

AMENDED AND RESTATED CONSTITUTION & BYLAWS

OF

GOLDEN GLOVES OF AMERICA, INC.

ARTICLE I – NAME

The name of this Corporation shall be the Golden Gloves of America, Inc.

ARTICLE II – PURPOSE

This Corporation has been formed and exists for the express purpose of promoting and conserving the best interest of Golden Gloves and Amateur Boxing. To this end, the objectives of this Corporation will be and are:

1. To adopt, enforce, and interpret rules or tests of amateur standing as they apply to boxing;
2. To adopt, enforce and interpret rules for carrying on the sport of amateur boxing;
3. To offer local club shows and tournaments advancing to national competition with a potential for international competition with the intent to give all athletes within each franchise an opportunity to compete in their territorial tournaments and beyond;
4. To conduct local Golden Gloves tournaments throughout the Franchise area, which will determine champions to participate in the National Golden Gloves Tournament of Champions (“Tournament of Champions”) at a site to be selected each year, with a potential in any other expansion of Golden Gloves, such as the World Golden Gloves, as well as a qualifying tournament for USA Boxing national competitions and Olympic Games Trials.
5. To serve as the authoritative body in the determination of all questions which may arise relating to Golden Gloves competition in the areas governed by this Corporation.

ARTICLE III – MEMBERS

Section 1. The Corporation shall be composed of up to 32 active Franchises.

Section 2. Any 501(c)(3) organization sponsoring a Golden Gloves tournament in the areas governed by this Corporation shall be eligible to become a Franchise.

Section 3. Granting of Franchises

- A. Application for Membership – Application for membership as a Franchise and/or Sub-Franchise shall be in writing to the Secretary of the Corporation, accompanied by a copy of the sponsoring organization’s 501(c)(3) determination letter, constitution and bylaws, Golden Gloves policies and procedures, a list of its Board of Directors (with contact information), an operational business plan, and such other information as the Board of Directors of the Corporation may

require. A completed Golden Gloves of America Membership Agreement must accompany the application. The Golden Gloves Membership Agreement can be obtained from the Secretary of Golden Gloves of America, Inc.

- B. A copy of any application for Franchise or Sub-Franchise membership within an already established Franchise area must be submitted to the current Franchise Delegate in the territory and the National Golden Gloves Secretary at least sixty (60) days prior to any meeting where the application for a new Franchise or Sub-Franchise will be considered.
- C. Any applicant for a Franchise must be approved by a majority vote of the Delegate Assembly at its Annual or Mid-Year Meeting. Any applicant for a Sub-Franchise must be approved by a majority vote of the Franchise Board of Directors and Golden Gloves Executive Committee. Once approved, the new Franchise or Sub-Franchise must pay the current year dues to finalize the agreement.
- D. If a new or replacement Franchise's bid has been rejected, the applying individual or organization may not re-apply for three (3) years unless given permission by the Executive Committee.
- E. No Franchise or Sub-Franchise may promote, sell, or charge fees for the Golden Gloves brand for profit. The only fees applicable are determined by Golden Gloves of America, Inc.
- F. The Franchise and its sub-franchise(s) are granted sole rights by Golden Gloves of America Inc. to use the name "Golden Gloves" in their territory with respect to the standardized national trademark and loyalty to national sponsoring organizations on a year-to-year basis.
- G. The acceptance of membership in the Corporation shall bind each person, agent, employee, or designee of the Franchise to uphold all provisions of this Constitution and Bylaws, policies and procedures, and other rules of the Corporation, and to accept and enforce all rules and decisions of the Corporation.
- H. No Franchise or Sub-Franchise members of Golden Gloves of America, Inc. may transfer its rights of such Franchise or Sub-Franchise to any other organization without the written permission of the Board of Directors of the Golden Gloves of America, Inc.
- I. Any Franchise or Sub-Franchise failing in its obligations due to non-compliance with Golden Gloves of America, Inc and USA Boxing, Inc., or poor performance, code of conduct issues, undue financial hardship, and/or inability to obtain a sanction for their event may be suspended, revoked or reassigned by a two-thirds vote of all members of the Board of Directors. Such member shall have been given due notice of the charge or charges proffered against it and an opportunity to be heard in its own defense. Appeals may be brought before a hearing committee and, ultimately, the Delegate Assembly. Procedures for bringing and appealing charges are laid out in detail in the Policies and Procedures Manual.

ARTICLE IV – DUES AND FINANCES

- 1. The annual dues shall be determined by the Board of Directors and ratified by the Delegate Assembly, payable by December 31st of the preceding year.
- 2. Any Franchise or Sub-Franchise that is more than thirty (30) days delinquent in the payment of its annual dues and/or other fees due to the Corporation shall be suspended and denied representation or participation at any meeting of the Corporation. Any Franchise or Sub

Franchise so suspended may seek reinstatement within thirty (30) days of their suspension and shall pay all back dues, fees, and fines in addition thereto a reinstatement fee as determined by the Board of Directors and ratified by the Delegate Assembly. Failure to be reinstated shall result in automatic revocation of the Franchise.

3. A proposed annual budget shall be submitted for adoption by the Delegate Assembly at the Annual Meeting.
4. The fiscal year shall be January 1st through December 31st.
5. Contracts and agreements binding the Corporation to expenses exceeding \$5,000.00 but less than \$20,000.00 shall require the approval of the Executive Committee before execution. Contracts or agreements binding the Corporation to expenses of \$20,000.00 or more shall require the approval of the Board of Directors before execution.
6. All money and property of the Corporation shall be used solely for the benefit of the Corporation and its members and not for the personal gain or profit of any officer or member.
7. The funds of the Corporation shall not be obligated or used directly or indirectly to pay the fines of any officer, member, or employee convicted of any willful violation of applicable federal or state law or rule of the national governing body, but this prohibition shall not prevent the assumption by the Corporation of the costs of defending the Corporation, any officer or employee of the Corporation, or any Franchise thereof in any proceeding in which they may become involved for alleged violations of laws or rules of the Golden Gloves of America, Inc.

ARTICLE V – OFFICERS, EXECUTIVE DIRECTOR, BOARD OF DIRECTORS, COMMITTEES, AND ELECTIONS

Section 1. Officers and Board of Directors – The officers of this Corporation shall be the President, Vice-President, Secretary, Treasurer, and the Immediate Past President, comprising the Executive Committee as a group. All officers and Board of Directors of the Corporation shall serve for a period of two years, unless removed as set forth in Section 12 below. The Board of Directors shall comprise the Executive Committee as well as up to ten (10) elected Directors plus one-third athlete representation.

Section 2. President

1. The President shall:
 - a. Be the executive head of the Corporation and preside at all meetings of the Executive Committee, the Board of Directors, and the Delegate Assembly;
 - b. Serve ex-officio on all committees;
 - c. Submit at each Annual and Mid-Year meeting of the Corporation a report of his/her official acts conducted between meetings, together with recommendations or suggestions for improvements or changes in the conduct of the affairs of the Corporation as he/she deems necessary or desirable to the advancement of its best interests;
 - d. Appoint all Standing Committee members and their chairmen and form any other committees as he/she deems necessary, or which are established by the Board of Directors, to conduct the affairs of the Corporation in an efficient manner;
 - e. Execute contracts and agreements on behalf of the Corporation necessary for the proper discharge of its business (except those contracts or agreements that bind the Corporation to

expenses exceeding \$5,000.00) and submit a copy of all such contracts and agreements to the Executive Committee within fifteen (15) days of execution;

f. E-Mail a copy of all contracts and agreements to the Board of Directors a minimum of fourteen (14) days in advance of the Mid-Year Meeting or the Annual Meeting for discussion;

g. Have the authority to call a meeting of the Executive Committee by giving its members at least three (3) days advance notice;

Section 3. Vice-President

1. The Vice-President shall:

a. Serve in the President's absence as chairperson of meetings of the Executive Committee, Board of Directors, and Delegate Assembly;

b. Perform all other duties designated by the President and Delegate Assembly.

Section 4. Secretary

1. The Secretary shall:

a. Keep accurate minutes of all Executive Committee, Board of Directors, and Delegate Assembly meetings, and maintain such records

b. E-Mail to all members of the Delegate Assembly a copy of the minutes of the Mid-Year Meeting, the Annual Meeting, and any special meetings within twenty-one (21) days following such meetings;

c. E-Mail Mail to members of the Board of Directors and the Executive Committee a copy of all minutes from their meetings within twenty-one (21) days following any such meeting;

d. Furnish to the Committee of Credentials at the Annual Meeting and Mid-Year Meetings a copy of the official voting Delegates as submitted by each Franchise;

e. Submit at each Annual and Mid-Year meeting of the Corporation a report of his/her official acts conducted between meetings, together with recommendations or suggestions for improvements or changes in the conduct of the affairs of the Corporation as he/she deems necessary or desirable to the advancement of its best interests;

f. Conduct all necessary correspondence of the office and attest all official documents with his/her signature and provide all Corporation officers and employees with all necessary books, stationery, and supplies;

g. Receive any and all applications for Franchises;

h. Cause to be printed all forms necessary to the uniform conduct of the business of the Corporation.

Section 5. Treasurer

1. The Treasurer shall:

a. Receive all monies due to the Corporation from whatsoever source, have charge of all funds of the Corporation, and make disbursements therefrom to cover all the expenses of operating and administering the business affairs of the Corporation as authorized by this Constitution and Bylaws and any resolutions adopted by the Board of Directors pursuant to authority herein granted;

b. Disburse any travel funds received and designated for such use by this Corporation directly to each Franchise Delegate as and when due;

- c. Ensure funds are held in a bank account fully insured by the FDIC. The Treasurer may, however, invest funds of the Corporation upon approval of the Executive Committee and the Board of Directors;
- d. Create interim and annual up-to-date financial reports and distribute to the Board of Directors and Franchise Delegates ten (10) days prior to the Mid-Year and Annual Meetings;
- e. Ensure all books of the Corporation are open and available for inspection at any time by the Board of Directors, Executive Committee, and Trustee Committee;
- f. Discharge on behalf of the Corporation such duties as may be imposed on the office by applicable law including the timely filing of any reports to federal and state authorities and cause to be maintained such records as the law may require to be kept in support of reports filed by the Corporation.

Section 6. Athlete Representative(s)

1. The number of Athlete Representatives will be one-third of the number of Board of Directors.
2. Athlete Representative(s) shall:
 - a. Act as liaison between all Golden Gloves athletes and the Board of Directors and Delegate Assembly, be approachable to other athletes, and be willing to communicate concerns to the Board;
 - b. Must be 18 years of age or older, have been registered with USA Boxing at least one year prior to an election year and participated in a Golden Gloves event within four years prior to an election year.
 - c. Be elected every two (2) years at the Boxers' Meeting, to be held at each Tournament of Champions. Said meeting must be held prior to the Annual Meeting of the Delegate Assembly;
 - d. Attend, if physically and financially possible, both the Annual and Mid-Year Meetings as well as Board of Directors Meetings.

Section 7. Board of Directors

1. Except as otherwise provided by this Constitution and Bylaws, the Board of Directors, which shall consist of the Executive Committee, up to ten (10) additional members, and one-third athlete representation shall have full and complete charge of all business of the Corporation in the interval between meetings, and their decisions shall represent the final judgment of the Corporation unless appealed to and reversed by a vote of two thirds of the Franchise Delegate Assembly present.
2. The Board of Directors shall:
 - a. Hold meetings as called by the President or by a majority of its members. A majority of members shall constitute a quorum;
 - b. Exercise general supervision and control over the disbursements of the funds and property of the Corporation by the Treasurer;
 - c. Present a report of its official acts to each meeting of the Corporation together with its recommendations or suggestions for such improvements or changes in the conduct of the affairs of the Corporation as in its judgment are necessary or desirable to the advancement of its best interest;
 - d. Hear all complaints or disputes between or among members of the Corporation. However, no Board member associated with any Franchise involved in such complaints or disputes shall participate in such hearings. Findings of the Board of Directors shall be considered final unless reversed by the Delegate Assembly upon appeal by two thirds of the members present.

e. Enforce strict observance of the Constitution and Bylaws of the Corporation and interpret such laws and decide any disputes or controversies concerning their meaning or application which shall be appealed. Such interpretations shall be final and binding unless changed on appeal to the Delegate Assembly. Such appeal shall be in writing and be submitted to the Secretary at least fourteen (14) days before the next scheduled Delegate Assembly meeting.

Section 8. Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and most recent Past President able to serve. In the event there is no former Past President available to serve, the Executive Committee may appoint a Member at Large to serve, which Member at Large must be a Delegate in good standing of a current, in order, and active Franchise.

Section 9. Trustee Committee

The Trustee Committee shall consist of three (3) Franchise Delegates in good standing, to be elected on a rotating basis each year at the Annual Meeting, each serving a three-year term. The Trustee Committee shall have full access to all records of the Treasurer pertaining to financial matters of the Corporation and shall check the books of the Corporation at least once each year and at such times as they deem advisable. The Trustee Committee shall report any findings to the Delegate Assembly at the Mid-Year and Annual Meetings.

Section 10. Delegate Assembly

1. The Delegate Assembly shall consist of up to thirty-two (32) Franchises existing at any given time, one (1) certified coach, one (1) certified official, and Athlete Representation.
2. All rights and responsibilities not specifically granted to the Executive Committee, the Board of Directors, or the officers of the Corporation shall be retained by the Delegate Assembly.
3. Each Franchise shall elect one (1) coach as its representative at the Golden Gloves of America, Inc. Coaches' Meeting; one (1) official as its representative at the Golden Gloves of America, Inc. Officials' Meeting; and one (1) boxer as its representative at the Golden Gloves of America, Inc. Boxers' Meeting. These meetings must take place prior to the Annual Meeting during each Tournament of Champions so duly elected representatives may attend the Annual Meeting.
4. Each Delegate shall each be entitled to one vote on all matters of the Corporation. Elected Franchise representation (Coach, Official, and Boxer) shall each be entitled to one vote on all matters affecting their respective roles.

Section

11. Executive Director

1. The Executive Director shall:
 - a. Be appointed by and report directly to the Executive Committee;
 - b. Attend all called meetings of the Executive Committee and vote only in cases of a tie;
 - c. Not enter into any contracts on behalf of the Corporation without the authorization of the President and the Executive Committee;
 - d. Be responsible for the day-to-day activities of the Corporation as it relates to the administration of Boxing Tournaments and coordinate with franchise Delegates to

provide technical assistance regarding same. Specifically, the Executive Director shall be responsible for:

- i. Compiling and maintaining all Golden Gloves boxing information including athlete, coach, and official membership databases;
- ii. Storing and maintaining all current and historical records, books, papers, and property of the Corporation;
- iii. Administering boxing operations at National Golden Gloves Tournaments including the Tournament of Champions, National Junior/Youth Tournament, and World Golden Gloves Championships;
- iv. Administering prize and scholarship awards at Boxing Tournaments sponsored by the Corporation;
- v. Assist the Golden Gloves Host Tournament Director and Administrators;
- vi. Being accessible to the Executive Committee, Board of Directors, and Franchise Delegates to offer advice and recommendations for boxing-related activities;
- vii. Act or Assist as emcee and host for the National Golden Gloves Hall of Fame and Welcoming Banquet each year.
- viii. Actively seek sustainable funding for the Corporation through means of grants, sponsorships, and other fundraising endeavors.
- ix. Serve as the nomination representative for NOGGOA during their election years.

2. The Executive Director may be compensated as determined by the Executive Committee as well as the Corporation's ability to pay.

Section 12. Eligibility for Office – Any accredited Delegate of a Franchise, in good standing, shall be eligible for nomination and election as an officer. (President, Vice President, Treasurer, Secretary.) No officer may serve in more than one office unless approved by a unanimous vote of the Delegate Assembly. The President may not serve in more than one office under any circumstance. No Franchise may have more than one person as an officer of the Corporation.

Section 13. Method of Nomination – There shall be a Nominating Committee consisting of three (3) members appointed by the Executive Committee three (3) days before the scheduled date of the election of officers at the Annual Meeting. The Nominating Committee shall nominate candidates for all offices to be elected at the Annual Meeting. Nominations for all offices may also be made by any authorized voting delegate from the floor at the Annual Meeting. The Executive Committee may determine, at its discretion, to dispense of naming a nominating committee in lieu of all nominations coming from the floor at the Annual Meeting.

Section 14. Method of Election

1. All officers and members of the Board of Directors shall be elected by majority of the Delegate Assembly present through secret ballot of the Franchise Delegate or Alternate Delegate of the Franchise during each Annual Meeting that takes place in an odd-numbered year.

2. If more than three candidates are nominated for the same office, none of whom receives the majority of votes on the first ballot, all candidates other than the three (3) leading candidates shall be dropped from the ballot and the balloting shall continue, dropping the candidate with the least number of votes until one candidate receives a majority. No person may serve more

than four (4) two-year terms as President. There shall be no term limits for other officers of the Corporation.

3. Ballots must be clearly marked in order to be valid and legible in order to be counted.

Section 15. Vacancies in Office

1. Should any officer terminate his/her affiliation with their Franchise, he/she shall also vacate their office in the Corporation. Should a vacancy occur in any of the offices due to death, resignation, incapacity, or any other cause, the vacancy shall be filled in the following manner:

- a. In the event of a vacancy in the office of President, the Vice President shall assume the office of President.
- b. In the event a vacancy occurs in the office of Vice President, Secretary, Treasurer, or Board of Directors in the interim between Meetings, it shall be filled by an appointment of the President with approval of the Executive Committee, and such office shall be called Interim Vice President, Secretary, Treasurer, or Director. Such appointment shall be valid until the election at the next Annual Meeting at which time the Delegate Assembly present will vote to fill the vacant seat.

Section 16. Removal from office – Upon a two-thirds vote of the Board of Directors present, any officer may be removed for misconduct in office. Any officer removed pursuant to this section may appeal such removal to the Delegate Assembly in writing. Such appeal shall be heard at the next scheduled meeting of the Delegate Assembly. Between the time that the Board of Directors votes to remove an officer and the date of the appeal hearing with the Delegate Assembly, said officer shall be suspended and shall not have any vote as a member of the Board of Directors and Executive Committee. The Delegate Assembly may overturn the removal vote of the Board of Directors by a two-thirds vote of its members present.

ARTICLE VI – MEETINGS AND TOURNAMENT OF CHAMPIONS

Section 1. Annual and Mid-Year Meetings, Committee Meetings, and the Tournament of Champions

1. Each Franchise must appoint a Franchise Delegate and an Alternate Delegate in good standing with the Corporation and a registered member in good standing with USA Boxing, Inc to represent the Franchise at the Annual and Mid-Year Meetings. Contact information for the Delegate and Alternate must be provided upon request by the National Office.
2. The names and addresses of the Delegate and Alternate Delegate must be reported to the National Golden Gloves Secretary not fewer than thirty (30) days prior to the Annual and Mid Year Meetings. The Delegate and Alternate may be changed in writing up until 9:00 a.m. 3 days prior to the start of any Delegate Assembly Meeting. No changes may be made after that date and time.
3. Committees should meet any time from Saturday prior to the start of the tournament through Wednesday of the tournament week. There will be a Board of Directors meeting on the opening day (typically a Monday) of the Tournament of Champions each year. The Annual Delegate Assembly meeting shall be on the Thursday of the week of the Tournament of Champions. Meetings may be held on different days should circumstances arise.

4. The Tournament of Champions will be held within the month of May each year. Under certain exceptions, the date of the Tournament may be moved at the discretion of the Executive Committee.
5. The Executive Committee may choose to forego an open bid process and conduct the Tournament of Champions in any given location should it be in the best interest of the Corporation and its' members.
6. The date for the Mid-Year meeting of the Delegate Assembly, which is typically held in the month of September, will be determined by the Executive Committee with respect to location and timing of the upcoming National Tournament of Champions.

Section 2. Board of Directors Meetings – Meetings of the Board of Directors shall be called as needed by the President of the Corporation. Notices of meetings shall be given at least fourteen (14) days before said meetings and shall include the time and place of the meeting. If a Quorum is confirmed, a special meeting shall be called by the President. Notice of said special meetings shall be given to the members of the Board of Directors at least fourteen (14) days prior to the meeting and shall state the purpose of the meeting. Notice of meetings may be waived by unanimous vote of the Board of Directors at any convened meeting. Any meeting of the Board of Directors may be held by electronic means.

Section 3. Executive Committee Meetings – Meetings of the Executive Committee shall be called as needed by the President of the Corporation. Notices of meetings shall be given at least fourteen (14) days before said meetings and shall include the time and place of the meeting. If a Quorum is confirmed, a special meeting shall be called by the President. Notice of said special meetings shall be given to the members of the Executive Committee at least three (3) days prior to the meeting and shall state the purpose of the meeting. Notice of meetings may be waived by unanimous vote of the Executive Committee at any convened meeting. Any meeting of the Executive Committee may be held by electronic means.

Section 4. Special Meetings – Special meetings of the Corporation may be called by the President, the Executive Committee, or the Board of Directors. In addition, a special meeting of the Delegate Assembly may be called on the written request of any ten (10) Franchise Delegates. Such written request shall set forth the purpose of the Special Meeting. The written request shall be provided to the Secretary of the Corporation within ten (10) days of the date it was fully executed.

Section 5. Notice of Meetings – Notice of time and place of the Annual and Mid-Year Meetings of the Delegate Assembly must be given not less than sixty (60) days prior to the meeting. Notice of Special Meetings shall be given at least two (2) weeks before the special meeting and shall include the time and place of any special meeting mailed or emailed by the Secretary or the Executive Director to all Franchises in the Corporation. The notice of a special meeting shall state the objectives thereof and no other business shall be considered thereat.

Section 6. Voting Privileges – At all meetings of the Corporation, the Franchise Delegate or the Alternate Delegate shall be entitled to one vote on any and all business that is conducted at the meetings.

Section 7. Quorum – A majority (50% plus one) of the Executive Committee, Board of Directors, or Delegate Assembly shall constitute a quorum for the conduct of business at their meetings.

Section 8. Proxies – Proxies duly certified by the Franchise Delegate and mailed, faxed, or emailed to the Secretary not less than fourteen (14) days prior to any meeting may be exercised by any voting delegate at all meetings of the Corporation. Authorized voting delegates shall not be allowed to vote more than three (3) proxies on any single issue. Proxies shall not be counted to constitute a quorum.

Section 9. Conduct of Meetings

1. Only Franchise Delegates, Alternate Delegates, Emeritus Members, and necessary staff will be allowed in the meeting rooms when business of the Corporation is being conducted. Others including but not limited to sponsors, guests, and news media will only be invited into the meetings when special issues and presentations pertain to them.

2. All meetings shall be conducted according to the latest version of Robert’s Rules of Order. A Parliamentarian, appointed by the President, may provide advice and counsel on the conduct of meetings. Any question or dispute relating to meeting conduct may be addressed and decided by the Parliamentarian.

ARTICLE VII – AMENDMENTS TO CONSTITUTION AND BYLAWS

Amendments of this Constitution and Bylaws may be made at any meeting of the Delegate Assembly by a two-thirds (2/3) vote of the Franchises, provided written notice of the proposed amendment or revision

shall have been distributed to all Franchises at least thirty (30) days prior to the meeting. Adoption of any proposed amendment not so submitted and published within such prescribed time limits shall require approval by a three-fourths (3/4) vote of the Franchises.