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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013Open to Public
Inspection**A** For the 2013 calendar year, or tax year beginning

and ending

B Check if applicable

- ☐ Address change
☒ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**USA BOXING, INC.**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

1 OLYMPIC PLAZA

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

COLORADO SPRINGS, CO 80909**F** Name and address of principal officer **MICHAEL MARTINO**
SAME AS C ABOVE**D** Employer identification number**84-1604168****E** Telephone number**719-866-2300****G** Gross receipts \$**3,392,083.****H(a)** Is this a group returnfor subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶ **7048****I** Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **WWW.USABOXING.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **2001** **M** State of legal domicile: **CO****Part I Summary**

Activities & Governance		Prior Year	Current Year
1	Briefly describe the organization's mission or most significant activities. THE CORPORATION IS THE NATIONAL GOVERNING BODY FOR AMATEUR BOXING AND IS RESPONSIBLE FOR THE		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	17
6	Total number of volunteers (estimate if necessary)	6	100
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	1,053,438.	635,270.
9	Program service revenue (Part VIII, line 2g)	2,945,647.	2,590,984.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,744.	1,032.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	73,012.	108,569.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,773,841.	3,335,855.
Expenses		Prior Year	Current Year
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	130,600.	56,000.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	857,074.	916,796.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	48,382.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 100,666.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,592,953.	2,237,183.
18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	3,629,009.	3,209,979.
19	Revenue less expenses - Subtract line 18 from line 12	444,832.	125,876.
Net Assets or Fund Balances		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	2,327,347.	2,533,832.
21	Total liabilities (Part X, line 26)	2,195,571.	2,274,185.
22	Net assets or fund balances - Subtract line 21 from line 20	131,776.	259,647.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	<i>Michael Martino</i>	Date	10/22/2014
	MICHAEL MARTINO, EXECUTIVE DIRECTOR Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name	<i>Jill J. Goodwin, CPA</i>	Date	10/22/14
	Firm's name	WAUGH & GOODWIN, LLP	Check if self-employed <input type="checkbox"/>	PTIN P00450838
	Firm's address	1365 GARDEN OF THE GODS, SUITE 150 COLORADO SPRINGS, CO 80907	Firm's EIN ▶ 20-1766527	Phone no. (719) 590-9777

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

617 17

SCANNED NOV 21 2014

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☒ X**1** Briefly describe the organization's mission:

THE CORPORATION IS THE NATIONAL GOVERNING BODY FOR AMATEUR BOXING AND IS RESPONSIBLE FOR THE PROMOTION AND DEVELOPMENT OF AMATEUR BOXING IN THE UNITED STATES. THE ORGANIZATION STRIVES TO PROVIDE THE HIGHEST QUALITY SUPPORT AND SERVICE TO ALL PERSONS AFFILIATED WITH AND/OR

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 1,034,814. including grants of \$ 56,000.) (Revenue \$ 2,562,372.)

MEMBERSHIP - THE CORPORATION PROVIDES OFFICIAL OLYMPIC MEMBERSHIP CREDENTIALS AS WELL AS ACCIDENT AND GENERAL LIABILITY INSURANCE TO ITS MEMBERS.

4b (Code _____) (Expenses \$ 1,156,562. including grants of \$ _____) (Revenue \$ 6,375.)

EVENTS - THE CORPORATION SANCTIONS AMATEUR BOXING EVENTS FOR WHICH ATHLETES TRAIN AND COMPETE. JUNIOR ATHLETES TRAIN FOR AND COMPETE IN AMATEUR BOXING EVENTS.

4c (Code _____) (Expenses \$ 228,329. including grants of \$ _____) (Revenue \$ 130,806.)

DEVELOPMENT AND OTHER PROGRAMS - THE CORPORATION PROMOTES ATHLETE'S PHYSICAL AND MENTAL TRAINING IN ORDER TO FURTHER THEIR DEVELOPMENT.

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **2,419,705.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	38	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	17	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year.		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12.		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders.		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	11	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			11		
b Enter the number of voting members included in line 1a, above, who are independent			11		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?				2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?				3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?				4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?				5	X
6 Did the organization have members or stockholders?				6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?				7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?				7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:					
a The governing body?				8a	X
b Each committee with authority to act on behalf of the governing body?				8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.				9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	X
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13 Did the organization have a written whistleblower policy?	13	X
14 Did the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CO**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☐ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **THE ORGANIZATION - 719-866-2300**
1 OLYMPIC PLAZA, COLORADO SPRINGS, CO 80909

Form 990 (2013)

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	555,683.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	79,587.				
	g Noncash contributions included in lines 1a-1f \$		72,702.				
	h Total. Add lines 1a-1f			635,270.			
Program Service Revenue	Business Code						
	2 a MEMBERSHIP DUES	713990	2,562,372.	2,562,372.			
	b OTHER PROGRAMS	711300	22,237.	22,237.			
	c NATIONAL EVENT REVENUE	711300	6,375.	6,375.			
	d						
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f			2,590,984.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			1,032.			1,032.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real (ii) Personal					
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other					
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a	164,797.				
	b Less: cost of goods sold	b	56,228.				
c Net income or (loss) from sales of inventory			108,569.	108,569.			
Miscellaneous Revenue		Business Code					
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.			3,335,855.	2,699,553.	0.	1,032.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	56,000.	56,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	377,268.	243,667.	113,050.	20,551.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	426,170.	272,892.	145,601.	7,677.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	21,120.	10,125.	10,995.	
9 Other employee benefits	39,203.	17,849.	21,354.	
10 Payroll taxes	53,035.	34,120.	17,822.	1,093.
11 Fees for services (non-employees)				
a Management				
b Legal	191,643.	9,632.	182,011.	
c Accounting	15,415.	6,190.	9,225.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	76,610.	27,806.	1,604.	47,200.
12 Advertising and promotion				
13 Office expenses	30,463.	25,489.	4,129.	845.
14 Information technology				
15 Royalties				
16 Occupancy	22,234.		22,234.	
17 Travel	873,739.	778,226.	81,942.	13,571.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	200.	200.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	5,890.	5,890.		
23 Insurance	619,014.	614,164.	4,850.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BACKGROUND SCREENING	103,985.	103,985.		
b DUES & FEES	98,000.	89,901.	8,099.	
c OTHER EXPENSE	67,882.	34,249.	28,743.	4,890.
d BOXING SUPPLIES	25,527.	25,527.		
e All other expenses	106,581.	63,793.	37,949.	4,839.
25 Total functional expenses. Add lines 1 through 24e	3,209,979.	2,419,705.	689,608.	100,666.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	922,614.	1	819,141.
	2 Savings and temporary cash investments	1,127,535.	2	165,882.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	137,578.	4	57,567.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	41,714.	8	102,140.
	9 Prepaid expenses and deferred charges	82,664.	9	374,072.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 109,318.		
	b Less accumulated depreciation	10b 96,290.	10c 15,242.	13,028.
	11 Investments - publicly traded securities		11	1,002,002.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,327,347.	16	2,533,832.	
Liabilities	17 Accounts payable and accrued expenses	408,361.	17	354,092.
	18 Grants payable		18	
	19 Deferred revenue	195,291.	19	517,996.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,591,919.	25	1,402,097.
	26 Total liabilities. Add lines 17 through 25	2,195,571.	26	2,274,185.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	131,776.	27	259,647.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	131,776.	33	259,647.
34 Total liabilities and net assets/fund balances	2,327,347.	34	2,533,832.	

Form 990 (2013)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,335,855.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,209,979.
3	Revenue less expenses Subtract line 2 from line 1	3	125,876.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	131,776.
5	Net unrealized gains (losses) on investments	5	1,995.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	259,647.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☒

	Yes	No
1 Accounting method used to prepare the Form 990. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both. <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____		

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

USA BOXING, INC.

Employer identification number

84-1604168

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h:
a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).**
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box: ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	2661529.	3007148.	3435609.	3664286.	3197642.	15966214.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	42,070.	193,988.	451,161.	189,095.	193,409.	1069723.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	2703599.	3201136.	3886770.	3853381.	3391051.	17035937.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						17035937.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	2703599.	3201136.	3886770.	3853381.	3391051.	17035937.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	14,148.	11,112.	800.	1,744.	1,032.	28,836.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	14,148.	11,112.	800.	1,744.	1,032.	28,836.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	7,318.	39,234.	98,076.	223,679.	22,237.	390,544.
13 Total support. (Add lines 9, 10c, 11, and 12.)	2725065.	3251482.	3985646.	4078804.	3414320.	17455317.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	97.60 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	97.14 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	.17 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	.45 %

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☒**b 33 1/3% support tests - 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12

Also complete this part for any additional information (See instructions).

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013Open to Public
Inspection

Name of the organization

USA BOXING, INC.

Employer identification number

84-1604168

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items.

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ☐ _____ %
 b Permanent endowment ☐ _____ %
 c Temporarily restricted endowment ☐ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		105,643.	95,563.	10,080.
e Other		3,675.	727.	2,948.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				13,028.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) DUE TO USOC	19,775.	
(3) DUE TO USA BOXING FOUNDATION	1,382,322.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	1,402,097.	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

1	Total revenue, gains, and other support per audited financial statements		1	3,342,812.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	1,995.	
b	Donated services and use of facilities	2b	4,962.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e		6,957.
3	Subtract line 2e from line 1	3		3,335,855.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		3,335,855.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

1	Total expenses and losses per audited financial statements		1	3,214,941.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	4,962.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e		4,962.
3	Subtract line 2e from line 1	3		3,209,979.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		3,209,979.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4; Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

EXPLANATION: THE CORPORATION QUALIFIES AS A TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND, ACCORDINGLY, IS NOT SUBJECT TO FEDERAL INCOME TAX. ACCORDINGLY, NO INCOME TAX PROVISION HAS BEEN RECORDED.

THE CORPORATION'S FORM 990, RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX, FOR THE YEARS ENDING 2010 TO 2013 ARE SUBJECT TO EXAMINATION BY VARIOUS TAXING AUTHORITIES, GENERALLY FOR THREE YEARS AFTER THE DATE THEY WERE FILED. MANAGEMENT OF THE CORPORATION BELIEVES THAT IT DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS.

Part XIII	Supplemental Information (continued)
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This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► **Attach to Form 990.**

► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

2013

**Open to Public
Inspection**

Name of the organization

USA BOXING, INC.

Part I	General Information on Grants and Assistance
--------	--

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II	Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22
Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIPS	23	41,000.	0. FMV		
ATHLETE STIPENDS	8	15,000.	0. FMV		
LBC AND COACH STIPENDS	0	0.	0. FMV		
Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information					

PART I, LINE 2:

EXPLANATION: THE CORPORATION REQUIRES RECIPIENTS TO QUALIFY FOR GRANTS OR ASSISTANCE PRIOR TO RECEIVING FUNDS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

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Name of the organization

USA BOXING, INC.

Employer identification number

84-1604168

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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Schedule J (Form 990) 2013

Part III	Supplemental Information
----------	--------------------------

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE L

(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No 1545-0047

2013

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 Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
- ▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
- ▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

Name of the organization

USA BOXING, INC.

Employer identification number

84-1604168

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
			Yes	No

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
KIMBERLY BARTKOWSKI	SPOUSE OF EXECUTIVE	20,000.	INDEPENDENT		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: KIMBERLY BARTKOWSKI

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SPOUSE OF EXECUTIVE DIRECTOR

(D) DESCRIPTION OF TRANSACTION: INDEPENDENT CONTRACTOR

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

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Name of the organization

USA BOXING, INC.

Employer identification number

84-1604168

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>AIRLINE CERTI</u>)	X	1	41,992.	FMV
26 Other ▶ (<u>GEAR AND APPA</u>)	X	1	30,710.	FMV
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes No

30a		X
31		X
32a		X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2013)

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B):

**EXPLANATION: THE NUMBER OF CONTRIBUTORS LISTED ABOVE RELATES TO THE
ACTUAL NUMBER OF CONTRIBUTORS.**

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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USA BOXING, INC.

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84-1604168

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PROMOTION AND DEVELOPMENT OF AMATEUR BOXING IN THE UNITED STATES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

INTERESTED IN AMATEUR BOXING, AND TO PROMOTE THE SPORT AS A MEANS OF
PERSONAL GROWTH AND DEVELOPMENT.

FORM 990, PART VI, SECTION A, LINE 4:

EXPLANATION: USA BOXING CHANGED ITS BYLAWS TO MORE CLOSELY ALIGN WITH THE
MISSION OF AIBA, THE INTERNATIONAL GOVERNING BODY FOR THE SPORT OF AMATEUR
BOXING, BY ADDING ARTICLE 13 ☐ AIBA REPRESENTATION AND ARTICLE 14 ☐ AIBA
PROGRAMS.

SPECIFICALLY SECTION 14.3 ☐ COMPLIANCE WITH AIBA STATUTES: USA BOXING AND
EACH MEMBER OF USA BOXING IS SUBJECT TO THE AIBA STATUTES. TO THE EXTENT
PERMITTED BY LAW, USA BOXING SHALL COMPLY WITH THE APPLICABLE AIBA
STATUTES, THE AIBA BYLAWS, THE TECHNICAL AND COMPETITION RULES ISSUED BY
AIBA, THE AIBA CODE OF ETHICS, THE AIBA DISCIPLINARY CODE AND PROCEDURAL
RULES, THE AIBA ANTI-DOPING CODE AS WELL AS THE ANTI-DOPING RULES OF THE
WORLD ANTI-DOPING AGENCY.

AND SECTION 14.5 ☐ COMPLIANCE WITH DECISIONS OF AIBA: IN ACCORDANCE WITH
THE AIBA STATUTES, AND TO THE EXTENT PERMITTED BY APPLICABLE LAW, USA
BOXING SHALL COMPLY FULLY WITH ANY APPLICABLE DECISION PASSED BY THE AIBA
EXECUTIVE COMMITTEE, EC BUREAU, DISCIPLINARY COMMISSION OR ANY OTHER
COMMISSION WHICH SUCH DECISIONS ARE, ACCORDING TO THE AIBA STATUTES, FINAL

Name of the organization

USA BOXING, INC.

Employer identification number

84-1604168

AND NOT SUBJECT TO APPEAL. USA BOXING SHALL TAKE EVERY PRECAUTION NECESSARY TO ENSURE THAT ITS OWN OFFICIALS AND BOXERS COMPLY WITH THESE DECISIONS.

THERE WERE ALSO CHANGES MADE TO GIVE MORE POWER TO THE BOARD PRESIDENT.

SECTION 6.2 ☐ FUNCTIONS OF THE BOARD: ONE OF THE PRINCIPLE DUTIES OF THE BOARD SHALL BE TO EXERCISE DIRECTION AND SUPERVISION OF THE PRESIDENT IN THE SELECTION OF A WELL-QUALIFIED AND PROFESSIONAL EXECUTIVE DIRECTOR AND, THROUGH THE PRESIDENT, TO DILIGENTLY OVERSEE THE EXECUTIVE DIRECTOR IN THE OPERATION OF USA BOXING.

SECTION 7.3(A) (III) ☐ THE PRESIDENT SHALL COORDINATE AND HAVE OVERALL RESPONSIBILITY FOR ALL OF USA BOXING'S INTERNATIONAL ACTIVITIES.

SECTION 7.3(A) (IV) ☐ THE PRESIDENT SHALL 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.

SECTION 8.2.1 APPOINTMENTS BY PRESIDENT. COMMITTEE AND COMMISSION ASSIGNMENTS FOR THE STANDING COMMITTEES (ETHICS, JUDICIAL AND APPEALS COMMITTEES) AND STANDING COMMISSIONS, INCLUDING THE DESIGNATION OF STANDING COMMITTEE CHAIRS AND STANDING COMMISSION CHAIRS, SHALL BE MADE BY THE PRESIDENT IN CONSULTATION WITH THE EXECUTIVE DIRECTOR.

FORM 990, PART VI, SECTION A, LINE 6:

EXPLANATION: UNITED STATES AMATEUR BOXING, INC. IS A MEMBERSHIP ORGANIZATION.

Name of the organization

USA BOXING, INC.

Employer identification number

84-1604168

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: UNITED STATES AMATEUR BOXING, INC. ENCOURAGES MEMBERS TO VOTE FOR INDIVIDUALS TO SERVE ON THE ORGANIZATION'S BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE ORGANIZATION DISTRIBUTES ITS FORM 990 BY E-MAIL FOR REVIEW BY THE BOARD OF DIRECTORS PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: THE ORGANIZATION REQUIRES ALL BOARD MEMBERS AND EMPLOYEES TO ANNUALLY SIGN A CONFLICT OF INTEREST STATEMENT AND DISCLOSE ANY POTENTIAL CONFLICTS. THESE STATEMENTS ARE KEPT ON FILE AT THE NATIONAL OFFICE.

FORM 990, PART VI, SECTION B, LINE 15A:

EXPLANATION: THE BOARD OF DIRECTORS DETERMINES THE CEO'S COMPENSATION BASED ON THE CURRENT LOCAL JOB MARKET AND DOCUMENTS DECISIONS IN THE BOARD MINUTES.

FORM 990, PART VI, SECTION C, LINE 18:

EXPLANATION: THE ORGANIZATION'S TAX RETURNS ARE AVAILABLE ON ITS WEBSITE.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ON ITS WEBSITE.

FORM 990, PART XII, LINE 2C

EXPLANATION: THE PROCESS DID NOT CHANGE FROM THE PRIOR YEAR.

Name of the organization

USA BOXING, INC.

Employer identification number

84-1604168

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

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Name of the organization

USA BOXING, INC.

Employer identification number
84-1604168

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
UNITED STATES AMATEUR BOXING FOUNDATION - 84-0976800, 1 OLYMPIC PLAZA, COLORADO SPRINGS, CO 80909	INVESTMENT MANAGEMENT IN ORDER TO SUPPORT THE SPORT OF BOXING	COLORADO	501(C)(3)	509(A)(3) TYPE III			X
UNITED STATES OLYMPIC COMMITTEE - 13-1548339 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	PROGRAM FUNDING	COLORADO	501(C)(3)	170(B)(1)(A)(IV)			X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2013

Part V

Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)	X	
f Dividends from related organization(s)		
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)	X	
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		
s Other transfer of cash or property from related organization(s)		

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UNITED STATES OLYMPIC COMMITTEE	C	514,683.FMV	
(2) UNITED STATES AMATEUR BOXING FOUNDATION	C	41,000.FMV	
(3) UNITED STATES OLYMPIC COMMITTEE	K	17,886.FMV	
(4) UNITED STATES AMATEUR BOXING FOUNDATION	E	1,382,322.FMV	
(5)			
(6)			

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

AMENDED AND RESTATED BYLAWS

OF

USA BOXING, INC.

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- A. USA Boxing is recognized by the International Boxing Federation ("AIBA") as the national federation responsible for governance of the sport of boxing in the United States, in accordance with the Statutes, Rules, Regulations, and Codes of AIBA.
- B. USA Boxing is recognized by the United States Olympic Committee (the "USOC") 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 USOC 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 USOC under provisions of the Sports Act and the USOC Bylaws. The USOC oversees compliance by national governing bodies with the Sports Act and the USOC 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"). 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:** The mission of USA Boxing shall be to enable United States Olympic-style and other boxing athletes to achieve sustained competitive excellence, develop character, support the sport of boxing, and promote and grow, in the United States, the sport of Olympic-style boxing governed by the International Boxing Association ("AIBA"). *[Note: To be supplemented at a later date]*

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. In these Bylaws, the term "international competition" shall be taken to refer to both continental competitions and all other international competitions. Specifically, USA Boxing shall enable United States athletes and coaches and other participants in the sport of Boxing to achieve sustained competitive excellence, develop character of the members, and promote and grow Boxing in the United States. As the National Governing Body, USA

Boxing shall oversee and govern every aspect of the sport of boxing in the United States.
[Note: To be supplemented at a later date]

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 AIBA:** In accordance with Articles 13 and 14 of these Bylaws and the Statutes, rules and regulations of AIBA, USA Boxing shall seek and attempt to maintain recognition by AIBA as the National Federation responsible for governance of the sport of Boxing in the United States.

3.2 **Recognition as a National Governing Body:** USA Boxing shall seek and attempt to maintain recognition as the National Governing Body for the sport of Boxing in the United States. In fulfilling those requirements as the National Governing Body, 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 a National Governing Body, or (ii) the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in athletic competition in AOB, upon demand of any aggrieved athlete, coach, trainer, manager, administrator, or official participating within AOB, 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 sports federation which 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, trainer, manager, administrator, physician or official active in AOB;

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

(G) ensure that its Board of Directors has established criteria and election procedures for, and maintains among the Board's voting members, individuals who are actively engaged in athletic competition in AOB or who have represented the United States in an international athletic competition in AOB within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;

(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 AOB, conducts on a level of proficiency appropriate for selection of athletes to represent the United States in international athletic competition in AOB, a national program, or regular national athletic competition in AOB, 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 AOB 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 AOB or to the participation in the Olympic or Pan American Games that are more restrictive than those of the international sports 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 a National Governing Body by applicable law or governing authority.

ARTICLE 4. NON-DISCRIMINATION

4.1 **Sports Act:** USA Boxing shall comply with the equal opportunity requirements for recognition as a National Governing Body 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, trainers, managers, administrators, and officials to participate in AOB competitions without discrimination on the basis of race, color, religion, sex, 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, or sex, with reasonable representation on the Board of both males and females.

4.2 **AIBA:** Pursuant to Section 5 of the AIBA Statutes, discrimination by USA Boxing on any ground such as gender, ethnicity, color, language, religion, political or other opinion, national or social origin, is strictly prohibited and punishable by suspension or expulsion in accordance with the AIBA Statutes, Bylaws, the Code of Ethics, the Disciplinary Code and Procedural Rules.

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 and are certified as physicians by USA Boxing;

(E) **Supporting Members:** Supporting members shall be those Individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USA Boxing;

(F) **Life Members:** Life members shall be those individuals who register as life members and who pay to USA Boxing a life membership fee;

(G) **Registered Clubs:** Registered clubs are those boxing clubs that register with the Local Boxing Committee ("**LBC**") that governs its geographical location and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA Boxing and meet other registration requirements of USA Boxing;

(H) **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, and (ii) meet other registration requirements of USA Boxing. If an LBC resigns its membership in USA Boxing, it is eligible to re-join as a member of USA Boxing so long as it meets all of USA Boxing's requirements for membership as described in Section 5.3 of these Bylaws. However, an LBC that has re-joined as a member of USA Boxing shall operate under a five (5)-year probationary period during which time it will not be eligible to vote on any matters brought before LBCs or LBC presidents. In addition, the Board of Directors may establish and impose additional fees for re-joining LBCs as the Board may deem appropriate; and

(I) Affiliated Organizations: Affiliated Organizations shall be those not-for profit sports organizations which 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 AOB, a national program or regular national athletic competition in the sport of AOB.

5.2 Non-Voting Members: All categories of members described in Section 5.1 of these Bylaws shall be considered non-voting members for purposes of the Nonprofit Corporation Act. Each category of membership shall have only those qualifications, rights and privileges as set forth herein, subject to the Nonprofit Corporation Act.

5.3 Membership Requirements: Membership in USA Boxing is a privilege and creates within 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, non-athlete member of USA Boxing who does not successfully pass a bi-annual background screening may not register for and/or participate in any USA Boxing-sanctioned activities.

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. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all fees then payable.

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

5.8.2. Annual Meetings. There shall be an annual meeting of the members of USA Boxing known as the USA Boxing Assembly, at which all individual and organization members and other USA Boxing constituencies in the United States Boxing family shall be invited to gather and provide input to the National Office and Board of Directors on important issues facing the organization. The USA Boxing Assembly shall be held annually during the third quarter of each year at the time and place, either within or outside Colorado, as determined by the agreement of the President and Executive Director. Failure to hold an annual USA Boxing Assembly as required by these Bylaws shall not work as 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. Special Meetings. A special meeting of the members, for any purpose or purposes, may be called by the President, or shall be called by the President 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), (F), (G), (H) and (I).

5.8.4. Place of Meeting. Each USA Boxing Assembly 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 Assembly or any special meeting through the use of any telecommunication by which all persons participating in the USA Boxing Assembly or in the special meeting may hear each other. Whenever possible, the USA Boxing Assembly may be held in conjunction with a Board of Directors meeting, in which case the Board meeting shall take place after the annual USA Boxing Assembly. If practicable, the USA Boxing Assembly meeting may be held in conjunction with a major USA Boxing competition or event. 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. Notice of Meeting.

(A) Notice of the USA Boxing Assembly stating the place, date and time of the Assembly shall be posted on the website of USA Boxing no fewer than thirty (30) days before the date of the Assembly.

(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, either personally, by first-class mail or private carrier, or by facsimile, electronic transmission or any other form of wire or wireless communication, by or at the direction of the president, or the secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of USA Boxing, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission or by any other form of wire or wireless communication, such 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 President in the selection of a well-qualified and professional Executive Director and, through the President, 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) decide 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 to determine whether USA Boxing's assets are being properly protected;

(L) monitor USA Boxing's compliance with laws and regulations and the performance of its broader responsibilities;

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

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

6.3 **Diversity:** (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. (B) It is the aim of USA Boxing to have at least one woman serve as a member of the Board of Directors. Where, following the completion of the director election and appointment process, no woman is elected or appointed to the Board of Directors, the President shall be entitled to designate and invite a woman (the "Women's Representative") to attend Board meetings. However,

for the avoidance of doubt, the Women's Representative shall not be a member of the Board and shall have no right to vote at Board meetings.

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 be a paid employee or consultant of USA Boxing;
- (D)** be registered as a member of USA Boxing for at least sixty (60) days prior to his or her election/selection, except that this requirement shall not apply to Independent Directors;
- (E)** 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;
- (F)** not have been employed by USA Boxing within the last five (5) years;
- (G)** not be a person having a record of a felony criminal conviction involving theft, financial improprieties and other crimes involving moral turpitude;
- (H)** not be ineligible under applicable AIBA Statutes, Bylaws, Codes of Ethics, Disciplinary Code and Rules;
- (I)** not have committed, and been sanctioned for, a severe violation of the regulations of USA Boxing or AIBA. A severe violation is defined as one which resulted in a suspension from USA Boxing or AIBA of one (1) year or more within the last ten (10) years. Any person who has committed a severe violation is not eligible to serve as a Director or to stand as a candidate in any USA Boxing election or any election conducted by a member of USA Boxing; 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 **Number:** The Board of Directors shall consist of ten (10) Directors as follows:

- (A) two (2) Athlete Directors;
- (B) four (4) 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 who serves on the AIBA Executive Committee as an *Ex-officio* Director with full voting rights. In the event there is no USA Boxing member who serves on the AIBA Executive Committee, then the tenth (10th) Director position shall be filled by a USA Boxing member holding a position within AIBA (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.

6.6 **Election/Selection:** 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 Committee to determine whether it is appropriate to recommend the individual to stand for election. USA Boxing staff shall be responsible for providing any notification to AIBA in connection with the elections as may be required by AIBA.

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

(A) **Athlete Directors:** There shall be two (2) Athlete Directors. To ensure gender diversity, the Athlete Directors must be from opposite genders as long as there is gender diversity in the applicant pool at the time of the election. If there is not gender diversity in the applicant pool at the time of the election, then this requirement may be waived only for that specific election.

i. Any Elite Athlete may nominate himself or herself or another Elite Athlete by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. Elite Athletes 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. within the ten (10) years preceding election, represented the United States in the Olympic or Pan-American Games, or an Operation Gold

event, or a World Championship recognized by AIBA for which a competitive selection process was administered by USA Boxing; or

2. with the twenty-four (24) months before election, demonstrated that they are actively engaged in athletic competition in AOB by finishing in the top half of USA Boxing's National Championships or team selection competition for the events outlined in these subparagraphs (1) and (2).

(B) Independent Directors: There shall be four (4) Independent Directors. Preferably, the Independent Directors shall represent experience in business and/or finance, ethics and/or education (with an emphasis on ethics), 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 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 two (2) 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, the America's Boxing Confederation and/or AIBA;

2. is an immediate family member of a Director of USA Boxing, or was employed or held a position as an Officer or Director of USA Boxing;

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, or a member of USA Boxing's Athletes' Advisory Council;

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

7. is an executive officer, 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.

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

(C) General Membership Director: There shall be one (1) General Membership Director. An individual who meets the qualifications set forth in Sections 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), (B), (D), (F), or (G) of these Bylaws is eligible to be selected as the General Membership Director. Any individual may nominate himself or herself or another member 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 boxing and who preferably has prior experience and knowledge of professional boxing.

(D) LBC Director: 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 two (2) nominees to stand for election. The LBC Director shall then be elected by a vote of the LBC Presidents in accordance with procedures established by USA Boxing.

(E) Affiliated Organization Director: There shall be one (1) Affiliated Organization Director. 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.

(F) AIBA Executive Committee Ex-Officio Director:

i. The USA Boxing member who is also on the AIBA 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 AIBA Executive Committee, this Director position shall be filled by a USA Boxing member holding a position within AIBA. The USA Boxing President 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 Tenure/Staggered Board:

6.7.1. 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.

6.7.2. Initial Board. For the initial Board, the terms of the Athlete Directors, Independent Directors, General Membership Director, LBC Director and Affiliated Organization Director shall be as follows:

(A) Athlete Directors: One (1) Athlete Director shall serve a three (3)-year term which shall continue until the beginning of the Board of Directors meeting to be held in conjunction with the USA Boxing Annual Assembly in 2016. One (1) Athlete Director shall serve a five (5)-year term which shall continue until the beginning of the Board of Directors meeting to be held in conjunction with the USA Boxing Annual Assembly in 2018. The Elite Athletes shall determine which Athlete Directors will serve until 2016 and 2018.

(B) Independent Directors: Two (2) of the Independent Directors shall serve a three (3)-year term until selection of Independent Directors in 2016 by the Nominating and Governance Committee pursuant to Section 6.6(B) of these Bylaws. Two (2) of the Independent Directors shall serve a five (5)-year term until selection in 2018 by the Nominating and Governance Committee pursuant to Section 6.6(B) of these Bylaws. The Nominating and Governance Committee shall determine which of the two (2)

Independent Directors will serve until 2016 and which of the two (2) Independent Directors will serve until 2018.

(C) **General Membership Director:** The General Membership Director shall serve a three (3)-year term which shall continue until the first Board of Directors meeting to be held after the USA Boxing Annual Assembly in 2016.

(D) **LBC Director:** The LBC Director shall serve a five (5)-year term which shall continue until the first Board of Directors meeting to be held after the USA Boxing Annual Assembly in 2018.

(E) **Affiliated Organization Director:** The Affiliated Organization Director shall serve a five (5)-year term which shall continue until the election in 2018 by the Affiliated Organizations pursuant to Section 6.6(E) of these Bylaws.

(F) **AIBA Executive Committee Ex-officio Director:**

i. The AIBA Executive Committee *Ex-officio* Director shall serve on the Board for as long as he or she serves on the AIBA Executive Committee. His or her term on the Board shall conclude at the end of the Quadrennium in which his or her term of service on the AIBA Executive Committee concludes.

ii. In the event this position is filled by a Director who meets the qualifications set forth in Sections 6.6(F)(ii) of these Bylaws, the Director shall serve a three (3)-year term which shall continue until the first Board of Directors meeting to be held after the USA Boxing Annual Assembly in 2016.

6.7.3. Subsequent Terms. Subject to the Terms served by the Initial Board, Directors shall serve four (4)-year terms through the beginning of the Board meeting held in conjunction with respective USA Boxing Assembly, or until his or her successor is elected/selected and shall qualify.

6.8 **Term Limits:** No Director of the Board shall serve more than two (2) consecutive terms. For purposes of this Section 6.8, the initial Board members will be considered to have served one (1) term for the terms described in Section 6.7.1.

Where 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. Terms served prior to the adoption of these Bylaws shall not be counted in calculating term limits.

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 Board of Directors, 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 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 AIBA, 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) A Director who no longer meets the eligibility qualifications set forth in Sections 6.4(A)-(I) 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. Vacancies. 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 Regular Meetings: The Board of Directors shall hold a regular annual meeting, which may be held immediately after and at the same place as the USA Boxing Annual Assembly, or shall be held as soon as practicable thereafter at the time and place, either within or outside Colorado, determined by the Board, for the purpose of electing officers, when applicable, and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

6.11 Special Meetings: Special meetings of the Board of Directors may be called by or at the written request of the President 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, either within or outside Colorado, 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 business or residential address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) two (2) days after its deposit in the United States mail, as evidenced by the

postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(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:** 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.

6.17 **Agenda:** The President, 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 President, unless otherwise provided in advance by the Board of Directors based on Robert's Rules of Order. The President shall lead meetings of the Board. If the President is absent from any meeting or for any reason is not able to lead a portion of the meeting, then the Vice President 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 President, 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 President may declare that the meeting is closed, or (ii) to convene an executive session to consider sensitive matters, then the President 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 **Director Access to Management and Outside Advisors:** USA Boxing's senior management team may attend Board meetings on a regular basis, both to make special presentations and as a discussion resource, and shall be available to Board Directors outside of meetings. All Board Director contact with members of USA Boxing's management team, other than the Executive Director, outside of Board meetings shall be directed to the Executive Director, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board Directors) directly of appropriate matters. Members of management other than the Executive Director shall not contact Board Directors without the consent of the Executive Director.

6.22 **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 each and every member of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each Director who delivers a writing described in this Section 6.22(A) to USA Boxing shall be deemed to have waived the right to demand that action not be taken without a meeting.

(B) Action is taken under this Section 6.22 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) No action taken pursuant to this Section 6.22 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 6.22(A), signed by all Directors and not revoked pursuant to Section 6.22(D), are received by USA Boxing. Any such writing may be received by USA Boxing by electronically transmitted facsimile or other form of wire or wireless communication providing USA Boxing with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 6.22 shall be effective when the last writing necessary to effect the action is received by USA Boxing unless the writings describing the action taken set forth a different effective date.

(D) Any Director who has signed a writing pursuant to this Section 6.22 may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by USA Boxing before the last writing necessary to effect the action is received by USA Boxing.

(E) Action taken pursuant to this Section 6.22 has the same effect as action taken at a meeting of Directors and may be described as such in any document.

(F) 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.

6.23 Compensation: Directors on the Board of Directors shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Boxing's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Boxing in any other capacity.

ARTICLE 7. OFFICERS

7.1 Designation and Qualifications: Subject to Sections 7.3(C) and 7.3(D)(2) of these Bylaws, the elected Officers of USA Boxing shall be a President, a First Vice President, a Second Vice President, 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 President of USA Boxing may not hold another office. Subject to Sections 7.3(C) and 7.3(D)(2) of these Bylaws, Officers must be Directors of USA Boxing. All Officers must be natural persons who are eighteen (18) years of age or older. [Note: To be supplemented at a later date]

7.2 Election and Term of Office and Election Process: (A) Subject to Sections 14.4 and 14.10 of these Bylaws, the Board of Directors shall elect or appoint the Officers at or in conjunction with each quadrennial meeting of the Board of Directors or, in the case of the elections to elect Officers of the first Board composed in accordance with these Bylaws, at its first Board meeting (each such meeting an "Election Meeting"). If the election and appointment of Officers shall not be held at or in conjunction with the quadrennial meeting, such election or appointment shall be held as soon as convenient thereafter. 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:

President

- (i) Only Directors who have been members of USA Boxing for at least 1 (one) year prior to the Election Meeting shall be entitled to serve as President.
- (ii) Directors who wish to be a candidate for the office of President 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 President (each such candidate a "Presidential Candidate").
- (iii) The Executive Director shall circulate the names of the Presidential Candidates to all Directors at least 5 (five) days in advance of the Election Meeting. Where there is only one Presidential Candidate, an election shall still be held, which may be done by acclamation.
- (iv) The Election Meeting shall be initially chaired by the Chairman of the Nominating and Governance Committee.
- (v) In order for a candidate for President 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 President, an absolute majority (half of the votes of all plus one vote) of all Directors (i.e. 6 votes)) 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 President, the President shall immediately takeover the Chairmanship of the meeting and the Chairman of the Nominating and Governance Committee shall be excused.

Other Officers

(ix) Upon the election of the President, 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 Second Vice President and/or Treasurer pursuant to Sections 7.3[C][2] and 7.3[D][2]. 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 Second Vice President and Treasurer, the Nominating and Governance Committee has determined that a Director is not appropriately qualified to perform such role (as provided for in Sections 7.3(C)(2) and 7.3(D)(2)).

(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 President 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) President: The President 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, provided that the President shall be obligated to abide by Section 6.2 of these Bylaws; (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 Assembly; (viii) prepare the President's report to the USA Boxing Annual Assembly; (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 President and as from time to time may be assigned to such office by the Board of Directors.

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

(C) Second Vice President: Subject to the overall supervision of the President, the Second Vice President shall have served in a liaison role for the Board with respect to AIBA and AIBA programs. [Note: To be supplemented at a later date]

(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 incidental to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President 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. If the Nominating and Governance Committee determines that no Director is appropriately qualified to perform the role of Treasurer, the Board of Directors may appoint a non-Board member with the requisite financial qualifications and experience to act as Treasurer (an "Appointed Treasurer"). The President may invite the Appointed Treasurer to attend Board meetings. However, for the avoidance of doubt, the Appointed Treasurer shall not be a member of the Board and shall have no right to vote at Board meetings.

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 President 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 Officer 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(D) of these Bylaws.

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

7.6 **Compensation:** Officers shall not receive compensation for their services as Officers, although the reasonable expenses of Officers may 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 Committees. USA Boxing shall have only the following five (5) 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. Twenty (20) percent of each Standing Committee must be comprised of Elite Athletes who meet the standards set forth in Section 6.6(A)(ii) of these Bylaws.

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

8.1.2. Standing Commissions. USA Boxing shall have the following six (6) Standing Commissions.

- (A) Coaches Commission
- (B) Referees and Judges Commission
- (C) Competitions Commission
- (D) Women's Commission
- (E) PR & Communications Commission
- (F) Marketing Commission

The Standing Commissions shall act in an advisory capacity and shall make recommendations to the Board of Directors but shall have no authority or power to make decisions on behalf of USA Boxing. Each Standing Commission shall have five (5) individuals. Twenty (20) percent of each Standing Commission must be comprised of Elite Athletes who meet the standards set forth in Section 6.6(A)(ii) of these Bylaws.

8.1.3 Other Committees and Commissions. The Board or the President may appoint such other Committees (including Committees of members) or Commissions as the Board or the President believe appropriate in consultation with the Executive Director, and shall define narrowly the mission and deliverables of such other Committees or Commissions. Twenty (20) percent of each other Committee or Commission appointed pursuant to this Section 8.1.2 must be comprised of individuals who:

- (A) within the ten (10) years preceding selection, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World

Championship recognized by AIBA for which a competitive selection process was administered by USA Boxing; or

(B) within the twenty (24) months before selection, demonstrated that they are actively engaged in athletic competition in AOB.

The decision to appoint or not appoint and to terminate such other Committee or Commission shall be exclusively the Board's or the President's decision.

8.1.4. Task Forces. The Board, the President, or the Executive Director with the approval of the Board or the President, may appoint such Advisory Task Forces as the Board, the President or the Executive Director believes appropriate, and shall define narrowly the mission and deliverables of such Task Forces. Twenty (20) percent of each Task Force appointed pursuant to this Section 8.1.3 must be comprised of individuals who meet the standards set forth in Section 8.1.2(A) or (B) of these Bylaws. The action to terminate a Task Force shall be made in the same manner as the action to appoint such Task Force.

8.2 Assignments: Standing Committee, Standing Commissions, other Committee, Task Force and other Commission 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. Committee, Commission, other Committee, Task Force and other Commission agendas shall be developed by the Chair of the Committee, Commission, other Committee, Task Force or other Commission in consultation with the appropriate members of management and with the input of other Directors. Standing Committee, Standing Commission, other Committee, Task Force and other Commission members shall be expected to attend in person all regularly scheduled Committee, Commission, other Committee, Task Force and other Commission meetings. Participation by telephone shall be permitted as long as all members participating may hear each other during the meeting. If requested, each Chair shall make a report on Standing Committee, Standing Commission, other Committee, Task Force or other Commission matters to the Board at the next regularly scheduled Board meeting.

8.2.1. Appointments by President. Committee and Commission assignments for the Standing Committees and Standing Commissions, including the designation of Standing Committee Chairs and the Standing Commission Chairs, shall be made by the President in consultation with the Executive Director, subject to Section 8.2.2 of these Bylaws.

8.2.2. Appointments by AAC. Committee and Commission assignments of Elite Athlete members to the Standing Committees and Standing Commissions shall be made by the AAC as provided in Article 9 of these Bylaws.

8.3 Tenure: Standing Committee, Standing Commission, other Committee, Task Force members shall remain on the Standing Committee, Standing Commission, other Committee, Task Force or other Commission 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. Nominating and Governance Committee. Those persons appointed to the initial Nominating and Governance Committee shall hold terms until the 2016 USA Boxing Annual Assembly. Thereafter, the term for Nominating and Governance Committee members shall be four (4) years, but in no event shall a Committee member's total term of service on the Nominating and Governance Committee exceed a period of eight (8) years.

8.3.2. Other Standing Committees, Standing Commissions, Other Committees, Other Commissions and Task Forces. Those persons appointed to Standing Committees (other than the Nominating and Governance Committee), Standing Commissions, other Committees, Task Forces and other Commissions shortly after the new Board of Directors is elected shall hold terms until the 2014 USA Boxing Annual Assembly. Thereafter, the term for all Standing and other Committee and Standing Commission members shall be two (2) years. The term for all Task Force and other Commission members shall last until their assignment is concluded. In no event shall a person's total term of service on any such Standing Committee, Standing Commission, other Committee, other Commission or Task Force exceed a period of eight (8) years.

8.4 Term Limits: No Nominating and Governance Committee member shall serve for more than (2) consecutive terms. A member of any other Standing Committee or Standing Commission may not serve more than four (4) consecutive terms. For an initial Standing Committee or Standing Commission member whose term expires in 2014, his or her time of service shall constitute a full term. Such initial Standing Committee and Standing Commission members shall be eligible to serve three (3) additional terms immediately following his or her initial term. Initial Nominating and Governance Committee Members shall be eligible to serve one (1) additional four (4) year term. No Task Force, other Committee or other Commission member shall serve for more than two (2) consecutive terms.

8.5 Resignation, Removal and Vacancies: A Standing Committee, Standing Commission, other Committee, Task Force or other Commission member's position on a Standing Committee, Standing Commission, other Committee, Task Force or other Commission may be declared vacant upon his or her resignation or removal.

8.5.1. Resignation. A Standing Committee, Standing Commission, other Committee or other Commission member may resign at any time by giving written notice to the President or to the Board of Directors. A Task Force member may resign at any time by giving written notice to the President, to the Board of Directors or to the Executive Director. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.5.2. Removal. A Standing Committee, Standing Commission, other Committee, Task Force or other Commission Chair may recommend the removal of a

member of his or her Standing Committee, Standing Commission, other Committee, Task Force or other Commission to the President. The President may, in his or her sole discretion, remove the individual from the Standing Committee, Standing Commission, other Committee, Task Force or other Commission (i) with cause; (ii) without cause; or (iii) if the individual is not in compliance with Section 8.15 of these Bylaws.

8.5.3. Vacancies. Any vacancy occurring in a Standing Committee, Standing Commission, other Committee, Task Force or other Commission shall be filled in the same manner as the appointment of members to that Standing Committee, Standing Commission other Committee, Task Force or Commission. A Standing Committee, Standing Commission, other Committee, Task Force or other Commission member appointed to fill a vacancy shall be appointed for the unexpired term of such respective member's predecessor in office.

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

8.6.1. 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 pursuant to Sections 6.6(D) and (E) of these Bylaws; (ii) select the Independent Directors of the Board pursuant to Section 6.6(B)(i) 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 President of the Director position described in Sections 6.6(F)(ii) 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 Second Vice President and Treasurer, 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.

8.6.2. 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 have it inappropriate for the Director to continue serving on the Board.

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

(A) One (1) athlete appointed by the AAC according to the process set forth in Section 9.6 of these Bylaws;

(B) Four (4) individuals who are 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. By way of example, the Nominating and Governance Committee shall, in 2016 prior to the Annual USA Boxing Assembly, appoint four (4) individuals to the Nominating and Governance Committee, subject to ratification by the Board of Directors, and these four (4) individuals shall take their positions on the Committee immediately after the conclusion of the Board of Directors meeting held in conjunction with the 2016 USA Boxing Assembly. At least one (1) of the four (4) individuals must have some prior experience or involvement in the sport of boxing. Each of the four (4) individuals must possess high personal integrity and demonstrate executive leadership experience in either business, nonprofit organizations or the sports industry.

8.6.4. Initial Appointments. For the initial term of the Nominating and Governance Committee, which shall begin upon adoption of these Bylaws and shall continue through and including the end of the 2016 USA Boxing Assembly, the four (4) individuals referenced in Section 8.6.3(B) above shall be appointed by the Reform Committee that was appointed to oversee the restructuring of USA Boxing.

8.6.5. 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. A current USA Boxing Director shall be eligible only if his or her term is ending 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.

8.7 Audit Committee: The Audit Committee shall be appointed and have the responsibilities as follows:

8.7.1. Functions. The Audit Committee 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.

8.7.2 Committee Members. The Treasurer shall serve as the Chair of the Audit Committee. The President shall appoint three (3) 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 one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Audit Committee.

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

8.8.1. 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; (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.

8.8.2. Committee Members. The President shall appoint the Chair and three (3) other members of the Ethics Committee. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Ethics Committee. The Chair and the remaining three (3) non-Athlete members of the Ethics Committee shall each be independent as that term is defined in Section 6.6(B)(ii) of these Bylaws. No Director of the Board shall be appointed to the Ethics Committee.

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

8.9.1. 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.

8.9.2. Committee Members. The President shall appoint the Chair and three (3) other members of the Judicial Committee. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Judicial Committee. The Chair and at least two (2) other member of the Judicial Committee appointed by the President shall be independent as that term is defined in Section 6.6(B)(ii) of these Bylaws. No Director of the Board or member of the Appeals Committee shall be appointed to the Judicial Committee.

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

8.10.1. 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.

8.10.2. Committee Members. The President shall appoint the Chair and three (3) other members of the Appeals Committee. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Appeals Committee. The Chair and at least two (2) other member of the Appeals Committee appointed by the President shall be independent as that term is defined in Section 6.6(B)(ii) of these Bylaws. No Director of the Board or member of the Judicial Committee shall be appointed to the Appeals Committee.

8.11 Coaches Commission: The Coaches Commission shall be appointed and have the responsibilities as follows:

8.11.1. Functions. The Coaches Commission shall: (i) generally oversee each LBC's recruitment, certification and registration of coaches; (ii) recommend on an as-needed basis amendments to coaches' responsibilities as described in USA Boxing's Rulebook; and (iii) perform such other duties as assigned by the Board.

8.11.2. Commission Members. The President shall appoint the Chair and three (3) other members of the Coaches Commission. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Coaches Commission. 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 Commission.

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

8.12.1. Functions. The Referees and Judges Commission 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.

8.12.2. Commission Members. The President shall appoint the Chair and three (3) other members of the Referees and Judges Commission. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Referees and Judges Commission. An active AIBA-certified referee/judge shall not be eligible to serve on the Referees and Judges Commission.

8.13 Competitions Commission: The Competitions Commission shall be appointed and have the responsibilities as follows:

8.13.1. Functions: The Competitions Commission shall (i) generally oversee the competitions of USA Boxing, subject to details as contained in applicable policies and procedures of USA Boxing; (ii) review and make recommendations in relation to the technical rules and ensure conformity between the rules of USA Boxing and the AIBA Technical and Competition Rules; (iii) recommend changes to competition formats and scheduling on an as-needed basis; and (iv) perform such other duties as assigned by the Board.

8.13.2. Commission Members: The President shall appoint the Chair and three (3) other members of the Competitions Commission. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Competitions Commission.

8.14 Women's Commission: The Women's Commission shall be appointed and have the responsibilities as follows:

8.14.1. Functions: The Women's Commission shall (i) generally oversee the Women's Boxing program within USA Boxing, subject to details as contained in applicable policies and procedures of USA Boxing; (ii) recommend changes to the Women's Boxing program on an as-needed basis; and (iii) perform such other duties as assigned by the Board.

8.14.2 Commission Members: The President shall appoint the Chair and three (3) other members of the Women's Commission. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Women's Committee.

8.15 PR & Communications Commission: The PR & Communications Commission shall be appointed and have the responsibilities as follows:

8.15.1 Functions: The PR & Communications Commission shall (i) generally oversee the communication and public relations policy within USA Boxing, subject to details as contained in applicable policies and procedures of USA Boxing; (ii) recommend changes to and advise on such policy on an as-needed basis; and (iii) perform such other duties as assigned by the Board.

8.15.2 Commission Members: The President shall appoint the Chair and three (3) other members of the Communications Commission. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the PR & Communications Commission.

8.16 Marketing Commission: The Marketing Commission shall be appointed and have the responsibilities as follows:

8.16.1 Functions: The Marketing Commission shall (i) generally oversee the

marketing strategy of USA Boxing, particularly in the areas of television and sponsorship, subject to details as contained in applicable policies and procedures of USA Boxing; (ii) recommend changes to and advise on such strategy on an as-needed basis; and (iii) perform such other duties as assigned by the Board.

8.16.2 Commission Members: The President shall appoint the Chair and three (3) other members of the Marketing Commission. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(ii) of these Bylaws as a member of the Marketing Commission.

8.17 Procedures: Each Standing Committee, Standing Commission, other Committee, Task Force and other Commission shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on USA Boxing's website. Standing Committee and Standing Commission procedures must be approved by the Board of Directors, and other Committee, Task Force and other Commission procedures must be approved by the President.

8.18 Open and Executive Meeting Sessions: Ordinarily, all Standing Committee, Standing Commission, other Committee, Task Force and Commission meetings shall be open to Standing Committee, Standing Commission, other Committee, Task Force and other Commission members, and, where appropriate, non-members. However, in the event the Standing Committee, Standing Commission, other Committee, Task Force or other Commission Chair, with the consent of a majority of the Standing Committee, Standing Commission, other Committee, Task Force or other Commission members in attendance, deems it appropriate to exclude non-members at a meeting for any reason, then the Chair may convene an executive session to consider and discuss sensitive matters.

8.19 Committee Member Attendance: Standing Committee, Standing Commission, other Committee, Task Force and other Commission members are expected to attend in person all regularly scheduled Standing Committee, Standing Commission, other Committee, Task Force and other Commission meetings of which they are a member. Any Standing Committee, Standing Commission, other Committee, Task Force or other Commission member failing to attend a minimum of at least one-half (1/2) of the Standing Committee, Standing Commission, other Committee, Task Force and other Commission meetings of which they are a member during any twelve (12)-month period, without an excused absence, may be removed by the President. The President, either personally or through a designated representative, may attend all scheduled meetings of Standing Committees, Standing Commission, other Committees, Task Forces and/or other Commissions.

8.16 Minutes of Meetings: Each Standing Committee, Standing Commission, other Committee, Task Force and other Commission shall take minutes of its meetings. The minutes shall be submitted to the Executive Director and the President within ten (10) days of the end of the respective meeting.

8.17 Compensation: Standing Committee, Standing Commission, other Committee, Task Force and other Commission members shall not receive compensation for their services, although the reasonable expenses of Standing Committee, Standing Commission, other Committee, Task Force and other Commission members may be paid or reimbursed in accordance with USA Boxing's policies. Standing Committee, Standing Commission, other Committee, Task Force and other Commission members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of USA Boxing in any other capacity, provided the Board gives explicit approval.

ARTICLE 9.

USA BOXING ATHLETES' ADVISORY COUNCIL

9.1 Objectives: The purpose of the AAC is to advocate the interests of athletes in all areas of USA Boxing influence and governance. The AAC shall ensure twenty (20) percent athlete representation in all decision-making bodies of USA Boxing including the Board of Directors and any USA Boxing Task Forces, Standing Committees, Standing Commission, other Committees and other Commissions or other such groups.

9.2 Election: The initial membership of AAC shall consist of one (1) representative of each of the USA Boxing geographic regions.

(A) Regional Athlete Representatives:

i. Each of the USA Boxing geographic regions will be responsible for holding their athlete elections at the respective Regional Tournaments. In order to be eligible to run and vote, an individual must be:

1. at least age eighteen (18) years of age;
2. registered as a member of USA Boxing at least sixty (60) days prior to election; and
3. must meet the definition of Elite Athlete as set forth in Section 6.6(A)(ii) of these Bylaws.

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

9.3 Terms: The term for the initial AAC Representatives shall run through the beginning of the 2016 USA Boxing Assembly. Thereafter, terms for AAC Representatives shall run for four (4) years or until their successors shall have been elected and shall have qualified

9.4 Meetings.

(A) Regular ACC Meeting: A regular AAC meeting shall be held in conjunction with USA Boxing Assembly.

(B) **Other Meetings:** Other meetings may be held according to the AAC Bylaws.

9.5 **USA Boxing Obligations:** USA Boxing shall:

(A) pay travel, board, and housing expenses of all AAC members attending the AAC Annual Meeting and any meeting teleconference charges;

(B) pay for the reasonable expenses of the athlete members of the USA Boxing Board of Directors to attend all USA Boxing Board of Directors' meetings;

(C) pay for the Athlete Board of Director Member/Foundation athlete representative to attend Foundation meetings as scheduled by the Chair of the Foundation; and

(D) pay for the hosting and domain name of the USA Boxing AAC websites: www.usaboxingathlete.org and www.usaboxingathlete.com.

9.6 **Athlete Representation on USA Boxing Committees:** Athlete representatives on all USA Boxing Standing Committees, Standing Commissions, other Committees, Task Forces and/or other Commissions will be appointed by the USA Boxing AAC pursuant to the process set forth in the AAC Bylaws or appropriate AAC policy.

ARTICLE 10.

NATIONAL OLYMPIC COMMITTEE ATHLETES' ADVISORY COUNCIL

10.1 **Designation:** USA Boxing shall have a representative and an alternate representative to the Athletes' Advisory Council of its National Olympic Committee (the "**NOC Athletes' Advisory Council**").

10.2 **Qualifications:** Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Boxing within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the NOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. USA Boxing shall follow all requirements for membership in the NOC Athlete's Advisory Council as promulgated by the NOC or the NOC's Athletes' Advisory Council, whether set forth in these Bylaws or not.

10.3 **Election/Selection:** An individual who wishes to run for election to the NOC Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals who have represented the United States as athletes in the Olympic Games, the Pan

American Games, World Championships or other major international competitions in the sport of Boxing within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) year of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as athlete representative to the NOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the NOC Athletes' Advisory Council), is elected as the alternate representative to the NOC Athletes' Advisory Council.

10.4 **Tenure:** The term for all representatives to the NOC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the NOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

10.5 **Term Limits:** No representative to the NOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE 11. NATIONAL OLYMPIC COMMITTEE NATIONAL GOVERNING BODIES' COUNCIL REPRESENTATIVE

11.1 **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").

11.2 **Election/Selection:** The Executive Director shall serve as USA Boxing's representative to the NOC National Governing Bodies' Council. The President shall serve as USA Boxing's alternative representative to the NOC National Governing Bodies' Council.

ARTICLE 12. EXECUTIVE DIRECTOR

12.1 **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 Standing Committee, Standing Commission, other Committee, Task Force and/or other Commission meetings. The Board of Directors may, by majority vote of those present, exclude the Executive Director from a meeting or a portion thereof. The Executive Director will not attend portions of a meeting that discuss the Executive Director.

12.2 **Employment:** Subject to ratification by the Board of Directors, the Executive Director shall be selected by the President and may be removed by the President at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Executive Director. The Executive Director shall report to the President 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 President with or without cause and specify what compensation, if any, the Executive Director may receive on removal for cause and without cause.

12.3 **Duties and Responsibilities:** The Executive Director shall:

- (A) develop a strategy for achieving USA Boxing's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- (B) prepare and submit quadrennial and annual budgets to the Board for approval;
- (C) determine the staff needed to effectively carry out USA Boxing's missions, goals and objectives, within USA Boxing's budget;
- (D) oversee the size and compensation of management and staff and the hiring and termination of all members of management and staff;
- (E) either directly or by a delegation manage all management functions;
- (F) be responsible for resource generation and allocation of resources in accordance with existing USA Boxing commitments;
- (G) coordinate and be responsible for USA Boxing's international operational activities;
- (H) along with the President, act as USA Boxing's spokesperson;
- (I) foster good relations with sponsors, partners and others;
- (J) 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;
 - (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 19.5 and 19.6 of these Bylaws; and

(K) perform all functions and usually pertain to the office of Executive Director.

ARTICLE 13. AIBA REPRESENTATION

13.1 **Recognition by AIBA:** USA Boxing shall seek and attempt to maintain recognition by AIBA as the National Federation responsible for Governance the sport of Boxing in the United States of America and thus be admitted into the AIBA Congress.

13.2 **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 AIBA Congress on behalf of USA Boxing.

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

13.4 **Directors and Officers:** All Directors and Officers of USA Boxing will be expected to communicate with AIBA as their duties require.

ARTICLE 14. AIBA PROGRAMS [Note: To be supplemented at a later date]

14.1 **Responsibility of USA Boxing:** USA Boxing is responsible for the sport of boxing, in particular AIBA Open Boxing ("AOB") in the United States.

14.2 **Responsibility for the APB Program within USA Boxing:** USA Boxing may run and administer the APB Program in the United States only pursuant to the terms and conditions of a separate agreement between USA Boxing and AIBA.

14.3 **Compliance with AIBA Statutes:** USA Boxing and each member of USA Boxing is subject to the AIBA Statutes. To the extent permitted by law, USA Boxing shall comply with the applicable AIBA Statutes, the AIBA Bylaws, the Technical and Competition Rules issued by AIBA from time to time, the AIBA Code of Ethics, the AIBA Disciplinary Code and Procedural Rules, the AIBA Anti-Doping Code as well as the Anti-Doping Rules of the World Anti-Doping Agency.

14.4 **Recognition of BMA:** USA Boxing recognizes Boxing Marketing Arm SA ("BMA") as the promoter for APB Programs.

14.5 Compliance with Decisions of AIBA: In accordance with the AIBA Statutes, and to the extent permitted by applicable law, USA Boxing shall comply fully with any applicable decision passed by the AIBA Executive Committee, EC Bureau, Disciplinary Commission or any other Commission which such decisions are, according to the AIBA Statutes, final and not subject to appeal. USA Boxing shall take every precaution necessary to ensure that its own officials and boxers comply with these decisions.

14.6 USA Boxing's Obligations to AIBA: To the extent permitted by applicable law, USA Boxing has the following obligations to AIBA:

(A) to abstain from any behavior detrimental to AIBA;

(B) to comply fully with the AIBA Statutes, the AIBA Bylaws, the AIBA Technical & Competition Rules, the Code of Ethics, the Disciplinary Code and Procedural Rules, and, to the extent that such are in compliance with the foregoing, decisions of the AIBA Executive Committee and each AIBA Commission, as well as the decisions of the Court of Arbitration for Sport (CAS);

(C) to ensure that USA Boxing's members, clubs, officials, boxers, and any person or organization connected to the sport of boxing within the United States comply with the AIBA Statutes, the AIBA Bylaws, the AIBA Technical & Competition Rules, the Code of Ethics, the Disciplinary Code and Procedural Rules;

(D) to submit USA Boxing's statutes, constitution or bylaws (including an English translation of their statutes, constitution or bylaws if such statutes, constitution or bylaws are in a language other than English) to AIBA for approval whenever such statutes, constitution or bylaws involve AIBA, which specific statutes, constitution or bylaws shall come into force only after receiving AIBA approval;

(E) to submit the results of any election of Officers of USA Boxing and its organizational structure to AIBA;

(F) to pay all annual fees established by AIBA;

(G) to participate in AIBA-approved events as set out in the AIBA Statutes;

(H) to not permit any person who is not eligible to compete under AIBA rules to register as a boxer with USA Boxing.

14.7 Exclusion of All External Interference: USA Boxing must prevent any and all external interference in their election and appointment processes. AIBA may send an observer to USA Boxing's elections at the discretion of the President of AIBA or at the request of USA Boxing (in which case USA Boxing shall pay the costs and expenses of such observer).

14.8 Suspension and Cancellation: USA Boxing shall be suspended by AIBA if it is no longer performing as the National Governing Body of the sport of boxing in the United

States. USA Boxing may have its membership status in AIBA cancelled if USA Boxing (i) resigns such membership; (ii) is excluded from AIBA by a decision of the AIBA Executive Committee ratified by Congress; or (iii) if USA Boxing is dissolved pursuant to the Nonprofit Corporation Act.

ARTICLE 15. SANCTIONING OF EVENTS

15.1 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 15, "Sports Organization") or person for a sanction and make a determination on such request: (i) to hold an international or national AOB competition in the United States, or (ii) to sponsor United States Boxing athletes to compete in an international AOB athletic competition held outside the United States.

15.2 Standard for Review: If USA Boxing, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national athletic AOB 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.

15.3 Requirements for Holding an International or National AOB Competition in the United States: A Sports Organization or person requesting a sanction to hold an international or national AOB competition in the United States shall comply with the following requirements:

(A) submits, in the form required by USA Boxing, an application to hold such competition;

(B) pays to USA Boxing the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

(C) submits to USA Boxing an audited or notarized financial report of similar events, if any, conducted by the Sports Organization or person; 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.

15.4 Requirements for Sponsoring United States Boxing Athletes to Compete in an International AOB Competition Held Outside the United States: A Sports Organization or person requesting a sanction to sponsor United States athletes active in AOB to compete in an international AOB 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 AOB compete in international AOB competition;

(D) submits a letter from the appropriate entity that will hold the international AOB 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 AOB 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 AIBA Passbook with the necessary documentation completed, which includes but is not limited to an annual medical physical; and

(E) provides a written narrative and a variety of action photographs of the activities conducted during the event so the information may be shared via USA Boxing's website.

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 16. COMPLAINT PROCEDURES

16.1 Designation of Complaints: The following kinds of complaints may be filed with USA Boxing:

(A) **Administrative Grievance:** USA Boxing or any member of USA Boxing may file a complaint pertaining to any matter within the cognizance of USA Boxing,

including but not limited to any alleged violation of or grievance concerning: (i) any USA Boxing rule or regulation, including without limitation disciplinary matters; (ii) any provision of USA Boxing's Bylaws; or (iii) any provision of the applicable law relating to USA Boxing's recognition as a National Governing Body.

(B) Right to Participate: Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to participate in a USA Boxing-sanctioned competition.

16.2 Jurisdiction: Each member of USA Boxing, by virtue of his/her/its membership in USA Boxing, agrees to be subject to the rules, regulations, policies, codes and Bylaws of USA Boxing and applicable federal law and governing authorities, which includes these complaint procedures. Each member further agrees to be bound by any decision rendered pursuant to these complaint procedures.

16.3 Procedures. USA Boxing shall establish procedures for addressing those complaints filed pursuant to this Article 16 (the "Procedures"), which procedures shall be posted on the USA Boxing website.

16.4 Manner of Filing: The complainant shall file the complaint with USA Boxing, in accordance with the Procedures. The complaint shall be addressed to the attention of the Executive Director. The complainant shall sign the complaint. The Executive Director shall forward the complaint to the appropriate body as required under the Procedures.

16.5 Affected Parties: Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information (if known), that the complainant believes may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information (if known), that may be adversely affected by a decision rendered on the complaint. The hearing panel may also determine that individuals not listed by either the complainant or respondent shall be given notice. The hearing panel shall then promptly determine which individuals must be given notice of the complaint.

16.6 Filing Fee: A complaint filed by an athlete shall be accompanied with a \$250.00 filing fee. A complaint filed by a non-athlete shall be accompanied with a \$500.00 filing fee, except that USA Boxing is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine, in its sole discretion, whether or not to reduce or waive the filing fee.

16.7 Statute of Limitations: Subject to any applicable time limitation for filing a protest at a competition, a complaint filed under these Bylaws shall be filed within one-hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny, unless otherwise agreed by all of the parties involved in the dispute giving rise to the complaint.

16.8 **Doping Decisions:** A decision concerning a doping violation adjudicated by the independent anti-doping organization designated to conduct drug testing (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

16.9 **Field of Play:** The final decision of a referee during a competition involving a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through the procedures for, or the subject of, these complaint procedures unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality, misapplication of a rule, or other misconduct of the referee. For purposes of this Section, the term "referee" shall include any individual with discretion to make field of play decisions.

16.10 **Administration:** The Judicial Committee shall generally administer and oversee all complaints filed pursuant to this Article 16. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner.

16.11 **Expedited Procedures:** A party may request that the complaint and hearing process be expedited when that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties. Provided that the Chairperson of the Judicial Committee determines it is necessary to expedite the proceeding, the Judicial Committee is authorized to order that the complaint be heard and decided within an appropriate timeline, provided that a hearing may not be held less than forty-eight (48) hours after the filing of the complaint without the agreement of all the parties. In the case of an expedited hearing process, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

16.12 **Decision:** A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties, although where time is of the essence, the hearing panel may issue its decision orally, to be followed by a written decision.

16.13 **Appeal:** Any party may appeal a decision of the hearing panel as provided in the Procedures.

ARTICLE 17. CODE OF ETHICS

17.1 **Code of Ethics:** USA Boxing shall adopt a Code of Ethics and an Ethics and Conflicts of Interest Policy (the "Code") applicable to all USA Boxing employees, Directors of the Board, Officers, and Standing Committee, Standing Commission, other Committee, Task Force and/or other Commission members and volunteers. Each USA Boxing Employee and volunteer shall annually certify compliance with the Code.

ARTICLE 18. FIDUCIARY MATTERS

18.1 Indemnification.

18.1.1. 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 18.1.1. USA Boxing shall have the right, but shall not be obligated, to indemnify any agent of USA Boxing not otherwise covered by this Section 18.1.1 to the fullest extent permissible under the laws of the State of Colorado.

18.1.2. 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.

18.2 General Standards of Conduct for Directors and Officers.

18.2.1. 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.

18.2.2. 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 18.2.2 unwarranted.

18.2.3. 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.

18.3 Conflicts of Interest.

18.3.1. 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.

18.3.2. 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.

18.3.3. 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.

18.4 **Liability of Directors for Unlawful Distributions.**

18.4.1. 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 18.2.

18.4.2. Contribution. A Director who is liable under Section 18.4.1 for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under Section 18.4.1 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.

18.5 **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 19.
RECORDS OF USA BOXING**

19.1 **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. **Accounting Records:** USA Boxing shall maintain appropriate accounting records.

19.3 **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.

19.4 **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.

19.5 **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) years;
- (E) all written communications within the past three (3) years to the members generally as the members;
- (F) a list of the names and business or home addresses of the current Directors and Officers;
- (G) a copy of the most recent corporate report delivered to the Colorado Secretary of State;
- (H) all financial statements prepared for periods ending during the last three (3) years that a member of USA Boxing could have requested under Section 19.6.3;
- (I) USA Boxing's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (J) all other documents or records required to be maintained by USA Boxing at its principal office under applicable law or regulation.

19.6 **Inspection of Records by Members.**

19.6.1. Records Maintained at Principal Office. A member (including a beneficial owner whose membership interest is held in a voting trust and any other beneficial owner of a membership interest who establishes beneficial ownership) 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 19.5, 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.

19.6.2. Other Records. A member is entitled to inspect and copy, during regular business hours at a reasonable location specified by USA Boxing, any other records of USA Boxing, 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, and satisfies the following requirements:

(A) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy or is a member holding at least five (5) percent of the voting power as of the date the demand is made; and

(B) the demand is made in good faith and for a proper purpose reasonably related to the demanding member's interest as a member;

i. the member describes with reasonable particularity the purpose and the records the member desires to inspect; and

ii. the records are directly connected with the described purpose.

If the member demands to inspect the record of members pursuant to this Section 19.6.2, USA Boxing may comply with such demand by furnishing to the member a membership list that complies with Section 19.3 and that was compiled no earlier than the date of the member's demand.

19.6.3. Financial Statements. Upon the written request of any member, USA Boxing shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

19.6.4. 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 19 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 19.6.3, 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 19 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 20.
FINANCIAL MATTERS**

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

20.2 **Budget:** USA Boxing shall have an annual budget.

20.3 **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 21. REGISTRATIONS

21.1 **Registration:** Registration is required of all boxers and non-athletes competing or participating in sanctioned events, or activities of USA Boxing, subject to the rules and limitations as imposed by USA Boxing.

21.2 **Registration Duration:** Registration annually will cover the period from January 1 through December 31, or such other time as is set by USA Boxing.

21.3 **International Registration Passbooks:** USA Boxing shall obtain or cause to be issued individual international registration passbooks to all USA Boxing-member boxers competing or participating in AIBA or USA Boxing competitions. All USA Boxing-sanctioned events must honor these international registration passbooks. All USA Boxing-member boxers and non-athletes must possess international registration passbooks in order to compete/participate in AIBA or USA Boxing-sanctioned competitions.

21.4 **Registration Fee:** The membership fee in USA Boxing shall be set by the Board of Directors.

21.5 **Anti-Doping:** As a condition of membership in USA Boxing, every member agrees to comply with the requirements of (i) USADA, (ii) USA Boxing's National Olympic Committee, (iii) WADA, (iv) AIBA, and (v) the IOC, prohibiting doping in sport. Every registered boxer agrees as a condition of membership to comply with and consent to the in-competition, out-of-competition, and other testing, investigation, and procedural requirements of these anti-doping agencies. Members who fail to comply with these requirements face suspension or expulsion from USA Boxing.

21.6 **Members Subject to Discipline:** 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 the Technical Rules, Bylaws, and written policies 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 22.
AMENDMENT OF BYLAWS

22.1 **Amendment:** These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority vote of the entire Board of Directors at any meeting duly called and at which a quorum is present.

ARTICLE 23.
MISCELLANEOUS PROVISIONS

23.1 **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.

23.2 **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 24.
EFFECTIVE DATE AND TRANSITION

24.1 **Effective Date and Transition:** These Bylaws shall be effective when adopted by the current Board of Directors. Immediately upon adoption, the USA Boxing Board of Directors shall initiate and implement the process to have a new Board elected/selected pursuant to these Bylaws. Once adopted, these Bylaws shall supersede all previous versions of USA Boxing Bylaws and any amendments thereto.