

## **Minutes of Special Meeting - USA Badminton Board**

**Date/Time:** December 9, 2024, 7:00 PM PST via Zoom

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### **Roll Call:**

**Board Members Present:** Pavan Vedere, Patty Pflaging, Eva Lee, Ken Wong, Philip Varghese, Paula Lynn O. Cao Hoh

**Board Members Absent:** Richard Alcaraz, Nibu Paul, Iris Wang

Board Members Excused: None

**Staff:** John Ruger, USAB Interim CEO

**Conflict of Interest:** None

**Meeting called to order:** 7:02 PM

30-Day Notice Waived: Yes

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## **Executive Session**

- **Time:** 7:05 PM - 7:30 PM
  - **Topic Discussed:** Letter received from the USOPC
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## **Bylaw Revisions**

When the USAB board updated Section 8.3 of the bylaws on December 2, 2023, the term of the Chair was lengthened from two years to four years, with the intent to align the Chair term with the USOPC (a four-year term corresponding with the Olympic Summer Games quadrennium.)

As is standard with four-year board terms, the intent was to follow the practice that serving less than 50% of a term would not count as a full term, and serving 50% or more of a term would count as a full term. However Section 8.6 was not synched up with Section 8.3.

Patty made a motion to revise the bylaws by updating Section 8.6 and combining it with Section 8.3, and to correct Sections 7.5, 7.6.b.3, and 7.8.4 to include Elite Ten Year+ athletes (not just Elite Ten Year athletes).

Pavan seconded.

Ken recused himself as the edits addressed previous omissions related to Board Chair terms.

- **Vote:**
  - **Yes: 4**
  - **No: 0**
  - **Abstain: 2**

**Motion passed. The bylaw changes are as follow:**

**Summary of bylaw changes:**

1. Updated Sections 8.3 and 8.6 of the USAB bylaws regarding Chair term and term limits. Include reference to Sections 8.3 and 8.6 in Section 7.8.1.
  - 1.a. As with board director terms in general, serving less than 50% of a Chair term does not count as a full term, and serving 50% or more of a Chair term does count as a full term.
  - 1.b. To convert prior two-year terms to now four-year terms, a director who served two (2) two-year terms between 2019-2024 will be counted as having served one (1) four-year term.
2. Updated Sections 7.5, 7.6.b.3, and 7.8.4 to include Elite Ten Year+ athletes (not just Elite Ten Year athletes).

***Excerpts of the existing bylaws are presented below in non-highlighted text and smaller font.***

***Bylaw edits in blue below indicate verbiage that was copied from the USOPC bylaws.***

***Bylaw edits are in yellow below are USAB NGB-specific wording.***

***Bylaw edits in green below indicate verbiage that was rearranged from one section of the USAB bylaws to another section.***

**1.**

Section 8.2. Election/Selection.

The Board of Directors shall elect from among the directors of the Board, by majority vote, a Chair. The election shall be held at the Board's first meeting of each quadrennium, which means the four-year period that begins on the first day of January after the summer Olympic Games and extends until the last day of December following the next summer Olympic Games. The newly elected Chair shall take office immediately.

The Chair shall select a Secretary, and an Assistant Secretary if needed. The Board shall approve any Secretary or Assistant Secretary.

Section 8.3. Term and Term Limits.

The Chair shall be elected for a four-year term as Chair, which may or may not coincide with their term as a Board member. If the Chair's term exceeds their board director term, they will continue in the board seat until the Chair term expires as more fully described in Section 8.3 below.

~~The newly elected Chair shall take office immediately.~~

~~The Chair may serve up to two consecutive four-year terms.~~ The Chair may serve a maximum of three four-year terms in total (i.e., the Chair may serve one additional four-year term in their category of director (as specified in Section 7.6 of these bylaws) over and above the two-term general limit set out in Section 7.8 of these bylaws), in each case subject to their re-election. The Chair shall hold office until the Chair's successor has been duly elected and has been qualified, or until the Chair's earlier death, resignation, disability, disqualification, incapacity or removal.

If a board director serves for longer than eight total years on the Board by virtue of being the Chair, and is subsequently removed from the Chair position, such director shall, unless the corporation Board determines otherwise, complete their then current four-year term as a director.

When a Chair is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a Chair, (i) if the remaining term is for less than two (2) years (i.e. less than 50% of the term), then the director's service during such shortened term will not count towards the three four-year term limitation described above; and (ii) if the remaining term is for between two (2) and four (4) years (i.e. 50% or more of the term), then the director's service during such shortened term will count as a term towards the three four-year term limitation described in Section 8.3 above. The newly elected Chair shall take office immediately.

Effective January 1, 2024, the term of the Chair was changed from two years to four years to align with the USOPC (Section 3.9.2 of the USOPC bylaws). In order to be consistent with the current term limit described in Section 8.3 above, any director who served as Chair for two (2) two-year terms during the period from January 1, 2019 through December 31, 2024 will be counted as having served one (1) four-year term as Chair, and will be eligible to serve one additional four-year term as Chair.

Section 8.6.

See Section 8.3.

~~No Chair of the Board shall serve more than two (2) terms during an eight (8) year period.~~

~~When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability, or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term, and the director can serve two (2) additional two (2) year terms following completion of the filled vacancy term.~~

added to Section 7.8.1:

The term for the Chair will be as provided in Sections 8.3 and 8.6 of these bylaws.

2.

from Section 7.5:

In accordance with the Ted Stevens Act, athlete directors shall at all times comprise at least thirty-three and three tenths percent (33.3%) of the membership and voting power of the board. Elite Ten Year Athlete directors, as defined in section 7.6(b) below, shall at all times comprise at least twenty percent (20%) of the membership and voting power of the Board, and **Elite Ten Year or Elite Ten Year+ Athlete directors will** comprise the remaining thirteen and three tenths percent **or more** (13.3% **or more**) of the membership and voting power of the Board.

from Section 7.6.b.3:

The four (4) Athlete Board directors shall be elected by athletes as follows:

1. One athlete director shall be USAB’s representative to the Team USA Athletes’ Commission (“Team USA AC”, formerly USOPC Athletes’ Advisory Council (“USOPC AAC”).
2. One athlete director shall be USAB’s alternate representative to the Team USA AC.
3. Two (2) athlete directors shall be elected by the Elite Ten Year badminton athletes, **in separate, staggered elections**, to fill the terms defined in section 7.8.4 below, and be the candidate who has the highest vote total and must be **either** an Elite Ten Year badminton athlete **or an Elite Ten Year+ athlete.**

in Section 7.8.4

Section 7.8.4 Mapping of Staggered Terms by Director Roles

<b>Board Director Role</b>	<b>4-Year Term Calculation</b>	<b>Example 4-Year Term</b>
Athlete Director who is the elected USAB representative to the TEAM USA AC	January 1 of [Summer Olympic Year + 1] to December 31 of [Summer Olympic Year + 4]	January 1, 2021 to December 31, 2024
Athlete Director who is the elected USAB alternate representative to the TEAM USA AC	January 1 of [Summer Olympic Year + 1] to December 31 of [Summer Olympic Year + 4]	January 1, 2021 to December 31, 2024
Athlete Director who is an Elite Ten Year or Elite Ten Year+ badminton athlete, elected by Elite Ten Year badminton athletes	January 1 of [Summer Olympic Year] to December 31 of [Summer Olympic Year + 3]	January 1, 2020 to December 31, 2023
Athlete Director who is an Elite Ten Year or Elite Ten Year+ badminton athlete, elected by Elite Ten Year badminton athletes	January 1 of [Summer Olympic Year + 2] to December 31 of [Summer Olympic Year + 5]	January 1, 2022 to December 31, 2025

**Approval of Minutes**

**1. Minutes from 10/8/24:**

- Pavan made a motion to approve; seconded by Ken.

- **Vote:**
  - **Yes:** Ken, Pavan, Philip, Patty, Paula
  - **No:** None
  - **Abstain:** Eva

**Motion passed.**

## **2. Minutes from 10/12/24:**

- Pavan made a motion to approve; seconded by Patty.
- **Vote:**
  - **Yes:** Pavan, Patty, Philip, Ken, Paula
  - **No:** None
  - **Abstain:** Eva

**Motion passed.**

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## **Executive Session**

Philip made a motion to move into Executive Session along with John.  
Pavan seconded.

- **Time Entered:** 7:54 PM
  - **Time Exited:** 8:10 PM
  - **Topic Discussed:** Upcoming Dec 14th, 2024 Annual Assembly
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**Meeting Adjourned: 8:11 PM**

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