

**USA TAEKWONDO (USAT)
MEETING OF THE USAT BOARD OF DIRECTORS
Via Teleconference
January 11, 2011
10:30 Eastern time**

Board Members Present:	
Kevin Padilla	Chairperson and Coaching Director, USAT
Jason Han	USAT AAC Athlete Rep.
Brad Lunn	Independent Director, USAT
Mark Williams	Grass Roots Director, USAT
Eric Laurin	AAC Athlete Director (USOC)
Marty Mankamyer	Independent Director, USAT
Joon Pyo Choi	Affiliated Director
Staff Members Present:	
David Askinas	Chief Executive Officer, USAT
John Collins	General Counsel

1. **Mr. Kevin Padilla, Chairperson called the USA Taekwondo (USAT) Board of Directors' meeting to order at 10:35 am Eastern Time. All board members were present on the call.**
2. **Kevin Padilla moved to go into Executive Session to discuss matters involving potential litigation. Eric Laurin seconded. The motion was passed without objection.**
3. **Mark Williams moved to exit Executive Session. Marty Mankamyer seconded. The motion was passed without objection.**
4. **A motion was made by Marty Mankamyer to amend the following Bylaw Sections 9.1 and 9.16 as set forth below. The motion was seconded by Joon Pyo Choi. The motion passed 4 votes to 2. There was one recusal. Dissenting votes were cast by Eric Laurin and Jason Han.**

Section 9.1. Designation.

USAT shall have the following standing committees: an Audit Committee, an Ethics Committee, a Judicial Committee. and a Nominating Committee. The Board of Directors or the Chief Executive Officer may appoint such other committees and task forces as the Board or Chief Executive Officer deem to be necessary and appropriate. The delegation of authority to any committee or task force shall not operate to relieve the Board or any director of the Board from any responsibility or standard of conduct imposed by law or these Bylaws and if any such committee or task force has one (1) or more members who are entitled to vote and who are not then also directors, such committee or task force may not exercise any power or authority reserved to the Board.

Section 9.16 Nominating Committee (new)

a. The Nominating Committee shall be selected as follows:

- 1. Two individuals experienced in the field of executive searches who have not participated as an athlete, coach, referee, trainer, manager, administrator or official in the sport of taekwondo shall be selected by the Board of Directors.*
- 2. One athlete meeting the definition of independent.*

b. No Director of the Board shall be elected/selected to the Nominating Committee. No individual who serves on the Nominating Committee may serve on the Board of Directors. Members of the Nominating Committee are precluded from serving as a Board director or in any other USAT capacity, whether governance or on staff, for a period of two (2) years after their service on the Nominating Committee..

c. All references in these Bylaws to “Nominating and Governance Committee” are replaced by the term “Nominating Committee.”

5. A motion was made by Marty Mankamyer to amend the following Bylaw Section 7.6.e. as set forth below. The motion was seconded by Mark Williams. The motion passed 5 votes to 2. Dissenting votes were cast by Eric Laurin and Jason Han.

Section 7.6.e. Club Owner Directors

a. Club Owner Directors. The USAT 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 and who have registered at least 15 USAT Members in those years. 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 at least two 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 at least two of the past three years including the election year.

1. The Nominating Committee shall evaluate the candidates and select two (2) highly qualified candidates for each position, who shall be submitted to the State Associations for election.

2. *The State Association President of those state organizations in good standing with USAT shall vote for no more than one candidate in each of the two categories. Each State Association President's vote shall be weighted to reflect one vote for each registered USAT Member in that State Association (e.g., if a State Association has 100 registered USAT Members, then that State Association President's vote shall be weighted as 100 votes). The candidate with the highest weighted-vote total in each of the two categories shall be elected as the USAT club owner representatives for that category.*

5. Kevin Padilla moved to adjourn the meeting at 11:18 am Eastern time. Eric Laurin and Mark Williams seconded the motion. The motion to adjourn was passed without objection.