AMENDED AND RESTATED BYLAWS

OF

USA BOXING, INC.

A. USA Boxing is recognized by the United States Olympic & Paralympic Committee (the "USOPC") as the National Governing Body for the sport of boxing in the United States in accordance with the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et. seq. (the "Sports Act"). The USOPC is federally chartered under the Sports Act and has the power under this statute to recognize national governing bodies for any sport that is included on the program of the Olympic Games or the Pan-American Games. National Governing Bodies are members of the USOPC under provisions of the Sports Act and the USOPC Bylaws. The USOPC oversees compliance by National Governing Bodies with the Sports Act and the USOPC Bylaws.

AMENDED AND RESTATED BYLAWS

OF

USA BOXING, INC.

ARTICLE 1.
LEGAL STATUS AND OFFICES

1.1 Name. The name of the corporation shall be USA BOXING, INC., (referred to in these Bylaws as "USA Boxing" or "USAB"). 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.

1.2 Business Offices. The initial principal office of USA Boxing shall be as stated in the Articles of Incorporation. 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.

1.3 Registered Offices. The registered office of USA Boxing required by the Colorado Revised Nonprofit Corporation Act (the "Nonprofit Corporation Act") to be maintained in Colorado 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, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of USA Boxing are identical.

ARTICLE 2.
MISSION AND PURPOSES

2.1 Mission. To promote and grow Olympic-style amateur boxing in the United States and to inspire the tireless pursuit of Olympic gold and enable athletes and coaches to achieve sustained competitive excellence. Additionally, USA Boxing endeavors to teach all participants the character, confidence and focus they need to become resilient and diverse champions, both in and out of the ring. USA Boxing is *one team, one nation, going for gold!*

2.2 Purposes. USA Boxing has been established, and shall be operated, for charitable and educational purposes and to foster national and international competition in boxing. Specifically, USA Boxing shall enable United States athletes, coaches, officials, and other participants in the sport of Boxing to achieve sustained competitive excellence, develop character, and promote and grow Boxing in the United States. As the National Governing Body, USA Boxing shall oversee and govern the sport of Boxing in the United States.

2.3 **Nonprofit Status.** USA Boxing shall be a nonprofit corporation incorporated 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, consistent with maintaining tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3.
OBJECTIVES AND RECOGNITION AS NATIONAL GOVERNING BODY

3.1 **Recognition by the United States Olympic & Paralympic Committee (USOPC) as a National Governing Body (NGB):** USA Boxing shall seek to maintain recognition as the National Governing Body for the sport of amateur, Olympic-style boxing, in the United States. In fulfilling those requirements as the NGB, USA Boxing shall:

(A) maintain the managerial and financial competence and capability to establish national goals for boxing relating to the development and well-being 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;

(B) agree to submit to binding arbitration in any controversy involving: (i) its recognition as an NGB, or (ii) the opportunity of any athlete, coach, physician, administrator, or official to participate in athletic competition in Olympic-Style Boxing (herein referred to as "Boxing"), upon demand of any aggrieved athlete, coach, administrator, or official participating within Boxing, conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified for Olympic and Sports Doping Disputes;

(C) be autonomous in the governance of the sport of Boxing by independently determining and controlling all matters central to governance, by not delegating decision-making and control of matters central to governance, and by being free from outside restraint;

(D) be a member of no more than one (1) International Federation that is recognized by the International Olympic Committee (the "IOC") as the worldwide governing body for the sport of Boxing;

(E) provide for its membership to be open to any individual who is an athlete, coach, administrator, physician or official active in Boxing;

(F) provide fair notice and opportunity for a hearing to any athlete, coach, physician, administrator, or official participating in Boxing before declaring such individual ineligible to participate;

(G) ensure that its Board of Directors has established criteria and election procedures for athlete representation among the Board's voting members, and ensures that

the voting power held by athlete representatives is not less than one-third (33 1/3 percent) of the voting power held in its Board of Directors or other governance body;

(H) provide for reasonable direct representation on its Board of Directors for any not-for-profit sports organization that meets the requirements of applicable federal law, which, in the sport of Boxing, conducts on a level of proficiency appropriate for selection of athletes to represent the United States in international athletic competition in Boxing, a national program, or regular national athletic competition in Boxing, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that sports organization in relation to all other of those programs and competitions in the sport of Boxing in the United States;

(I) not have an officer who is also an officer of another National Governing Body;

(J) provide procedures for the prompt and equitable resolution of grievances of its members;

(K) not have criteria relating to eligibility in Boxing or to the participation in the Olympic or Pan American Games that are more restrictive than those of the international federation for the sport of Boxing, which is recognized by the IOC;

(L) subscribe to the applicable statutes, codes, rules, policies and protocols of the United States Anti-Doping Agency ("USADA") and the World Anti-Doping Agency ("WADA"); and

(M) perform all other obligations and duties imposed on an NGB by applicable law or governing authority.

3.2 Recognition by the International Federation for Boxing. In accordance with Article 12 of these Bylaws and the Statutes, rules and regulations of the International Federation, USA Boxing shall seek and attempt to maintain recognition by one International Federation as the National Federation responsible for governance of the sport of Boxing in the United States. To the extent that the International Olympic Committee continues to govern Olympic boxing through the Boxing Task Force or similar entity, USA Boxing shall comply with such IOC-directed governance.

ARTICLE 4.
NON-DISCRIMINATION

4.1 Sports Act. USA Boxing shall comply with the equal opportunity requirements for recognition as an NGB as required by applicable law or governing authority, and as such requirements are promulgated or revised from time to time. In fulfilling those requirements, USA Boxing shall:

(A) provide an equal opportunity to athletes, coaches, administrators, physicians, and officials to participate in boxing competitions without discrimination on the basis of race, color, religion, sex, sexual orientation, gender identity, age, or national origin; and

(B) be governed by a Board of Directors whose members are selected without regarding to race, color, religion, national origin, sex, sexual orientation, gender identity, age or national origin with reasonable representation on the Board of both males and females.

ARTICLE 5.
MEMBERS

5.1 **Categories of Membership:** USA Boxing shall have the individual and organization membership categories as follows:

(A) **Athlete Members:** Athlete members shall be those individuals who register as competitive athletes and are eligible to compete in the sport of Boxing;

(B) **Coach Members:** Coach members shall be those individuals who register as active coaches and who are certified as coaches 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 (Medical Doctor – MD or Doctor of Osteopathy – DO) and are certified as physicians by USA Boxing;

(E) **Administrative Members:** Administrative members shall be those individuals who register as supporting members that don't fall into one of the above categories and who are interested in the purpose, programs, aims and objectives of USA Boxing;

(F) **Registered Clubs:** Registered clubs are those boxing clubs that register with the Local Boxing Committee ("LBC") that governs its geographical location and that 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;

(G) **Local Boxing Committees:** LBCs are recognized by USA Boxing and govern their respective geographical locations. LBCs agree to (i) conduct their programs in accordance with, and to be bound by, the rules and regulations of USA Boxing, (ii) meet other registration requirements of USA Boxing, (iii) are bound by the LBC Bylaws, and (iv) serve at the pleasure of USA Boxing as USA Boxing's aministrative representatitive at the local level.

(H) Affiliated Organizations/Group Members: Affiliated Organizations, also known as Group Members, shall be those not-for-profit sports organizations that meet the requirements of applicable federal law, that register as affiliated organizations and that conduct, on a level of proficiency appropriate for the selection of athletes to represent the United States in international athletic competition in the sport of Boxing, a national program or regular national athletic competition in the sport of Boxing.

5.2 Non-Voting Members: Each category of membership shall have only those qualifications, rights and privileges as set forth herein, subject to the Colorado Revised Nonprofit Corporation Act ("Nonprofit Act") Except to the extent voting rights are granted hereunder, all categories of members described in Section 5.1 of these Bylaws shall be considered non-voting members for purposes of the Nonprofit Act.

5.3 Membership Requirements: Membership in USA Boxing is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements as the Board shall deem necessary and appropriate. No privilege of membership shall be made available until all membership requirements are satisfied. Any individual member of USA Boxing who does not successfully pass a US Center for SafeSport-approved background screening may not register for and/or participate in any USA Boxing-sanctioned activities and is subject to termination as a member.

5.4 Dues and Fees: The Board of Directors 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 fees are paid in full.

5.5 Suspension and Termination: The membership of any member may be terminated at any time with or without cause by the Board of Directors or through procedures approved by the Board of Directors for the discipline of members, which procedures shall require notice and an opportunity to be heard before any sanctions are imposed (except emergency or interim sanctions may be imposed in accordance with disciplinary or protective rules).

5.6 Transfer of Membership: Membership in USA Boxing is not transferable, unless to a successor of a corporate member which must first be approved by USA Boxing. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Boxing.

5.7 Registered Club, LBC and Affiliated Organizational Members: The registered Club, LBC and Affiliated Organization Members of USA Boxing are subject to those rules and regulations for those membership categories as may be established by the Board of Directors from time to time.

5.8 Meetings of Members:

5.8.1. No Rulemaking Authority. Except for those items for which members are entitled to vote as specifically provided in these Bylaws or the Nonprofit Corporations Act,

the meetings of the members shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority.

5.8.2 <u>Annual Meetings</u>. There shall be an annual meeting of the members of USA Boxing known as the USA Boxing Annual Meeting, to 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 of Directors on important issues facing the organization. The USA Boxing Annual Meeting shall be held annually at the time and place as determined by the agreement of the Chair and Executive Director, and may be held by videoconferencing facilities. Failure to hold an annual USA Boxing Annual Meeting as required by these Bylaws shall not be considered a forfeiture or dissolution of USA Boxing or invalidate any action taken by the Board of Directors or officers of USA Boxing.

5.8.3. <u>Special Meetings</u>. A special meeting of the members, for any purpose or purposes, may be called by the Chair, or shall be called by the Chair if USA Boxing receives written demands stating the purpose or purposes for which it is to be held, signed and dated by members holding at least ten (10) percent of all the members described in Sections 5.1(A), (B), (C), (D), (E) (F), (G), and (H).

5.8.4. <u>Place of Meeting</u>. Each USA Boxing Annual Meeting shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of USA Boxing in Colorado. Any or all members may participate in any USA Boxing Annual Meeting or any special meeting through the use of any teleconference or video communication through which all persons participating in the USA Boxing Annual Meeting or in the special meeting may hear each other. Special meetings shall be held at such location, either within or outside of Colorado, as designated in the notice of the special meeting.

5.8.5. <u>Notice of Meeting</u>.

(A) Notice of the USA Boxing Annual Meeting 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 Annual Meeting.

(B) In the case of a special meeting of the members, except as otherwise prescribed by statute, written notice of each meeting stating the purpose or purposes for which the meeting is called, the place, date, and time of the meeting, shall be delivered no fewer than ten (10) days, via email to each member entitled to attend such meeting. Electronic transmission notice shall be deemed to be given when the transmission is complete.

(C) Any member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting because of lack of notice or defective notice. A

member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE 6.
BOARD OF DIRECTORS

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, the Board of Directors, which shall include the authority to establish policies, procedures, codes and rules by which USA Boxing shall operate in accordance with the Bylaws.

6.2 Function of the Board: The Board of Directors shall oversee the management of USA Boxing and its affairs, but it shall 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. One of the principal duties of the Board shall be to exercise direction and supervision of the Chair in the selection of a well-qualified and professional Executive Director and, through the Chair, to diligently oversee the Executive Director in the operation of USA Boxing. In addition, the Board shall perform the following specific functions, among others:

(A) implement 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) selection, evaluation, termination and determination of the level of compensation of the Executive Director;

(C) review and approve USA Boxing's strategic plan and the annual operating plans, budget, business plans, and corporate performance;

(D) set policy and provide guidance and strategic direction to management on significant issues facing USA Boxing;

(E) determine the number and territorial boundaries of USA Boxing's geographical regions and LBCs and appoint appropriately qualified individuals to administer the geographical regions in accordance with the policies and procedures to be determined by the Board;

(F) review and approve significant corporate actions;

(G) oversee the financial reporting process, communications with stakeholders, and USA Boxing's legal and regulatory compliance program;

(H) oversee effective corporate governance;

(I) approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;

(J) review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, select independent auditors;

(K) monitor operations to determine whether USA Boxing's assets are being properly protected;

(L) monitor USA Boxing's compliance with laws and regulations;

(M) ensure that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and the U.S. Center for SafeSport;

(N) ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and

(O) address such other matters as may be appropriate for consideration and action by the Board.

6.3 **Diversity & Equal Opportunity:** USA Boxing provides equal opportunity for potential board members to participate in the election/selection process and does not discriminate on the basis of race, color, religion, sex, sexual orientation, age or national origin.

(A) 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 the presentation of different views.

6.4 **Qualifications:** A Director shall:

(A) be a citizen of the United States and eighteen (18) years of age or older;

(B) not necessarily be a resident of the State of Colorado;

(C) not have been employed by or a consultant to USA Boxing within the last four (4) years;

(D) not be a paid employee or consultant of USA Boxing;

(E) be registered as a member of USA Boxing for at least sixty (60) days prior to his or her election/selection and throughout his/her term, except that this requirement shall not apply to Independent Directors;

(F) be a member in good standing of USA Boxing at the time of election or appointment, except that this requirement shall not apply to Independent Directors;

(G) have passed USA Boxing's background screening process; signed a conflict of interest form annually; completed Safesport training annually; completed any other required trainings; and abides by the code of conduct.

(H) not be ineligible under applicable International Federation Statutes, Bylaws, Codes of Ethics, Disciplinary Code and Rules;

(I) not have received from USA Boxing a disciplinary action or suspension of one (1) year or more within the last ten (10) years; and

(J) possess the highest personal and professional integrity; have demonstrated exceptional ability and judgment; be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Boxing; and shall possess the highest personal values and judgment, understanding of athletic competition and the Olympic ideals, qualifications of leadership in business and in ethics, and have diverse experience in the key business, financial, or other challenges that face USA Boxing.

It is the desire of USA Boxing to have Directors who demonstrate a high level of experience, capability, success, and leadership in Board oversight responsibilities in one (1) or more of the following areas: business, finance, marketing, fundraising, ethics, audit, management, communications, sports and sports performance.

6.5 **Composition and Voting:** The Board of Directors shall consist of fifteen (15) Directors as follows:

(A) five (5) Athlete Directors;

(B) six (6) Independent Directors;

(C) one (1) General Membership Director;

(D) one (1) Director from an Affiliated Organization;

(E) one (1) Director representing the LBCs; and

(F) one (1) Director who is the USA Boxing member serving on the International Federation Executive Committee as an *Ex-Officio* Director with full voting rights. In the event there is no USA Boxing member who serves on the International Federation Executive Committee, then the fifteenth Director position shall be filled by a USA Boxing member holding a position within the International Federation (the determination of whom shall be made in accordance with Section 6.6(F)(ii) of these Bylaws). This Director shall also have full voting rights. If no individual holds such a position, this Director position shall remain vacant.

6.6 <u>Election/Selection</u>: Only candidates who meet the qualifications set forth in Section 6.4 are eligible to stand for election for any of the Director positions. Individuals submitting nominations shall inform the Nominating and Governance Committee of any relevant background information and/or other constraints on their time in order for the ~~C~~committee to determine whether it is appropriate to recommend the individual to stand for election. All elections will be handled fairly, consistently and appropriately as outlined for each position including candidates free of conflicts and voter eligibility validated. USA Boxing staff shall be responsible for providing any notification to the International Federation in connection with the elections as may be required by the International Federation.

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

(A) <u>Athlete Directors</u>: There shall be at least 33.3% athlete representation serving as Athlete Directors. The Athlete Directors will also serve as the USA Boxing Athlete Advisory Council (AAC) and be elected ex-offico.

i. Any Elite Athlete may nominate himself or herself by providing notice to the Nominating and Governance Committee within the deadline set forth by the USA Boxing Amended and Restated Bylaws. Only10 year athletes as defined in 6.6.Aii.1 are eligible to vote in an Athlete Director election coordinated by USA Boxing. The individuals garnering the highest number of votes shall be elected.

ii. For purposes of these Bylaws, the term "Elite Athlete" means USA Boxing members who:

1. Athletes defined as 10 year athletes by the USOPC.* or

2. Athletes defined as 10 year+ athletes by the USOPC.*

* In the absence of sufficient Elite Athletes as defined above to fill athlete roles within USA Boxing governance, USA Boxing may seek to expand the definition by application to the USOPC NGB Athlete Representation Review Working Group.

iii. At least 20% of the Athlete Directors must be Elite Athletes as defined in 6.6.Aii.1. The remaining athlete representatives that bring the total athlete representatives to 33.3% can be (but are not required to be) Elite Athletes defined in 6.6.Aii.2.

1. Two of the Athlete Directors as defined in 6.6.A.ii.1 will also serve ex officio as Athlete Advisory Council (AAC) representatives to the USOPC's Team USA Athlete's Commission (AC). The candidate with the highest number of votes will be the representative and the candidate second number of votes will be the alternate on the AC and the remaining will serve on USA Boxing's AAC.2. The two athlete directors that are elected to the the AAC and USOPC's AC must be

elected consistent with the Team USA AC's bylaws and any applicable procedures published by the Team USA AC.

iv. At least half of these athlete representatives must have obtained 10 year or 10 year plus athlete representative eligibility (athletes defined in 6.6.Aii.1 and 6.6.Aii.2 respectively) through having been selected to compete at an event that at the time of election is on a Delegation Event program.

(B) **Independent Directors:** There shall be six (6) Independent Directors, who provide an independent perspective as defined by the USOPC and Section 6.6Bii of these Bylaws. Preferably, the Independent Directors shall represent experience in business, finance, ethics, education, marketing, and sports performance.

i. Individuals who are "independent" as defined in Section 6.6(B)(ii) of these Bylaws are eligible to be selected as Independent Directors. Any individual may nominate himself or herself to run for an Independent Director position by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. The Nominating and Governance Committee may actively seek and solicit nominees and shall review nominations; verify independent status and disqualify those who do not meet the qualifications and requirements for Independent Directors. Independent Directors are then selected by vote of the Nominating and Governance Committee.

ii. An individual shall be determined to be "independent" if he or she has no material relationship with USA Boxing or any other organizations associated with USA Boxing, either directly or through an organization that has a material relationship with USA Boxing or any other organizations associated with USA Boxing. A relationship is "material" if, in the reasonable judgment of the Nominating and Governance Committee, it would interfere with the individual's independent judgment.

Without limiting the parameters described in the prior paragraph, an individual will not be considered independent if, within the preceding four (4) years, he or she:

1. was employed 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 an LBC, an Affiliated Organization Member, any boxing entity (such as a foundation or professional league) the America's Boxing Confederation and/or the International Federation;

2. is an immediate family member of anyone who was employed 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 an LBC, an Affiliated Organization Member, any boxing entity, the America's Boxing Confederation and/or the International Federation;

3. was affiliated with or employed by USA Boxing's outside auditor or outside counsel;

4. is an immediate family member of a Director of USA Boxing who was affiliated with or employed by USA Boxing's outside auditor or outside counsel as a partner, principal, or manager;

5. was a coach, official, grassroots (LBC or other organizational member not determined to be an affiliated organization), or affiliated organization member, a member of USA Boxing's Athletes' Advisory Council; or a member of any constituencies with representation on the board;

6. receives any compensation from USA Boxing, directly or indirectly, with the understanding that reimbursement for expenses shall not be considered;

7. is an executive officer, employee, controlling shareholder, or a 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.

8. is/was or a close family member or coach of an athlete that participates in qualifying competitions, delegation events or Protected Competitions.

9. is/was in the membership category that participates in Protected Competitions.

10. when the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether the individual is independent, will be made by the Nominating and Governance Committee.

This member must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance position with USA Boxing or International Federation and reimbursement of expenses related thereto.

(C) <u>General Membership Director</u>: There shall be one (1) General Membership Director. An individual who meets the qualifications set forth in Sections 6.4 and 5.1(A) (provided, however, those Athletes entitled to vote in the election of Athlete Directors shall not be eligible to stand for election as the General Membership Director), 5.1(B),(C), (D), (E), (F), or (G) of these Bylaws is eligible to be selected as the General Membership Director. Any individual may nominate himself or herself meeting the qualifications and requirements for General Membership Director by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. The Nominating and Governance Committee shall review the nominations and shall disqualify those who do not meet the requirements for the General Membership Director. The Nominating and Governance Committee shall appoint the General Membership Director, giving emphasis on selecting the individual who best demonstrates the support for the ideals of the sport of amateur Olympic-style boxing.

(D) <u>LBC Director</u>: There shall be one (1) LBC Director. An individual who meets the qualifications set forth in Section 6.4 of these Bylaws is eligible to be nominated to run for the LBC Director position. Nominations for LBC Director shall be vetted by the Nominating and Governance Committee, which shall review the nominations, disqualify those who do not meet the requirements for the LBC Director and put forward five (5) nominees to stand for election. The LBC Director shall then be elected by a vote of the LBC Presidents. A majority vote system will be used. A candidate must receive a majority of the votes cast. In the case where more than two candidates (three or more) are nominated and no single candidate receives a majority of eligible votes cast, the candidate with the lowest number of votes shall be dropped and another ballot taken. This procedure will be followed until the number of candidates is reduced to two. Balloting will continue until one candidate receives a majority of the eligible votes cast.

(E) <u>Affiliated Organization Director</u>: There shall be one (1) Affiliated Organization Director, which represents amateur boxing organizations (group members) as required for a national program that conducts amateur athlethic competitions on a level of proficiency appropriate for the selection of amateur athletes to represents the United States in international amateur athletic competitions. This ensures that representation reflects the nature of the scope, quality and strength of the programs and competition in relation to all other programs and competitions of boxing in the United States.

i. An individual who meets the qualifications set forth in Section 6.4 of these Bylaws is eligible to be selected as the Affiliated Organization Director. Nominations for the Affiliated Organization Director position shall be made by the Affiliated Organizations to the Nominating and Governance Committee. The Nominating and Governance Committee will then review and vet the nominations, disqualify those who do not meet the requirements for the Affiliated Organization Director, and present the qualifying nominees to the Affiliated Organizations to stand for election. The Affiliated Organization Director shall then be elected by a vote of the Affiliated Organization Member representatives in accordance with procedures established by USA Boxing

ii. If there are no Affiliated Organizations (group members) then the Affiliated Organization Director positon will remain vacant until an Affiliated Organization exists and a representative is needed.

(F) <u>International Federation Executive Committee *Ex-Officio* Director</u>:

i. The USA Boxing member who is also on the International Federation Executive Committee shall participate in Board activities as an *Ex-officio* Director with full voting rights.

ii. In the event there is no USA Boxing member who serves on the International Federation Executive Committee, this Director position shall be filled by a USA Boxing member holding a position within the International Federation. The USA Boxing Chair shall determine which person this shall be and appoint such person to serve in this

USA Boxing Director position, with approval of the Nominating and Governance Committee. This Director shall have full voting rights.

6.7 Staggered Board. The terms of the Board of Directors shall be staggered such that approximately one-half (1/2) of the Directors shall be elected/selected in the year of the Olympic Summer Games and approximately one-half (1/2) of the Directors shall be elected/selected in the year two (2) years after the Olympic Summer Games.

6.8 Term Limits: Directors shall serve four-year terms. No Director of the Board shall serve more than two (2) consecutive terms. Any Director who fills a vacancy where 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 (1) 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.

6.9 Resignation, Removal and Vacancies: A Director's position on the Board of Directors shall be declared vacant upon the Director's resignation or removal.

6.9.1. Resignation. A Director may resign at any time. Such resignation shall take effect at the time specified in the notice of resignation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.9.2. Removal. Directors may be removed from the Board as follows:

(A) Athlete Directors: Athlete Directors may be removed from the Board, with or without cause, by the affirmative vote of a majority of the members of USA Boxing's Athlete Advisory Council ("AAC"). The Board of Directors may, by a majority vote of all Directors, vote to refer an Athlete Director to the AAC for a removal vote.

(B) General Membership Director: The General Membership Director may be removed from the Board by the general members entitled to vote, with or without cause, in the manner prescribed in Section 6.9.2(E) of these Bylaws.

(C) LBC Director: The LBC Director may be removed from the Board, with or without cause, by a majority vote of the LBC Presidents. The Board of Directors may, by a majority vote of all Directors, vote to refer the LBC Director to the LBC Presidents for a removal vote.

(D) Affiliated Organization Director: The Affiliated Organization Director may be removed from the Board, with or without cause, by a majority vote of the Affiliated Organizations. The Board of Directors may, by a majority vote of all Directors, vote to refer the Affiliated Organization Director to the Affiliated Organizations for a removal vote.

(E) Independent Directors: Independent Directors may be removed from the Board by the affirmative vote of the Board as set forth herein. Independent Directors may be removed for cause at any duly noticed meeting of the Board,

and after being provided an opportunity for the Director in question to be heard by the Board, upon the affirmative vote of at least a majority of the total voting power of the Board (excluding the voting power of the Director in question). Independent Directors may be removed without cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Director in question 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).

For purposes of Sections 6.9.2(A)-(E) of these Bylaws, any one (1) or more of the following shall constitute cause for removal (however, these items shall not be to the exclusion of or limitation as to other reasons that may be determined as justified cause for removal): malfeasance in office; gross misconduct or neglect; false or fraudulent misrepresentation inducing the director's appointment; willful conversion of corporate funds; a breach of the obligation to make a full disclosure; incompetency; gross inefficiency; moral turpitude; violation of (i) the Olympic Charter, (ii) the Statutes, Bylaws, Code of Conduct, Disciplinary Code, or Rules of the International Federation, and/or (iii) the Bylaws or Code of Conduct of USA Boxing; and any conduct performed in bad faith that is not in the best interests of USA Boxing or that is detrimental to USA Boxing.

(F) International Federation Director: as an ex offiico member, this board member's term ends when the person no longer serves in the role that led to their ex officio board service.

A Director who no longer meets the eligibility qualifications set forth in Sections 6.4(A)-(J) of these Bylaws shall be deemed automatically removed from the Board of Directors, which automatic removal shall be confirmed by the Board of Directors.

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.

6.9.3. <u>Vacancies</u>. Any vacancy occurring in the Athlete Director, LBC Director, or Affiliated Organization Director positions, or in the Director position described in Section 6.6(F)(ii) of these Bylaws (if applicable), shall be filled in the same manner as those positions are elected or appointed (as the case may be) pursuant to Sections 6.6(A), 6.6(D), 6.6(E), and 6.6(F)(ii), respectively, of these Bylaws. Any vacancy occurring in the Independent Director position or the General Membership Director position shall be filled by the Nominating and Governance Committee pursuant to the provisions set forth in Section 6.6(B) and 6.6(C), respectively, of these Bylaws.

A Director elected/selected to fill a vacancy shall be elected/selected for the unexpired term of such Director's predecessor in office.

6.10 <u>Regular Meetings</u>: The Board of Directors shall hold regular meetings as determined by the Chair.

6.11 <u>Special Meetings</u>: Special meetings of the Board of Directors may be called by or at the written request of the Chair or a majority of Directors. The person or persons

authorized to call special meetings for the Board of Directors may fix the time and place, in person either within or outside Colorado, by teleconfence or by video conference for holding any special meeting of the Board called by them.

6.12 Notice of Meetings.

(A) Requirements. Notice of each regular and special meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each Director at such Director's email address at least five (5) days prior thereto. Electronic transmission notice shall be considered proper notice.

(B) Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 6.12(B), the waiver shall be in writing and signed by the Director entitled to the notice. Such waiver shall be delivered to USA Boxing for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless: (i) at the beginning of the meeting or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Nonprofit Corporation Act or these Bylaws, the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

6.13 Deemed Assent. A Director of USA Boxing who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the Director contemporaneously requests the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by USA Boxing promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

6.14 Quorum and Voting. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

6.15 Voting by Proxy: Directors may not vote or otherwise act by proxy.

6.16 Meetings by Telephone/Video Conference. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. The malfunctioning of a telephone, computer or other device shall not invalidate a meeting held by telephone or videoconference.

6.17 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.

6.18 Questions of Order and Board Meeting Leadership. Questions of order shall be decided by the Chair, unless otherwise provided in advance by the Board of Directors based on Robert's Rules of Order. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting or for any reason is not able to lead a portion of the meeting, then the Vice Chair should preside.

6.19 Effectiveness of Action. 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.

6.20 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, 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 sensitive matters, then the Chair may specifically designate and call an executive session subject to the consent of the Board by an affirmative vote of the majority of the Board.

6.21 Minutes of Meetings for Open and Executive Session.

(A) Open Meetings. Meeting minutes shall be taken at all Board of Director meetings whether in person or via tele or video conference. When a regular Board of Director's meeting goes into executive session, the minutes of the regular Board meeting shall reflect the motion made for executive session, the time when executive session started and stopped, and the topics that are being discussed. The meeting minutes of open Board meetings shall be approved by the Board and then posted on USA Boxing's website, in a timely manner not to exceed quarterly.

(B) Executive Sessions. Minutes shall be taken during executive session only if a vote or action is taken. If executive session is discussion only, meeting minutes are not required. Minutes taken during executive session may only be approved in executive session and will not be posted.

(C) Conflicts of Interest. Meeting minutes should include when board members recuse themselves due to a conflict of interest.

6.22 Director Access to USAB Staff and Outside Advisors. USA Boxing's senior staff may attend Board meetings both to make special presentations and as a discussion resource and shall be available to Board Directors outside of meetings. To manage effective communication, Board members shall communicate their desire/need to contact members of the staff (outside of Board meetings) to the Executive Director. This requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board. Members of USAB staff, other than the Executive Director, should not contact Board Directors without the knowledge of the Executive Director.

6.23 Action Without a Meeting.

(A) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a quorum of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Failure to respond by the time stated in the notice will have the same effect as (a) abstaining in writing by the time stated in the notice, and (b) failing to demand in writing by the time stated in the notice that action not be taken without a meeting.

(B) Action is taken under this Section 6.23 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

(C) Action taken pursuant to this Section 6.23 has the same effect as action taken at a meeting of Directors and may be described as such in any document.

(D) All signed written instruments necessary for any action taken pursuant to this Section 6.22 shall be filed with the minutes of the meetings of the Board of Directors.

6.24. Requirements. All board members must pass USA Boxing's background screening process annually; sign a conflict of interest form annually and complete annual Safesport training and any other required trainings.

6.25 Compensation. Directors on the Board of Directors shall not receive compensation for their services as Directors, although the reasonable expenses of Directors will 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.

6.26 Conflicts of Interest. Board members will be entitled to participate in discussions and (except for non-voting members) vote on all issues presented to the Board as to which they do not have a conflict of interest. All Board members will disclose any actual or potential conflict of interest prior to participating in a discussion or vote on any matter pertaining to such conflict.

6.27 Board Member Attendance. Board members are expected to attend all scheduled Board meetings. Any Board member failing to attend a minimum of at least one-half (1/2) of the meetings during any twelve (12)-month period, without an excused absence, may be removed for cause by the Board of Directors or by the voting group that elected the Director.

ARTICLE 7.
OFFICERS

7.1 Designation and Qualifications. The elected Officers of USA Boxing shall be a Chair, a First Vice Chair, a Second Vice Chair, and a Treasurer. The Board of Directors may also appoint, designate or authorize such other officers as it may consider necessary or useful. One (1) person may hold more than one (1) office at a time, except that the Chair of USA Boxing may not hold another office. Officers must be Directors of USA Boxing. All Officers must be U.S. citizens who are eighteen (18) years of age or older.

7.2 Election and Term of Office and Election Process.

(A) Subject to these Bylaws, the election of Board officers shall take place at the first meeting of the year following the end of the Olympic quadrennium. Each Officer shall hold office from the time of election at the Election Meeting until such Officer's successor shall have been duly elected or appointed and shall have qualified, or until such Officer's earlier resignation or removal.

(B) The following procedures shall apply to the election of Officers:

Chair

(i) Only Independent Directors shall be entitled to serve as Chair.

(ii) Independent Directors who wish to be considered for the office of Chair must submit a notice, in writing, to the Executive Director, at least 10 (ten) days before the Election Meeting formally expressing his or her intention to run for the office of Chair (each such candidate a "Chair Candidate").

(iii) The Executive Director shall circulate the names of the Chair Candidates to all Directors at least 5 (five) days in advance of the Election Meeting. Where there is only one Chair Candidate, an election shall still be held, which may be done by acclamation.

(iv) The Election Meeting shall be chaired by the outgoing Board Chair.

(v) In order for a candidate for Chair to be placed on the ballot, his or her nomination must be seconded by another member of the Board.

(vi) The elections shall be held by secret ballot.

(vii) For the election of the Chair, an absolute majority of all Directors is necessary in the first ballot. In the second and any other requisite ballot, a majority of the votes cast is sufficient. If there are more than two candidates, then whoever obtains the lowest number of votes shall be eliminated from subsequent ballots, and this process shall continue until there are only two candidates left or a candidate receives a majority of the votes cast.

(viii) Upon the election of the Chair, the Chair shall immediately takeover the Chairmanship of the meeting and the outgoing Board Chair shall be excused from that role.

Other Officers

(ix) Upon the election of the Chair, the Election Meeting shall continue and the elections for the other Officer positions shall be held.

(x) Prior to the Election Meeting, the Nominating and Governance Committee shall review every Director to determine whether he/she qualifies for the position of Treasurer. The Nominating and Governance Committee shall, prior to the Election Meeting, forward a list of qualifying Directors to the Executive Director.

(xi) Any Director may nominate himself or herself for any of the other Officer positions except where, in the cases of the Treasurer, the Nominating and Governance Committee has determined that a Director is not appropriately qualified to perform such role.

(xii) The elections for the other officer positions shall be held by secret ballot.

(xiii) The candidate(s) who receive(s) a majority of the votes cast shall be elected. If there are more than two candidates, and no candidate receives a majority of votes cast, then whoever obtains the lowest number of votes shall be eliminated from subsequent ballots, and this process shall continue until there are only two candidates left or a candidate receives a majority of votes cast. In the event of a tie, the Chair shall cast the deciding vote.

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:

(A) Chair. The Chair shall, subject to the direction and supervision of the Board of Directors: (i) preside at all meetings of the members and of the Board of Directors; (ii) see that all resolutions of the Board of Directors are carried into effect; (iii) coordinate and have overall responsibility for all of USA Boxing's international activities; (iv) serve as the Board's liaison with the Executive Director and, as such, oversee, evaluate, and report to the Board on matters concerning the Executive Director, (v) serve as the Board's liaison with respect to oversight of the work of USA Boxing headquarters; (vi) convene meetings of the

Board of Directors; (vii) preside over the USA Boxing Annual Meeting; (viii) prepare the Chair's report to the USA Boxing Annual Meeting; (ix) hire and dismiss the Executive Director, subject to ratification of the Board of Directors; (x) consult with and provide direction, as necessary, to the Executive Director with respect to making decisions which relate to USA Boxing major competitions, if necessary due to cancellations, postponement, relocations, etc.; (xi) in extraordinary situations or emergency circumstances, make decisions on matters of importance, subject to ratification by the Board of Directors; and (xii) perform all other duties incidental to the office of Chair and as from time to time may be assigned to such office by the Board of Directors.

(B) First Vice Chair. The First Vice Chair shall assist the Chair and shall perform such duties as may be assigned to him or her by the Chair or by the Board of Directors. The First Vice Chair shall, at the request of the Chair, or in the Chair's absence or inability to act, perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions on the Chair. In addition, subject to the overall supervision of the Chair, the First Vice Chair shall serve in a liaison role for the Board with respect to the domestic boxing program within USA Boxing, and shall report regularly to the Board on matters relating to the domestic boxing program.

(C) Second Vice Chair. Subject to the overall supervision of the Chair**,** the Second Vice Chair shall serve in a liaison role for the Board with respect to High Performance boxing programs. In the absence of both the Board Chair and the First Vice Chair, the Second Vice Chair shall preside over a Board of Directors meeting.

(D) Treasurer. (1) The Treasurer shall (i) be the principal financial officer of the Board of Directors with general responsibility for the oversight of the financial affairs of USA Boxing; (ii) present financial reports to the Board of Directors as the Board may request from time to time; (iii) serve as the Chief Financial Officer, in the event there is no separate Chief Financial Officer; and (iv) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or the Board of Directors. (2) In electing the Treasurer, the Board must ensure that the Director appointed to the role of Treasurer has the appropriate financial qualifications and experience required to perform such a role.

7.4 Restrictions. Officers of USA Boxing shall perform functions with due care. No individual may serve simultaneously as an officer of USA Boxing and as an officer of another organization holding membership in USA Boxing, or as an officer of another National Governing Body.

7.5 Resignation, Removal and Vacancies. An Officer's position shall be declared vacant upon the Officer's resignation or removal.

7.5.1. Resignation. An Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and USA Boxing, by giving written notice to the Chair or to the Board of Directors. An Officer's resignation shall take effect upon receipt by USA Boxing unless the notice specifies a later effective date, and unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An Officer shall be deemed to have resigned in the event of such Officer's incapacity as determined by a court of competent jurisdiction. If a resignation is made effective at a later date, the Board of Directors may permit the Officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the Officer at any time before the effective date and may fill the resulting vacancy.

7.5.2. Removal. Any Officer or agent may be removed by the Board of Directors at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an Officer shall not itself create contract rights. Officers may be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Officer in question to be heard by the Board, upon the affirmative vote of a majority of the total voting power of the Board (excluding the voting power of the Officer in question). Officers may be removed without cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Director in question 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). For purposes of this Section 7.5.2, "for cause" means that definition described in Section 6.9.2 of these Bylaws.

7.5.3. Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the remainder of the term.

7.6 Compensation. Officers shall not receive compensation for their services as officers, although the reasonable expenses of officers will be paid or reimbursed in accordance with USA Boxing's policies. Officers are disqualified from receiving compensation for services rendered to or for the benefit of USA Boxing in any other capacity.

ARTICLE 8.
COMMITTEES

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 Governance Council, Board of Governors or General Assembly).

8.1.1. Standing (Designated) Committees. USA Boxing shall have the following Standing Committees:

(A) Nominating and Governance Committee

(B) Audit Committee

(C) Ethics Committee

(D) Judicial Committee

(E) Appeals Committee

Each Standing Committee shall have five (5) individuals and at least one-third (33 1/3%) of each Standing Committee must be comprised of Elite Athletes.

i. At least half of the athlete committee members are to be from Elite Athletes defined as 10 year athletes in 6.6A.ii.1 except as may be permitted by the USOPC NGB Athlete Representation Review Working Group.

ii. The Nominating & Governance Committee and the AAC will jointly develop a process to identify and vet candidates to serve as the athlete representatives on committees.

In addition, there shall be an Athletes' Advisory Council governed by Article 9 of these Bylaws.

8.1.2. <u>Other Committees and Task Forces</u>. The Board, the Chair, or the Executive Director with the approval of the Board or the Chair, may appoint such Advisory Committees or Ad Hoc Committees/Boards and Task Forces as the Board, the Chair or the Executive Director believes appropriate, and shall define narrowly the mission and deliverables of such Ad Hoc Committees and Task Forces. As used throughout these Bylaws, except where the context requires otherwise, the term, "USAB Committees" shall include all Standing Committees, Ad Hoc Committees, and Task Forces. At least one-third (33 1/3%) of the voting members of each USAB Committee shall be Elite Athletes. The action to terminate a USAB Committee shall be made in the same manner as the action to appoint such USAB Committee.

8.1.3 <u>Advisory Committees.</u>

(A) Coaches Committee

(B) Referee and Judges Committee

(C) Women's Committee

Each Advisory Committee shall have at least three (3) but not more than (7) individuals and at least one-third (33 1/3%) of each Advisory Committee must be comprised of Elite Athletes as defined in 6.6.A.ii.

8.2 <u>Assignments</u>. USAB Committee assignments shall be made based on a combination of factors, including each individual member's expertise, the needs of USA Boxing and the requirements set forth in these Bylaws. USAB Committee agendas shall be developed by the Chair of the USAB Committee in consultation with the appropriate staff

members of management and with the input of other committee members. USAB Committee members shall be expected to attend all regularly scheduled meetings.

8.2.1. Appointments by Chair. USAB Committee assignments shall be made by the Chair in consultation with the Executive Director, subject to Section 8.2.2 of these Bylaws.

8.2.2. Appointments by AAC. Assignments of Elite Athlete members to USAB Committees shall be made by the AAC. For any committees which are required to be populated by board members, the Board Chair may select the athlete representative rather than the AAC.

8.2.3 Any exceptions or restrictions for athlete representation must have a waiver from the USOPC.

8.3 Tenure. Each USAB Committee member shall remain on the USAB Committee until his or her successor is appointed, or until his or her earlier resignation or removal, but is subject to the following provisions as to length of terms and term limits.

8.3.1. Base Terms. The term for all Standing Committee members shall be four (4) years. The term for all Advisory Committees, Ad Hoc Committees and Task Force members shall last until the Advisory Committees, Ad Hoc Committee or Task Force assignment is concluded, or until the member is removed by the Board.

8.3.2 Requirements. All committee members must pass USA Boxing's background screening process annually; sign a conflict of interest form annually and complete annual Safesport training and any other required trainings.

8.3.3 Compensation. Committee members shall not receive compensation for their services as committee members, although the reasonable expenses of committee members will be paid or reimbursed in accordance with USA Boxing's policies. Committee members are disqualified from receiving compensation for services rendered to or for the benefit of USA Boxing in any other capacity.

8.3.4 Conflicts of Interest. All committee members will disclose any actual or potential conflict of interest prior to participating in a discussion or voting on any matter pertaining to such conflict.

8.3.5. Committee Member Attendance. Committee members are expected to attend all scheduled committee meetings. Any committee member failing to attend a minimum of at least one-half (1/2) of the meetings during any twelve (12)-month period, without an excused absence, may be removed for cause by the committee.

8.4 Resignation, Removal and Vacancies. A USAB Committee member's position shall be declared vacant upon his or her resignation or removal.

8.4.1. Resignation. A USAB Committee member may resign at any time by giving written notice to the Chair or to the Board of Directors. 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.

8.4.2. Removal. A USAB Committee Chair may recommend the removal of a member of his or her USAB Committee to the Chair of the Board of Directors. The Chair may, in his or her sole discretion, remove the individual from the USAB Committee (i) with cause; (ii) without cause; or (iii) if the individual is not in compliance with attendance requirements.

8.4.3. Vacancies. Any vacancy occurring in a USAB Committee shall be filled in the same manner as the appointment of members. A member appointed to fill a vacancy shall be appointed for the unexpired term of such respective member's predecessor in office.

8.5 Nominating and Governance Committee. The Nominating and Governance Committee shall be appointed and have the responsibilities as follows:

8.5.1. Functions. The Nominating and Governance Committee shall (i) organize and supervise the process by which candidates are identified and screened for election/selection to the Board of Directors where set out above in these Bylaws; (ii) select the Independent Directors of the Board pursuant to Section 6.6(B) of these Bylaws; (iii) select the General Membership Director of the Board pursuant to Section 6.6(C) of these Bylaws; (iv) exercise the right of approval of the selection by the Chair of the International Federation Director position described in Sections 6.6(F) of these Bylaws; (v) consult with the Ethics Committee with respect to vetting all candidates for potential conflicts of interest or other problematic background issues; (vi) determine which members of the Board of Directors, if any, satisfy the requirements for Board Officers as provided for in Sections 7.3[C][2] and 7.3[D][2]; (vii) develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its Committees and Task Forces; and (viii) perform other such duties as assigned by the Board.

8.5.2. Qualification Review Process. The Nominating and Governance Committee may actively seek and solicit nominees for the Board positions described in Sections 6.6(B) and (C) of these Bylaws, and shall also receive nominations from those who may tender nominations to the Committee. In reviewing a candidate's qualifications for the Board of Directors pursuant to Sections 6.6(B), (C), (D) and (E) of these Bylaws, the Nominating and Governance Committee will take the following items into consideration: (i) the candidate's potential 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 will 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; (vi) whether the candidate fulfills the eligibility qualifications set forth in Section 6.4 of these Bylaws; and (vii) whether the candidate has developed any relationships with another organization, or other circumstances have arisen,

that might make it inappropriate for the Director to serve on the Board. The Nominating and Governance Committee along with the USA Boxing AAC develops and follows the process of vetting Elite athletes to serve on the board and committees.

8.5.3. Committee Members. The Nominating and Governance Committee shall be comprised of five (5) members who shall be selected as follows:

(A) Two (2) athletes appointed by the AAC according to the process set forth in Section 9.7 of these Bylaws;

(B) Three (3) individuals who may or may not be independent, as that term is defined in Section 6.6(B)(ii) of these Bylaws, shall be appointed by the Nominating and Governance Committee, subject to ratification by the Board of Directors, to serve in the following Quadrennium. The Nominating and Governance Committee shall, appoint three (3) individuals to the Nominating and Governance Committee, subject to ratification by the Board of Directors, and these three (3) individuals shall take their positions on the Committee immediately after the conclusion of the Board of Directors election. At least one (1) of the three (3) individuals should have some prior experience or involvement in the sport of boxing. Each of the three (3) individuals must possess high personal integrity and demonstrate executive leadership experience in either business, nonprofit organizations, or the sports industry.

8.5.4. Committee Members Cannot be Directors. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current Director of USA Boxing, except a current USA Boxing Director shall be eligible if his or her term is ending within one year of appointment and he or she is not seeking reelection.

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

8.6 Audit Committee. The Audit Committee shall have the following responsibilities:

8.6.1. Functions. The Audit Committee shall meet on a regular basis to provide the necessary financial oversight as per USA Boxing's approved financial policies and shall (i) recommend 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 matters as directed by the Board; and (iii) perform such other duties as assigned by the Board.

8.6.2 Committee Members. The Treasurer shall serve as the Chair of the Audit Committee. The Chair shall appoint two (2) 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. The AAC shall appoint two (2) Elite Athletes as members of the Audit Committee.

8.7 Ethics Committee: The Ethics Committee shall have the following responsibilities:

8.7.1. Functions. The Ethics Committee shall (i) oversee the implementation of, and compliance with, the USA Boxing Code of Ethics; (ii) report to the Board on 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 and Conflict of Interest statements; (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.

8.7.2. Committee Members. The Chair shall appoint the Ethics Committee Chair and two (2) other members of the Ethics Committee. The AAC shall appoint two (2) Elite Athletes as members of the Ethics Committee. The Chair and the remaining two (2) non-Athlete members of the Ethics Committee may or may not be independent as that term is defined in these Bylaws. No Director of the Board shall be appointed to the Ethics Committee.

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

8.8.1. Functions. The Judicial Committee shall (i) generally administer and oversee all administrative grievances, appeal of disciplinary sanctions issued by the Executive Director, and right to participate 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.

8.8.2. Committee Members. The Chair shall appoint the Judicial Committee Chair and two (2) other members of the Judicial Committee. The AAC shall appoint two (2) Elite Athletes as members of the Judicial Committee. The Chair shall appoint the Judicial Committee Chair and two (2) other committee members, which may or may not be independent as defined in Section 6.6(B)(ii). No Director of the Board or member of the Appeals Committee shall be appointed to the Judicial Committee.

8.9 Appeals Committee. The Appeals Committee shall be appointed and have the responsibilities as follows:

8.9.1. Functions. The Appeals Committee shall (i) generally administer and oversee all appeals of administrative grievances and disciplinary sanctions pursuant to the USA Boxing grievance and disciplinary policy; (ii) hear and render a decision, or appoint a panel to hear and render a decision, on such appeals; and (iii) perform such other duties as assigned by the Board.

8.9.2. Committee Members. The Chair shall appoint the Appeals Committee Chair and two (2) other members of the Appeals Committee. The AAC shall appoint two (2) Elite Athletes as members of the Appeals Committee. The Chair shall appoint the Appeals Committee Chair and two (2) other committee members, which may or may not be independent as defined in Section 6.6(B)(ii). No Director of the Board or member of the Judicial Committee shall be appointed to the Appeals Committee. To the extent reasonably possible, at least one member of the Appeals Committee should be an attorney or have legal experience.

8.10 Coaches Committee. The Coaches Committee shall be appointed and have the responsibilities as follows:

8.10.1. Functions. The Coaches Committee shall recommend on an as-needed basis amendments to coaches' responsibilities as described in USA Boxing's Rulebook; and perform such other duties as assigned by the Board.

8.10.2. Committee Members. The Chair shall appoint the Coaches Committee Chair and other non-athlete members of the Coaches Committee. The AAC shall appoint Elite Athletes as members of the Coaches Committee, which athletes shall constitute not less than one-third of the members of the Coaches Committee. An active coach who meets the membership qualifications described in Section 5.1(B) of these Bylaws shall be eligible to serve on the Coaches Committee.

8.11 Referees and Judges Committee. The Referees and Judges Commission shall be appointed and have the responsibilities as follows:

8.11.1. Functions. The Referees and Judges Committee shall (i) generally oversee the referees and judging programs of USA Boxing; (ii) recommend amendments to the referees and judging program rules, policies, procedures and regulations on an as-needed basis; and (iii) perform such other duties as assigned by the Board.

8.11.2. Committee Members. The Chair shall appoint the Referee and Judges Committee Chair and other non-athlete members of the Referees and Judges Commission. The AAC shall appoint Elite Athletes as members of the of the Referees and Judges Committee, which athletes shall constitute not less than one-third of the members of the Referees and Judges Committee.

8.12 Women's Committee. The Women's Committee shall be appointed and have the responsibilities as follows:

8.12.1. Functions. The Women's Committee shall recommend changes to the

Women's Boxing program on an as-needed basis and perform such other duties as assigned by the Board.

8.12.2 Committee Members. The Chair shall appoint the Women's Committee Chair and other non-athlete members of the Women's Committee. The shall appoint Elite Athletes as members of the of the Women's Committee, which athletes shall constitute not less than one-third of the members of the Women's Committee.

8.13 Procedures. Each USAB Committee shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on USA Boxing's website. Standing Committee procedures must be approved by the Board of Directors, and other USAB Committee procedures must be approved by the Chair.

8.14 Open and Executive Meeting Sessions. Ordinarily, all USAB Committee meetings shall be open to non-members except that the USAB Committee may convene an executive session upon vote of a majority of the USAB Committee members to discuss legal, confidential, or otherwise sensitive matters.

8.15 Committee Member Attendance. USAB Committee members are expected to attend all regularly scheduled meetings. Any USAB Committee member who fails to at least one-half (1/2) of the meetings during any twelve (12)-month period, without an excused absence, may be removed by the Chair. The Chair, either personally or through a designated representative, may attend all scheduled USAB Committee meetings.

8.16 Minutes of Meetings. Each USB Committee shall take minutes of its meetings. The minutes shall be submitted to the Executive Director and the Chair within ten (10) days of the end of the respective meeting.

8.17 Compensation. USAB Committee members shall not receive compensation for their services, although the reasonable expenses of USAB Committee members may be paid or reimbursed in accordance with USA Boxing's policies. USAB Committee members may receive compensation for services rendered to or for the benefit of USA Boxing in any other capacity with express approval of the Board.

ARTICLE 9.
USA BOXING ATHLETES' ADVISORY COUNCIL

9.1 Objectives. The purpose of the Athlete Adviosry Council (AAC) is to provide a voice in USA Boxing's governance structure; advocate for, protect, and represent the interests of the athletes; educate and inform athletes on issues facing the athletes and the USOPC; and serve as a liaison between the USOPC and USA Boxing on athlete matters.

(A) The AAC shall ensure one-third (33 1/3 percent) athlete representation in all decision-making bodies of USA Boxing including the Board of Directors and any USAB Committee as listed in Articles 6.6 and 8.1.

(B) The AAC along with the Nominating and Governance Committee, develops and follows the process of identifying and vetting Elite athletes to serve on the board and commitees as listed in Articles 6.A and 8.1.

9.2 <u>AAC Representative Composition</u>

(A) The AAC shall be comprised of five (5) athletes who have also been elected ex-officio to the USA Boxing Board of Directors as voting members:

i. are Elite Athletes as defined in Article 6.6Aii1 of these bylaws

ii. are at least eighteen (18) years of age;

iii. Is a USA Boxing member.

Furthermore, all AAC members must complete a Conflict of Interest Disclosure before appearing on a ballot. The form which will be reviewed by the USA Boxing Ethics Committee, and not have any felony convictions and any period of ineligibility based on anti-doping or SafeSport violations.

(B) The number of athletes on the AAC may increase to include any athletes who are elected into USOPC governance roles such as to the USOPC National Team Committee. Such athletes will automatically become an AAC member.

(C) Two of the athletes on the AAC will also serve on the USOPC Team USA Athlete's Commission ex officio. These must be 10 year athletes as defined in 6.6Aii1. If two 10 year athletes are unable to serve, then a waiver to the USOPC may be submitted.

i. The candidate with the most votes will be selected as the Team USA Athlete's Commission representative and the candidate with the second amount of votes will be selected as the alternate.

(D) A diverse number of disciplines should be represented to ensure all major groups are included.

(E) At least 80% of the USA Boxing AAC shall be 10 year athletes as outlined in section 6.6Aii1 of these bylaws

9.3 <u>Terms</u>. Terms for AAC Representatives shall run for four (4) years or until their successors have been elected.

9.4 <u>Elections.</u> The AAC elections shall be conducted after the USOPC Team USA Athlete's Commission elections, coinciding with the Olympic quadrennium.

9.5 <u>Meetings</u>.

(A) <u>Regular ACC Meeting</u>. A regular AAC meeting shall be held annually.

(B) **Other Meetings.** Other meetings may be held as needed.

9.6 **USA Boxing Obligations.** USA Boxing shall:

(A) pay travel, board, and housing expenses of all AAC members attending AAC meetings and any charges for teleconference or videoconference meetings; and

(B) Provide an AAC landing page within the USA Boxing website and provide access to social media through the USA Boxing Communications Department.

9.7 **Athlete Representation on USA Boxing Committees.** Athlete representatives on all USAB Committees shall be appointed by the AAC.

9.8. **AAC Officers.**

(A) AAC Officers shall be elected by the AAC.

(B) The AAC Chairperson is responsible for holding and conducting AAC meetings and establishing roles and responsibilities of other AAC members.

(C) The AAC Vice-Chair shall act in the place of the AAC Chairperson in the AAC Chairperson's absence.

9.9. **USOPC Team USA's Athletes' Commission Representatives.** USA Boxing shall have a representative and an alternate representative to serve on Team USA Athlete's Commision, which will automatically be part of USA Boxing's AAC. These may be the AAC officers.

(A) The Team USA Athletes' Commission primary representative must currently serve on the USA Boxing's Board of Directors as an Athlete Director, be a voting member of the AAC, and an athlete defined as 6.6Aii1 or a waiver from the USOPC

(B) The alternate must currently serve on the USA Boxing's Board of Directors as an Athlete Director, be a voting member of the AAC and an athlete as defined as 6.6Aii1 or a waiver from the USOPC and shall attend Team USA Athlete's Commission meetings in the absence of the primary AAC representative.

(C) Athlete representatives on the Team USA Athlete's Commission must be elected conisistent with the Team USA Athletes' Commission Bylaws.

9.10 USA Boxing will provide staff support to the AAC.

ARTICLE 10.
NATIONAL OLYMPIC COMMITTEE NATIONAL GOVERNING BODIES' COUNCIL REPRESENTATIVE

10.1 Designation. USA Boxing shall have a representative and an alternative representative to the National Governing Bodies' Council of its National Olympic Committee (the "NOC National Governing Bodies' Council").

10.2 Election/Selection. The Executive Director (or his or her designee) shall serve as USA Boxing's representative to the NOC National Governing Bodies' Council. The Chair (or his or her designee) shall serve as USA Boxing's alternate representative to the NOC National Governing Bodies' Council

ARTICLE 11. EXECUTIVE DIRECTOR

11.1 Designation. USA Boxing shall employ an Executive Director, who shall be the Chief Executive Officer of USA Boxing. As such, the Executive Director shall be vested with the authority to make decisions on behalf of USA Boxing. The Executive Director shall not be a voting Director of the Board, but may attend all Board of Directors meetings, and may also attend USAB Committee meetings. The Board of Directors may, by majority vote of those present, exclude the Executive Director from a meeting or a portion thereof.

11.2 Employment. Subject to ratification by the Board of Directors, the Executive Director shall be selected by the Chair and may be removed by the Chair at any time, with or without cause, subject to the ratification of the BOD. Removal shall not affect the contract rights, if any, of the Executive Director. The Executive Director shall report to the Chair for the term of his or her employment. 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 Chair, with ratification of the Board of Directors, with or without cause and specify what compensation, if any, the Executive Director may receive on removal for cause and without cause.

11.3 Duties and Responsibilities. The Executive Director shall:

(A) Manage the day to day operations of USA Boxing.

(B) develop a strategy for achieving USA Boxing's mission, goals and objectives and present the strategy to the Board of Directors for approval;

(C) prepare and submit quadrennial and annual budgets to the Board for approval;

(D) determine the staff needed to effectively carry out USA Boxing's missions, goals, and objectives, within USA Boxing's budget;

(E) oversee the size and compensation of management and staff and the hiring and termination of all members of management and staff;

(F) either directly or by a delegation manage all management functions;

(G) be responsible for resource generation and allocation of resources in accordance with existing USA Boxing commitments;

(H) coordinate and be responsible for USA Boxing's international operational activities;

(I) along with the Chair, act as USA Boxing's spokesperson;

(J) foster good relations with sponsors, partners, and others;

(K) shall act as the secretary of USA Boxing, and in this regard the Executive Director, or a member of the staff designated by the Executive Director, shall:

(i) cause minutes of the proceedings of the members and Board of Directors to be kept and published on USA Boxing's website ;

(ii) cause all notices to be duly given in accordance with the provisions of these Bylaws;

(iii) be the custodian of USA Boxing's corporate records and the seal of USA Boxing;

(iv) cause to be kept at USA Boxing's registered office or principal place of business within or outside Colorado those records required to be kept pursuant to Sections 18.5 and 18.6 of these Bylaws; and

(L) perform all functions that usually pertain to the office of Executive Director.

ARTICLE 12.
INTERNATIONAL FEDERATION REPRESENTATION

12.1 Recognition by International Federation. USA Boxing shall seek and attempt to maintain recognition by the one International Federation as the National Federation responsible for Governance the sport of Boxing in the United States of America, and thus be admitted into the International Federation Congress.

12.2 Secretary General. The Executive Director shall serve as Secretary General of USA Boxing. In the role of Secretary General, the Executive Director shall represent USA Boxing in operational matters at international boxing functions and events, and may serve as a delegate to the International Federation Congress on behalf of USA Boxing.

12.3 Chair. The Chair will represent USA Boxing in relations with the International Federation and at international boxing functions and events, and shall serve as the voting delegate to the International Federation Congress on behalf of USA Boxing. This may be delegated by the Chair to another representative of USA Boxing, if applicable.

12.4 Directors and Officers. All Directors and Officers of USA Boxing will be expected to communicate with the International Federation as their duties require.

ARTICLE 13.
SANCTIONING OF EVENTS

13.1 Prompt Review of Request. USA Boxing shall promptly review every request submitted by a not-for-profit sports organization which meets the requirements of applicable federal law (for purposes this Article 13, "Sports Organization") or person for a sanction and make a determination on such request: (i) to hold an international or national Boxing competition in the United States, or (ii) to sponsor United States Boxing athletes to compete in an international Boxing athletic competition held outside the United States.

13.2 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 athletic Boxing competition would be detrimental to the best interests of USA Boxing, and (ii) confirms that the 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 Sports Organization or person.

13.3 Requirements for Holding an International or National Competition in the United States. A Sports Organization or person requesting a sanction to hold an international or national 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 a financial report of similar events, if any, conducted by the sports organization or person (which report USA Boxing may require to be audited); and

(D) demonstrates that: (i) appropriate measures have been taken to protect the eligibility of athletes who will take part in the 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 eligibility requirements specifically applicable to the competition; (iv) the competition will be conducted by qualified officials; (v) 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; and (viii) implement and abide by USA Boxing's and U.S. Safesport's requirements, policies, and procedures to prevent the abuse of amateur athletes.

13.4 <u>Requirements for Sponsoring United States Boxing Athletes to Compete in an International Competition Held Outside the United States</u>. A Sports Organization or person requesting a sanction to sponsor United States athletes active in an international 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 to the USA Boxing National Office;

(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 Sports Organization or person sponsored for the purpose of having United States' athletes active in compete in international competition;

(D) submits a letter from the appropriate entity that will hold the international competition certifying that: (i) demonstrates that appropriate measures have been taken to protect the eligible status of athletes who will take part in the competition and to protect their eligibility to compete in 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 eligibility requirements specifically applicable to the competition; (iv) the competition will be conducted by qualified officials; (v) 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; (vii) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; (viii) the requesting body must also obtain and show proof of medical insurance for its entire delegation; and (ix) all athletes must possess an International Federation Passbook (where available) with the necessary documentation completed, which includes but is not limited to an annual medical physical; and

If the requirements described above are not met, USA Boxing retains the right to deny any future requests until the above conditions are satisfactorily met.

ARTICLE 14.
COMPLAINT PROCEDURES

14.1 <u>Judicial & Complaint Procedures</u>: The Judicial Committee shall hold hearings in accordance with the USA Boxing Grievance and Complaint Policy. Following adjudication under the Policy, further remedies may be sought through binding arbitration or as provided in the Policy. Where arbitration is required or permitted, USA

Boxing and its members shall submit to binding arbitration conducted in accordance with the Commercial Rules of the American Arbitration Association.

ARTICLE 15.
SAFESPORT

15.1 Allegations Regarding Sexual Abuse or Misconduct.

(A) In the event that any Party is alleged to have violated the USA Boxing SafeSport (or its successor in name) Policy prohibiting sexual abuse or misconduct as set out in the USA Boxing SafeSport Program Handbook, or in the event that USA Boxing receives a report that is required by the USOPC to be referred to the U.S. Center for SafeSport (Center), the Center shall have such exclusive jurisdiction and authority over the investigation and final discipline for violations as the Center's policies may provide.

(B) There shall be no appeals of any decisions adjudicated by the Center except through arbitration with the American Arbitration Association as set forth in the Center's Bylaws or other Center or USOPC governing documents.

(C) Neither USA Boxing nor any USA Boxing affiliate or program shall engage in its own investigation or disciplinary process related to any allegations or reports that are within the exclusive jurisdiction of the Center. Upon the issuance by the Center of any interim suspension or other measures, or any other suspension or other sanction issued by the Center after conclusion of the adjudicative process or by agreement with the party subject to suspension or other sanction, USA Boxing and its affiliates and programs shall enforce such suspension or other sanction throughout USA Boxing programs. USA Boxing and its affiliates and programs shall enforce any suspension or other sanction issued by the Center even if arising from allegations outside of USA Boxing programs.

(D) The delegation of authority and jurisdiction to the Center as set forth above, and the restrictions on USA Boxing, affiliates and local programs, shall also include the investigation and issuance of sanctions related to allegations of other violations of the USA Boxing SafeSport Policies (e.g., physical abuse, emotional abuse, bullying, harassment, and hazing) that are involved in a matter that involves sexual abuse or misconduct. Additionally, in USA Boxing's discretion, the USA Boxing national office may request that the Center accept jurisdiction of matters that do not involve sexual abuse or misconduct but do involve allegations of physical abuse, emotional abuse, bullying, harassment, or hazing against any Party.

ARTICLE 16.
CODE OF ETHICS

16.1 <u>Code of Ethics</u>: USA Boxing shall adopt a Code of Ethics and a Conflicts of Interest Policy (the "<u>Code</u>") applicable to all USA Boxing employees, Directors of the Board,

Officers, and committee members. Each of the above shall annually certify compliance with the Code, and the Ethics Committee shall monitor and enforce compliance.

ARTICLE 17.
FIDUCIARY MATTERS

17.1 Indemnification.

17.1.1. Scope of Indemnification. USA Boxing shall indemnify each Director, Officer, Employee and volunteer of USA Boxing to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 17~~8~~.1.1. USA Boxing shall have the right, but shall not be obligated, to indemnify any agent of USA Boxing not otherwise covered by this Section 17.1.1 to the fullest extent permissible under the laws of the State of Colorado.

17.1.2. Savings Clause; Limitation. If any provision of the Nonprofit Corporation Act or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then USA Boxing shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Nonprofit Corporation Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, USA Boxing shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of USA Boxing as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

17.2 General Standards of Conduct for Directors and Officers.

17.2.1. Discharge of Duties. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a Committee of the Board, and each Officer with discretionary authority shall discharge the Officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Director or Officer reasonably believes to be in the best interests of USA Boxing.

17.2.2. Reliance on Information, Reports, Etc. In discharging duties, a Director or Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more Officers or employees of USA Boxing whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a Committee of the Board of Directors of which the Director is not a member if the Director

reasonably believes the Committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 17.2.2 unwarranted.

17.2.3. Director Not Deemed to Be a "Trustee". A Director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to USA Boxing or with respect to any property held or administered by USA Boxing including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

17.3 Conflicts of Interest.

17.3.1. Definition of Conflict of Interest. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

17.3.2. Disclosure. If a responsible person is aware that USA Boxing is about to enter into any transaction or make any decision involving a conflict of interest, (a "conflicting interest transaction"), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of USA Boxing of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of USA Boxing entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

17.3.3. Approval of Conflicting Interest Transactions: USA Boxing may enter into a conflicting interest transaction provided either:

(A) the material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a Committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the Board or Committee in good faith authorizes,

approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors on the Board or Committee, even though the disinterested Directors are less than a quorum; or

(B) the material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(C) the conflicting interest transaction is fair as to USA Boxing.

17.4 Liability of Directors for Unlawful Distributions.

17.4.1. Liability to USA Boxing. A Director who votes for or assents to a distribution made in violation of the Nonprofit Corporation Act or the Articles of Incorporation of USA Boxing shall be personally liable to USA Boxing for the amount of the distribution that exceeds what could have been distributed without violating the Nonprofit Corporation Act or the Articles of Incorporation if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors set forth in Section 17.2.

17.4.2. Contribution. A Director who is liable under Section 17.4.1 for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under Section 17.4.1 for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Nonprofit Corporation Act or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Nonprofit Corporation Act or the Articles of Incorporation.

17.5 Loans to Directors and Officers Prohibited: No loans shall be made by USA Boxing to any of its Directors or Officers. Any Director or Officer 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 the repayment thereof.

ARTICLE 18.
RECORDS OF USA BOXING

18.1 Minutes, Etc.: USA Boxing shall keep as permanent records minutes of all meetings of the members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, a record of all actions taken by a Committee of the Board of Directors in place of the Board of Directors on behalf of USA Boxing, and a record of all waivers of notices of meetings of the members and of the Board of Directors or any Committee of the Board of Directors. Approved minutes of all regular USA Boxing Board of Directors meetings will be published by USA Boxing online.

18.2 Accounting Records: USA Boxing shall maintain appropriate accounting records.

18.3 Membership List: USA Boxing, or its agent, 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.

18.4 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.

18.5 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;

(C) resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the members;

(D) the minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past three (3) yearsl.

(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 that a member of USA Boxing could have requested under Section 18.6.2;

(I) USA Boxing's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

18.6 Inspection of Records by Members.

18.6.1. 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 18.5, provided that the member gives USA Boxing written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

18.6.2. Financial Statements. The annual financial statements shall be posted on USA Boxing's website upon completion of the annual audit and shall be made available for inspection as required by law.

18.6.3. Scope of Members' Inspection Rights.

(A) Agent or Attorney: The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

(B) Right to Copy: The right to copy records under this Article 18 includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

(C) Reasonable Charge for Copies: Except for requests for financial statements pursuant to Section 18.6.2, 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.

(D) Litigation: Nothing in this Article 18 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 19.
FINANCIAL MATTERS

19.1 Fiscal Year: The fiscal year of USA Boxing shall commence January 1 and end of December 31 each year.

19.2 Budget: USA Boxing shall have an annual budget.

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.

ARTICLE 20.
MEMBERSHIP

20.1 Membership 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.

20.2 <u>Membership Registration Period</u>: Registration annually will cover the period from January 1 through December 31, or such other time as is set by USA Boxing.

20.3 <u>Registration Fee</u>: The membership fee in USA Boxing shall be set by the Board of Directors.

20.4 Anti-Doping: USA Boxing must ensure compliance with anti-doping policies and standards including, but not limited to, the USOPC's National Anti-Doping Policy and the USADA Protocol for individual members and organization members:

A) It is a duty of individual members of USA Boxing to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), USA Boxing's International Federation, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the International Federation, the USOPC and USADA. Athlete members agree to submit to drug testing by the International Federation and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the International Federation, if applicable, or referred by USADA.

B) It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Boxing, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, boxing's International Federation, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the boxing's International Federation and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of boxing's International Federation, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by boxing's International Federation and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

20.5 <u>Members Subject to Discipline</u>: Each member is subject to suspension, ineligibility or disciplinary action (subject to the member's right to a hearing) for the violation of or failure to comply with USA Boxing's Rulebook and any written policy of USA Boxing, 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 Olympic-style or other boxing, or to USA Boxing.

ARTICLE 21.
AMENDMENT OF BYLAWS

21.1 Amendment: These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a two-thirds vote of the entire Board of Directors at any meeting duly called.

ARTICLE 22.
MISCELLANEOUS PROVISIONS

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

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 Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.

ARTICLE 23.
EFFECTIVE DATE

23.1 Effective Date: These Bylaws shall be effective when adopted by the Board of Directors.