE DIRECTOR;

(b) THE PERSON REMOVING THE DIRECTOR SHALL DO SO BY GIVING WRITTEN NOTICE OF THE REMOVAL TO THE DIRECTOR AND TO THE NONPROFIT CORPORATION; AND

(c) A REMOVAL IS EFFECTIVE WHEN THE NOTICE IS RECEIVED BY BOTH THE DIRECTOR TO BE REMOVED AND THE NONPROFIT CORPORATION UNLESS THE NOTICE SPECIFIES A FUTURE EFFECTIVE DATE.

(2) A DESIGNATED DIRECTOR MAY BE REMOVED BY AN AMENDMENT TO THE BYLAWS DELETING OR CHANGING THE DESIGNATION.

5. Mr. Brad Lunn discussed the criteria in which should be considered to select new directors. The Board of Directors discussed what criteria should be examined and Mr. Askinas will present these points to the Nominating and Governance Committee Chairman, Mr. Larry Cain.
6. Mr. Askinas reported that he had received an ethics complaint from Mr. Randy Chambliss regarding Mr. Mark Williams and the complaint was being sent to the ethics committee.
7. Ms. Marty Mankamyer and Mr. Lunn will be performing the CEO Performance Review. They will be presenting this at the December meeting.
8. The next USAT board meeting was planned for December 5 in person at the Olympic Training Center with the USAT General Assembly to follow on December 6 from 9- 10:00 AM. The next meeting will cover strategy and also a financial overview.
9. Ms. Sweet motioned to adjourn the meeting at 11:20 AM and it was seconded by Mr. Lunn. The motion was passed unanimously.