

**USA TAEKWONDO (USAT)
MEETING OF THE USAT BOARD OF DIRECTORS
Via Teleconference
October 29, 2010**

Board Members Present:	
Kevin Padilla	Chairperson and Coaching Director, USAT
Jason Han	USAT AAC Athlete Rep. (present during Executive Session)
Brad Lunn	Independent Director, USAT
Mark Biviano	Referee Director, USAT
Mark Williams	Grass Roots Director, USAT
Ron Getto	Independent Director, USAT
Eric Laurin	AAC Athlete Director (USOC)
Marty Mankamyer	Independent Director, USAT
Joon Pyo Choi	Affiliated Organizations
Staff Members Present:	
David Askinas	Chief Executive Officer, USAT
Bill Kellick	Director of Communications, USAT (Secretary)
John Collins	USAT Legal Counsel (Parliamentarian)

1. Kevin Padilla moved that the Board go into Executive Session. The motion was seconded by Marty Mankamyer and Brad Lunn. The motion passed unanimously. The Board went into Executive Session at 9:00 a.m. Mountain Time.
2. Kevin Padilla moved to go out of executive session. Eric Laurin seconded. The motion passed unanimously and the Board went of Executive Session at 11:05 a.m.
3. Kevin Padilla took roll call at 11:15 a.m. Mountain Time. All Board members were present at the beginning of the meeting except Jason Han and Marty Mankamyer.

Kevin welcomed membership and appointed USAT legal counsel John Collins as parliamentarian for the call. (Marty Mankamyer joined the call at 11:21)

4. John Collins addressed amendments of bylaw 7.6 (c, d, e and f) regarding election of members. John Collins made a motion to divide the question, second by Kevin Padilla. The call to divide the question for voting purposes passed unanimously.

5. 7.6 c – Coach Director

Current Language – Coach Director. The Nominating and Governance Committee shall solicit nominations of coaches who have obtained at least twenty-five (25) signatures of support each from current USAT member coaches. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select three (3) individuals from those nominated who shall then stand for election. All current USAT member coaches shall then vote for the Board director. Each USAT member coach shall have one (1) vote. The individual with the highest vote total is elected.

Proposed Language- “Coach Director. The Nominating and Governance Committee shall solicit nominations of coaches who have obtained at least twenty-five (25) signatures of support each from current USAT member coaches. **Each nominee shall be a USAT Level 1 or higher registered Coach and registered club owner.** The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select **no more than two (2)** individuals from those nominated who shall then stand for election. All current USAT member coaches shall then vote for the Board director. Each USAT member coach shall have one (1) vote. The individual with the highest vote total is elected.”

Brad Lunn had a question about the Level 1 criteria, and whether it should be Level 2 or higher experience. Dave Askinas said that in his opinion requiring Level 2 would be too restrictive at this time because there are significantly less Level 2 coaches at this time.

Discussion was held.

Kevin Padilla moved to close discussion and vote on amendment to bylaw 7.6 c., seconded by Mark Williams.

John Collins called for a roll-call vote:

-approving the amendment were Brad Lunn, JP Choi, Marty Mankamyer, Mark Williams and Kevin Padilla.

-opposing the amendment were Eric Laurin and Mark Biviano.

-abstaining from the vote was Ron Getto.

The amendment passed 5-2 with one abstention.

6. 7.6 d – Referee Director

Current Language - Referee Director. The Nominating and Governance Committee shall solicit nominations of referees who are international level referees and who have obtained at least twenty-five (25) signatures of support each from current USAT member referees at any level. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select three (3) individuals from those nominated who shall then stand for election. All current USAT member referees shall then vote for the Board director. Each USAT member referee shall have one (1) vote. The individual with the highest vote total is elected.

Proposed Language - “Referee Director. The Nominating and Governance Committee shall solicit nominations of referees who are international level referees and who have obtained at least twenty-five (25) signatures of support each from current USAT member referees at any level. **Each nominee shall have worked at least two USAT operated events in each of the two years preceding the election year and in the election year.** The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select **no more than two (2)** individuals from those nominated who shall then stand for election. All current USAT member referees shall then vote for the Board director. Each USAT member referee shall have one (1) vote. The individual with the highest vote total is elected.”

Marty Mankamyer made a motion to approve seconded by Kevin Padilla.

Discussion was held.

Kevin Padilla moved to close discussion, seconded by Marty Mankamyer.

Mark Biviano opposed the close of discussion.

Kevin Padilla withdrew motion to close discussion.

During the discussion on this proposed By-Law amendment Mr. Biviano raised a question about the eligibility of the current Referee Chair to run for Referee board member. The comment was ruled by the Parliamentarian, Mr. Collins, to be out of order as it was in no way germane to the topic being discussed.

Kevin Padilla moved to close debate, seconded by Brad Lunn and the motion passed unanimously.

John Collins called for a roll-call vote:

-approving the amendment were Mark Biviano, Marty Mankamyer, JP Choi, Mark Williams, Brad Lunn, Ron Getto and Kevin Padilla.

-opposing the amendment was Eric Laurin.

The amendment passed 8-1.

7. 7.6 e – Club Owner Director (Replacing Grassroots Director)

Current Language - Grassroots Directors. If the Board of Directors has recognized an Association of State Organizations, then one (1) grassroots director will come from nominations from that Organization and one (1) grassroots director will come from nominations of individuals from USAT's regions. If the Board of Directors has not recognized an Association of State Organizations, then two (2) grass roots directors will come from nominations of individuals from USAT's regions.

1. The Nominating and Governance Committee shall solicit nominations of individuals, from each of USAT's regions, who have received at least ten (10) signatures of support each from current USAT member clubs within the respective region. The nominees will be considered by the Nominating and Governance Committee. From those nominated, the Nominating and Governance Committee shall select one (1) individual from each region who shall then stand for election. All current USAT member clubs shall then vote for 1 Grassroots Director. The individual with the highest vote total is elected.

2. The Nominating and Governance Committee shall solicit nominations of individuals from the USAT State Organizations. If more than three (3) nominations are received, the N&G shall select 3 individuals to run for the 2nd Grassroots position. The CEO shall send valid ballots to all valid state organization and the individual receiving the most votes from valid state organizations shall be elected.

Proposed Language - "Club Owner Directors. The Nominating and Governance Committee shall solicit nominations from those USAT registered club owners who have been club owners for the two years preceding the election year and the election year. There shall be two separate voting categories for club owners. One seat shall be open for those eligible club owners who have registered at least 15 but less than 35 USAT members in each of the past three years including the election year and the other seat shall be open for those eligible club owners who have registered at least 35 members in each of the past three years including the election year.

1. The Nominating and Governance Committee shall select two (2) highly qualified candidates for each position and submit those names to the State Associations for election.
2. The State Association President of those state organizations in good standing with USAT shall vote the registered number of USAT members in their state for the candidates in each category. The candidates with the highest vote totals in those two categories shall be elected as USAT club owner representatives."

Discussion was held.

Kevin Padilla moved to close discussion, seconded by JP Choi. All were in favor.

There was a motion made by Kevin Padilla and seconded by Mark Williams to approve 7.6 e.

John Collins called for a roll-call vote:

-approving the amendment were Mark Williams, Marty Mankamyer, Eric Laurin, Brad Lunn, Ron Getto, Kevin Padilla and JP Choi.

-opposing the amendment was Mark Biviano.

The amendment passed 7-1.

7. 7.6 f – Affiliated Organization Director

Current Language - Affiliated Organization Director. Voting privileges for Affiliated Organization Board members will be determined solely by USAT after a review of the nature, scope, quality, and strength of the Affiliated member's programs and competitions in relation to all other Taekwondo programs and competitions in the United States. If there is no Affiliated Organization member, then the Affiliated Organization Board director seat shall be vacant. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization Board director. If there is more than one (1) Affiliated Organization member, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization Board director who shall represent the cumulative voting strength of each Affiliated Organization member as determined by USAT.

The Board discussed a compromise wherein the NCTA Director and MAC Director would share the Board seat and vote for the next two years. An election would be held after the new year in accordance with the respective membership strength of the various organizations to determine which affiliated organization would be entitled to hold the Board seat in 2013 and 2014.

Joon P. Choi moved to amend Section 7.7.6 f of the Bylaws. The proposed amendment was circulated for review prior to the meeting. The amendment was discussed and passed unanimously.

Among the provisions of the revised Bylaw is provision that each Affiliate Organization will exercise voting strength in the election of the Affiliate Director based on the number of USAT individual members who are members of that Affiliate Organization. The first election under the revised Bylaw will take place in 2011 and will determine which Affiliate Organization will hold the director seat for the term running from January 1, 2011 through December 31, 2014.

The Board discussed a compromise regarding the issue of which Affiliate Organization would hold the Affiliate Organization Board seat commencing in 2011. The Board determined that the NCTA's representative would hold the seat in 2011 and 2012. The Board also determined that the Affiliate Organization which won the election to be held in 2011 would share the seat with the NCTA during 2011 and 2012. Thereafter, that Affiliate Organization would hold the seat alone for 2013 and 2014.

During 2011 and 2012, the NCTA representative and the representative of the winner of the election would share the vote for the Affiliate Director seat. To implement this, the Board determined that during 2011 and 2012 each director would have two votes. Of the twenty votes to be exercised by the ten Board seats, the NCTA representative and the representative of the winner of the election would each have one and the remaining nine directors would have two each.

Discussion was held.

Kevin Padilla moved to close discussion.

John Collins suggested a vote be held only to approve the structure of the amendment subject to later approval of the drafted language.

Kevin Padilla made a motion to approve the amendment subject to the Board's right to approve the specific language on or before November 12, seconded by Mark Williams.

A roll-call vote was held:

-approving the amendment per the above stipulations were Mark Williams, Mark Biviano, Marty Mankamyer, Eric Laurin, JP Choi, Brad Lunn, Ron Getto and Kevin Padilla.

The motion passed unanimously.

8. Kevin Padilla moved to adjourn meeting at 12:26 p.m. Mountain Time, seconded by Mark Williams. The motion passed unanimously.