

**Minutes of the Special Meeting of the Members of Texas USA Wrestling, Inc.
And
Minutes of the Special Convention of Texas USA Wrestling, Inc.
August 29, 2009
Crowne Plaza North Central, Austin, TX**

A Special Meeting called by the members of Texas USA Wrestling under Section 2.10(3) of the Texas Non-Profit Corporations Act (Article 1396-2.10(3), Vernon's Texas Civil Statutes) was held on Saturday, August 29, 2009, at the Crowne Plaza Hotel, 6121 N IH-35, Austin, TX, 78752. See attached Exhibit A for the official notice of the meeting. The meeting was called to order at 11:45 AM by Jim Woolnough, appointed chairman of today's meeting. Cindy Buerke was asked to serve as secretary and record the minutes for the meeting today. Motion was made to accept these two in their duties today. Motion seconded, carried unanimously.

Jim Woolnough announced that John Reenan would be the Parliamentarian for the meeting, making sure that the members follow the rules, address questions and answers in a civil manner. According to the by-laws of Texas USA Wrestling, Robert's Rules of Order will be followed.

Mr. Woolnough called for a verification of a quorum to conduct business as noticed. Kirk Cobb reviewed the registration sheets and proxies and gave the following total in attendance:

Total votes available in the State of Texas are 163. Today we had a total of 73 represented, exceeding the 7.5% minimum quorum needed under the by-laws of the Corporation. See attached Exhibit B for the list of eligible voters present at the meeting and valid proxy votes they carried.

In addition, there were 21 other members attending the meeting and not voting. See Exhibit C for the sign-in sheets for both voting and non-voting members.

First item of business was whether to acknowledge that the Officials Organization has three (3) votes per May, 2008, decision of the Executive Board. Motion was made to allow them to vote, seconded, motion carried with no objections. This increased the total votes represented at the meeting to 76.

Jim Woolnough stated the official purpose for which this session was called by the members: To remove all officers of the existing Executive Board of Texas USA Wrestling, whether the seat was vacant or occupied.

Jim Woolnough suggested all members be allowed to speak with a time limit of five (5) minutes for each speaker. Motion was made and seconded, carried unanimously. Jim Woolnough would be the official timekeeper, and stated that if after your time has expired and you still had exhibits to display, they would be displayed at the back of the room where the special exhibits table was set up.

Motion was made to remove all officers of the existing Executive Board of Texas USA Wrestling. Motion seconded. A standing vote was made to move forward to the discussion part of the meeting; all members were welcomed to speak either FOR or AGAINST the motion with a five (5) minute time limit.

Jim Dorsey was the first speaker. Mr. Dorsey spoke FOR removing the board.

Jim Woolnough asked anyone that wished to speak AGAINST the motion to come forward, no one volunteered.

Doug Koger was the second speaker. Mr. Koger spoke FOR removing the board.

Jim Woolnough asked anyone that wished to speak AGAINST the motion to come forward, no one volunteered.

Jim Curtiss was the third speaker. Mr. Curtiss spoke FOR removing the board.

Jim Woolnough asked anyone that wished to speak AGAINST the motion to come forward.

Troy Collins was the first speaker to speak AGAINST the motion.

Debbie McLemore was the fourth speaker. Ms. McLemore spoke FOR removing the board.

Jim Woolnough asked anyone that wished to speak AGAINST the motion to come forward.

Baldo Garza, a non-member, was allowed to speak as the second speaker to speak AGAINST the motion.

Richard McLemore was the fifth speaker. Mr. McLemore spoke FOR removing the board.

Jim Woolnough asked anyone that wished to speak AGAINST the motion to come forward. No one volunteered.

Glen Domnick was the sixth speaker. Mr. Domnick spoke FOR removing the board.

Jim Woolnough asked anyone that wished to speak AGAINST the motion to come forward. No one volunteered.

Matt Criner was the seventh speaker. Mr. Criner spoke FOR removing the board.

Jim Woolnough asked if there was anyone else that would like to either speak FOR or AGAINST the motion. No one volunteered.

A motion to recess for twenty (20) minutes to allow anyone from Amarillo that was late coming into Austin the time to arrive and sign in and to allow anyone that wanted to look at the exhibit displays in the back of the room (see Exhibit D for the binder of information gathered by members regarding concerns with the financial activity and status of the Corporation). Seconded. Motion carried.

Jim Woolnough called the meeting back to order at 12:46 pm. Mr. Woolnough called for any additional discussion. None offered. Motion was made to call the question, seconded.

Motion was made to call the question, "To remove all members of the existing Executive Board of Texas USA Wrestling, whether the seat was vacant or occupied." Seconded. No objections. Motion passed.

Opposed voting AGAINST removal of the Board were three votes. Motion overwhelmingly carried. The Executive Board was removed from office.

Motion to recess until 1:30pm for the Special Convention, seconded, no objection to recess.

The Special Convention as required under Sec. 4.1 of the by-laws of Texas USA Wrestling, Inc. was called to order at 1:30 pm at the Crowne Plaza North Central, 6121 N IH-35, Austin, TX, 78752. Jim Woolnough stated that this meeting was to elect interim officers for the Executive Board according to provisions in Sec. 4.1 of the by-laws of Texas USA Wrestling. These members would be elected according to Sec 4.1.1 of the current by-laws of Texas USA Wrestling.

State Chairman – Jim Dorsey nominated, seconded. Motion to close nomination.

Deputy State Chairman – Doug Koger nominated, seconded. Motion to close nomination.

Secretary – Debbie McLemore nominated, seconded. Cindy Buerke nominated, she declined nomination. Motion to close nomination.

FS/G President – Kirk Cobb nominated, seconded. Motion to close nomination.

Youth President – Jim Curtiss nominated, seconded. Motion to close nomination.

Motion was made to accept the slate of officers as nominated, seconded. Motion carried unanimously.

Position of Treasurer will be filled at the annual meeting, September 19th.

Jim Woolnough motioned the meeting be adjourned. No objections. Mr. Woolnough adjourned the Special Convention at approximately 2:00pm CDT.

Jim Dorsey addressed the Members regarding next steps and the challenges ahead and answered questions.

Respectfully submitted, Cindy Buerke, interim Secretary.

Cindy Buerke

ACCEPTED - Jim M. B
9/1/09