

BYLAWS
OF
UNITED STATES AMATEUR BOXING, INC.

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 amateur boxing in the United States.

ARTICLE IV

RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1 Recognition by the International Boxing Association

USA Boxing shall seek and attempt to maintain recognition by the International Boxing Association (AIBA) as the National Federation responsible for governing the sport of boxing in the United States of America and thus be admitted into the AIBA Congress.

Section 4.2 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 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 with the LBC that governs its geographical location 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.

- 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

Voting Delegates for the election of Board of Directors shall consist of the President of each of the Local Boxing Committees; LBC must be in good standing with the National Office to have voting rights. The LBC President may designate a representative from his/her LBC to represent the LBC and cast votes at the elections. A minimum of 20% Athlete Representation will also serve as voting delegates for the election of the President and the Women's Boxing Program Director positions.

An individual shall be a citizen of the United States and at least eighteen (18) years of age in the year of the election 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.

The presence of a majority of the approved voting delegates representing the Local Boxing Committees and Athletes at the time of any election shall constitute a quorum.

Section 5.3 Membership Requirements and Fees

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 fees 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 fees, the collection of delinquent fees and the proration or refund of fees, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all fees 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 fees 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 governed 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 focus on long-term objectives and impacts rather than on day-to-day management, empowering the Executive Director to manage a staff-driven organization with effective Board oversight. The principal duty of the Board shall be to select a well-qualified and ethical Executive Director and to diligently oversee the Executive Director 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 Executive Director 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:

- a. not be a paid employee or consultant of USA Boxing;
- b. be physically present at the Annual Meeting where they are standing for election;
- c. the independent directors, who shall also serve on the Audit Committee, shall have financial expertise and have passed a background check within the past two (2) years.
- d. Any person having a record of a felony criminal conviction involving theft, financial improprieties and other crimes involving moral turpitude or has committed and been sanctioned for a severe violation of the regulations of USA

Boxing or the International Boxing Association (AIBA), is not eligible to serve as a director or to stand as a candidate in any election. A severe violation is defined as one which resulted in suspension of one (1) year or more within the last five (5) years.

A Director should possess:

- a. have the highest personal and professional integrity;
- b. have demonstrated exceptional ability and judgment;
- c. be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Boxing;
- d. 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;
- e. 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.

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

Section 6.5 Number

The Board of Directors shall consist of between 9 and 12 total directors, one (1) whom shall be the Chairperson / President of the Board, one (1) who shall represent women's boxing, one (1) of whom shall be a coach director, one (1) of whom shall be an official director, one (1) of whom shall be grassroots directors, two (2) of whom shall be athlete directors, two (2) of whom shall be independent directors, and one (1) of whom may be a director from an affiliated organization that meets the definition of 36 U.S.C. § 220522(a)(11)(A). The Board will also provide for any USA Boxing Member who is also on the AIBA Executive Committee to participate in Board activities (without vote). Should AIBA require through their bylaws that AIBA Executive Committee members serve on their National Federation's Board of Directors with vote, USA Boxing will provide for the voting privileges. This may cause the Board membership to increase, with an additional athlete director.

For the affiliated organization director position, if there are not organizations or individuals that qualify, this position shall remain vacant.

Section 6.6 Election/Selection:

Candidates for Board of Director seats shall submit their notification of candidacy and supporting documents to USA Boxing's Credentials and Election Committee a minimum of two weeks before scheduled elections. This Committee will have the responsibility of supervising the elections.

The Committee consisting of one (1) current Board member, one (1) LBC President, one (1) Foundation member, one (1) athlete and one (1) affiliate member will have the responsibility of accepting members' notification of candidacy, reviewing the eligibility of all candidates based on minimum objective criteria (e.g., member in good standing, successful completion of background check, specific criteria associated with the director's seat they are candidates for such as *coaches and official certification level-involvement in women's boxing* and an individual's availability to attend the Annual Meeting to stand for election). Additional criteria can be added by the Credentials and Election Committee subject to Board and Executive Director approval. All candidates who meet the minimum objective standards are eligible to stand for election. In addition, the Credentials and Election Committee may evaluate subjective criteria (e.g., past contributions to USA Boxing, an individual's history of ethical behavior, an individual's leadership qualities, etc.) to make recommendations to the Voting Delegates on which candidates might be the most effective potential board directors. The Credentials and Election Committee will present the slate of all eligible candidates along with their recommended candidates to the Voting Delegates at the Scheduled Election or Annual Meeting. Each Voting Delegate will get one (1) vote and the election will continue for as many rounds as necessary until one (1) candidate receives at least the majority of the eligible votes. If multiple rounds are necessary, the individual with the lowest vote total (or totals if there is a tie) will be dropped from the ballot. The individual who receives the majority of the votes shall be seated as the director.

In the case where a candidate for one director seat fails to win the election they initially applied for, he/she may be nominated from the floor to be a candidate for a different director seat as long as they have met the minimum qualifications to be a certified candidate for the director's seat that they are nominated for.

Notwithstanding, only candidates initially screened by the Credentials and Election Committee are eligible to stand for election for any of the director positions.

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

- a. Chairperson / President. The Credentials and Election Committee shall supervise the election by the Voting Delegates of one (1) qualified individual to serve as the Chair / President Director.
 - This director shall have been a member of USA Boxing for a minimum of 4 years

- b. Women's Director. The Credentials and /Election Committee shall supervise the election by the Voting Delegates of one (1) qualified individual to serve as the Women's Director.
- This director shall have demonstrated a strong commitment to the women's program.
- c. Coach Director. The Credentials and Election Committee shall supervise the election by the Voting Delegates of one (1) qualified individual to serve as the Coach Director.
- This director shall have been a member of USA Boxing for a minimum of 4 years and achieved a minimum of the level II coaches certification. This director should be familiar with and recognize the significance of developing athletes from grass roots through elite level.
- d. Official Director. Credentials and Election Committee shall supervise the election by the Voting Delegates of one (1) qualified individual to serve as the Officials Director.
- This director shall have been a member of USA Boxing for a minimum of 4 years and achieved a minimum of Level II officials certification. This director shall have as a minimum, participated as an official at the national level.
- e. Grassroots Director. The Credentials and Elections Committee shall supervise the election by the Voting Delegates of one (1) qualified individual to serve as Grassroots Director.
- f. Affiliated Organization Director. There will be one (1) Affiliate Director. If there is more than one Affiliated Organization member, then the Affiliated Organizations as a group shall collectively select a qualified individual to serve as the Affiliated Organization Director. If there is no Affiliated Organization members, then the Affiliated Organization Board director seat shall be vacant.
- g. Athlete Directors. There shall be two (2) or three (3) athlete Board directors to ensure at least 20% athlete representation depending on the total number of board directors.

For the initial Board, one of these individuals shall be the current Chair of USA Boxing's Athletes' Advisory Council. The other two individuals shall be the USA Boxing AAC Vice Chair and the USA Boxing Foundation Athlete Representative, both whom shall be elected by a hybrid USA Boxing AAC to include the 14 new Regional Athlete Representatives and any of the five (5) current USA Boxing AAC members who are not running for a Board position. If only two (2) athlete representatives are needed, the USA Boxing Foundation Athlete Representative shall not sit on the USA Boxing Board of Directors. For all subsequent Boards, the athlete Board directors shall include the Chair of USA Boxing's AAC, the Vice Chair of USA Boxing's AAC and USA Boxing's Foundation Athlete Representative who all shall be elected by the USA Boxing

AAC seated at the time of election, less any AAC athletes who are running for Board seats. If only two (2) athlete representatives are needed, the USA Boxing Foundation Athlete Representative shall not sit on the USA Boxing Board of Directors. For both the initial and subsequent Boards, all Athlete Directors must satisfy the qualifications set forth in Section 10.2 of these Bylaws. In addition, all elections will be conducted pursuant to the USA Boxing Athlete Advisory Council Bylaws. Finally, to ensure gender diversity within the Board Athlete Directors, the Chair of the USA Boxing AAC and the USA Boxing Foundation Athlete Representative must be from opposite genders as long as there is gender diversity in the applicant pool at the time of election. If there is not gender diversity in the applicant pool at the time of election, then this requirement may be waived for only that specific election.

- h. Independent Directors. Using whatever process the Credentials / Election Committee determines, the Credentials and Elections Committee will screen candidates for the Board Independent Director positions and present to the Board candidates who meet the eligibility requirements and recommendations. The Board of Directors will select two (2) Board directors from among individuals considered to be independent, as that term is defined in Section 6.7 of this document.

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 having initial staggered terms of the directors, a limited number of seats will be available to be filled at any one time.

Section 6.7 Independence (For independent Directors)

The Board, through its Credentials and Election 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 Credentials and Election Committee, it would interfere with the director's independent judgment.

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

- a. 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;
- b. 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;
- c. the director was affiliated with or employed by USA Boxing's outside auditor or outside counsel;
 - d. 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;
 - e. the director was a coach, official, 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;
 - f. the director receives any compensation from USA Boxing, directly or indirectly; or
 - g. 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, including but not limited to any business entity involved in the manufacture or sale of boxing equipment.

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 Credentials and Election Committee. Service on the USA Boxing Foundation Board or service as a Physician alone shall not disqualify any individual from being considered to be independent.

Section 6.8 Tenure

For the initial Board, the term of the Chairperson / President shall be four (4) years. All subsequent Chairs shall have a term of four (4) years. For both the initial Board and subsequent Boards, the Chair must be subject to a vote of confidence by the Voting Delegates at the Annual Meeting in their second year of service.

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. The exception to the four (4) year term rule is the AIBA Director(s) who's USA Boxing Board term shall coincide with their AIBA Executive Committee term.

Section 6.9 Staggered Board

To implement a staggered Board system, the initial Board shall be comprised of some individuals who serve an initial two (2) year term and other individuals who serve an initial four (4) year term. The two (2) year terms shall run from the date of the seating of the initial Board until the 2012 Annual Meeting. The four (4) year terms shall run from

the date of the seating of the initial Board until the 2014 Annual Meeting. All subsequent terms will be four (4) years that expire at the even year Annual Meetings after four (4) years of service.

The terms for the initial Board shall be as follows:

- one (1) chairperson / president director with an initial four (4) year term;
- one (1) women's boxing director with an initial two (2) year term;
- one (1) coach director with an initial four (4) year term;
- one (1) official director with an initial two (2) year term;
- one (1) grassroots director with an initial four (4) year term;
- one (1) athlete director, who shall be the AAC Chair, with an initial two (2) year term; and one (1) athlete director, who shall be the AAC Vice Chair, with an initial four (4) year term;
- one (1) independent director with an initial two (2) year term; and one (1) independent director with initial four (4) year terms;
- one (1) affiliated organization director with an initial two (2) year term;
- Should USA Boxing have an AIBA Executive Committee member the Director's term shall coincide with AIBA term;
- If an additional athlete director is needed to achieve at least 20% athlete representation, the USA Boxing Foundation Athlete Representative shall serve on USAB's Board of Directors and have an initial term of two (2) years.

The Credentials / Election Committee shall designate prior to the elections 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, both the two (2) and four (4) year terms constitute a full term. Thus, any of the initial Board Directors would be eligible to serve one additional four (4) year term immediately following their initial term.

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 (2) additional four (4) year terms following completion of the filled vacancy term.

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 Executive Director, outside of Board meetings shall be directed to the Executive Director, 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 Executive Director shall not contact Board directors without the consent of the Executive Director.

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 Executive Director. 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 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 majority 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 6.20 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 Executive Director 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 Vice-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-Board 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 officers of USA Boxing shall be a Chair of the Board, Vice Chair, Treasurer, and Secretary.

Section 7.2 Election/Selection

The Chair of the Board shall be elected/selected by the Voting Delegates

Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Executive Director, 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 Vice Chair, Treasurer and Secretary shall be elected from among all the directors of the Board by the Board.

The Executive Director 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 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 in a timely manner as determined by the Board

- b. Vice Chair. The Vice Chair shall:
 - i. assist the Chair in fulfilling his or her responsibilities; and
 - ii. in the event of the resignation, removal, incapacity or death of the Chair, the Vice Chair shall serve as Chair until such time the Board elects a new Chair.

- c. Treasurer. The Treasurer shall:
 - i. chair the Audit Committee;
 - ii. in consultation with the Chair, be the main point of contact for assisting the Board with their collective responsibilities of fiduciary oversight; and
 - iii. have financial experience.

- d. 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. work with the Corporate Secretary to ensure the National Office serves as the custodian of the corporate records; and
 - iv. perform all duties incident to the office of Secretary.

Section 7.4 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 7.5 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 or governance 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, board of governors 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 Judicial Committee, and a Credentials and Elections Committee.

The Board or Executive Director shall appoint such advisory task forces or committees as the Board or Executive Director 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, beyond the four committees described above, shall be exclusively the Board's or the Executive Director's, as appropriate.

Section 8.2 Assignments

Committee assignments, for the four (4) standing committees, including the designation of standing committee Chairs, shall be made by the Board, in close consultation with the Executive Director. 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 have 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 2010, 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 Executive Director, if appointed by the Executive Director. 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 Executive Director, if appointed by the Executive Director, 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 Executive Director, if appointed by the Executive Director. 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 Executive Director, if appointed by the Executive Director. 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 Executive Director, if appointed by the Executive Director.

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-committee and task force 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 Treasurer shall serve as Chair of the Audit Committee. The Board of Directors shall appoint the members of the Audit Committee, all of whom shall be directors of the Board. At least one (1) independent director of the Board shall be on the Audit Committee.
- b. The Audit Committee shall:
 - i. recommend the independent auditors of USA Boxing, review the report of the independent auditors and management letter, and recommend action as needed;
 - ii. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; and
 - iii. 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:
 - i. oversee implementation of, and compliance with, the Code;
 - ii. report to the Board on all ethical issues;

- iii. 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;
- iv. generally administer and oversee compliance with the Code of Ethics;
- v. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- vi. 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; and
- vii. 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:
 - i. generally administer and oversee all administrative grievances and right to compete matters filed with USA Boxing;
 - ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and
 - iv. perform such other duties as assigned by the Board.

Section 8.16 Credentials and Elections Committee

The Credentials and Elections Committee shall be elected/selected and have the responsibilities as follows:

- a. The Credentials and Elections Committee shall be selected as follows:
 - i. one (1) individual selected by the Board of the USA Boxing Foundation who is independent as that term is defined in this document;
 - ii. one (1) individual who is selected by the current USA Boxing Board of Directors from their membership whose term is ending and is not seeking reelection;
 - iii. one (1) athlete selected by the USA Boxing Athlete’s Advisory Council;
 - iv. one (1) individual selected by the Affiliated Group members; and
 - v. one (1) LBC representative selected by the LBC Presidents.

- b. No individual shall be eligible to be a member of the Credentials and Elections Committee if that individual is a current director. No individual who serves on the Credentials and Elections Committee may serve or be eligible to serve on the Board of Directors. Members of the Credentials and Elections 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 Credentials and Elections Committee ends.
- c. The Credentials and Elections Committee shall:
 - i. organize and supervise the process by which candidates are identified and certified for election to the Board of Directors;
 - ii. supervise the election of Board;
 - iii. recommend as requested by the Board individuals to serve on various committees and task forces;
 - iv. consult with the Ethics Committee with respect to vetting all candidates for potential conflict of interest or other problematic background issues;
 - v. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
 - vi. perform such other duties as assigned by the Board.
- d. In reviewing a candidate's qualifications for the Board, the Credentials and Elections Committee recommendation will take into consideration:
 - i. the candidate's contribution to the effective functioning of USA Boxing;
 - ii. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
 - iii. whether the candidate continues to bring relevant experience to the Board;
 - iv. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 - v. the candidate's reputation for personal integrity and commitment to ethical conduct; and
 - vi. 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.

PART II

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 be invited to gather and provide input to the National Office and Board Directors 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 Executive Director 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 Executive Director 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, in consultation with the Executive Director, 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 Objectives

The purpose of the USA Boxing Athlete Advisory Council is to advocate the interests of athletes in all areas of USA Boxing influence and governance. The AAC also strives to broaden the communication within and between USA Boxing's Bylaws and Constitution, the United States Olympic Committee's ("USOC") Bylaws and Constitution, the Ted Stevens Olympic and Amateur Sports Act ("ACT"), the International Amateur Boxing Association's ("AIBA") rules, and the International Olympic Committee's ("IOC") rules. Finally, the AAC ensures 20% athlete representation in all decision-making bodies of USA Boxing including the Board of Directors and any USAB task forces, committees or other such groups.

Section 10.2 Election

The initial membership of the USA Boxing's Athletes' Advisory Council shall consist of nineteen (19) individuals to include the 14 new Regional Athlete Representatives and the five (5) members of the current AAC. For purposes of these Bylaws, this group shall be known as the "transitional AAC." The five (5) members of the current AAC are already seated per the old Bylaws and the 14 Regional Athlete Representatives are elected as follows:

a. Regional Athlete Representatives (14):

- i. Each of the 14 USAB geographic regions will be responsible for holding their athlete elections at the Regional Tournament. In order to be eligible to run and vote, an individual must be:
 1. at least age 18;
 2. been registered with USAB at least 60 days prior to election; and
 3. have weekly access to a personal email account and telephone service.

- ii. In addition, individuals must have:
 1. Represented the United States in the Olympic Games, Pan American Games or World Championships within the last ten (10) years; or
 2. Demonstrated that they are actively engaged in amateur athletic competition within the last ten (10) years by finishing in the top half of the USA Boxing's national championships defined as the U.S. National Championships, the National Golden Gloves Tournament, and the National Police Athletic League Championships.

Once the transitional USA Boxing AAC is seated, in an effort to maintain some level of continuity, the current AAC Chair will serve as Chair of the newly elected AAC until the 2012 USA Boxing Annual Meeting.

The first order of business for the transitional AAC will be to elect the Vice Chair and the USA Boxing Foundation Athlete Representative, who both shall serve as Athlete Board Directors along with the USA Boxing AAC Chair. Election shall be conducted pursuant to USA Boxing's Athlete Advisory Council Bylaws. Once the elections are completed, the transitional AAC will discontinue and the new USA Boxing AAC will be finalized to include the 14 Regional Athlete Representatives, USA Boxing's AAC Chair and Vice Chair, the USOC AAC Representative and the USA Boxing Foundation Athlete Representative. The size of USA Boxing's AAC shall be between 14 and 18 depending on the number of Regional Athlete Representatives that are also elected to the leadership positions.

All subsequent USA Boxing AACs shall be elected per the USA Boxing Athlete Advisory Council Bylaws.

Section 10.3 Terms

The terms of the USA Boxing AAC shall be as follows:

- a. AAC Chair – an initial two (2) year term expiring at the 2012 Annual Meeting. All subsequent terms shall be 4 years.
- b. AAC Vice Chair – an initial four (4) year term expiring at the 2014 Annual Meeting. All subsequent terms shall be 4 years.
- c. USA Boxing Foundation Athlete Representative – an initial two (2) year term expiring at the 2012 Annual Meeting. All subsequent terms shall be 4 years.
- d. USOC AAC Representative – four (4) year term ending in the year of the Summer Olympic Games.

Regional Athlete Representatives (14):

- a. Regions 1, 3, 5, 7, 9, 11, 13 – an initial one (1) year term expiring at the 2011 Annual Meeting. All subsequent terms shall be two (2) years.
- b. Regions 2, 4, 6, 8, 10, 12, 14 – an initial two (2) year term expiring at the 2012 Annual Meeting. All subsequent terms shall be two (2) years.

Section 10.4 Elections

Elections will be conducted in accordance with the USA Boxing Athlete Advisory Council Bylaws.

Section 10.5 Meetings

- a. **There shall be an Annual AAC Meeting:**
 - i. Held at the USA Boxing Annual Meeting or other appropriate meeting.
 - ii. The AAC Annual Meeting shall be held prior to any governance voting by USAB.
 - iii. The meetings shall be scheduled by the AAC Chair in coordination with the Executive Director of USA Boxing.
 - iv. Other AAC meetings via teleconference are at the discretion of the AAC Chair and will be arranged through the National Office.
- b. **Voting for non-athlete governance positions at the Annual Meeting:**
 - i. The AAC members will make up the 20% athlete vote in any USAB governance election.
 - ii. AAC members that are related to, sponsored, coached or employed within the last four (4) years by any potential candidates running for a USAB governance position will disqualify themselves from participating in a governance vote on that occasion. Under these circumstances, an AAC

member will only dismiss themselves from voting on that particular occasion, and will still remain a full-voting member on all other voting issues.

- iii. If there are more AAC representatives than votes needed at the USAB Governance Meeting, the AAC Leadership will select the voting members according to a random selection of present members. This random selection will be overseen by all present AAC members.

c. USA Boxing shall:

- i. Pay travel, board, and housing expenses of all AAC members attending the AAC Annual Meeting and any meeting teleconference charges.
- ii. USA Boxing shall pay for the reasonable expenses of the three athlete members of the USAB Board of Directors to attend all USA Board of Director's meetings.
- iii. In addition, USAB will pay for the Athlete Board of Director Member/Foundation athlete representative to attend Foundation meetings as scheduled by the Chair of the Foundation.
- iv. USAB will pay for the hosting and domain name of the USAB AAC website, www.usaboxingathlete.org and www.usaboxingathlete.com

d. Order of Business:

- i. Meetings shall follow, in general, the traditional rules of Parliamentary Procedure as to:
 1. motions,
 2. seconds,
 3. discussions, and
 4. calls to vote

e. Roll Call:

- i. Acceptance of previous meeting AAC minutes;
- ii. Leadership reports;
- iii. Committee reports;
- iv. Old business; and
- v. New Business

f. Quorum:

A quorum is always present at any duly called AAC meeting where voting is to take place.

Definition of quorum: A quorum shall be determined from the total number of AAC members attending the annual meeting. Fifty percent of the AAC members attending the annual meeting shall constitute a quorum. If more than 50% of the

AAC members attending the annual meeting are not present, then there is no quorum.

g. **Immediate Action:**

In matters requiring immediate action, the AAC Leadership are empowered to act on behalf of the AAC, subject to ratification at the next AAC meeting.

h. **Agenda:**

AAC Leadership shall accept items to be officially placed on the agenda from any interested party as long as they are received at least two weeks prior to the scheduled meeting; otherwise matters may be brought up as new business. The AAC Chair may place matters of urgency on the agenda at any time or in any position.

i. **Other:**

Other procedural rules for the conduct of the meeting may be announced by AAC Leadership, unless the AAC, by majority, objects.

Section 10.6 AAC Rules of Conduct

- a. **Attendance:** If an AAC Representative is unable to attend an AAC meeting or other official function, it is their responsibility to inform the AAC Chair and their Alternate as promptly as possible. The Alternate may take the Representative's place at the AAC meeting. In the event a member cannot attend the meeting in its entirety, that individual may request an exception. Exceptions may only be granted by the AAC Leadership. Acceptable exceptions include but are not limited to competition and or personal emergency.

Attendance at an AAC meeting shall be defined as being physically present at the meeting or present via conference call. If any Athlete Representative has an unexcused absent from two (2) AAC meetings for any reason, that Athlete Representative may be removed from the AAC and the designated alternate will fill the position until the end of the term.

- b. **Representation:** Athlete Representatives shall not take stands on issues or represent themselves as members of the AAC in areas of personal interest having no connection with official AAC responsibilities. Athlete Representatives shall not falsely speak on behalf of the entire AAC membership. Also, AAC Athlete Representatives shall not reveal matters designated confidential by two-thirds vote of the AAC.
- c. **Communication:** AAC members must maintain an active e-mail account and telephone for the purposes of AAC communications. AAC members will be

- responsible for checking their e-mail on a consistent basis and keeping up with any AAC correspondence.
- d. **Confidentiality:** AAC members will keep confidential the identities of any athlete that comes to the AAC with any athlete issues until such time that the athlete in question wants to reveal themselves in relationship to their issue.
 - e. **Code of Conduct:** AAC members will keep the USA Boxing Athlete Code of Conduct at all USAB, USOC, and Foundation meetings, events, and whenever conducting AAC business. If an AAC representative is found conducting themselves in violation of the USAB Code of Ethics, that representative will be removed by a majority vote and the alternate will serve out their term.
 - f. **Duty to Report:** Any athlete within USAB that comes to any member of the AAC with an issue related to USA Boxing, that AAC member has a duty to bring the issue to the entire AAC in a timely manner, and attempt to resolve the issue to the best of the AAC's ability.

Section 10.7 Athlete Representation on "Designated Committees/Taskforces" of USA Boxing

Athlete representatives shall equal at least 20 percent of all USAB committees/taskforces that are "Designated Committees/Taskforces" within the meaning these Bylaws. For purposes of these Bylaws, the phrase "Designated Committees/Taskforces" means nominating and budget committees, panels empowered to resolve grievances and committees that prepare, approve or implement programs in the following areas:

- a. expenditures of funds allocated to USAB by the corporation;
- b. selection of international, Olympic, and Pan American Games Team members and staff including athletes, coaches, administrators and sports staff;
- c. rule and regulation committees;
- d. creation of High Performance Plan; and
- e. grievance committees

Athlete representatives on "designated committees/taskforces" shall be appointed by the USAB Athlete Advisory Council. The athletes appointed do not have to be members of the AAC.

Section 10.8 Athlete Representation on Other Committees

Athlete representatives on all other USA Boxing committees/taskforces will also be appointed by the USAB AAC and shall equal at least 20 percent of those USAB committees that are not Designated Committees. The athletes appointed do not have to be members of the AAC.

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 Boxing 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 Executive Director 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

Executive Director

Section 13.1 Designation

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

Section 13.2 Tenure

The Executive Director shall be selected by and report to the Board of Directors for whatever term the Board deems appropriate. The Executive Director 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 Executive Director. If the Executive Director has a contract of employment with USA Boxing, the contract shall provide that the Executive Director's employment may be terminated by the Board with or without cause.

Section 13.3 Secretary General

The Executive Director shall serve as Secretary General of USA Boxing and in that capacity shall represent USA Boxing in operations at international boxing functions and events. The President will represent USA Boxing in relations with AIBA and at international functions and events. Notwithstanding the foregoing, all directors and officers of USA Boxing will be expected to communicate with AIBA as their duties require.

Section 13.4 Responsibilities

The Executive Director 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; and
- j. perform all functions as usually pertain to the office of Executive Director.

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 Jurisdiction

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

Section 14.3 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 14.4 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 feel.

Section 14.5 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 14.6. Doping 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 14.7 Field of Play

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, these complaint procedures 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.

Section 14.8 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 14.9 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 14.10 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 14.11 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 14.12 Affected Parties

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 (if known), that the complainant believes 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 (if known), that may be adversely affected by a decision rendered on the complaint. The hearing panel may also determine that individuals not listed by either the complainant or respondent shall be given notice. The hearing panel shall then promptly determine which individuals must be given notice of the complaint. The hearing panel shall also approve the notice to be given. Unless determined otherwise by the hearing panel, the hearing panel shall then be responsible for providing appropriate notice to these individuals. Any individual so notified of the complaint 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.

Section 14.13 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 14.14 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.

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:

- i. 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;
- ii. appropriate provision has been made for validation of records which may be established during the competition;
- iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
- iv. the competition will be conducted by qualified officials;
- v. demonstrates that insurance coverage has been obtained in compliance with USA Boxing's insurance requirements;
- vi. proper medical supervision will be provided for athletes who will participate in the competition; and
- vii. 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:
 - i. 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;
 - ii. appropriate provision has been made for validation of records which may be established during the competition;
 - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - iv. the competition will be conducted by qualified officials;
 - v. demonstrates that insurance coverage has been obtained in compliance with USA Boxing's insurance requirements;
 - vi. proper medical supervision will be provided for athletes who will participate in the competition; and

- vii. 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:

- a. USA Boxing's Bylaws;
- b. USA Boxing's rules, and regulations;
- c. Its most recent annual financial statement;
- d. its most recent 990 Form filed with the Internal Revenue Service;
- e. A procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters; and
- f. A procedure for communicating with the Executive Director and the Board of Directors.

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 Executive Director 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 ten (10) business days before the date on which the member wishes to inspect and copy such records.
- b. Financial Statements. Within 30 days of 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
 - i. 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.

- ii. 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 (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.
- iii. 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.
- iv. 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 meet or exceed the USOC Code Standards. 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:

- a. in good faith;
- b. with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and
- c. 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 "Board of Governors ". 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 rules, regulations, policies and directives.

- a. Minimum requirements. In order to continue as an LBC, the following requirements must be met and documented annually:
 - i. Conduct of an officiating clinic consistent with 107.3(1)(a);
 - ii. Conduct of a coaching clinic consistent with 105.1;
 - iii. Have club programs;
 - iv. Have registered boxers;
 - v. Have registered non-athletes;
 - vi. Conduct of annual USA Boxing and Junior Olympic championships. LBCs not offering advancement tournaments shall not be eligible to certify a team for advancement;
 - vii. Annually conduct at least three sanctioned events in addition to the championship programs;
 - viii. Must conduct an annual meeting, with the minutes and results forwarded to USA Boxing;
 - ix. 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;
 - x. 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;

- xi. 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 rules, regulations, policies and directives.

Section 20.4 Non-Compliance and Jurisdictional Disputes

- a. LBCs not in compliance with minimum requirements of USA Boxing and not conducting their business matters according to their Constitution & By-laws are subject to suspension from USA Boxing. USA Boxing may suspend such LBCs from participation in USA Boxing sanctioned events including regional tournaments and may, if not satisfied that the cause of such suspension is remedied within 60 days of such suspension, may terminate the LBC's membership from USA Boxing. 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.
- b. LBCs having jurisdictional disputes can:
 - i. Petition USA Boxing's Judicial Committee;
 - ii. 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;
 - iii. 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 Fee

The membership fee in USA Boxing shall be set by the Board of Directors.

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, failure to fully cooperate with the Judicial Committee of USA Boxing, 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 Directors. 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.