

**USA TAEKWONDO (USAT)
 QUARTERLY MEETING OF THE USAT BOARD OF DIRECTORS
 LOCATION: COLORADO SPRINGS
 DECEMBER 5-6, 2008**

BOARD MEMBERS PRESENT:	
RONDA SWEET	CHAIRPERSON AND GRASSROOTS DIRECTOR, USAT
MARK BIVIANO	REFEREE DIRECTOR, USAT
LINDA BUELL	AAC ATHELTE DIRECTOR (USAT), USAT
REX HATFIELD	AFFILIATED ORGANIZATIONS
MARK LOPEZ	AAC ATHLETE DIRECTOR (USOC), USAT
BRAD LUNN	INDEPENDENT DIRECTOR, USAT
MARTY MANKAMYER	INDEPENDENT DIRECTOR, USAT
KEVIN PADILLA	COACH DIRECTOR, USAT
PAUL SCOTT	INDEPENDENT DIRECTOR, USAT
MARK WILLIAMS	GRASSROOTS DIRECTOR, USAT
STAFF MEMBERS PRESENT:	
DAVID ASKINAS	CHIEF EXECUTIVE OFFICER, USAT
BRIAN LAWRENCE	CHIEF FINANCIAL OFFICER, USAT
JENNIFER KEURULAINEN	DIRECTOR OF MEMBERSHIP DEVELOPMENT, USAT

1. Ms. Ronda Sweet called to order the USA Taekwondo (USAT) Board of Directors' meeting at 1:15 pm Mountain Standard Time. All directors were in attendance.
2. Ms. Sweet began the meeting with a chairman's report highlighting 2008. She included the Olympic Games, new membership incentives and development camps.
3. Mr. David Askinas presented the CEO Report, including a power point synopsis of each division with main objectives for 2009. The Board discussed various topics pertaining to recent history and upcoming recommendations.
4. Mr. Biviano put forth a proposal to make the Referee Director position a staff-paid position versus the current volunteer state. After discussion, Mr. Biviano withdrew the proposal.
5. Mr. Mark Biviano discussed the new team travel program. He will be organizing group trips for USAT Members to travel and compete internationally. He is currently working on a plan to attend the 2009 Dutch Open. ** It was later recorded that the 2009 Dutch Open trip would not be feasible but would continue to work on another trip.
6. Ms. Sweet presented the by-law changes proposal that was tabled from the last meeting. It was requested that the following changes be made to Section 7.9:

Section 7.9. Staggered Board.

Directors of the Board shall serve staggered terms. To accomplish this, director seats shall be divided into two (2) classes. The first class shall consist of

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

The motion was seconded by Mr. Rex Hatfield and approved unanimously. Ms. Sweet also proposed that the following changes be made to Section 7.12 to conform to the Colorado NonProfit Corp Statutes:

Section 7.12. Resignation, Removal and Vacancies.

A director's position on the Board may be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

~~Directors may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve month (12) period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent director can be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director). Directors may also be removed for cause upon the affirmative vote of at least two thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors may also be removed without cause upon the affirmative vote of at least three fourths (3/4)~~
to be replaced with the following:

7.12.2 Removal of Directors

- (1) directors elected by voting members or directors may be removed as follows:
 - (a) The voting members may remove one or more directors elected by them with or without cause unless the bylaws provide that directors may be removed only for cause.
 - (b) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director.
 - (c) Subject to Section 7-127-208 (3), A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

- (d) A director elected by voting members may be removed by the voting members only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.
- (2) A designated director may be removed by an amendment to the bylaws deleting or changing the designation.

Ms. Linda Buell seconded the motion and it was passed unanimously.

- 7. The Board of Directors went into Executive Session.
- 8. When the meeting resumed it was announced that Mr. Kareem Abdul-Jabbar would have his membership terminated fifteen days from notification according to the USAT By-Laws.
- 9. The Board discussed the potential need for background checks for coaches, referees and event officials. It was decided that this issue would need additional research. Mr. Askinas would report the next meeting with further research.
- 10. Mr. Brian Lawrence and Mr. Askinas presented the 2009 preliminary budget as well as a projected 2008 income statement, balance sheet and budget analysis . The board discussed various line items, assumptions and risks. Mr. Askinas and Mr. Lawrence expressed that the budget takes into account reasonable risks the organization faces. Mr. Askinas and Mr. Lawrence also cautioned the Board that this was a preliminary budget and would have to be adjusted once USOC funding levels were received. They also noted that the length and depth of the recession would most likely affect revenue numbers and that the budget might very well have to be adjusted as event and membership numbers for 2009 became more clear. Ms. Sweet motioned to approve the budget. Mr. Mark Williams seconded the motion and it was passed unanimously.
- 11. A brief presentation was given by Mr. Brad Lunn with a tentative 2009 Agenda Plan. This plan would tailor future meetings towards specific topics per quarter. Directors were requested to provide input to the agenda. The Agenda Plan will be discussed in more depth at later meetings.
- 12. Ms. Sweet presented the need for a Membership and Credentials Committee. The committee would provide oversight to State Organization applications and monitoring. This discussion was continued until the following morning's session.
- 13. Ms. Buell motioned to dismiss at 7:28pm until the following day with Mr. Hatfield seconding the motion. The motion was passed unanimously.

Sunday, December 6, 2008

- 1. The meeting was called to order at 9:10am by Ms. Sweet. The General Assembly presentation was offered to anyone in attendance. All Board of Directors were in attendance.
- 2. The Board of Directors went into Executive Session
- 3. After the Executive Session, it was announced that Mr. Scott would participate with the Board of Directors as a non voting member in the role of the Membership and Credentials Officer.

4. The board discussed possibilities for the next meeting. Many expressed a desire to have the next meeting as an in-person retreat to discuss strategy.
5. At 12:15 it was motioned by Mr. Hatfield to adjourn the meeting, seconded by Mr. Williams and passed unanimously.