

**RESOLUTION FOR CONSIDERATION BY
THE USA BOXING BOARD OF DIRECTORS**

1. Background.

Under Section 8.14(a) of the USA Boxing Bylaws, all members of the Ethics Committee must satisfy the standards of independence for independent directors as set forth in Section 6.7 of the Bylaws. Likewise, Section 8.15(a) of the Bylaws requires all members of the Judicial Committee to be satisfy these standards for independence.

USA Boxing has required the members of these committees to be independent in the hopes of being able to keep those committees free of political influences that may arise from time to time within USA Boxing or the Local Boxing Clubs. The Board of Directors affirms the importance of having some members of these committees meet the standards for independence.

At the same time, USA Boxing has had difficulties attracting enough candidates who meet the standards of independence to serve on these committees. To address this issue, the Board of Directors desires to amend the Bylaws to provide for two of the five members of each committee to meet the standards for independence and to allow the other three members of each committee not to meet those standards.

2. Resolution.

THEREFORE, IT IS HEREBY RESOLVED THAT Sections 8.14(a) and 8.15(a) of the USA Boxing Bylaws are hereby amended as follows:

8.14(a) The Board of Directors shall appoint the members of the Ethics Committee and its chair. **Two** members of the Ethics Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws; **the athlete member and the other two members of the Ethics Committee may, but are not required, to satisfy the standards of independence.** No director of the Board shall be appointed to the Ethics Committee.

8.15(a) The Board of Directors shall appoint the members of the Judicial Committee and its chair. **Two** members of the Judicial Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws; **the athlete member and the other two members of the Judicial Committee may, but are not required, to satisfy the standards of independence.** No director of the Board shall be appointed to the Judicial Committee