

**USA Badminton (USAB)
Board of Directors Meeting
Online via Zoom
July 29, 2023 at 1:30 pm PT**

BOARD MEETING MINUTES

Board members present: Fred Teng (Chair), Pavan Vedere (Secretary), Amy Burnett, Nibu Paul, Patty Pflaging, Philip Varghese, Iris Wang, Rena Wang, Ken Wong

Absent: Richard Alcaez

Excused: None

Non-board-members present: Linda French (USAB CEO), Jim Estes (USAB COO), Trenton Szeto (USAB staff member)

TOPICS

Conflict of Interest and Antitrust Avoidance Affirmation

Fred called for conflict of interest review

Conflict Review – No conflicts noted

Approval of Minutes from March 19th, 2023 USAB Board Meeting

Motion made, seconded and passed to approve the minutes.

Approve/Oppose/Abstain: 7/0/2(Pavan, Amy)

Approval of Minutes from June 19th, 2023 USAB Board Meeting

Motion made, seconded and passed to approve the mins.

Approve/Oppose/Abstain: 8/0/1

Request for a Revision to Previously Approved Meeting Minutes

Philip requested an addition to January 30, 2023 minutes. The board discussed that meeting minutes are finalized once the board has voted to approve them. If there are additions/corrections at a later date, they can be discussed and documented in the minutes of the current board meeting.

Philip noted that during the January 30, 2023 board meeting, on the topic of Nominations and Election of Board Chair, Patty's name was brought up as a candidate, and Patty declined.

Ethics Committee Chair - Update

On July 2, 2023, Mr. Mitch Rosen declined to be the chair of the USAB Ethics Committee.

[Ken excused at 4:00 pm PT]

Ethics Committee Chair – New Appointment

Motion made, seconded and approved to appoint Mr. John Ruger as Ethics Committee Chair.

Approve/Oppose/Abstain/Excused: 7/0/1(Amy)/1(Ken)

[Nibu excused at 4:15 pm PT]

By-Law Revisions to Clarify Board Director Terms & Tenure

Motion made, seconded and passed to adopt the revisions proposed by Patty.

See below for the specific revisions that were approved.

Approve/Oppose/Abstain/Excused: 6/0/1(Amy)/2(Ken, Nibu)

Adjournment

Motion made, seconded and passed to adjourn the meeting.

Approve/Oppose/Abstain/Excused: 7/0/0/2(Ken, Nibu)

Meeting adjourned at 4:33 pm PT.

BYLAW REVISIONS PASSED ON JULY 29, 2023

BACKGROUND CONTEXT FOR THESE BYLAW CHANGES:

1. Update Section 7 of the USAB bylaws to be consistent with the USOPC bylaws.
2. Clarify Board Director terms and term limits, and align with the USOPC regarding staggering of Board terms.

*[Bylaw edits **underlined** below indicate verbiage that was copied from the USOPC bylaws.]*

*[Bylaw edits in **bold** below are USAB-specific adaptations of the USOPC wording.]*

Section 7.8. Term **for Directors**.

Section 7.8.1 General. The term of office for a director of the Board shall be four (4) years, **subject to an overall term limit of two such four-year terms.** A director shall hold office until the director's successor is elected and qualified or until the director's earlier resignation, removal, incapacity, disability, or death.

When a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, (i) if the remaining term is for less than two years, then the director's service during such shortened term will not count towards the eight-year limitation described above; and (ii) if the remaining term is for between two and four years, then the director's service during such shortened term will count as four years towards the eight-year limitation described above.

Section 7.8.2 Terms of Office to be Staggered. **The terms of office of members of the Board will be staggered, with the aim that a roughly equal proportion of them will be elected pursuant to these Bylaws every year. The Secretary will maintain a list of Board members, their terms of office and their tenure (start date and end date of board service).**

In order to better align Board member terms with these staggered term targets, which were established in 2019 by the USOPC, the following one-time term adjustments will apply: a) the term of one independent director will complete an open seat through December 31, 2019 and continue for an initial four-year term ending on December 31, 2023; b) the term of one independent director will complete an open seat through December 31, 2020 and continue for an initial four-year term ending on December 31, 2024; c) the term of one independent director will complete an open seat through December 31, 2021 and continue for an initial four-year term ending on December 31, 2025.

Section 7.8.3 Term Completions. The Board members' staggered terms will end on December 31 of applicable years and new Board members' terms of office will begin on January 1 of applicable years; provided, however, that each director will hold office until such director's successor will have been elected and qualified, or until such director's earlier death, disability, resignation, disqualification, incapacity or removal.

Section 7.8.4 Mapping of Staggered Terms by Director Roles

Board Director Role	4-Year Term Calculation:	Example 4-Year Term:
Athlete Director who is the elected USAB representative to the USOPC AAC	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 USOPC AAC	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 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 either an Elite Ten Year badminton athlete or an Elite Ten Year+ athlete. Must be Able Bodied or Para, whoever has not been elected up to this point. Elected by the 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
Coach Director	January 1 of [Summer Olympic Year + 1] to December 31 of [Summer Olympic Year + 4]	January 1, 2021 to December 31, 2024
At-Large Director	January 1 of [Summer Olympic Year + 3] to December 31 of [Summer Olympic Year + 6]	January 1, 2023 to December 31, 2026
Independent Director	January 1 of [Summer Olympic Year] to December 31 of [Summer Olympic Year + 3]	January 1, 2020 to December 31, 2023
Independent Director	January 1 of [Summer Olympic Year + 1] to December 31 of [Summer Olympic Year + 4]	January 1, 2021 to December 31, 2024
Independent Director	January 1 of [Summer Olympic Year + 2] to December 31 of [Summer Olympic Year + 5]	January 1, 2022 to December 31, 2025
Independent Director	January 1 of [Summer Olympic Year + 3] to December 31 of [Summer Olympic Year + 6]	January 1, 2023 to December 31, 2026

Section 7.9. Term Limits.

~~No director of the Board shall serve more than two (2) consecutive terms.~~

See section 7.8.1.

END OF BYLAW REVISIONS PASSED ON JULY 29,2023