



## USFA Board Meeting-FEB NAC

USA Fencing (United States Fencing Association, Inc.)

2026-02-14 17:00 - 19:00 MST

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<https://us02web.zoom.us/j/88204386876?pwd=HZkF8Z0KPuyCQaGk2PvgzZRzpw90Wg.1>

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1. To approve the Minutes of the December 6, 2025 Meeting of the USA Fencing Board of Directors
2. To approve the Minutes of the December 6, 2025 Executive Session
3. To approve the Minutes of the December 20, 2025 Special Meeting Executive Session
4. To accept the Ethics Committee's Revised Annual COI Report
5. To accept the Ethics Committee's Supplemental Report Regarding COIs and Litigation
6. To approve the updated Member Code of Conduct
7. To approve USA Fencing's Sport Integrity Policy
8. To approve the single logo of USA Fencing.

In accordance with Board, Committee and Athlete feedback (both FIE and Para); and in accordance with the majority vote of the membership to approve the single logo of USA Fencing; to be implemented in a cost efficient timeline determined by the staff of USA Fencing.

##### 9. Division Resource Motion

MOTION: That USA Fencing adopt updated division boundary definitions in accord with the map and specifications attached to the Agenda labeled Report of the USA Fencing Division Resource Team and in the process formally charter the North Dakota Division as a new division with jurisdiction over the entire state of North Dakota. Where boundaries have been changed, those changes will take effect beginning with the 2026-27 USA Fencing season (August 1, 2026). Corresponding updates will be automatically made to divisional bylaws, membership systems, official maps, and member communications.

Rationale: Over time division boundary definition has grown problematic both for some of the divisions and for administrative purposes. To address the latter, the National Office began matching zip codes to division areas, but this also proved problematic when many zip codes did not align with established division boundaries. Many older divisions were defined with reference to natural features, such as rivers and mountain ranges or to highways and other structures. Some boundaries were difficult or even impossible to locate. The Division Resource Group has been working on the problem for over a year and recommends slight revisions to align division boundaries with political boundaries, such as state and county lines. Doing so avoids ambiguity in identifying division territory and simplifies administration. The documents attached to the agenda labeled as Report of the USA Fencing Division Resource Team specify the new boundaries and identify changes from former definitions, where known. Limited exceptions to the use of political boundaries were employed in areas where the divisions were clearly defined, realignment would disadvantage existing clubs and populations, and convenient political boundaries were not available.

The proposed changes include the chartering of a new division for the state of North Dakota. This area was previously unassigned to any division and the petitioners have provided the Division Resource Group with documentation demonstrating that the requisites for creation of a new division have been met and that doing so will benefit a growing body of fencers and a growing number of clubs.

The proposed changes require no action by divisions to implement as boundary definitions will be automatically updated administratively and because the new North Dakota division territory was not previously assigned to another division.

10. Committee and Resource Group Removal Motion

MOTION: To remove Helen Hu and Zachary Hoffer from the Data Resource Group.

Rationale: Ms. Hu and Mr. Hoffer did not complete their annual Conflict of Interest forms and therefore are no longer eligible to serve on a committee. They were given multiple reminders over the course of four months (final extended deadline December 5, 2025) by Director of Member Safety & Organizational Compliance Jess Saxon as well as the Data Resource Group Chair Marc Shull.

11. To reappoint our auditor and to accept the 2024-2025 Audit per recommendations of the Audit Committee.

12. Committee and Resource Group Motion

MOTION: To appoint Joe Inzerillo to the Audit Committee (term ending in 2027) and appoint him as Board liaison; to appoint Dr. Scott Rodgers PLY to the Budget Committee (term ending in 2026) as a member and as Board liaison; and to appoint a Board liaison to the Election Committee (to be determined, term ending in 2026).

Rationale: There are currently vacancies in the Audit, Budget, and Election Committees after the expiration of the terms of Selina Kaing and Marie Donoghue. The Task Force on Committees and Resource Groups suggests the above replacements until the end of the existing terms. All candidates have agreed to serve in their respective roles.

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## USFA Board Meeting Minutes

USA Fencing (United States Fencing Association, Inc.)

12/6/2025 10:00 AM MST

@ Online

### **Attendance**

#### **Present:**

Members: Donald Alperstein (remote), Phil Andrews (remote), Peter Barton (remote), Emily Bian (remote), Jade Burroughs (remote), Lauryn Deluca (remote), Jackie Dubrovich (remote), Andrey Geva (remote), Kat Holmes (remote), Joe Inzerillo (remote), Damien Lehfeldt (remote), Bruce Mitchell (remote), Andrea Pagnanelli (remote), Maria Panyi (remote), Scott Rodgers (remote), Abdel Salem (remote), Jess Saxon (remote)

#### **Guests:**

Staff: Bryan Wendell (remote), Brad Suchorski (remote), Tabitha Chamberlin (remote)

#### **Absent:**

Members: Molly Hill

#### I. Zoom Dial In Details

[https://us02web.zoom.us/webinar/register/WN\\_zemRr1dtTBmHOe6DtPhCzA](https://us02web.zoom.us/webinar/register/WN_zemRr1dtTBmHOe6DtPhCzA)

#### II. Call to Order (Presenters: Scott Rodgers)

- Roll Call
- General Announcements
- Opening Remarks - Chair
- Moment of Remembrance: Gladys Berardi and Dr. Eugene Hámori OLY
- Conflict of Interest Declaration

#### III. Consent Agenda (Presenters: Scott Rodgers)

1. Approval of the Minutes of the October 24-26, 2025 Meeting of the USA Fencing Board of Directors
2. Acceptance of the Annual COI Disclosure
3. As the service of Mr. Stephen Hess, Esq., concludes, to thank and commend Mr. Hess service to the organization.
4. Per the recommendation of the Hall of Fame Committee, to approve that FIE World Champions and WPF World Champions are automatically admitted to the Hall of Fame after a 3-year retirement period, defined as 3 years since their last competitive bout in an international tournament.
5. To appoint Lindsay Stapleton (USA Fencing member number 100099575) to fill the vacancy in the Referees' Commission Vice-Chair of Domestic Referee Development (Grassroots) resulting from the resignation of the incumbent vice chair. Ms. Stapleton shall serve for the remainder of the vacated term.

RATIONALE: Charles Astudillo, who was elected in 2024 to serve as Referees' Commission Vice-Chair of Domestic Referee Development (Grassroots), has resigned, leaving a vacancy in the position. Unlike members of other committees who are chosen by appointment, Vice-Chairs of

The Referees' Commission are elected for four-year terms pursuant to Bylaws §12.19.c. The Bylaws are silent on filling vacancies in elected positions of the Referees' Commission, requiring the Board of Directors to act in furtherance of its managerial responsibilities under Bylaws §7.1 and Colorado Revised Statutes §7-128-101(2). In USA Fencing, only Directors and Referees' Commission members are chosen by election, so the provision most analogous to the current situation is that which addresses vacancies on the Board of Directors. Those vacancies are filled for the balance of the vacated term by resolution of the Board under Bylaws §7.6, and it makes sense to follow that practice to fill Referees' Commission vacancies as well. When Mr. Astudillo was elected, the only other qualified candidate for the position (and runner-up in the election) was Ms. Stapleton. She has agreed to fill the balance of the term if so appointed.

 [Fall Board Meeting- New York, NY Minutes.pdf](#)

 [Fall Board Meeting Part II, New York, NY Minutes.pdf](#)

 [USFA 25-26 Annual COI Board Report .pdf](#)

Note: The following has been removed from the consent agenda-

- Approval of the Minutes of the October 24-26, 2025 Meeting of the USA Fencing Board of Directors
- Acceptance of the Annual COI Disclosure

**Motion:**

Approval of Items 3-5 of the Consent Agenda.

First-Scott Rodgers

Second-Abdel Salem

Motion passes by show of hands vote.

**Motion:**

To approve the Minutes of the October 24-26, 2025 meeting of the USA Fencing Board of Directors with the following corrections: 1) Correct to state that Donald Alperstein and Selina Kaing were attending as special members to the board, 2) Correct summary of Bruce Mitchell's experience to reflect his previous roles with USA Climbing as opposed to USA Curling.

First-Scott Rodgers

Second-Bruce Mitchell

Motion passes by show of hands vote.

**Motion:**

To amend the Annual COI Disclosure Report.

First-Scott Rodgers

Second-Bruce Mitchell

Motion passes by voice vote.

Note: Donald Alperstein has asked the Ethics Committee to clarify the report and that they return the report to the Ethics Committee.

**Motion:**

To return the Annual COI Disclosure Report to the Ethics Committee for reconsideration.

First-Damien Lehfelddt

Second-Abdel Salem

Motion passes by voice vote.

IV. CEO, Operational & Financial Reports (Presenters: Phil Andrews, Tabitha Chamberlin)

V. Committee Updates

- Coaching Committee Report
- Hall of Fame Committee Report

 [2025 Nov Report to BoD.pdf](#)

 [USA Fencing HOF Committee Report - Q4 2025.pdf](#)

**Motion:**

Motion to approve the Committee Reports.

First-Scott Rodgers

Second-Andrea Pagnanelli

Motion passes by show of hands vote.

VI. Strategic Plan Focus Topic

- College/NCAA

 [USAF StrategicPlan 2024-2028.pdf](#)

VII. Discussion Topics

- One Logo
- Budget Update

VIII. Old Business

A. Composition Motion (Presenters: Damien Lehfelddt)

**COMPOSITION MOTION:** To enact the by-law changes denoted in Proposed Amendment Group 2 of the attached document (blue annotations), which were passed at the August 2nd meeting and posted for member comment on September 23rd.

**RATIONALE FOR MOTION:** Currently our Board is composed of four (4) Athlete Directors, five (5) elected At-Large Directors, and three (3) appointed Independent Directors. The Governance Task Force's new proposal offers a balance of expertise, maintains a strong athlete voice, and allows for flexibility to add directors with critical skills as needed to keep the Board agile and effective. The proposed changes are supported by the Nominating Committee. Additionally, the

Nominating Committee has begun work updating and codifying the application and nomination process for transparency and standardization, regardless of the outcome of this motion.

Given the increased number of appointments in this new governance model, it is important that the Nominating Committee shifts to a model that is more independent from the Board of Directors. Member feedback was key in this regard and led to the Board of Directors tabling any composition changes for further development. A meeting was held with the Governance Task Force and the Nominating Committee that led to the proposed changes in the composition of the Nominating Committee, most notably a maximum number of voting members of Nominating Committee that can be current members of the Board of Directors. This number has been set as two to ensure that current Board members do not compose a majority of the voting members of Nominating Committee.

 [Bylaw summary v2.pdf](#)

 [GTF Amendments v4.2 June 2025 for comment with all colored text 20250920.pdf](#)

**Motion:**

Composition Motion

First-Damien Lehfeltdt

Second: Lauryn Deluca

Motion passes by roll call vote: Yes-8 No-2 Abstain-1.

1. Motion to Amend (Presenters: Andrey Geva)

**Board Composition:** Amend the Board Composition Bylaw by adopting the principle that at least 50% or more of the board members should be elected by the membership. Below are examples of different board composition ideas to discuss:  
- 6 At-Large Directors elected by members, 4 Athlete Directors elected by athletes, and 2 Independent Directors appointed by the committee and approved by the board. - 7 At-Large Directors elected by members, 4 Athlete Directors elected by athletes, and 1 Independent Director appointed by the committee and approved by the board. - 12 board members elected by the membership.

**Rationale:** Currently, only 4 board members are elected by the majority membership. The 4 current Athlete Directors are voted in by a relatively small group of top athletes, and the other 4 spots on the board for the Independent Directors are appointed by other board members. The current 4 board members elected by the membership majority cannot represent that majority in a fair, democratic manner. For adequate and fair representation of our membership, the board composition should be adjusted to ensure fair representation of the membership.

**Motion:**

Motion to Amend the Composition Motion.

First-Andrey Geva

Second-Maria Panyi

Motion fails by roll call vote: Yes-2 No-7 Abstain-1

B. Petition Motion (Presenters: Damien Lehfeltdt)

**PETITION MOTION:** To enact the by-law changes denoted in Proposed Amendment Group 3 of the attached document (orange annotations), which were passed at the June 7th meeting and posted for member comment on September 23rd.

**RATIONALE FOR MOTION:** Currently any member can petition to be added to the ballot for the election of an At-Large Director with the signatures of at least 1% of voting members from two regions and from 2% of clubs. 73% of NGBs rely solely on a slate directly from the Nominating Committee to ensure candidates with the right experience and strategic fit. To ensure a diverse set of options for the membership, these proposed changes include a mandate that the Nominating Committee include at least as many candidates for the number of seats plus two additional (n+2). However it is important to maintain a safeguard in case of an oversight by the Nominating Committee so this proposal maintains the existing petition process so that the membership has a path for maintaining accountability. Increasing the required percentage and the diversity of signatures from different regions and clubs ensures that candidates have the broad support of our growing membership.

 [Bylaw summary v2.pdf](#)

 [GTF Amendments v4.2 June 2025 for comment with all colored text 20250920.pdf](#)

**Motion:**

Petition Motion.

First-Damien Lehfeltdt

Second-Jackie Dubrovich

Motion passes by roll call vote: Yes-8 No-2 Abstain-1

1. Motion to Amend (Presenter: Andrey Geva)

**Petition Process:**

To amend the Election-Petition Bylaw proposal that retains the petition pathway but raises the signature threshold to 6 percent of eligible voting members and directs the Nominating Committee to present at least two more candidates than open seats (the n + 2 rule) for the following petition process: The USA Fencing membership's candidate for the At-Large Director position must gather at least 150 USA Fencing members to submit their names, membership numbers and signatures on a specially designed online election page (or site). This way, the Election Committee can easily verify the legitimacy of the submitted names and candidates do not have to collect handwritten signatures at tournaments. We all live in the 21st century where most petitions, signatures, documents, etc. are submitted online.

**Rational:** The current proposal to raise the "hard" signature threshold to 6 percent makes it nearly impossible for membership candidates to submit petitions. Assuming that USA Fencing currently has about 15,000 voting members, 6 percent means 900 "hard" signatures. The petitioning process should be sufficient, but not hard to achieve. I agree that 50 signatures is probably a small number for such a large organization. Therefore, I think an increase to 150 is appropriate.

**Motion:**

Motion to Amend Petition Motion.

First-Andrey Geva



Second-Maria Panyi

Motion fails by roll call vote: Yes-2 No-7 Abstain-1

C. Omnibus Motion (Presenters: Damien Lehfeldt)

**OMNIBUS MOTION:** To enact the by-law changes denoted in Proposed Amendment Group 4 of the attached document (pink annotations), which were passed at the June 7th meeting and posted for member comment on September 23rd.

**RATIONALE FOR MOTION:** These changes cover a broad range of corrections, updates, clarifications, and improvements following intensive study and discussion by the Governance Task Force. The changes include:

- Clarifying that there is no term limit for Secretary or Parliamentarian and that filling the role of Parliamentarian upon its vacancy is optional
- Adding references to Resource Groups and Councils where appropriate, as many places just listed Committees and Task Forces.
- Adding mandate that no voting Director may be an employee of the organization or have a contractual relationship with USFA unless reviewed and approved by the Ethics Committee with an exception for tournament staff. This is a codification of existing practice and precedence by the Ethics Committee.
- Cleaning up list of requirements for independence, including condensation and simplification. Per the suggestion of the USOPC, "fencing entity affiliated with USFA" was changed to be more broadly written as "sport family entity of fencing" and added a clause to allow the Nominating Committee wiggle room as there is a difference between being functionally and definitionally independent.
- Removing the mandate that any Amateur Fencing Organization give USFA a reciprocal seat as it is not compliant with legal and USOPC requirements
- Adding a clause about the timeline for appointing Directors in case of vacancy as this was previously not explained
- Removing Transition section from last major by-law change now that this transition has already happened
- Removing outdated references to officers directly elected by the membership
- Updating removal clause to be compliant with Colorado state law, mandating that directors may only be removed by the group that elected or appointed them. Also noted that how a Director votes is not cause for removal or not being re-nominated unless it violates USA Fencing policy - this clause is common in many by-laws.
- Eliminating requirement for meetings of the membership as it has not been used in recent memory and no longer is functional in a modern organization of over 40,000 members, replaced with mandated operational and financial updates at each Regular Meeting
- Codifying existence and role of Board and Staff Liaisons to committees
- Explicitly noting the existing optionality of Chairs for Resource Groups
- Explicitly noting the existing optionality of athletes on Councils
- Removing unnecessary secondary reference to the date of effect of the bylaws (it's already at the top of the bylaws)
- Adding clause allowing for a shorter membership review period for bylaw changes in case of an emergency need especially for legal compliance. This change was made per the advice of legal counsel. A need for a two-thirds (2/3) majority vote of the Board is included to ensure that this shorter window is only used in rare emergency cases
- Removing outdated allowance for amendments by the membership petition. This aligns USA Fencing with 81% of NGBs that only allow amendments by the Board of Directors or an equivalent body

- Correcting assorted typos and grammar changes, renumbering sections, etc.

 [Bylaw summary v2.pdf](#)

 [GTF Amendments v4.2 June 2025 for comment with all colored text 20250920.pdf](#)

**Motion:**

Omnibus Motion.

First-Damien Lehfeltdt

Second-Kat Holmes

Motion passes by roll call vote: Yes-8 No-0 Abstain-3

IX. New Business

A. Independent Nominating Committee (Presenters: Andrey Geva)

**Motion 1, Independent Nominating Committee:** Revise the Nominating Committee composition by adopting the concept of an Independent Nominating Committee – no current board members may serve on the Nominating Committee.

**Rationale:** Currently, some board members serve on the Nominating Committee, which selects the pool of candidates for board elections. The current board members choose the members of the Nominating Committee, which then selects future board members. This creates an obvious conflict of interest and may lead to corruption. To prevent such conflicts, I propose that board members nominate candidates for the Nominating Committee to the Committee of Committees, followed by board approval through a simple majority vote.

**Motion:**

Independent Nominating Committee

First-Andrey Geva

Second-Bruce Mitchell

**Motion:**

Motion to Amend the Independent Nominating Committee Motion.

To put in place a policy to which no active, current members of the Board are on the Nominating Committee. In order to facilitate this, the Board will put together a 3-person working group (Jackie, Bruce, and Andrey) to flesh out the language necessary for the formal policy and any bylaw changes to be completed by March 1.

First-Maria Panyi

Second-Andrey Geva

**Motion:**

Motion to move this to Executive Session.

First- Damien Lehfeltdt

Second-Jackie Dubrovich  
Motion passes by voice vote.

B. FIE revised Transgender Policy (Presenters: Andrey Geva)

**Motion 2, FIE revised Transgender Policy:**

To amend USA Fencing's updated "Transgender and Non-Binary Athlete Eligibility Policy" to align with the recent FIE Congress updates regarding the new definition for the Women's Category: "Only people who are female sex at birth and have not started female-to-male hormone treatment will be eligible to compete in the women's category."

**Rationale:** Our current definition ("Athletes of the female sex") might technically allow a female-at-birth athlete who has started hormone treatment (but has not socially transitioned) to compete. The new FIE rule explicitly prohibits this based on the initiation of hormone treatment.

**Motion:**

FIE Revised Transgender Policy.  
First-Andrey Geva  
Second-Abdel Salem  
Motion withdrawn.

X. Executive Session

**Motion:**

Motion to move to Executive Session.  
First-Abdel Salem  
Second-Jackie Dubrovich  
Motion passes by voice vote.

XI. Adjournment

Motion to adjourn.  
  
First- Bruce Mitchell  
  
Second- Abdel Salem  
  
Motion passes by voice vote.



## Special Meeting - Executive Session for a Grievance & Disciplinary Appeal OnlyMinutes

USA Fencing (United States Fencing Association, Inc.)  
12/20/2025 9:00 AM MST

@ Online

### **Attendance**

#### **Present:**

Members: Donald Alperstein (remote), Phil Andrews (remote), Peter Barton (remote), Lauryn Deluca (remote), Molly Hill (remote), Kat Holmes (remote), Damien Lehfeldt (remote), Bruce Mitchell (remote), Andrea Pagnanelli (remote), Scott Rodgers (remote), Abdel Salem (remote), Jess Saxon (remote)

#### **Absent:**

Members: Emily Bian, Jade Burroughs, Jackie Dubrovich, Andrey Geva, Joe Inzerillo, Maria Panyi

- I. Teams Dial In Details
- II. Call to Order
  - Roll Call
  - General Announcements
  - Opening Remarks - Chair
  - Conflict of Interest Declaration

#### **Motion:**

Move into Executive Session

Motion moved by Abdel Salem and motion seconded by Bruce Mitchell.

Motion passes by voice vote.

#### **Conflict of Interest Declarations:**

Damien Lehfeldt recused himself and departed the meeting.

Phil Andrews recused himself and departed the meeting.

Jess Saxon disclosed a conflict of interest and remained in the meeting only as Secretary.

- III. Executive session

#### **Motion:**

Motion to Affirm Panel's Decision.

Motion duly moved and seconded. Motion passes by roll call vote. Yes: 7, No: 0

- IV. Adjournment

**Motion:**

Motion to Move from Executive Session.

Motion moved by Bruce Mitchell and motion seconded by Lauryn Deluca.

Motion passed by unanimous voice vote.

**Motion:**

Motion to Adjourn the Meeting.

Motion moved by Kat Holmes and motion seconded by Lauryn Deluca.

Motion passed by unanimous voice vote.



## USFA December Executive Session Minutes

USA Fencing (United States Fencing Association, Inc.)

12/6/2025 12:00 PMMST

### **Attendance**

#### **Present:**

Members: Donald Alperstein (remote), Phil Andrews (remote), Peter Barton (remote), Emily Bian (remote), Jade Burroughs (remote), Jackie Dubrovich (remote), Andrey Geva (remote), Kat Holmes (remote), Damien Lehfeltdt (remote), Bruce Mitchell (remote), Andrea Pagnanelli (remote), Maria Panyi (remote), Scott Rodgers (remote), Abdel Salem (remote), Jess Saxon (remote)

#### **Absent:**

Members: Lauryn Deluca, Molly Hill, Joe Inzerillo

### **I. Executive Session**

Note: There were not enough Board members present to vote pursuant to Section 7.19 of the bylaws, therefore, this was postponed.

#### **A. Motion to Amend the Independent Nominating Committee Motion**

Motion to Amend the Independent Nominating Committee Motion.

##### **Motion:**

Motion to Amend Withdrawn.

First-Maria Panyi.

Second-Andrey Geva.

##### **Motion:**

Motion to Amend the Independent Nominating Committee.

To put in place a policy to which no active, current members of the Board are on the Nominating Committee. In order to facilitate this, the Board will put together a 3-person working group (Jackie, Bruce, and Joe) to develop a plan to implement an independent Nominating Committee, which includes but is not limited to fleshing out the language and process necessary to formulate a formal policy and any bylaw changes to be completed by February 14, 2025. This working group should report to Andrey Geva before February 14, 2025.

##### **Motion:**

Motion to Amend the Independent Nominating Committee.

First-Maria Panyi

Second- Kat Holmes

Motion passes by voice vote.

**Motion:**

Motion to End Executive Session.

First-Abdel Salem

Second-Bruce Mitchell

Motion passes by voice vote.

**Motion:**

Motion to Adjourn.

First-Bruce Mitchell

Second- Abdel Salem

Motion passes by voice vote.

**USA Fencing Ethics Committee**  
**Annual Conflict of Interest Review**  
**Board Report**

The Ethics Committee of USA Fencing has completed its Annual Conflict of Interest (COI) Review for the 2025–2026 cycle. As part of this process, required parties submitted COI disclosures, which were reviewed for accuracy, completeness, and relevance to their USA Fencing roles. Each identified conflict was evaluated using the established COI Level framework. This report summarizes all individuals with a Level 3 through 5 potential or actual conflict of interest and provides the rationale and necessary recommended actions.

**Level 3 — Notification of a Potential Conflict to the Board, With a Recommendation of No Action**

The potential COI does not justify recusal or other restrictions; however, it is significant enough to be disclosed to the full Board for transparency and accountability. The Ethics Committee maintains documentation of the rationale and notifies the Board and any relevant Committees.

**Level 3 Conflicts (Notification Only)**

- Ari Simmons – works for KM Fencing (vendor), current or potential national team member/stipend recipient.
- Ellen Geddes – current or potential national team member/stipend recipient.
- Gerek Meinhardt – current or potential national team member/stipend recipient.
- Greg Massialas – son is a current or potential national team member/stipend recipient.
- Gregory Husisian – daughter is a current or potential national team member/stipend recipient.
- Isis Washington – current or potential national team member/stipend recipient.
- Jay Taylor – current or potential national team member/stipend recipient.
- Lee Kiefer – runs KM Fencing (vendor) and current or potential national team member/stipend recipient.
- Lindsay Stapleton- dating relationship with Bill Becker (CRI).
- Lorrie Marcil-Holmes – mother of Board member, Kat Holmes.



- Maggie Dull – dating relationship with David Blake (vendor).
- Maria Panyi – current or potential national team member/stipend recipient.
- Mariel Zagunis – works for KM Fencing (vendor).
- Saul Mendoza – owner of The Fencing Post (vendor).
- Tim Morehouse – owner of Morehouse Fencing Gear (vendor).

#### **Level 4 — Notification of a Potential Conflict to the Board, With a Recommendation of Action**

The potential COI warrants disclosure and requires a mitigation plan but does not rise to the level of recusal. The Ethics Committee recommends specific mitigation measures, and documentation is shared with the Board and relevant Committees.

#### **Level 4 Conflicts (Notification + Mitigation Required)**

- Brandon Rochelle – recuse from vendor-related votes with competitors; DSXL LLC.
- Brian Rosen – recuse from vendor-related votes with competitors; StripCall.
- Dan Berke – recuse from vendor-related votes with competitors; Fencing Time LLC.
- David Blake – recuse from vendor-related votes with competitors; Fencing Vision.
- Donald Anthony – recuse from vendor-related votes with competitors; SwordSport.com LLC.
- Greg Tyler – recuse from athlete funding or grant votes; Kern Athletic Fencing Foundation.

#### **Level 5 — Recommendation of Recusal from Specific Matters + Steering Committee Oversight**

Individuals at Level 5 are parties to active litigation requiring full recusal from all related discussions, votes, and confidential information. A Steering Committee has been established to oversee all decisions, discussions, and actions related to these matters, ensuring neutrality, independence, and organizational integrity.

#### **Level 5 Conflicts (Recusal Required + Steering Committee Oversight)**

- Abdel Salem – party to litigation.
- Andrea Pagnanelli – party to litigation.
- Andrey Geva – party to litigation.
- Damien Lehfelddt – party to litigation.

- David Arias – party to litigation.
- Donald Alperstein – party to litigation.
- Jackie Dubrovich – party to litigation.
- Scott Rodgers – party to litigation.
- Kat Holmes – party to litigation.
- Lauryn Deluca – party to litigation.
- Molly Hill – party to litigation.
- Phil Andrews – party to litigation.

### **Conclusion**

The Ethics Committee has reviewed and classified all identified potential and actual conflicts of interest in accordance with USA Fencing’s COI framework. This report is submitted to the Board of Directors to support transparent governance and adherence to ethical standards. The Committee remains available to support next steps, clarify mitigation plans, or provide additional detail upon request.

**SUPPLEMENTAL REPORT FROM THE USA FENCING ETHICS COMMITTEE  
REGARDING POTENTIAL CONFLICTS OF INTEREST RELATING TO LITIGATION  
FILED AGAINST THE USAF AND CERTAIN USAF DIRECTORS**

**I. SUMMARY OF REQUEST**

The Ethics Committee is charged under Section 11.11 of the [USA Fencing Bylaws](#) with helping to “promote and help sustain a culture of ethical conduct throughout the USFA,” including by overseeing matters relating to conflicts of interest and disclosures. In accordance with these requirements, the Ethics Committee, consistent with Sections 12.10(b)(i) and (iii) of the USA Fencing Bylaws, has been asked to analyze and provide a Supplemental Report Regarding the interaction of its prior recommendations relating to the establishment of a Steering Litigation Committee and the impact of that recommendation on how defendants (including both USAF and the Defendant-Directors) manage their joint defense of the lawsuit(s).

The role of the Ethics Committee is to inform the Board of potential or actual conflicts of interest and to provide proposed procedures to handle the same. Implementation of the recommendations is up to the Board. Further, the role of the Ethics Committee is to handle issues that fall in the realm of corporate governance, and not to provide recommendations regarding how day-to-day management of litigation should occur. The Ethics Committee does not have any place under the USAF bylaws to take steps to redefine the attorney-client relationship, alter co-defendant rights in litigation, or to impose litigation conduct rules that would otherwise be governed by law, ethics rules, or court supervision.

The application of these basic principles to the various questions raised is provided below. The response to these questions should be read alongside the earlier Ethics Committee Report to provide a full picture of the recommendations regarding how apparent and actual conflicts of interest flowing out of the filing of the lawsuits should be handled.

**II. Analysis of Questions Raised**

***Question #1 – Intended Scope of Level 5 “Full Recusal”:*** *When the Ethics Committee Report states “full recusal from all related discussions, votes, and confidential information,” is the intended meaning limited to an individual’s organizational role (i.e., acting as a director/committee member on behalf of USAF), and specifically to:*

- *non-participation on the Litigation Steering Committee; and*
- *non-access to the Steering Committee’s internal deliberations as an organizational decision-making body?*

***If not limited to that, what additional restrictions are intended (if any)?***

**Preliminary Response:** As written, the phrase “all related discussions, votes, and confidential information” could be read more broadly than the Ethics Committee intended. To avoid any doubt, the phrase should be interpreted in light of the principles found below.

At the outset, it is important to note that the Ethics Committee's mandate is to:

- identify conflicts of interest;
- categorize their severity; and
- recommend governance safeguards to manage those conflicts.

It does *not* extend to:

- redefining the attorney-client relationship;
- altering co-defendant rights in litigation; or
- imposing litigation conduct rules that would otherwise be governed by law, ethics rules, or court supervision.

Accordingly, any interpretation of “full recusal” that purports to regulate those domains exceeds the Ethics Committee's proper role. Further, because the role of the EC is advisory – i.e., to identify conflicts of interest and to propose recommended solutions (but not to impose them, which is a Board function), the Report needs to be considered in that context as well.

It necessarily follows that the Report is not intended to alter the rights of individual Defendant-Directors, as doing so would be beyond the scope of the Ethics Committee role within USAF. Nor is it intended to restrict the ability of defendants to cooperate with each other in the defense of the litigation, where they have determined that they have common interests that are best served by a cooperative defense. Instead, the recommendations go to the appropriate way for the Board to handle the corporate governance issues that arise due to the filing of the lawsuit(s).

Against this backdrop, here is the analysis of the scope and meaning of “full recusal from all related discussions, votes, and confidential information”:

First, it is important to note that in the Ethics Committee context, “confidential information” refers to non-public organizational deliberations and governance materials, not information exchanged in the course of legal representation. In the context of litigation, confidentiality exists to:

- protect the organization's ability to deliberate freely;
- preserve attorney-client communication privilege and the attorney work product doctrine (where applicable); and
- prevent conflicted persons from influencing institutional choices

Thus, confidentiality is important to protect important institutional interests of USAF, as well as the individual Defendant-Directors.

Second, the Ethics Committee's report states that individuals at Level 5 are “parties to active litigation requiring full recusal from all related discussions, votes, and confidential information.” The threshold issue is whether this language is intended to regulate:

- an individual's exercise of organizational authority (i.e., participation as a director, officer, or committee member acting on behalf of USAF); or

- an individual's conduct and rights as a litigant (i.e., access to information, counsel, and participation necessary to defend oneself in active litigation).

The Ethics Committee's authority and mandate arise from governance and fiduciary principles. It does not derive from, and cannot supersede, legal rules governing attorney-client relationships, co-defendant rights, or litigation procedures. Accordingly, the phrase "full recusal" is intended, and should be clarified to operate, within that jurisdictional boundary.

To put it another way, "full recusal" is role-based, not status-based. That is, it regulates how an individual may act *within USAF*, not whether or how the individual may act *as a litigant*. Under this interpretation, Level 5 recusal is properly limited to:

- First, non-participation on the Litigation Steering Committee. Individuals who are parties to litigation should not serve on any USAF body or role designated to speak or decide on behalf of USAF in that litigation. This avoids both actual conflicts and the appearance that organizational decisions are being influenced by personal litigation interests.
- Second, the limitation should ensure non-access to the Steering Committee's internal deliberations as the USAF entity charged with decision-making authority regarding the litigation. Potentially conflicted individuals should not receive internal deliberative materials of the Litigation Steering Committee (e.g., draft positions, internal votes, settlement authority discussions) in their capacity as non-members of that body. This preserves the independence and neutrality of organizational decision-making.

These two restrictions fully accomplish the Ethics Committee's core objectives:

- insulating organizational decisions from conflicted actors;
- preserving institutional credibility; and
- avoiding both actual and apparent conflicts of interest.

Interpreting "full recusal" more broadly is not intended by the original Ethics Committee Report. Indeed, interpreting an individual's access to information or participation *as a litigant* would raise serious legal, ethical, and practical problems. To avoid these problems, "full recusal" cannot reasonably be interpreted to require or imply:

- Recusal from one's own defense. An individual who is a named defendant cannot be required, by an ethics policy, to recuse from participation in its, his, or her own defense or from receiving information necessary to that defense.
- Denial of access to counsel or counsel-held information. Where counsel jointly represents USAF and individual defendants, ethical rules require counsel to share with *each* client information that is material to the representation. An Ethics Committee directive cannot override or contradict those duties.

- Restriction on client decision-making rights. Clients retain the right to instruct counsel on matters within the client's purview (e.g., settlement authority, objectives of representation). Any reading of "full recusal" that interferes with that right would be untenable.
- Creation of artificial information barriers within joint representation. The Ethics Committee cannot mandate "walls" that force counsel into ethical violations or withdrawal, particularly where joint representation has been chosen by the insurer and endorsed by all Defendants to the lawsuits(s), and no actual conflict currently exists.

In short, recusal from decision-making about the litigation was not intended to, and should not be interpreted as, barring any rights that Defendant USAF and Defendant-Directors have to cooperate in the litigation. Thus, the Ethics Committee's language should not be considered to restrict a defendant's access to counsel, participation in defense, or receipt of information material to that defense. No additional restrictions beyond exclusion from USAF decision-making bodies related to the litigation and their internal deliberations were intended. Further, any such restrictions would go beyond the mandate of the Ethics Committee, which is to make recommendations for Board consideration. Any implementation of conflict-management measures remains within the Board's discretion, which also must be exercised consistently with legal and ethical obligations.

In light of these considerations and the clarifications noted above, the Ethics Committee believes that it is appropriate to restate its Level 5 recommendation as follows:

**Level 5 — Recommendation of Recusal from Specific Matters + Steering Committee Oversight**

Steering Committees have been established to oversee on behalf of USA Fencing all decisions, discussions, and actions related to these matters, ensuring neutrality, independence, and organizational integrity. Individuals at Level 5 have actual (in the case of the Plaintiff Directors) and potential (in the case of the Defendant Directors) conflicts with USA Fencing. Any individual who is a party to active litigation requires full recusal from participating in, and from all related discussions, votes, and confidential information internal to, the Steering Committees. Although recusal is required from an organization and corporate governance standpoint, such restrictions are not intended to block the ability of defendants to coordinate their joint defense in situations where they have common interests or to share information relating to such representation. Issues relating to the access to information available to counsel for co-represented parties is treated elsewhere in this document.

***Question #2 – Access To Counsel and Counsel-Held Information in Joint Representation: Where an insurer has appointed the same counsel to represent USAF and individual defendants, can a Level 5 designation be interpreted to bar individual defendants from receiving information in counsel's possession that is pertinent to their defense (including information counsel learned from the Steering Committee)? If not, how should the EC state that boundary plainly?***

**Preliminary Response:** This question raises a related question, which is whether a Level 5 designation, particularly the directive requiring "full recusal from all related discussions, votes, and

confidential information,” can be interpreted to restrict an individual defendant’s access to information that is in the possession of counsel where the same counsel jointly represents USAF and the individual defendants. This issue is distinct from questions of organizational governance or committee participation. It implicates the legal incidents of joint representation, including the ethical duties of counsel and the rights of represented parties. The Ethics Committee’s guidance must therefore be evaluated against those external legal constraints.

Where a single law firm represents multiple defendants in the same matter, those defendants are co-clients. Joint representation carries well-established legal consequences:

- Counsel owes identical duties of loyalty, competence, communication, and confidentiality to *each* co-client.
- Counsel may not treat one co-client as subordinate to another absent an express, informed, and legally effective waiver.
- Information material to the representation is not “owned” by one co-client to the exclusion of others.

In other words, the representation does not subordinate the rights of the Defendant-Directors to the rights of USAF; the representation puts all Defendants on the same level. Further, the Ethics Committee does not create or define these relationships and has no authority to alter these relationships. The operation of the attorney-client relationship is defined by legal representation rules and the parties themselves.

Under generally applicable professional responsibility principles, counsel is required to:

- keep each client reasonably informed about the status of the matter;
- communicate information necessary to permit the client to make informed decisions regarding the representation; and
- avoid withholding material information from a client where that information bears on the client’s defense.

In a joint-representation setting, which is what is set up with USAF and the Defendant-Directors, this means that information in counsel’s possession that is pertinent to the defense of one co-client may not be withheld from that co-client solely because it originated from another co-client or from an organizational decision-making body like USAF. The fact that USAF is the party that purchased the Director & Officer insurance is irrelevant; rather, it is the status of all of the Defendants as co-parties that dictates the proper role of counsel. Insurance payment does not displace attorney-client duties and it does not reduce co-client rights.

Thus, the Ethics Committee’s Level 5 designation cannot reasonably be interpreted to override or modify counsel’s ethical duties. Accordingly, a Level 5 designation cannot bar individual defendants from receiving information in counsel’s possession that is pertinent to their defense, regardless of the source of that information. This includes information counsel learned from:

- the Litigation Steering Committee;
- USAF representatives;
- other defendants; or
- third parties.

Once such information enters the possession of jointly representing counsel and is material to the litigation, counsel's duties to all co-clients become relevant. The Ethics Committee has no role in altering these requirements. Any contrary interpretation would exceed the role of the Ethics Committee and would place counsel in a position where compliance with the Ethics Committee's guidance would require violation of professional responsibility obligations.

In short, it is important to distinguish between:

- internal organizational deliberations, which may remain confined to the Steering Committee when conducted without counsel present; and
- counsel-mediated information, which, once shared with jointly representing counsel, becomes subject to counsel's disclosure obligations to all co-clients.

The Ethics Committee may properly provide guidance regarding the former by limiting who may participate in or receive internal Steering Committee deliberations. It may not regulate the latter by instructing counsel to withhold material information from a co-client. This distinction preserves both organizational integrity and ethical representation.

Thus, Level 5 recusal does not limit counsel's ethical duties to share information with any jointly represented defendant, and does not restrict any defendant's access to information held by counsel that is pertinent to the defense. Nor does Level 5 restrict communications between a defendant and his or her lawyer or restrict counsel's duty to receive and act on client instructions.

In short, Level 5 recusal applies only to participation in organizational deliberations and does not, under any circumstances, restrict counsel's ethical obligations or a defendant's access to counsel or counsel-held information.

***Question #3 – Consistency with Counsel's Ethical Obligations and Client Rights: How should EC guidance be framed so it does not (and is not read to) require counsel to:***

- *withhold pertinent information from a co-client; or*
- *refuse/ignore client instructions that fall within the client's decision-making prerogatives?*

***Stated differently: what clarifying language is needed so the EC guidance is not interpreted as creating an ethical impossibility for jointly-appointed counsel?***

**Preliminary Response:** The response here flows from the responses to the first two questions. If Ethics Committee guidance were interpreted to require counsel to:



- withhold material information from an individual defendant because that information originated from USAF or the Litigation Steering Committee; or
- decline to implement or even receive client instructions on matters within the client's prerogative,

then counsel would be placed in an ethical impossibility. In such a circumstance, counsel would face mutually exclusive obligations: compliance with Ethics Committee guidance on the one hand, and compliance with professional responsibility rules on the other.

Because the Level 5 language could potentially be read as imposing restrictions inconsistent with counsel's ethical obligations, clarification is necessary to ensure it is not misapplied. The Ethics Committee guidance is not intended to, and should not be construed in a way that:

- prevents individual defendants from receiving the advice necessary to make such decisions; or
- treats USAF decision-making authority as superseding individual client rights in joint representation.

To remove all doubt, the Ethics Committee stresses that its analysis:

- expressly acknowledges counsel's independent ethical obligations;
- is not intended to modify or override counsel's professional responsibilities;
- reflects the clear distinction between organizational recusal and litigation representation; and
- is intended as limitations on Defendant-Directors acting *for the organization*, not as limitations on their *participation as litigants*.

Where any ambiguity exists, Ethics Committee guidance should be interpreted consistently with applicable rules of professional responsibility. Thus, the guidance should be read as confirming that counsel may continue to communicate freely with, advise, and take instructions from *all* jointly represented clients unless and until an actual conflict requires structural changes. A Level 5 recusal does *not* require counsel to withhold material information from any jointly represented client and does not alter the obligation of counsel to communicate with and take lawful instructions from *all* individual defendants on matters within their authority. Any governance-related recusal applies solely to an individual's organizational role and not to his or her rights or participation as a litigant.

***Question #4 – Permissible Coordination of Defense Outside the Litigation Steering Committee: To what extent may individual defendants participate in the joint/common defense effort (outside of Steering Committee deliberations), including coordination through counsel, where interests are aligned? What is the cleanest way for the EC to confirm that Level 5 “recusal” does not prohibit cooperation on shared litigation interests (while still protecting organizational integrity)?***

**Preliminary Response:** The short answer is that the Level 5 designation limits an individual's participation in litigation-related decision-making on behalf of USAF. It does not prohibit

individual defendants from coordinating their defense with USAF or other defendants through counsel on matters where their legal interests are aligned, provided that such coordination does not involve participation in the deliberations or authority of the Litigation Steering Committee.

This issue goes to the heart of the potential tension between conflict-of-interest governance and effective litigation defense. This potential tension is solved by, once again, distinguishing between the USAF organizational decision-making authority and litigation coordination among co-defendants, which are governed by different principles and serve different functions. Here, it is important to note that the Ethics Committee does not authorize or regulate coordinated defense efforts; such coordination exists independently of Ethics Committee guidance. Decisions regarding defense tactics, strategy, and coordination are within the province of defendants and counsel, not the Ethics Committee.

In litigation involving multiple defendants with aligned interests, coordinated defense efforts are both common and appropriate and not restricted by anything promulgated by the Ethics Committee. Such coordination may include:

- shared factual development and investigation;
- unified legal arguments and positions;
- coordinated motion practice and discovery strategy;
- information sharing through counsel; and
- cost-efficient use of resources, including insurance-appointed counsel.

These activities are all distinct from organizational governance. They arise from the defendants' common legal interests, not from any exercise of USAF authority. Thus, when acting as USAF Directors, individual defendants may not participate in litigation-related decision-making on behalf of USAF (e.g., Litigation Steering Committee deliberations, institutional settlement authority, or organizational risk decisions). But as individual defendants, the Defendant-Directors retain the right to participate fully in their own defense, including coordination with co-defendants (each other *and* USAF) through counsel, so long as their interests remain aligned.

Level 5 recusal appropriately limits the former. It does not, and cannot without exceeding the mandate of the Ethics Committee, prohibit the latter.

In short, the level of permissible coordination depends on the defendants determining that they are aligned in their interests. Where USAF and individual defendants are: (1) seeking the same relief; (2) advancing consistent legal theories; and (3) securing these goals through agreed-upon common counsel, there is no inherent conflict in coordinated defense efforts.

Alignment of interests is presumed where defendants are jointly represented and pursuing common relief, absent concrete indicators of divergence. If and when interests diverge (which may never occur), the appropriate response is not a retroactive expansion of recusal, but rather reassessment of the conflict, possible separation of counsel, or implementation of additional safeguards. But these are matters to be worked out by the defendants, not through any input by the Ethics Committee. Level 5 recusal restricts only the exercise of organizational authority; it does not restrict or

condition coordinated defense efforts undertaken by defendants in their personal capacities through counsel.

***Question #5 – What Information May Properly Remain “Internal” to the Litigation Steering Committee? What categories of information are properly treated as internal Steering Committee deliberations (and therefore not shared directly with individual defendants), versus information that, once communicated to jointly-representing counsel, cannot be withheld from co-clients if it is pertinent to the representation?***

**Preliminary Response:** As detailed above, the Litigation Steering Committee exists to act as the authorized decision-making body for USAF with respect to the litigation. Its role is institutional, not personal. It deliberates and acts on behalf of the organization, not on behalf of individual Defendant-Directors.

Accordingly, the Steering Committee is entitled to maintain confidentiality over certain categories of information that are intrinsic *to its organizational role*, particularly where those communications do not involve jointly representing counsel.

The following categories of information may properly remain internal to the Steering Committee and need not be shared directly with individual defendants:

- Internal deliberations conducted without counsel present.
- Discussions among Steering Committee members regarding organizational strategy, priorities, or risk tolerance that occur in the absence of counsel may remain internal, provided they are not communicated to counsel in a manner that makes them material to the litigation representation.
- Preliminary or exploratory discussions, such as tentative views of the litigation or litigation strategy, hypothetical settlement ranges, or early-stage assessments that have not been conveyed to counsel and have not yet shaped litigation strategy, may be treated as internal organizational deliberations.
- Discussions concerning reputational risk, budgetary implications, or broader organizational policy (when not directly tied to litigation strategy or communicated to counsel) may remain internal.
- Internal voting and decision-making processes, how Litigation Steering Committee members vote or reach consensus internally, or deliberations or information prepared to inform such discussions, may remain confidential, subject to ordinary USAF confidentiality and transparency rules.

These categories reflect the Litigation Steering Committee’s role as an organizational actor and thus do not implicate the right of co-defendants to information. By contrast, a critical transition occurs when information is communicated to jointly representing counsel and becomes material to the litigation. At that point:

- the information is no longer solely an internal governance matter;

- counsel's ethical duties attach to *all* defendants and become relevant; and
- the information becomes part of the legal representation of all co-clients.

The role of the Ethics Committee does not extend to restrictions on the downstream handling of such information by counsel once it enters that domain, and its analysis should not be so construed.

Once information is in the possession of jointly representing counsel and is pertinent to the representation, counsel may not withhold it from any co-client, including individual defendants. This includes, for example:

- litigation positions adopted or contemplated by USAF;
- settlement parameters communicated to counsel;
- factual information relevant to claims or defenses; and
- strategic decisions that affect the posture of the defense.

The source of the information, whether from the Steering Committee or elsewhere, is not determinative. What matters is whether the information is material to the representation and in counsel's possession. Once those two criteria are satisfied, the counsel's duties to *all* defendants becomes paramount.

In short, it would be improper to attempt to preserve Litigation Steering Committee confidentiality by imposing artificial information barriers on counsel, such as instructing counsel not to share certain material information with individual defendants, and nothing in the Ethics Committee consideration of these issues or the establishment of recusal guidelines should be so interpreted. The Ethics Committee's role is to manage conflicts at the governance level, not to dictate the internal mechanics of joint legal representation.

As a simple summary of the rules:

- Internal Steering Committee deliberations conducted without counsel may remain confidential.
- Once information is communicated to jointly representing counsel and is material to the litigation, it may not be withheld from any co-client.

This rule is consistent with professional responsibility principles, respects the distinct roles of governance and legal representation, and does not exceed the mandate of the Ethics Committee.

***Question #6 – What events or circumstances should be identified as indicating that a potential/appearance issue has ripened into an actual conflict among USAF and individual defendants (e.g., divergent settlement positions/instructions, indemnification disputes, materially adverse strategy positions), such that separate counsel (or other safeguards) are required?***

**Preliminary Response:** It would not be appropriate for the Ethics Committee to provide concrete guidance ahead of time on such issues, as the analysis would be very fact dependent. Further, the Ethics Committee may not even have a role in such considerations, which go to the limits of the

duty of loyalty in the attorney-client realm and not organizational issues of the type that require analysis by the Ethics Committee.

Nonetheless, the following events or circumstances are generally accepted as strong indicators that a potential conflict has ripened into an actual conflict:

- **Divergent Settlement Positions or Instructions.** If USAF and an individual defendant give materially inconsistent instructions to counsel regarding settlement, such as whether to settle, settlement amounts, or non-monetary terms, then it may be that counsel cannot simultaneously comply with both. This constitutes a direct conflict.
- **Dispute Over Indemnification or Advancement of Expenses.** If USAF asserts that an individual defendant is not entitled to indemnification or advancement of defense costs, the parties' financial and legal interests diverge in a manner that is materially adverse.
- **Materially Adverse Litigation Strategies.** Any situations where one defendant's preferred litigation strategy would increase the legal exposure of another defendant (e.g., shifting blame, asserting defenses that undermine co-defendants) indicate an actual conflict.
- **Allocation of Fault or Liability.** Any circumstance in which defendants seek to apportion responsibility among themselves, or where a defense depends on distinguishing one defendant's conduct from another's, signals adversity.
- **Assertions of Claims or Cross-Claims Among Defendants.** Assertions of Cross-Claims Among Defendants. The filing or credible threat of cross-claims among defendants constitutes an actual conflict as a matter of law and ethics. The filing or credible threat of counterclaims, third-party claims, or affirmative defenses predicate on the conduct of co-defendants may present an actual conflict, depending on the circumstances.

***Question #7 – Calibration of Level 5 as Applied to Different Groups. How should the EC distinguish (if at all) between:***

- *plaintiff-directors with an ongoing actual conflict vis-à-vis the organization; and*
- *individual defendants whose situation is framed as potential/appearance-based, particularly when all defendants are currently aligned and jointly represented?*

***If a distinction is warranted, how should it be reflected in the language of the Report?***

**Preliminary Response:** In broad brush, with regard to the original analysis and its recommendation that USAF should establish a Litigation Steering Committee, the conclusion was that parties on both sides of the lawsuits should be treated as having conflicts of interest that require recusal. The fact that the same remedy was proposed for both sets of persons, however, should not be taken as endorsing the conclusion that all the parties trigger identical concerns from a conflicts of interest perspective. The use of a common governance safeguard does not imply equivalence in the nature or severity of the underlying conflicts.

Specifically, although both classes of Parties should not be part of the Litigation Steering Committee, this does not change the reality that: (1) Plaintiff-Directors have chosen to be affirmatively

adverse to USAF; while (2) Defendant-Directors have been drawn into their litigation posture, against their will, while having interests that are generally aligned with USAF. In more details, Plaintiff-Directors:

- Have initiated or are actively prosecuting litigation against USAF.
- Are directly adverse to the organization's legal interests.
- Are, by definition, in a posture where loyalty to the organization and pursuit of personal objectives cannot be reconciled.
- Present a current, ongoing, and non-curable actual conflict with respect to litigation-related governance matters.

By contrast, Defendant-Directors:

- Are defending claims alongside USAF.
- May and do share common counsel, legal positions, and litigation objectives with the organization.
- May be entitled to indemnification and defense under governing documents.
- Present potential or appearance-based conflicts, not necessarily actual conflicts, absent additional triggering events.

To put it in conflict of interest terms, the former has actual conflicts of interest and diverging interests with USAF, whereas the latter generally have converging interests with USAF and have, at most, the possibility of potential or appearance-based conflicts with USAF. It is the difference between having generally opposed and generally aligned interests. Thus, while the remedy in terms of establishing a Litigation Steering Committee is broadly the same for both sets of Parties, effectuating recusals for both sides, it would not make sense to otherwise treat these two groups as equivalent.

Further, the distinction is warranted because the Ethics Committee's objective is not merely to label conflicts, but to recommend measures to manage them proportionately. For plaintiff-directors, recusal from litigation-related organizational decision-making is mandatory and non-discretionary because there is no scenario in which participation in governance related to the litigation would be appropriate while the litigation is ongoing. By contrast, for individual defendants, recusal from organizational decision-making bodies (e.g., Litigation Steering Committee participation) is appropriate to manage appearances and potential theoretical conflicts. Thus, while the individual Defendant-Directors and USAF, and the attorneys for these parties, will often conclude that it is appropriate to share access to litigation-related information, the Plaintiff-Directors have clear and absolute conflicts and must be treated differently. They have no claim to access to such information and require no leeway for joint representation.

Thus, wholesale restrictions on litigation-related participation, information access, or defense coordination (as opposed to the types of Litigation Steering Committee deliberations outlined above) are neither necessary nor justified absent actual adversity. Here, all defendants are currently

aligned, a single insurer-appointed counsel represents all defendants, and no actual adversity has arisen.

In short, while all individuals designated at Level 5 present conflict considerations, the nature of those conflicts differ. They both may fall under Level 5 designation, but the scope of restrictions depends on whether the conflict is actual or potential. Plaintiff-Directors and Defendant-Directors therefore warrant different treatment once one moves beyond exclusion from organizational decision-making bodies. While individuals named as defendants may present potential or appearance-based conflicts that warrant exclusion from organizational decision-making roles like the Litigation Steering Committee, this restriction does not mandate unnecessary restrictions on their interactions with USAF as litigants.

***Question #8 – Risk of “Weaponization”/Vexatious-Suit Scenarios. What guidance should the EC provide to address the risk that litigation strategy could be used to disable organizational decision-making (e.g., naming potential steering committee candidates as defendants), including the edge case where a large portion or all of the board is sued? What alternative governance mechanisms should be contemplated to preserve USAF’s ability to function while avoiding conflicts?***

**Preliminary Response:** Here, it is necessary to recognize that such scenarios have not yet come to pass. Because only a minority of the Board has been sued, there were sufficient personnel available to staff a Litigation Steering Committee. So what follows is some general considerations, which would require revisiting based on individual facts that might arise at some future time.

Conflict policies are intended to protect organizations, not to render them defenseless. As such, it is important to consider the risk that conflict-of-interest rules, if applied mechanically or without contextual safeguards, could be strategically exploited through litigation tactics to impair or disable USAF governance and defense capabilities, such as situations where a Plaintiff names as defendants individuals who would otherwise serve as decisionmakers for the organization in the litigation or even designates the entirety of the Board as parties.

These risks can particularly arise where:

- Plaintiffs can effectively dictate who is disqualified from governance roles by naming individuals as defendants;
- conflict designations automatically trigger exclusion from decision-making without regard to alignment of interests; and
- no alternative decision-making structures are contemplated in the event of widespread or strategic naming of defendants.

To avoid these results, three core governance principles require consideration:

- First, continuity of organizational function. USAF as a distinct legal entity must retain the ability to make decisions, manage risk, and defend itself, even when litigation targets its leadership.

- Second, proportional conflict management. Conflict safeguards should be calibrated to actual risk and not operate as automatic disqualifications triggered solely by being named in a complaint.
- Third, independence of ethics oversight from litigation tactics. Ethics Committee recommendations, and the Board implementation of same, should be grounded in substance and alignment of interests, not solely in the procedural posture of litigation.

Relevant considerations to effectuate these goals include the following:

- No automatic escalation based solely on being named. The mere naming of an individual as a defendant should not, by itself, be treated as dispositive of an actual conflict requiring full exclusion from all decision-making roles.
- Functional analysis over formal labels. Conflict determinations should focus on whether an individual's personal interests are materially or potentially adverse to USAF's interests, not simply on party designation.
- Dynamic reassessment. Conflict status should be subject to reassessment as litigation evolves, rather than fixed at the moment of filing.

In scenarios where a large portion or all of the board is sued, rigid application of conflict rules could leave USAF without any internal decisionmakers capable of acting. In such circumstances, alternative governance mechanisms are both permissible and necessary, such as:

- **Independent or Special Litigation Committees:** Formation of a committee composed of unconflicted individuals (e.g., non-board members, former officers, or external fiduciaries) empowered to act on behalf of the organization in the litigation.
- **Enhanced Role for USAF Counsel:** Because USAF maintains a general counsel function, the delegation of authority for the handling of such litigation is a possibility.
- **Delegation to Independent Fiduciaries or Agents:** Appointment of an independent fiduciary, trustee, or external agent with authority to make litigation decisions for USAF.
- **Use of Disinterested Former Directors or Officers:** Engagement of former board members or officers who are not parties to the litigation and who have no personal stake in the outcome.
- **Temporary Governance Structures:** Adoption of interim governance arrangements limited in scope and duration to address litigation-related decisions.

Because these scenarios implicate governance principles, the Ethics Committee would have a role in resolution of these issues. The Ethics Committee's role in these circumstances would be to:

- identify the risk of governance paralysis;
- articulate acceptable alternative structures; and



- confirm that such structures are consistent with ethical principles and organizational by-laws.

In short, conflict-of-interest safeguards must be applied in a manner that protects organizational integrity without enabling litigation tactics to disable governance. Conflict-of-interest safeguards should not be applied in a manner that permits litigation tactics to deprive USAF of the ability to govern or defend itself. Where widespread litigation affects the availability of unconflicted decisionmakers, the organization may adopt alternative governance mechanisms to ensure continuity of function, subject to appropriate ethical safeguards. Any alternative governance structure should be limited in scope, time-bound, and subject to reporting obligations consistent with the bylaws.

## USA Fencing Member Code of Conduct

Effective August 1, 2026

The purpose of this Code of Conduct is to establish the United States Fencing Association's ("USFA") expectations for all those engaged in this great sport of fencing. This Code of Conduct establishes the policies and expectations designed to foster a positive environment and uphold good sportsmanship. It is a set of policies a foundation intended to promote a positive environment and good sportsmanship. By practicing these shared values we can create a culture that empowers and supports all members of the fencing community.

Except as provided by law, sanctions implemented by organizations outside of USFA, including international bodies such as FIE or WAS, do not limit the applicability of this Code of Conduct or the ability of USFA to impose additional sanctions. This includes sanctions for conduct that occurs at international events. USFA's authority under this Code of Conduct and other references such as the Athlete Handbook are not conditional in any way on any sanctions applied for international conduct, including if those international sanctions are set aside, reversed on appeal, or in any other way not implemented.

This Code of Conduct applies to the following individuals at all times: all members of USFA, Board of Directors members, officers (including division officers), committee members, task force members, working group members, resource team members, hearing panel members, volunteers, employees of USFA, officials, athletes, coaches, spectators, contractors, and others appointed or authorized to act on behalf of the USFA (collectively, "Members").

The USFA's Codes of Conduct requires all participants in USFA activities to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As Members of USFA, we all must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. Specifically, compliance with the Ted Stevens Olympic and Amateur Sports Act ("the Act"), the USOPC Bylaws, all USFA policies and procedures, and state and federal laws.

As a Member of USFA, you are committed to fair competition and respect for other Members, including athletes, coaches, referees, volunteers, tournament officials, spectators, and fans. You understand that sportsmanship is a key tenant of competition and will exhibit the qualities of sportsmanship at all times.

You will:

**Commented [MB1]:** Delete this phrase?

This Code of Conduct includes, but is not limited to, following the below requirements:

- Act in a sportsmanlike manner consistent with the spirit of fair play and responsible conduct.
- Conduct yourself in a dignified, professional manner relating to emotions, language, attitude, and actions.

- Respect the rights, dignity and worth of all opponents, coaches, referees, officials, administrators, parents, fencers and spectators regardless of race, creed, color, disability, religion, national origin, ethnicity, gender or sexual orientation.
- Engage in no verbal, written, or physical threats or have any unwanted physical contact with others.
- Respect your competitors and other members of the fencing community in person or via electronic or phone communication or social media. Accordingly, you will not bully, harass or otherwise be disrespectful or disparaging to others.
- Respect the autonomy, dignity, and competitive integrity of parafencers and all athletes with disabilities. Recognize that adaptive equipment, mobility aids, and classification-related accommodations are integral to their participation and self-agency. Refrain from interfering with such equipment—including but not limited to wheelchairs, straps, frames, prosthetics, disability communication aids (hearing aids, cochlear implants), blind aids, or other adaptive devices, as expressly permitted or required under applicable USA Fencing, FIE, and World AbilitySport rules and regulations.
- Act appropriately and remain orderly so as to not disturb the smooth running of any competition, regardless of the outcome, and not taunt or disturb others.
- Support the referees, coaches, and event organizers by trusting their judgment and integrity so as to not affect the good order of any competition.
- Do not engage, nor encourage others to engage in malicious or threatening language aimed at any Member or USA Fencing staff member verbally or in writing whether hard copy or electronic communication, including e-mail or on any social media sites. Members shall not be tagged in social media posts with the intent to harass.
- Remember that at all times you are an ambassador for the sport of fencing, whether in or out of competition.
- Report all Code of Conduct violations.
- Support clean competition, including an environment free of doping, and will follow all applicable rules related to anti-doping as established by the United States Anti-Doping Agency, the World Anti-Doping Agency and the Federation International d'Esime.
- Abide by all applicable USA Fencing rules and regulations, including but not limited to the Athlete Handbook, and Fencing Rulebook, FenceSafe Handbook, USA Fencing MAAPP, and the US Center for SafeSport Code.

- Adhere to the rules governing fair play and competitive manipulation per the Olympic Movement Code on the Prevention of the Manipulation of Competitions, and the International Paralympic Committee Code of Ethics.
- Adhere to all applicable state, federal, and foreign laws, as applicable, including those governing the possession and use of drugs and alcohol and providing of drugs to any person and alcohol to minors.
- Will not ever physically contact a referee or tournament organizer in any way that can be interpreted as unwelcome or in an aggressive or confrontational manner.
- Be role models by positively supporting athletes and not shouting instructions that disturb order on the strip
- Encourage all competitors in a positive manner, and remember that in competition, the use of profanity and objectionable gestures are offensive and are prohibited.
- No USFA employee, contractor, or agent of USFA shall assist a Member or former Member in obtaining a new job (except for the routine transmission of administrative and personnel files) if the individual knows that the Member or former Member violated policies or procedures of the US Center for SafeSport related to sexual misconduct or was convicted of a crime involving sexual misconduct with a minor in violation of applicable law or the policies or procedures of the US Center for SafeSport per Section 220524(a)(10) of the Act.

#### REPORTING & RESOLUTION

A violation of this Code of Conduct may be grounds for action, which could result in sanctions up to and including termination of membership.

Code of Conduct violations must be reported promptly through our online reporting portal which can be accessed [here](#) or to USA Fencing's General Counsel [j.saxon@usafencing.org](mailto:j.saxon@usafencing.org) or USA Fencing's Member Safety & Organizational Compliance Coordinator at [m.boland@usafencing.org](mailto:m.boland@usafencing.org) or to the Grievance and Discipline Committee at [Grievance@usafencing.org](mailto:Grievance@usafencing.org). Reporters are permitted to submit reports anonymously. All reports will be reviewed and resolved per our Complaint and Hearing Procedures which can be found [here](#). The Grievance and Discipline Committee in coordination with the USFA Senior Manager of Compliance ("Manager") will determine whether to resolve the matter via an informal compromise or mediation or proceed with formal disciplinary action. If an informal compromise or mediation is pursued, the Manager will investigate and provide notice of a resolution. If formal disciplinary action is pursued, the matter will be decided by a panel of disinterested Members pursuant to the Complaint and Hearing Procedures. Respondents will be afforded an opportunity to be heard on the merits before the panel prior to the imposition of any sanctions. Athlete Representatives will make up 33.3% of the panel. Temporary measures, such as a temporary suspension, may be imposed as necessary

for the good of the sport of fencing and the protection of USFA or its Members. For questions regarding procedural review of complaints, please reach out to USA Fencing's General Counsel, [j.saxon@usafencing.org](mailto:j.saxon@usafencing.org).

#### ANTI-RETALIATION

It is the right and responsibility of all Members to report violations or suspected violations of this Code of Conduct. All Members, good faith reporters, or any person who participates or is involved in the investigation or adjudication of claims of violations ("Covered Third-Persons") is protected under this Code of Conduct from retaliation. An individual who retaliates against someone who has reported a violation in good faith or a Covered Third-Person is subject to disciplinary action up to and including termination of membership.

No individual who in good faith reports a violation of the Codes of Conduct shall suffer harassment, retaliation, or adverse membership consequences. "Retaliation" means any adverse or discriminatory action, or the threat of an adverse or discriminatory action, including removal from a training facility, reduced coaching or training, reduced meals or housing, and removal from competition, carried out against a protected individual as a result of any communication, including the filing of a formal complaint, by the protected individual relating to the allegation of physical abuse, sexual harassment, or emotional abuse with (a) the US Center for SafeSport (b) a coach, trainer, manager, administrator, or official associated with the corporation (c) the Attorney General (d) a Federal or State law enforcement agency (e) the Equal Employment Opportunity Commission or (f) Congress.

Retaliation may be present even where there is a finding that no violation occurred, but retaliation does not include good-faith actions lawfully pursued in response to a report of a violation. In addition, no Member nor USFA itself shall take or threaten to take any action against an athlete as a reprisal for disclosing information to or seeking assistance from the Office of the Athlete Ombuds as outlined in the Ted Stevens Act.

A copy of the full USFA Whistleblower & Anti-Retaliation Policy can be found [here](#).

#### ACTING IN GOOD FAITH

Anyone reporting a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense and will be considered a Code of Conduct violation.

#### SANCTIONS

USFA may impose the following disciplinary measures in furtherance of this Code of Conduct:

- a) Warning;
- b) Reprimand;
- c) Establish a period of probation, with or without conditions;
- d) Deny, grant, suspend, or restore the eligibility or right to compete or participate of any Member of USFA;
- e) Public censure;
- f) Private censure;
- g) Deny, grant, suspend or restore membership in USFA for a definite or indefinite period of time, with or without terms of probation, or expel any member of USFA, including, without limitation, any administrator, athlete, coach, trainer, manager, official, officer, Board Member, spectator, chair or member of any committee or sub-committee;
- h) Assess actual costs to the prevailing party;
- i) Forfeiture of tournament results;
- j) Suspension of membership;
- k) Revocation of membership; and
- l) Assess sanctions in any combination of the foregoing or assess any other remedies, including reasonable fines, deemed appropriate under the circumstances.

#### RESOURCES

For information on the Code of Conduct, including any of its provisions, contact Athlete Safety and Compliance Manager at [j.saxon@usafencing.org](mailto:j.saxon@usafencing.org) or [EthicsCommittee@usafencing.org](mailto:EthicsCommittee@usafencing.org).

USOPC INTEGRITY UNIT - Through its Speak Up Policy, the USOPC Ethics and Compliance team seeks to empower athletes, USOPC employees and volunteers, NGB employees and volunteers, and other individuals within the U.S. Olympic and Paralympic Movement to raise and report their concerns. Any individual may report concerns confidentially, or anonymously, online using the USOPC Integrity Portal.

ATHLETE OMBUDS: The Athlete Ombuds Office provides free cost-free, independent, and confidential advice regarding Team USA athlete rights, grievance procedures and any other guidance pertaining to selection procedures and can assist in mediating disputes between athletes and USFA.

To contact the Athlete Ombuds Office:

Website: <https://www.teamusa.org/athlete-ombuds>

Phone: (719) 866-5000

E-mail: [ombudsman@usathlete.org](mailto:ombudsman@usathlete.org)

USFA REPORTING PORTAL - For additional resources and to access the USFA online reporting portal please visit: <https://www.usafencing.org/fencesafe-report>

# USA Fencing Division Resource Team Report

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<b>Committee Name:</b>	Division Resource Team
<b>Date of Report:</b>	January 28, 2026
<b>Date of Last Report:</b>	June 29, 2025
<b>Committee Chair / Reporter(s):</b>	Brad Suchorski (Staff Liaison)

## 1. Overview:

The Division Resource Team has been focused on the following items throughout the first half of the 2025/26 Season:

- Assisting Divisions with completing the annual officer and financial forms
- Resolving Division related challenges and assisting with grassroots resolutions
- Review Division Boundaries and clarify boundaries throughout the country

## 2. Strategic Plan Alignment:

The Division Resource Team completed this work to resolve inconsistencies, overlaps, and gaps in division boundary definitions by standardizing jurisdictions using clear county and state lines. This effort improves clarity, fairness, and administrative efficiency across divisions and directly supports the USA Fencing Strategic Plan's Organizational Effectiveness priority by strengthening governance consistency, reducing operational complexity, and improving the member experience through transparent and easily understood division alignment.

## 3. USA Fencing Division Boundary Analysis

*Analysis led by Dan Berke and supported by the Division Resource Team*

### Detailed Overview

In the 2022-2023 season, the Division Resource Team was tasked with drafting a common set of bylaws to be adopted by all USA Fencing divisions. These bylaws were to be customized by each division to include their official division name and the geographic area they had jurisdiction over.

It quickly became apparent that the division boundaries were, in many cases, ill-defined. Some divisions did not clearly state their boundaries, while others used boundaries such as highways, "imaginary lines" connecting two points, or topographical features.

It is desirable to define all divisions using existing political boundaries such as state and county lines. In some rare cases, city boundaries may also be used. In the spreadsheet that accompanies



this document, I have made recommendations for clarified division jurisdictions that use such boundaries.

While analyzing the division boundaries, a number of issues were discovered – primarily, overlapping territory claimed by two divisions. The proposed changes resolve these conflicts by allocating the conflicting area to the most logical division. Usually, this was determined by locating a club with an address in the conflicting area and noting which division the club and its members were affiliated with.

Additionally, several areas of the country were identified as not being claimed by any division. These areas were assigned to the most logical adjacent division so that the entire country is claimed by existing divisions.

### **Divisions with Clear Boundaries**

The following divisions have clear boundaries that utilize state or county borders in their bylaws. No changes are necessary to these division boundaries:

- |                            |             |
|----------------------------|-------------|
| 1. Alabama                 | 30. Wyoming |
| 2. Alaska                  |             |
| 3. Arizona                 |             |
| 4. Capitol                 |             |
| 5. Colorado                |             |
| 6. Georgia                 |             |
| 7. Gold Coast Florida      |             |
| 8. Harrisburg              |             |
| 9. Hawaii                  |             |
| 10. Iowa                   |             |
| 11. Long Island            |             |
| 12. Metropolitan NYC       |             |
| 13. Michigan               |             |
| 14. Minnesota              |             |
| 15. Nevada                 |             |
| 16. New Jersey             |             |
| 17. North Carolina         |             |
| 18. North Coast            |             |
| 19. Northeast              |             |
| 20. Northeast Pennsylvania |             |
| 21. Northern California    |             |
| 22. Oklahoma               |             |
| 23. San Diego              |             |
| 24. South Carolina         |             |
| 25. South Jersey           |             |
| 26. Tennessee              |             |
| 27. Virginia               |             |
| 28. Western New York       |             |
| 29. Wisconsin              |             |



### Divisions with Clarified Territory

The bylaws of the following divisions currently do not define clear (or any) boundaries or use boundaries that do not fall along state or county lines. Using the territory claimed by adjacent divisions, as well as the division map on the USA Fencing website, the boundary definitions document (located at the end of this report) clarifies the borders using county and state lines. While doing this, it was attempted to preserve the existing territory of each division as best as possible. The report recommends the proposed boundaries be adopted as the official boundary definition by USA Fencing and in each division's bylaws.

1. **Ark-La-Miss:** Specified the constituent counties from Arkansas, Louisiana, and Mississippi.
2. **Central FL:** Specified the counties based on counties claimed by adjacent divisions.
3. **Central PA:** Specified the counties based on counties claimed by adjacent divisions.
4. **Columbus:** Specified the counties based on counties claimed by adjacent divisions.
5. **Connecticut:** Changed the definition to use counties instead of cities/towns.
6. **Gateway FL:** Changed the definition to use counties instead of an imaginary line.
7. **Gulf Coast:** The existing definition uses a complex imaginary line defined by highways, lines of latitude, state and country borders, and a river. This is replaced by a list of counties that attempt to approximate the same line as closely as possible.
8. **Illinois:** Specified the counties based on the defined jurisdiction of the adjacent St. Louis division.
9. **Indiana:** Specified the boundaries based on the definition of the Southwest Ohio division.
10. **Inland Empire:** Specified the counties based on counties claimed by adjacent divisions.
11. **Louisiana:** Specified the parishes/counties based on counties claimed by adjacent divisions.
12. **New England:** Clarified the counties claimed in "Eastern Massachusetts"
13. **New Mexico:** Specified the counties based on counties claimed by adjacent divisions.
14. **North Texas:** Specified the counties based on counties claimed by adjacent divisions.
15. **Plains Texas:** Replaced borders currently defined by roads, state lines, and a river with counties that approximate the same area.
16. **South Texas:** Specified the counties based on counties claimed by adjacent divisions.
17. **St. Louis:** Replaced boundaries defined by lines with counties approximating the same area.
18. **Utah-Southern ID:** Replaced boundary using imaginary lines with county lines approximating the same area.
19. **Westchester-Rockland:** Specified the counties based on counties claimed by adjacent divisions.
20. **Western PA:** Specified the counties based on counties claimed by adjacent divisions.



## Divisions with Altered Territory

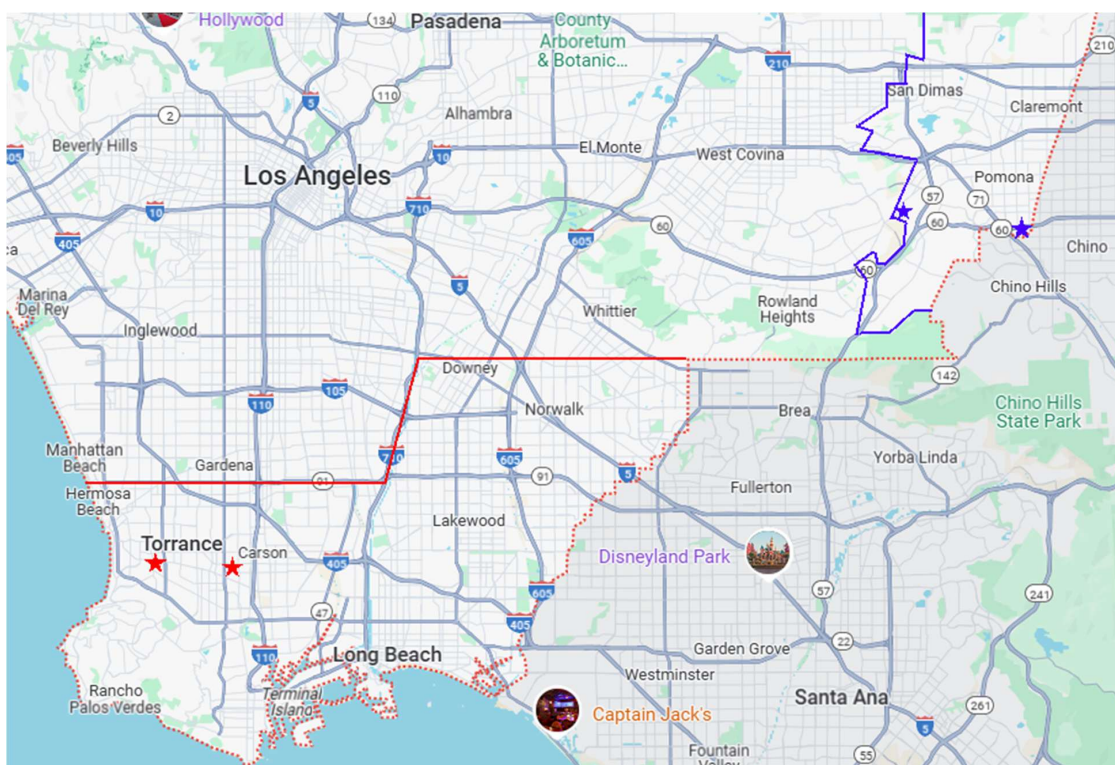
The territory of the following divisions needed to be altered. This was done to resolve conflicts with territory claimed by multiple divisions, as well as the addition of unclaimed adjacent territory into the division.

1. **Border Texas:** Gave Catron County (mainly open space) to New Mexico and took Sierra County (Truth or Consequences) from New Mexico to form a more logically contiguous territory.
2. **Green Mountain:** Excluded Clinton and Essex counties in New York and Bennington County in Vermont, as these counties are claimed by the Hudson-Berkshire Division.
3. **Hudson-Berkshire:** Added Broome County to the list of counties, as it appears to have been overlooked.
4. **Kansas:** Current bylaws only claim three Missouri counties around Kansas City. Changed to include all territory in western Missouri that was unclaimed by any division.
5. **Kentucky:** Current bylaws only claim four counties in Kentucky. Changed to include the entire state except for the three counties claimed by the Southwest OH division.
6. **Maryland:** Added the unclaimed territory of Kent and Sussex counties in southern Delaware.
7. **Mountain Valley:** Added ten unclaimed counties in central California.
8. **North Dakota:** Added the formation of a new division for the state of North Dakota. The territory was unclaimed prior to this.
9. **Northern Ohio:** Added Allen County (rural northwest Ohio), which appears to have been overlooked in the current list of enumerated counties.
10. **Oregon:** Changed the territory currently defined by a “fifty-mile radius extending from Portland Oregon into a portion of the State of Washington” to specific counties in Washington.
11. **Philadelphia:** Added two counties unclaimed by adjacent divisions: Berks County (Reading, PA) and New Castle County (Wilmington, DE.)
12. **Southern California:** Excluded San Luis Obispo County, which is claimed by the Central CA division. (See next section for more information)
13. **Southwest Ohio:** Added eight counties around the current division apparently not claimed by adjacent divisions.
14. **Western WA:** Defined counties on the eastern boundary instead of using the “Cascade Crest,” and excluded counties claimed by the Oregon division.

## Challenges in Southern California

The Southern California area encompassing the greater Los Angeles area, Orange County, and the Inland Empire (Riverside/San Bernardino) is covered by three divisions with boundaries defined by city borders and major freeways. These cities and freeway boundaries cross county lines, so changes would need to be made to align division borders with county lines. The current division territories are as follows:

1. **Orange Coast:** Defined as Orange County plus a portion of Los Angeles County bounded by lines including freeways.
2. **San Bernardino:** Defined as San Bernardino County plus several cities within the eastern portion of Los Angeles County. Unclaimed Inyo County should be added to the division.
3. **Southern CA:** Borders with the Orange Coast and San Bernardino divisions are defined by cities and freeways rather than the eastern border of Los Angeles County.



Red dotted line is the LA county line.

Blue line indicates the territory within LA county claimed by the San Bernardino Division.

Red line indicates the territory within LA county claimed by the Orange Coast Division

### Proposed Southern California Solution

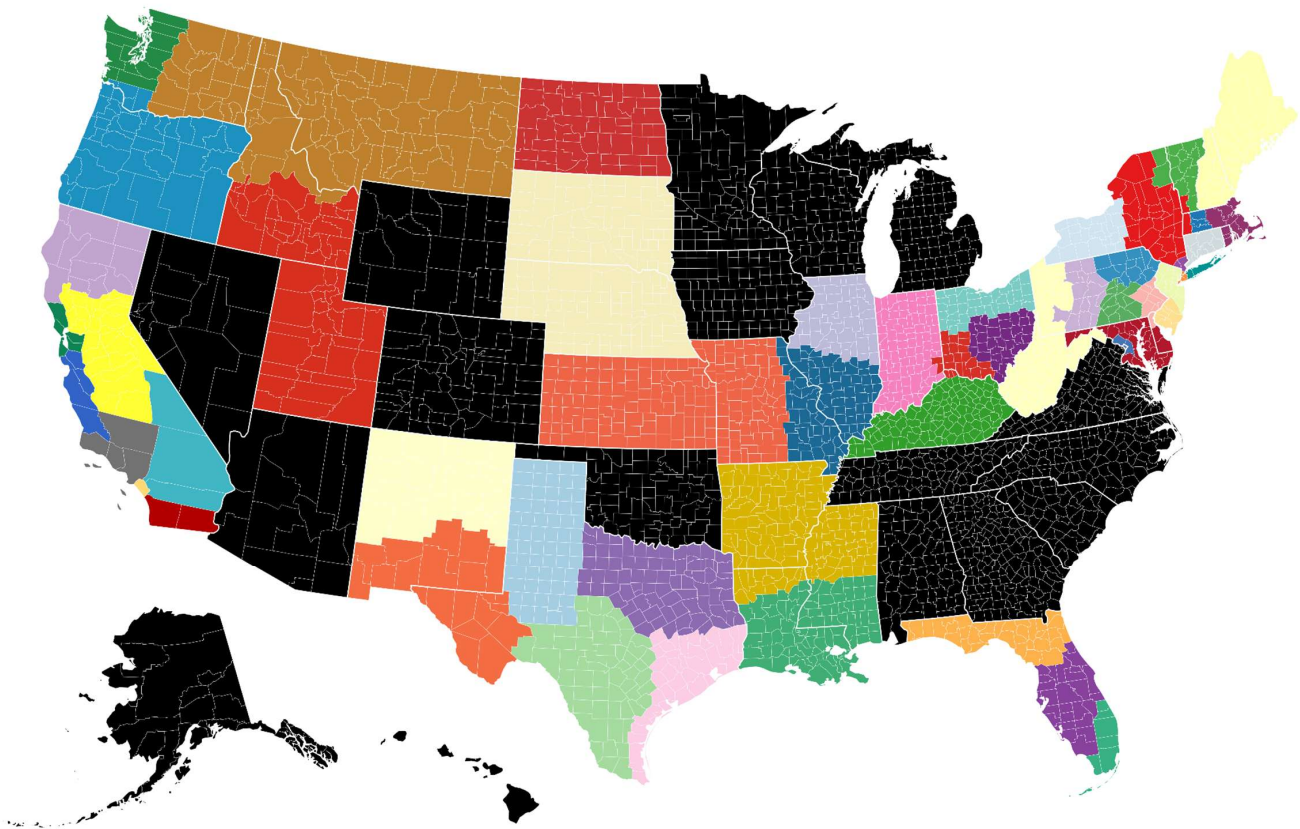
After analyzing the current division boundaries and speaking to the club owners within the problem area, the recommended solution is to leave the division boundaries as-is. While this is a departure from the goal of aligning division boundaries with county lines, the situation in Southern California is unique and changes would negatively impact the region.

Moving the clubs to a different division would decrease the rebate revenue of the Southern California division, which, while not a huge amount of money, still may have a financial

impact. Additionally, it would change which division the club would represent on the division executive committee.

If leaving the current Southern California division boundaries as-is proves to be problematic, the issue can always be revisited in the future.

**Final proposed division-county map:**



**Boundary Definitions Documents starting on the next page**



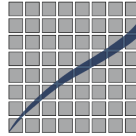
Action	Division	Geographic Boundaries from Bylaws	Notes	Proposed boundaries
OK	Alabama	State of Alabama		
OK	Alaska	State of Alaska		
OK	Arizona	State of Arizona		
Clarified	Ark-La-Miss	The ARK-LA-MISS division shall include those parts of the states of Arkansas, Louisiana and Mississippi as those currently designated by the United States Fencing Association.		The entire State of Arkansas, the parishes of Caddo, Bossier, Webster, Claiborne, Union, Morehouse, West Carroll, East Carroll, Richland, Ouachita, Lincoln, Jackson, Bienville, Red River, and De Soto in Louisiana, and all counties in Mississippi north of (but not including) Warren, Hinds, Rankin, Scott, Newton and Lauderdale.
Altered	Border Texas	§ Texas Counties: El Paso, Hudspeth, Culbertson, Jeff Davis, Presidio, Reeves, Loving, Winkler, Ward, Pecos, Brewster § New Mexico Counties: Catron, Chaves, Eddy, Lea, Otero, Lincoln, Dona Ana, Luna, Grant, Hidalgo	Give Catron County to NM, add Sierra County from NM	§ Texas Counties: El Paso, Hudspeth, Culbertson, Jeff Davis, Presidio, Reeves, Loving, Winkler, Ward, Pecos, Brewster § New Mexico Counties: Sierra, Chaves, Eddy, Lea, Otero, Lincoln, Dona Ana, Luna, Grant, Hidalgo
OK	Capitol	§ THE DIVISION is an administrative unit of the USFA, with jurisdiction over the following geographic areas: the District of Columbia and Montgomery and Prince Georges Counties in the State of Maryland.		
OK	Central California	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporations, Bylaws and policies of the USFA, with jurisdiction over the following geographic areas: the counties of Santa Clara, Santa Cruz, San Benito, San Luis Obispo and Monterey in the State of California.	Clarify that San Luis Obispo county is part of Central CA and not Southern CA.	
Clarified	Central Florida	No Note of Geographic Boundaries in Bylaws		All counties in the State of Florida south of (but not including) Levy, Marion, Putnam and St. Johns counties, excluding Monroe, Dade, Broward, Palm Beach, Martin, and St Lucie counties.
Clarified	Central Pennsylvania	No Note of Geographic Boundaries in Bylaws		The counties of McKean, Potter, Elk, Cameron, Clinton, Clearfield, Centre, Cambria, Blair, Huntingdon, Mifflin, Westmoreland, Somerset, Bedford and Fulton
OK	Colorado	State of Colorado		
Clarified	Columbus	The geographic boundaries of the Division are defined as the area within a radius of 50 miles of the city limits of Columbus, Ohio, and such other areas as may be assigned by the USFA and approved by the Board of Directors of the Division.		The counties of Marion, Morrow, Knox, Holmes, Tuscarawas, Carroll, Jefferson, Harrison, Coshocton, Union, Delaware, Franklin, Madison, Fayette, Pickaway, Ross, Licking, Muskingum, Guernsey, Belmont, Monroe, Noble, Morgan, Perry, Fairfield, Hocking, Athens, Washington, Meigs, Vinton, Jackson, Gallia, and Lawrence in the State of Ohio
Clarified	Connecticut	The State of Connecticut, and an area in Massachusetts on either side of the Connecticut River to include such Towns and Cities as Springfield, Holyoke, and Amherst and their environs.		The state of Connecticut and the counties of Franklin, Hampshire and Hampden in Massachusetts
Clarified	Gateway Florida	The territory of the Division shall include all territory within the recognized borders from an East West Line originating at the southern most boundary of Marion County, extending North to the Florida Georgia state line and West to the Florida Alabama state line.		All counties in the State of Florida north of and including Levy, Marion, Putnam and St. Johns counties.
OK	Georgia	State of Georgia		
OK	Gold Coast Florida	THE DIVISION is a duly chartered subordinate, constituent body of the USA Fencing, exercising powers given by, performing duties directed under, and subject to, the Charter and By-Laws of the USA Fencing, with jurisdiction over the following geographic area: in the State of FLORIDA: area designated as "SOUTHERN FLORIDA" by the USA Fencing (Monroe, Dade, Broward, Palm Beach, Martin, St Lucie Counties).		
Altered	Green Mountain	The geographic boundaries of the division shall comprise the state of Vermont plus Clinton and Essex Counties in New York. Inclusion of the NY counties is provisional; pending acceptance of their petition to the national office, which will be acted on at the 2009 summer meeting.	Clinton and Essex in NY and Bennington in VT claimed by H-B	All counties in the state of Vermont except Bennington, and the counties of Clinton and Essex in the state of New York.
Clarified	Gulf Coast	Beginning at the mouth of the Sabine River, at the Texas-Louisiana border, thence extending west down the Texas Gulf Coast to the Mexican Border, thence west following the Mexican-Texas border to the junction of US Highway 77, thence northward following US Highway 77 to the point where it is intersected by the 31st parallel of latitude, thence east following the 31st parallel to the Texas-Louisiana border, thence southward following the Texas-Louisiana Border to the mouth of the Sabine River. The foregoing geographic area is the historic and approved area for the Division. It shall not exclude any offshore developments in the Gulf of Mexico nor waive any claim to jurisdiction thereto.	Roads	Texas counties of Cameron, Willacy, Kenedy, Kleberg, Nueces, San Patricio, Aransas, Refugio, Calhoun, Victoria, Jackson, Matagorda, Lavaca, Wharton, Brazoria, Galveston, Fort Bend, Colorado, Fayette, Austin, Waller, Harris, Chambers, Jefferson, Orange, Liberty, Newton, Jasper, Hardin, Tyler, Polk, San Jacinto, Walker, Grimes, Washington, Brazos, Burleson, Lee and Milam.
OK	Harrisburg	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the following geographic areas (counties) within the Commonwealth of Pennsylvania: Adams, Cumberland, Perry, Schuylkill, Union, Snyder, Dauphin, York, Lancaster, Lebanon, Northumberland, Franklin and Juniata.		
OK	Hawaii	State of Hawaii		
Altered	Hudson-Berkshire	The DIVISION is a duly chartered subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, By-Laws, and policies of the USFA, with jurisdiction over the following geographic area: the counties of Albany, Chenango, Clinton, Columbia, Delaware, Dutchess, Essex, Franklin, Fulton, Greene, Hamilton, Herkimer, Jefferson, Lewis, Madison, Montgomery, Oneida, Orange, Otsego, Putnam, Rensselaer, St. Lawrence, Saratoga, Schenectady, Schoharie, Sullivan, Ulster, Warren and Washington in the State of New York; the county of Berkshire in the Commonwealth of Massachusetts; and the county of Bennington in the State of Vermont.	Added Broome county.	The counties of Albany, Broome, Chenango, Columbia, Delaware, Dutchess, Franklin, Fulton, Greene, Hamilton, Herkimer, Jefferson, Lewis, Madison, Montgomery, Oneida, Orange, Otsego, Putnam, Rensselaer, St. Lawrence, Saratoga, Schenectady, Schoharie, Sullivan, Ulster, Warren and Washington in the State of New York; the county of Berkshire in the Commonwealth of Massachusetts; and the county of Bennington in the State of Vermont.
Clarified	Illinois	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the geographic areas outlined by the USFA.		State of Illinois from the counties of Hancock, McDonough, Fulton, Mason, Menard, Logan, Macon, Piatt, Douglas and Edgar and all counties north, inclusive.
Clarified	Indiana	The geographic boundaries of the Division are defined as the area within the state limits of Indiana, and such other areas as may be assigned by US Fencing and approved by the Board of Directors of the Division.	Franklin & Dearborn Counties are claimed by SW OH	The State of Indiana excluding the counties of Franklin and Dearborn, which are claimed by the Southwest Ohio Division.

Clarified	Inland Empire	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the following geographic areas: Eastern Washington, Northern Idaho, and Montana.		The entire State of Montana, the counties of Boundary, Bonner, Kootenai, Shoshone, Benewah, Latah, Nez Perce, Lewis, Clearwater, Idaho, Adams, Washington, Valley, Lemhi, and Clark in the State of Idaho, and the counties of Okanogan, Ferry, Stevens, Pend Oreille, Chelan, Douglas, Lincoln, Spokane, Grant, Kittitas, Adams, Whitman, Yakima, Klickitat, Benton, Franklin, Walla Walla, Columbia, Garfield and Asotin in the State of Washington.
OK	Iowa	State of Iowa		
Altered	Kansas	Entire state of Kansas and Jackson, Clay and Platte Counties in Missouri	Add unclaimed part of Missouri	The entire State of Kansas and all counties in Missouri west of Clark, Lewis, Marion, Ralls, Pike, Montgomery, Gasconade, Crawford, Dent, Shannon and Oregon counties.
Altered	Kentucky	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, INC., exercising powers given by, performing duties directed under, and subject to, the Charter and By-laws of the USFA, INC., with jurisdiction over the following geographic areas: The counties of Adams, Monroe, Jackson, and Jefferson in the State of Kentucky.		The entire State of Kentucky excluding the counties of Boone, Kenton and Campbell, which are claimed by the Southwest Ohio Division
OK	Long Island	The Division is a chartered, subordinate body of the USFA, Inc., and exercises and performs duties and is subject to the Charter and By-Laws of the USFA, Inc., with jurisdiction over the following geographic area: Nassau and Suffolk Counties (Long Island, New York).		
Clarified	Louisiana	No Note of Geographic Boundaries in Bylaws		All parishes south of (and including) Sabine, Natchitoches, Winn, Caldwell, Franklin and Madison in the State of Louisiana, and all counties south of (and including) Warren, Hinds, Rankin, Scott, Newton and Lauderdale in the State of Mississippi.
Altered	Maryland	The name of the division shall be THE MARYLAND DIVISION of the UNITED STATES FENCING ASSOCIATION, INC. THE MARYLAND DIVISION shall hereinafter be referred to as the "THE DIVISION," and the UNITED STATES FENCING ASSOCIATION INCORPORATED shall hereinafter be referred to as "USFA". THE DIVISION is a duly chartered subordinate, constituent body of the USFA, exercising powers given by performing duties directed under, and subject to the Charter and By-Laws of the USFA, with jurisdiction over the following geographic area; the entire State of Maryland, with the exception of Montgomery and Prince George's counties of Maryland.	Add Kent and Sussex counties in Delaware	The entire State of Maryland, with the exception of Montgomery and Prince George's counties of Maryland, and the counties of Kent and Sussex in the State of Delaware.
OK	Metropolitan NYC	The jurisdiction of the Division and Section shall be the geographical area consisting of the five boroughs of the City of New York (The "Territory")		
OK	Michigan	State of Michigan		
OK	Minnesota	State of Minnesota		
Altered	Mountain Valley	The Division is an administrative unit of the USFA, Inc. and is subject to general supervision and control under the provisions of the USFA, Inc. By-Laws and Operations Manual. The Division has jurisdiction over the following geographic areas: the counties of Alpine, Colusa, El Dorado, Fresno, Lake, Napa, Nevada, Placer, Sacramento, San Joaquin, Sierra, Solano, Sutter, Yolo and Yuba in the State of California.	Add Tulare, Kings, Madera, Merced, Stanislaus, Amador, Calaveras, Tuolumne, Mariposa, and Mono	The counties of Alpine, Colusa, El Dorado, Fresno, Lake, Napa, Nevada, Placer, Sacramento, San Joaquin, Sierra, Solano, Sutter, Yolo, Yuba, Tulare, Kings, Madera, Merced, Stanislaus, Amador, Calaveras, Tuolumne, Mariposa, and Mono in the State of California.
OK	Nebraska - South Dakota	Entire state of Nebraska and the entire state of South Dakota		
OK	Nevada	Jurisdiction over the geographic area contained within the boundaries of the State of Nevada		
Clarified	New England	The Division has jurisdiction over the areas of eastern Massachusetts and Rhode Island or as defined by the USFA.		The state of Rhode Island and all counties in Massachusetts east of and including Worcester County.
OK	New Jersey	The Division has jurisdiction over the following geographic areas: the counties of Essex, Morris, Hudson, Somerset, Hunterdon, Union, Bergen, Passaic, Sussex, Middlesex, Monmouth, Warren, Mercer and Ocean in the State of New Jersey (the "Division Jurisdiction Area").		
Altered	New Mexico	n/a	Add Catron from Border TX	The state of New Mexico except for the following counties claimed by the Border TX Division: Sierra, Chaves, Eddy, Lea, Otero, Lincoln, Dona Ana, Luna, Grant, Hidalgo
OK	North Carolina	State of North Carolina		
OK	North Coast	THE DIVISION is an administrative unit of the USFA and is subject to general supervision and control under the provisions of the USFA By-Laws and Operations Manual. The fiscal year of the Division will be that of the USFA. The division encompasses the following counties in the state of California: Butte, Del Norte, Glenn, Humboldt, Lassen, Mendocino, Modoc, Plumas, Shasta, Siskiyou, Tehama, Trinity in the State of California.		
Modified	North Dakota	New division (approval pending)		
Clarified	North Texas	The geographic boundaries of this Division shall be as set forth and approved by the Board of Directors of US Fencing.		Texas counties of Hardeman, Foard, Wilbarger, Wichita, Clay, Montague, Cooke, Grayson, Fannin, Lamar, Red River, Bowie, Knox, Baylor, Archer, Delta, Rockwall, Rains, Camp, Gregg, Wood, Upshur, Harrison, Marion, Cass, Morris, Titus, Franklin, Hopkins, Hunt, Kaufman, Van Zandt, Smith, Rusk, Panola, Shelby, Sabine, San Augustine, Nacogdoches, Angellina, Cherokee, Trinity, Houston, Anderson, Henderson, Madison, Leon, Robertson, Freestone, Navarro, Limestone, Falls, Bell, Coryell, McLennan, Hill, Bosque, Hamilton, Comanche, Erath, Somervell, Hood, Johnson, Ellis, Eastland, Callahan, Taylor, Jones, Shackelford, Stephens, Palo Pinto, Parker, Tarrant, Dallas, Haskell, Throckmorton, Young, Jack, Wise, Denton, and Collin.
OK	Northeast	This division will include all of New Hampshire and Maine. It will hereinafter be referred to as "the Division".		
OK	Northeast Pennsylvania	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, INC., exercising powers given by, performing duties directed under, and subject to, the Charter and By-laws of the USFA, INC., with jurisdiction over the following geographic areas: The counties of Tioga, Bradford, Susquehanna, Wayne, Lycoming, Sullivan, Wyoming, Lackawanna, Pike, Montour, Columbia, Luzerne, Carbon and Monroe in the State of Pennsylvania.		

OK	Northern California	The territory of the Division shall be all of that territory in the state of California contained within the geographic boundaries of the counties of Sonoma, Marin, San Francisco, San Mateo, Alameda, and Contra Costa.		
Altered	Northern Ohio	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, ByLaws, and policies of the USFA, with jurisdiction over the following geographic areas: the counties of Cuyahoga, Williams, Fulton, Defiance, Paulding, Van Wert, Mercer, Auglaize, Shelby, Putnam, Henry, Lucas, Wood, Hancock, Hardin, Logan, Ottawa, Sandusky, Seneca, Wyandot, Crawford, Huron, Erie, Lorain, Richland, Ashland, Medina, Wayne, Summit, Stark, Portage, Geauga, Lake, Ashtabula, Trumbull, Mahoning, and Columbiana. in the State of Ohio.	Add Allen county	The counties of Allen, Cuyahoga, Williams, Fulton, Defiance, Paulding, Van Wert, Mercer, Auglaize, Shelby, Putnam, Henry, Lucas, Wood, Hancock, Hardin, Logan, Ottawa, Sandusky, Seneca, Wyandot, Crawford, Huron, Erie, Lorain, Richland, Ashland, Medina, Wayne, Summit, Stark, Portage, Geauga, Lake, Ashtabula, Trumbull, Mahoning, and Columbiana in the State of Ohio.
OK	Oklahoma	State of Oklahoma		
Altered	Orange Coast	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, By-Laws, and policies of the USFA, with jurisdiction over the following geographic area located in the state of California: The county of Orange, and those portions of Los Angeles County south of a line formed by the northern border of Orange County in La Habra extended west to the I-710 freeway, then south along the I-710 to Hwy 91; and west along Hwy 91/Artesia Blvd. to the Pacific Ocean.	Cede territory in LA county defined by freeways/lines (Downey, Long Beach, Torrance, RPV) to the Southern CA division	The county of Orange County in California
Altered	Oregon	The Division is a duly chartered, subordinate, constituent body of the United States Fencing Association, Inc. ("USFA"), exercising powers given by, performing duties directed under, and subject to, the Charter and Bylaws of USFA, with jurisdiction over the State of Oregon and a fifty-mile radius extending from Portland Oregon into a portion of the State of Washington (the "Territory").	Acquired Clark, Cowlitz, Skamania, and Wahkiakum counties in WA	State of Oregon and the counties of Clark, Cowlitz, Skamania, and Wahkiakum in the State of Washington
Altered	Philadelphia	The jurisdiction of the division shall be the geographical area consisting of the seven S.E. Pennsylvania counties of Philadelphia, Bucks, Montgomery, Chester, Lehigh, Northampton and Delaware.	Include Berks county in PA and New Castle in DE.	The counties of Philadelphia, Bucks, Montgomery, Chester, Lehigh, Northampton and Delaware in the state of Pennsylvania, and the county of New Castle in the state of Delaware.
Clarified	Plains Texas	The official boundaries of the Plains Texas Division, as noted in USFA Records, are as follows: North boundary is the Texas - Oklahoma border. East boundary is the eastern border of the panhandle extended south to US Highway 190. West boundary is the western border of the panhandle extended south to the Pecos River. South boundary is US Highway 190 west to the Pecos River.	Roads	The following counties in the State of Texas: Dallam, Sherman, Hansford, Ochiltree, Lipscomb, Hartley, Moore, Hutchison, Roberts, Hemphill, Oldham, Potter, Carson, Gray, Wheeler, Deaf Smith, Randall, Armstrong, Donley, Collingsworth, Parmer, Castro, Swisher, Briscoe, Hall, Childress, Bailey, Lamb, Hale, Floyd, Motley, Cottle, Cochran, Hockley, Lubbock, Crosby, Dickens, King, Yoakum, Terry, Lynn, Garza, Kent, Stonewall, Gaines, Dawson, Borden, Scurry, Fisher, Andrews, Martin, Howard, Mitchell, Nolan, Ector, Midland, Glasscock, Sterling, Coke, Crane, Upton, Reagan, Irion and Tom Green
Altered	San Bernardino	By-Laws of the USFA, with jurisdiction over the geographic area contained within the boundaries of the San Bernardino and Riverside Counties and the cities of La Verne, San Dimas, Pomona and Diamond Bar of the state of California.	Add Inyo county, cede cities in LA county to the Southern CA division.	The counties of San Bernardino, Riverside, and Inyo in the state of California
OK	San Diego	The Division is a duly chartered, subordinate, constituent body of the of the USFA, a non profit organization, with jurisdiction over the geographic region of the San Diego and Imperial counties of the State of California and is subject to the general supervision and control under the provisions of The USFA Bylaws and Operations Manual		
OK	South Carolina	The division is a duly chartered, subordinate, constituent body of the USFA, Inc., exercising powers given by, performing duties directed under, and subject to, the Charter and By-Laws of the USFA, Inc., with jurisdiction in the State of South Carolina.		
OK	South Jersey	The Division has jurisdiction over the following geographic areas: The counties of Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester and Salem in the State of New Jersey (the "Division Jurisdiction Area").		
Clarified	South Texas	n/a		State of Texas counties of Runnels, Coleman, Brown, Concho, McCulloch, San Saba, Mills, Lampasas, Williamson, Burnet, Llano, Mason, Menard, Schleicher, Crockett, Sutton, Kimble, Gillespie, Blanco, Travis, Hays, Bastrop, Caldwell, Comal, Kendall, Kerr, Bander, Real, Edwards, Val Verde, Terrell, Kinney, Uvalde, Medina, Bexar, Guadalupe, Gonzales, Wilson, Karnes, DeWitt, Goliad, Bee, Live Oak, Atascosa, McMullen, Duval, Jim Wells, Frio, Zavala, Maverick, Dimmit, La Salle, Webb, Zapata, Jim Hogg, Brooks, Starr, and Hidalgo.
Altered	Southern California	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, INC., exercising powers given by, performing duties directed under, and subject to, the Charter and by-laws of the USFA, INC., with jurisdiction over the following geographical areas in California: Kern County, San Luis Obispo County, Santa Barbara County, Ventura County and Los Angeles County except for the cities of La Verne, San Dimas, Pomona, and Diamond Bar, which belong to the San Bernardino Division, and that part of Los Angeles County which lies south of the 91 freeway and east of the 710 freeway, which belongs to the Orange Coast Division.	Claim the entirety of Los Angeles County without exceptions for the cities named. Clarify that San Luis Obispo county is part of the Central CA division.	The counties of Los Angeles, Kern, Santa Barbara and Ventura.
Altered	Southwest Ohio	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, INC., exercising powers given by, performing duties directed under, and subject to, the Charter and By-Laws of the USFA, INC., with jurisdiction over the following geographic areas: the counties of Hamilton, Butler, Preble, Montgomery, Greene, Warren, Clinton, Clermont, and Brown in the State of Ohio; the counties of Franklin and Dearborn in the State of Indiana; and the counties of Boone, Kenton and Campbell in the State of Kentucky.	Add counties of Darke, Miami, Champaign, Clark, Highland, Pike, Adams, and Scioto	The counties of Darke, Miami, Champaign, Clark, Highland, Pike, Adams, Scioto, Hamilton, Butler, Preble, Montgomery, Greene, Warren, Clinton, Clermont, and Brown in the State of Ohio; the counties of Franklin and Dearborn in the State of Indiana; and the counties of Boone, Kenton and Campbell in the State of Kentucky.



Clarified	St. Louis	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the following geographic areas: the state of Missouri, east of an extension of the Western boundaries of Clark and Lewis counties; and the State of Illinois, south of a line drawn between Keokuk, Iowa and Terre Haute, Indiana as designated by the USFA.	MO counties: Clark, Lewis, Marion, Ralls, Pike, Lincoln, Montgomery, Warren, St. Charles, St. Louis Co, St. Louis, Gasconade, Franklin, Jefferson, Crawford, Washington, St. Francois, Sainte Genevieve, Dent, Iron, Reynolds, Madison, Perry, Bollinger, Cape Girardeau, Shannon, Wayne, Oregon, Ripley, Carter, Butler, Stoddard, Scott, Mississippi, New Madrid, Dunklin, Pemiscot IL Counties: Adams, Schuyler, Cass, Sangamon, Christian, Shelby, Moultrie, Coles, Clark and all counties south
OK	Tennessee	State of Tennessee	
Clarified	Utah-Southern Idaho	The division is a fully chartered subordinate, constituent body of the USFA, exercising powers given by, performing duties under, and subject to the charter and bylaws of the USFA, with jurisdiction over the following geographic areas: All of the state of Utah and Southern Idaho south of the northern Payette County line, across the north Boise County line, to the northern line of the Sawtooth National Recreation Area, across the Jefferson County line, and straight across just south of Ashton and Marysville to the eastern border of Idaho. Everything south of this line is geographically included in the USID.	The entire state of Utah and the following counties in the State of Idaho: Payette, Gem, Boise, Custer, Butte, Jefferson, Fremont, Madison, Teton, Bonneville, Bingham, Blaine, Camas, Elmore, Ada, Canyon, Owyhee, Gooding, Twin Falls, Lincoln, Jerome, Minidoka, Cassia, Power, Oneida, Bannock, Caribou, Franklin and Bear Lake
OK	Virginia	State of Virginia	
Clarified	Westchester-Rockland	n/a	The counties of Westchester and Rockland in the State of New York
OK	Western New York	Jurisdiction over the following geographic area: All counties in western New York state from the eastern boards off the following counties: Oswego, Onondaga, Cortland and Tioga	
Clarified	Western Pennsylvania	The Division's jurisdiction, wherein it is empowered to exercise its duties, shall be limited to the following geographic area: <div> <div>▣ north, to the northern border of the state of Pennsylvania,</div> <div>▣ south, to include the entirety of the state of West Virginia,</div> <div>▣ east, to the western borders of the city of Altoona, PA and the Central Pennsylvania Division, and</div> <div>▣ west, to the western borders of the states of Pennsylvania and West Virginia.</div> </div> The Pennsylvanian counties of Cambria, Somerset, and Westmoreland shall be excluded from the Division's jurisdiction. All directions and distances are given in reference to the city of Pittsburgh, PA.	The entire State of West Virginia and the counties of Erie, Crawford, Warren, Mercer, Venango, Forest, Jefferson, Clarion, Lawrence, Butler, Armstrong, Indiana, Beaver, Allegheny, Washington, Greene, and Fayette in the State of Pennsylvania
Altered	Western Washington	Jurisdiction. The jurisdiction of the WWD extends over that portion of the State of Washington lying west of the Cascade Crest.	Ceded Clark, Cowlitz, Skamania, and Wahkiakum counties to Oregon The following counties in the State of Washington: Clallam, Grays Harbor, Island, Jefferson, King, Kitsap, Lewis, Mason, Pacific, Pierce, San Juan, Skagit, Snohomish, Thurston, and Whatcom
OK	Wisconsin	State of Wisconsin	
OK	Wyoming	State of Wyoming	



## BiggsKofford

January 22, 2026

Audit Committee and Board of Directors  
**United States Fencing Association and Foundation**  
Colorado Springs, Colorado

We have audited the financial statements of United States Fencing Association and Foundation (collectively, the "Organization"). Professional standards require that we provide you with information about our responsibilities under auditing standards generally accepted in the United States of America ("US GAAS"), as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated October 13, 2025. Professional standards also require that we communicate to you the following related to our audit.

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### Significant Audit Matters

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#### *Qualitative Aspects of Accounting Practices*

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Organization are described in Note 2 to the financial statements. No new accounting policies were adopted, and the application of existing policies was not changed during the year ended July 31, 2025. We noted no transactions entered into by the Organization during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

- Management's estimate of functional expense allocation is based on actual time spent in relation to each functional category for payroll expenses, which is also used for occupancy-related costs and is based on estimates of usage for other categories. We evaluated the key factors and assumptions used to develop the functional expense allocation in determining that it is reasonable in relation to the financial statements taken as a whole.
- Management's estimate of the fair value of investments is based on the fair value provided by the USOE. We evaluated the key factors and assumptions used to develop the fair value of investments in determining that it is reasonable in relation to the financial statements taken as a whole.

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosure affecting the financial statements was:

- The disclosure of liquidity and availability of resources in Note 2 to the financial statements reflects the amount of financial assets available for current general expenditures, liabilities, and other obligations as they come due.

The financial statement disclosures are neutral, consistent, and clear.

#### *Difficulties Encountered in Performing the Audit*

We encountered no significant difficulties in dealing with management in performing and completing our audit.

#### *Corrected and Uncorrected Misstatements*

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. The attached schedule summarizes misstatements detected as a result of audit procedures. The adjusting journal entries include those corrected by management. The passed adjusting journal entries include uncorrected misstatements which management has determined to be immaterial both individually and in the aggregate, to the financial statements taken as a whole.

#### *Disagreements with Management*

For purposes of this letter, a disagreement with management is a disagreement on a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

#### *Management Representations*

We have requested certain representations from management that are included in the management representation letter.

#### *Management Consultations with Other Independent Accountants*

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Organization's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

#### *Other Audit Findings or Issues*

We generally discuss a variety of matters, including the application of accounting principles and auditing standards with management each year prior to retention as the Organization's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

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## Other Matters

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### *Supplementary Information*

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with accounting principles generally accepted in the United States of America, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

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## Internal Controls

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In planning and performing our audit of the financial statements of the Organization as of and for the year ended July 31, 2025, in accordance with US GAAS, we considered the Organization's internal control over financial reporting ("internal control") as a basis for designing audit procedures that are appropriate in the circumstances and for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the Organization's financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described above and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and, therefore, material weaknesses or significant deficiencies may exist that were not identified.

We consider the following to be a significant deficiency:

- As part of our audit, we proposed entries to net assets for both the Association and Foundation as beginning balances did not roll forward from the prior year audited balances. We recommend that at the conclusion of the audit, all audit adjustments are entered in the accounting software, the balances and amounts are agreed to the final audited trial balance, and the accounting software is locked. This will ensure the internal accounting records agree to the audited accounting records, reduce inefficiencies in future periods, and help with internal reconciliations.

Other matter:

Although not considered material weaknesses or significant deficiencies in internal control over financial reporting, we observed the following matter and offer the following as constructive suggestions for the consideration of management as part of the ongoing process of modifying and improving accounting controls and the financial and administrative practices and procedures.

- *Unrelated business income:* over the last year, the Association has seen revenue growth from new sources, which include merchandise sales and growing sponsorship revenues. These revenue streams may have potential unrelated business income considerations. We recommend that the Association perform an analysis of these streams on an ongoing basis throughout the year, including individual sponsorship agreements, and review expenses that can be deducted from the income, if necessary. This will help ensure that, moving forward, the Association is ahead of these issues and there will be no surprises if there is tax owed on the net income from these sources.

This information is intended solely for the use of the board of directors and the audit committee and is not intended to be, and should not be, used by anyone other than these specified parties.

Sincerely,

*BiggsKofford LLP*

BiggsKofford LLP

## Adjusting Journal Entries

### Adjusting Journal Entries - USFA

ADJUSTING: To roll forward net assets from the prior year audited balance.

500430	Prior Year Adjustments	40,576.00	
300200	Retained Earnings		40,576.00
<b>Total</b>		<b>40,576.00</b>	<b>40,576.00</b>

ADJUSTING: To adjust client entries posted to the allowance instead of to bad debt expense.

500060	Bad Debt Expense	31,333.00	
110010	Allowance for Bad Debt		31,333.00
<b>Total</b>		<b>31,333.00</b>	<b>31,333.00</b>

ADJUSTING: To adjust amount due to the Foundation in order to properly eliminate payables/receivables for FS presentation.

500360	Miscellaneous	11,149.00	
29999-BK	Due to Foundation		11,149.00
<b>Total</b>		<b>11,149.00</b>	<b>11,149.00</b>

ADJUSTING: To adjust deferred USOPC revenue to actual.

410600	Miscellaneous Revenue	15,023.00	
410700	Grants	87,148.00	
220900	Deferred USOPC Revenue		15,023.00
410710	Base Funding		87,148.00
<b>Total</b>		<b>102,171.00</b>	<b>102,171.00</b>

ADJUSTING: To reverse tracking entries for grants between the Association and Foundation.

220050	Deferred Revenue - Restricted	200,282.00	
110000	Accounts receivable		100,773.00
410700	Grants		99,509.00
<b>Total</b>		<b>200,282.00</b>	<b>200,282.00</b>

ADJUSTING: To accrue for 2024 tax liability based on Form 1042.

500220	Honorarium	42,752.00	
200000	Accounts Payable		42,752.00
<b>Total</b>		<b>42,752.00</b>	<b>42,752.00</b>

ADJUSTING: To adjust sales and COGS to agree to report provided by URM.

500000	Cost of Goods Sold	60,280.00	
410458	Merchandise Retail Operations		53,023.00
500360	Miscellaneous		7,257.00
<b>Total</b>		<b>60,280.00</b>	<b>60,280.00</b>

**Adjusting Journal Entries - USFF**

ADJUSTING: To roll forward net assets from the prior year audited balance.

200000-FDN	Accounts Payable	74,083.00	
200005-FDN	Grants payable	51,698.00	
300001-FDN	Retained Earnings	67,913.00	
500360-FDN	Miscellaneous	1.00	
180000-FDN	US Olympic Endowment-Unrestricted		193,695.00
<b>Total</b>		<b>193,695.00</b>	<b>193,695.00</b>

ADJUSTING: To write off remaining pledges receivable as of July 31, 2025.

181000-FDN	Discount Pledges Receivable	672.00	
182000-FDN	Allowance for Doubtful Pledges	2,801.00	
99999-FDN-BK	Bad debt expense	16,089.00	
111000-FDN	Pledges Receivable - Current		19,562.00
<b>Total</b>		<b>19,562.00</b>	<b>19,562.00</b>

ADJUSTING: To record grant expense for 4% grant to Association.

200000-FDN	Accounts Payable	99,780.00	
180000-FDN	US Olympic Endowment-Unrestricted		99,780.00
<b>Total</b>		<b>99,780.00</b>	<b>99,780.00</b>

ADJUSTING: To update investment income and balances to actual at year end.

180001-FDN	US Olympic Endowment-Restricted	5,843.00	
180000-FDN	US Olympic Endowment-Unrestricted		2,953.00
450200-FDN	Realized gain/(loss) on security		721.00
450250-FDN	Unrealized gain/(loss)		397.00
450300-FDN	Interest		36.00
450350-FDN	Dividends		1,736.00
<b>Total</b>		<b>5,843.00</b>	<b>5,843.00</b>

## Uncorrected Misstatements

### Proposed Journal Entries

PASSED: To record extrapolated error in accounts payable testing based on exception noted.

300200	Retained Earnings	42,752.00	
500360	Miscellaneous		42,752.00
<b>Total</b>		<b>42,752.00</b>	<b>42,752.00</b>

PASSED: To capitalize website development costs for new website.

160150	Computer Software	80,000.00	
500602	Company Software/Hardware		80,000.00
<b>Total</b>		<b>80,000.00</b>	<b>80,000.00</b>

PASSED: For extrapolated impact to accounts receivable testing.

500060	Bad Debt Expense	46,020.00	
110010	Allowance for Bad Debt		46,020.00
<b>Total</b>		<b>46,020.00</b>	<b>46,020.00</b>

PASSED: To adjust indirect costs to agree to amount reported by URM.

500360	Miscellaneous	27,906.00	
200000	Accounts Payable		27,906.00
<b>Total</b>		<b>27,906.00</b>	<b>27,906.00</b>

PASSED: To pass on allowing for the balance of the VAT IT receivable based on communications received.

500060	Bad Debt Expense	43,407.00	
110010	Allowance for Bad Debt		43,407.00
<b>Total</b>		<b>43,407.00</b>	<b>43,407.00</b>



## **USA FENCING**

### **SPORT INTEGRITY POLICY**

**Effective Date:** February 14, 2026

**Approved By:** USA Fencing Board of Directors

#### **Purpose**

Integrity is fundamental to the credibility, fairness, and sustainability of sport. USA Fencing is committed to upholding the principles of honesty, ethical conduct, and fair competition, and to ensuring that all participants engage in fencing in a manner that maintains public confidence and respect for the sport. This Policy is consistent with the IOC Olympic Movement Code on the Prevention of the Manipulation of Competitions and the IPC Codes of Ethics, as applicable.

This Policy recognizes the increasing risks to sporting integrity, including corruption, competition manipulation, misuse of inside information, and inappropriate involvement in sports betting. These behaviors threaten the core values of sport and undermine the safety, welfare, and reputation of athletes, officials, organizations, and competitions.

This Policy provides a framework for identifying, mitigating, and responding to integrity threats; outlines expectations, responsibilities, and prohibited conduct for all participants; and supports education, monitoring, and enforcement measures designed to protect fencing from improper influence. This policy does not attempt to provide an exhaustive list of every possible circumstance in which an integrity threat may occur. Instead, by promoting awareness, accountability, and transparency, this policy aims to safeguard fair competition, protect participants from harm, and preserve the trust of fans, stakeholders, and the broader sporting community.

#### **Applicability of Policy**

This Sport Integrity Policy applies to all USA Fencing members and participants. Where reasonable and relevant, USA Fencing contractors will be required to comply with this Policy through their contractual agreements.

#### **Definitions**

USA Fencing Sanctioned Events: Any bout, match, competition, or activity that is sanctioned, authorized, conducted, administered, or otherwise recognized by USA Fencing, whether domestic or international; any competition in which USA Fencing selects members/athletes to participate; and any USA Fencing competition where the USOPC officially designates entrants. USA Fencing Sanctioned Events include, but are not limited to, the: Olympic and Paralympic Games; Pan American and Parapan American Games; World Championships and other major international competitions where individual and/or team selection is made by USA Fencing, as well as National championships and regional events.

USA Fencing members and participants: All USA Fencing members, employees, Board members, committee members, task force members, athletes, coaches, officials, support personnel, independent contractors, and others with access to competition-related information.

Inside Information: Any non-public information that could affect competition outcomes or be used for betting purposes. Examples of Inside Information include, but are not limited to, non-public injury or health information; team selection decisions prior to public announcement; competition strategies or tactics; and training or coaching details.

Sports Betting/Sports Wagering: Any attempt to bet, offer to bet, agreement to bet, solicitation, facilitation, or inducement to bet on a USA Fencing Sanctioned Event, whether or not the wager is ultimately accepted or settled.

#### **Prohibition on Betting**

USA Fencing members and participants may not engage in any form of Sports Betting and/or Sports Wagering on USA Fencing Sanctioned Events. USA Fencing members and participants are prohibited from engaging in any form of wagering, gambling, or staking of money or any other thing of value (whether monetary or non-monetary) in return for accepting or receiving (directly or indirectly) benefits or other things of value (whether monetary or non-monetary) based on the outcome, progress, conduct, or any other competitive aspect of a USA Fencing Sanctioned Event.

Prohibitions on Sports Betting or Sports Wagering extend to include, without limitation, wagers placed directly or indirectly: with licensed, unlicensed, domestic or international betting operators (including through licensed or unlicensed sport books, and futures and/or prediction contracts); through intermediaries or third parties; through use of cash, credit, digital assets, or any other means of payment; and on behalf of oneself or another person on any USA Fencing Sanctioned Event.

#### **Prohibition on Manipulation**

USA Fencing members and participants may not influence, manipulate, or attempt to influence or manipulate any competitive aspect of a USA Fencing Sanctioned Event in a way such that the outcome or any other aspect of the competition is determined (in whole or in part) by something other than the competitors' merits. Examples include, but are not limited to the result, score, margin, or placing; performance; statistics, or conduct; specific actions or incidents occurring during a competition (including prop/spot bets); and decisions made by officials.

#### **Prohibition on Disclosing Inside Information for Betting**

USA Fencing members and participants may not request or disclose, directly or indirectly to any individual that does not have a legitimate need to know, any Inside Information that the individual knows or should have known might lead to the information being used for purposes of Sports Betting related to USA Fencing Sanctioned Events. Examples of such

non-public information include, but are not limited to, injury or health information, competitive strategy, and training or coaching details.

#### **Prohibition on Indirect Violations**

USA Fencing members and participants may not direct, request, or encourage third parties to engage in the prohibitions contained in this policy on a USA Fencing members and participant's behalf.

USA Fencing members and participants are prohibited from accepting or receiving benefits or other things of value in connection with Sports Betting/Sports Wagering, the disclosure of Inside Information, and/or competition manipulation.

USA Fencing members and participants are prohibited from soliciting, facilitating, or encouraging other USA Fencing members and participants to bet, wager, or gamble on USA Fencing Sanctioned Events, disclose Inside Information, or manipulate any aspect of a USA Fencing Sanctioned Event.

#### **Duty to Report and Cooperate**

All USA Fencing members and participants have a continuing obligation to promptly report to USA Fencing and/or the USOPC any conduct, incident, approach, invitation, or information the individual knows, suspects, or reasonably should suspect, may constitute a violation of this Sport Integrity Policy or any related integrity rules or codes of conduct. Failure to report such violations may be considered a violation of the policy and may result in disciplinary action or related sanctions.

All USA Fencing members and participants have a duty to cooperate with USA Fencing and/or the USOPC in investigating violations of USA Fencing's Policy and the USOPC Sport Integrity Policy. Cooperation may include sitting for interviews within a reasonable amount of time and providing documentation. Note: failure to cooperate with any investigation may be considered a violation of the policy and subject the individual to sanctions. Violations of this Policy may result in disciplinary action, including suspension, termination, or referral to external sport authorities or law enforcement.

#### **Procedures for Reporting, Reviewing, and Managing Reported Integrity Concerns**

Integrity concerns must be timely reported to USA Fencing's General Counsel or Member Safety & Organizational Compliance Coordinator through the [USA Fencing Website](#) as detailed in the Resources section below. Upon receipt, USA Fencing will follow the established procedures in USA Fencing's Grievance and Disciplinary Complaint and Hearing Procedures.

Anyone reporting a perceived violation of this policy must be acting in good faith and have some basis for believing there may be a violation. Anyone who makes a false report knowing that it is false or that it has no basis is in violation of this policy. Such a violation may itself be reported under this policy and may lead to serious consequences. A report made in good faith will not result in discipline even if it is not substantiated.

USA Fencing has zero tolerance for retaliation against individuals who make good faith reports of potential ethical, policy, or legal violations, and who cooperate with investigations of the report. Consult the [USA Fencing Whistleblower & Anti-Retaliation Policy](#) for more details.

Individuals may also report integrity concerns to the USOPC Integrity Portal and/or the IOC/IPC Integrity Hotlines. Upon receipt of any reported integrity concern involving Protected Competitions (as defined by the USOPC Bylaws), the USA Fencing's designated integrity officer or compliance contact will immediately notify the USOPC Chief Ethics & Compliance Officer of the potential violation(s). USA Fencing is committed to assisting the IOC/IPC, the FIE, and the USOPC in ensuring integrity in sport. Where the IOC/IPC, the FIE, or the USOPC assert jurisdiction over an integrity review or investigation, USA Fencing will fully cooperate with the review. USA Fencing will recognize and enforce integrity-related sanctions issued by the IOC/IPC, the FIE, and/or the USOPC.

### **Education and Training**

USA Fencing will provide annual education to USA Fencing members and participants regarding sport integrity risks, reporting obligations, and ethical decision-making. Completion of training may be required for eligibility or accreditation.

### **Resources**

- Individuals who wish to report concerns related to this policy to USA Fencing can do so through [USA Fencing's Website](#).

USA Fencing General Counsel: [j.saxon@usafencing.org](mailto:j.saxon@usafencing.org) / Member Safety & Organizational Compliance Coordinator: [m.boland@usafencing.org](mailto:m.boland@usafencing.org)

- Individuals who wish to report concerns related to this policy as it relates to involvement in the Olympic and Paralympic Movement, or are uncomfortable reporting a concern directly to USA Fencing, may also submit a report using the [USOPC Integrity Portal](#). The Integrity Portal allows individuals to submit concerns to the USOPC confidentially and/or anonymously. Reports may be made online or by telephone.

USOPC Integrity Portal: [usopc.ethicspoint.com](https://usopc.ethicspoint.com) | 877-404-9935

- Individuals may also report any suspected or known manipulation of an Olympic or Paralympic competition to the relevant authority, including the IOC Integrity Hotline [integrity@olympic.org](mailto:integrity@olympic.org) or [IPC Whistleblower Channel](#).

IOC Integrity Hotline: [integrity@olympic.org](mailto:integrity@olympic.org)

- Team USA athletes may contact the Athlete Ombuds for independent and confidential advice on a variety of sport-related matters, including their rights, applicable rules, policies or processes, and questions related to resolving disputes

and grievances. The Athlete Ombuds can also help Team USA athletes connect with legal counsel or mental health resources if needed.

Athlete Ombuds: [ombudsman@usathlete.org](mailto:ombudsman@usathlete.org) | [www.usathlete.org](http://www.usathlete.org)



**USA**  
F E N C I N G

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**UNITED STATES FENCING ASSOCIATION AND  
FOUNDATION**

**CONSOLIDATED FINANCIAL STATEMENTS**

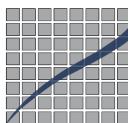
**JULY 31, 2025 AND 2024**

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## BiggsKofford

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### INDEPENDENT AUDITOR'S REPORT

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Board of Directors  
**United States Fencing Association and Foundation**  
Colorado Springs, Colorado

#### Opinion

We have audited the accompanying financial statements of United States Fencing Association and Foundation (collectively, the "Organization"), which comprise the consolidated statements of financial position as of July 31, 2025 and 2024, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to consolidated financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of July 31, 2025 and 2024, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

#### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of the report. We are required to be independent of the Organization and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with US GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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BiggsKofford

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Jess Saxon - 2026-02-09 21:25:34 UTC  
USA Fencing (United States Fencing Association, Inc.)



## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the United States of America ("US GAAS") will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

## Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as identified in the table of contents, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

*BiggsKofford LLP*

Colorado Springs, Colorado  
January 22, 2026

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

JULY 31, 2025 AND 2024

	2025	2024
<b><u>ASSETS</u></b>		
Cash and equivalents	\$ 2,228,572	\$ 1,388,405
Accounts receivable, net	439,434	546,370
Promises to give, net	-	56,089
Inventory	144,721	-
Prepaid expenses and other assets	863,396	1,070,425
Investments	5,597,130	5,362,437
Property and equipment, net	8,648	16,621
Operating lease right-of-use asset	80,709	140,558
Total assets	<u>\$ 9,362,610</u>	<u>\$ 8,580,905</u>
<b><u>LIABILITIES AND NET ASSETS</u></b>		
Liabilities:		
Accounts payable	\$ 735,795	\$ 1,429,476
Accrued expenses	438,672	314,961
Grants payable to athletes	12,676	30,844
Deferred revenue	2,680,478	2,358,031
Operating lease liability	82,442	141,563
Total liabilities	<u>3,950,063</u>	<u>4,274,875</u>
Net assets:		
Without donor restrictions:		
Equity in property and equipment, net	8,648	16,621
Board-designated	5,219,638	5,017,277
Operating	(578,226)	(1,239,516)
Total net assets without donor restrictions	4,650,060	3,794,382
With donor restrictions	762,487	511,648
Total net assets	<u>5,412,547</u>	<u>4,306,030</u>
Total liabilities and net assets	<u>\$ 9,362,610</u>	<u>\$ 8,580,905</u>

The accompanying notes and independent auditor's report  
should be read with these financial statements.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## CONSOLIDATED STATEMENTS OF ACTIVITIES

### YEARS ENDED JULY 31, 2025 AND 2024

	2025		2024	
	Without Donor Restrictions	With Donor Restrictions	Without Donor Restrictions	With Donor Restrictions
<b>SUPPORT AND REVENUE</b>				
Registration fees	\$ 8,774,939	-	\$ 8,774,939	-
Membership dues	3,205,187	-	3,205,187	-
Royalties and sponsorship	974,900	-	974,900	-
Club insurance	270,339	-	270,339	-
Merchandise sales, net	376,310	-	376,310	-
USOPC support	1,182,815	-	1,182,815	-
Contributions and grants	173,531	179,436	352,967	97,500
Contributed nonfinancial assets	552,746	-	552,746	-
Investment income	389,146	98,165	487,311	1,111,377
Other income	561,282	-	561,282	-
Special event income	10,000	-	10,000	-
Trompfe event income	5,231	-	5,231	-
Total support and revenue	16,476,426	277,601	16,754,027	17,296,365
Net assets released from restrictions	26,762	(26,762)	-	(15,000)
<b>EXPENSES</b>				
Program services:				
International	3,729,882	-	3,729,882	-
National	6,857,270	-	6,857,270	-
Membership	917,590	-	917,590	-
Total program services	11,504,742	-	11,504,742	-
Supporting activities:				
General and administrative	1,789,524	-	1,789,524	-
Board of directors and committees	579,007	-	579,007	-
Marketing and communications	1,295,611	-	1,295,611	-
Development	478,626	-	478,626	-
Total expenses	15,647,510	-	15,647,510	-
Change in net assets	855,678	250,839	1,106,517	617,137
Net assets, beginning of year	3,794,382	511,648	4,306,030	3,688,893
Net assets, end of year	\$ 4,650,060	\$ 762,487	\$ 5,412,547	\$ 4,306,030

The accompanying notes and independent auditor's report should be read with these financial statements.

**UNITED STATES FENCING ASSOCIATION AND FOUNDATION**  
**CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES**  
**YEAR ENDED JULY 31, 2025**

	Program Services				Supporting Activities				Totals
	International	National	Membership	Total	General and Administrative	BOD and Committees	Marketing and Communications	Development	
Air travel	\$ 1,060,422	\$ 652,814	\$ 4,300	\$ 1,717,536	\$ 13,361	\$ 44,408	\$ 28,532	\$ 14,091	\$ 1,817,928
Hotel	679,990	935,269	3,794	1,619,053	15,455	24,599	19,927	16,408	1,695,442
Payroll	493,858	357,253	359,365	1,210,586	610,587	-	301,329	232,222	1,644,138
Professional services	406,570	612,578	111,430	1,130,578	402,349	420,588	317,212	89,868	2,340,595
Rent	475	489,707	-	490,182	75,127	-	-	69,635	633,944
Honorarium	158,864	925,827	1,041	1,085,732	624	-	1,301	2,200	1,089,857
Credit card and bank fees	53,394	148,476	110,284	312,154	48,438	-	1,942	6,179	368,713
Per diem	290,663	459,660	200	750,523	400	925	1,863	1,673	755,384
Meals	53,404	625,805	989	680,178	6,107	7,542	10,866	7,540	712,233
Venue decorator	-	526,252	-	526,252	-	-	-	7,320	533,572
Dues and fees	138,857	37,988	76,314	253,159	31,191	16,376	43,636	2,148	346,512
Ground transportation	118,161	223,341	2,225	343,727	11,107	3,243	10,080	6,620	374,777
Postage and freight	13,685	188,859	35,288	237,842	1,838	3,711	3,780	2,275	249,426
Printing	170	11,281	20,010	31,461	551	46	7,647	1,935	11,640
Merchandise	21,099	1,958	11,482	34,549	193	160	119,699	-	154,801
Supplies	11,074	76,766	74,773	162,613	68,407	23,536	6,918	2,644	264,118
Insurance	12,666	4,728	6,316	23,710	395,727	-	-	-	419,437
Telephone	7,720	147,156	1,924	156,800	20,497	-	2,002	1,521	180,820
Rebates	-	-	65,794	65,794	-	-	-	-	65,794
Depreciation	-	-	-	-	10,197	-	-	-	10,197
Awards and incentives	164,815	-	-	164,815	-	-	-	-	164,815
Marketing	3,682	-	22,799	26,481	4,591	1,199	285,864	-	318,115
Equipment	33,939	431,452	-	465,391	9,125	-	-	-	474,516
Miscellaneous	6,394	-	9,272	15,666	63,692	32,672	132,833	35,347	280,170
<b>Total expenses</b>	<b>\$ 3,729,892</b>	<b>\$ 6,857,270</b>	<b>\$ 917,590</b>	<b>\$ 11,504,742</b>	<b>\$ 1,789,524</b>	<b>\$ 579,007</b>	<b>\$ 1,295,611</b>	<b>\$ 478,626</b>	<b>\$ 15,647,510</b>
<b>Percentage of total expenses</b>	<b>24%</b>	<b>44%</b>	<b>6%</b>	<b>75%</b>	<b>11%</b>	<b>4%</b>	<b>8%</b>	<b>3%</b>	<b>100%</b>

The accompanying notes and independent auditor's report should be read with these financial statements.

**UNITED STATES FENCING ASSOCIATION AND FOUNDATION**  
**CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES**  
**YEAR ENDED JULY 31, 2024**

	Program Services				Supporting Activities				
	International	National	Membership	Total	General and Administrative	BOD and Committees	Marketing and Communications	Development	Totals
Air travel	\$ 1,103,750	\$ 646,366	\$ 10,648	\$ 1,760,764	\$ 13,132	\$ 41,300	\$ 26,551	\$ 13,527	\$ 1,855,274
Hotel	918,012	920,673	6,345	1,845,030	5,540	28,095	23,449	135,930	2,038,044
Payroll	493,789	340,655	345,316	1,179,740	510,819	-	286,501	199,710	2,176,770
Professional services	561,563	565,534	152,594	1,279,481	421,477	30,652	294,730	101,725	2,128,075
Rent	86,478	495,244	-	583,722	82,207	-	30,653	136,586	853,168
Honorarium	165,440	801,814	2,250	970,504	-	1,100	300	1,000	972,904
Credit card and bank fees	10,244	965	111	11,320	493,220	318	76	13,098	517,752
Per diem	262,061	429,343	-	691,404	-	318	4,600	100	696,422
Meals	144,644	416,744	1,831	563,219	4,949	19,960	13,658	55,674	657,460
Venue decorator	84,740	448,625	-	533,365	-	-	-	8,780	542,145
Dues and fees	246,214	44,453	84,577	375,244	5,477	6,762	17,740	336,490	741,713
Ground transportation	226,197	194,152	2,737	423,086	5,624	1,844	9,740	43,475	483,769
Postage and freight	29,821	212,087	8,278	250,186	2,101	542	143	10,624	283,596
Printing	6,227	15,644	23,634	45,705	246	3,432	15,967	17,394	82,744
Merchandise	128,794	-	33,921	163,715	12,272	36,976	3,489	45,945	262,397
Supplies	36,161	56,013	33,365	125,539	47,988	11,723	2,541	7,876	195,677
Insurance	29,040	23,985	41,126	94,151	365,936	-	2,900	-	462,987
Telephone	91,411	134,042	1,809	227,262	20,544	-	2,035	1,520	251,361
Rebates	-	-	15,840	15,840	-	-	-	-	15,840
Depreciation	-	-	-	-	13,952	-	-	-	13,952
Awards and incentives	85,293	-	-	85,293	-	-	-	205	85,498
Marketing	4,649	918	22,974	28,541	9,632	1,300	94,818	19,173	153,464
Equipment	48,877	1,076,950	-	1,125,827	11,171	-	-	1,792	1,138,790
Miscellaneous	40,638	34,316	3,303	78,257	9,172	1,396	12,202	8,399	109,426
<b>Total expenses</b>	<b>\$ 4,808,023</b>	<b>\$ 6,858,323</b>	<b>\$ 790,659</b>	<b>\$ 12,457,205</b>	<b>\$ 2,035,469</b>	<b>\$ 185,438</b>	<b>\$ 642,093</b>	<b>\$ 1,159,023</b>	<b>\$ 16,679,228</b>
<b>Percentage of total expenses</b>	<b>29%</b>	<b>41%</b>	<b>5%</b>	<b>75%</b>	<b>12%</b>	<b>1%</b>	<b>5%</b>	<b>7%</b>	<b>100%</b>

The accompanying notes and independent auditor's report should be read with these financial statements.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED JULY 31, 2025 AND 2024

	2025	2024
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>		
Change in net assets	\$ 1,106,517	\$ 617,137
Adjustments to reconcile change in net assets to net cash flows from operating activities:		
Depreciation	10,197	13,952
Realized and unrealized (gains) losses on investments	(411,578)	(506,072)
Amortization of operating lease right-of-use asset	59,849	58,142
Contributions restricted for long-term endowment or initiative	-	(100,000)
(Increase) decrease in operating assets:		
Accounts receivable	106,936	(138,872)
Inventory	(144,721)	-
Pledges receivable	56,089	-
Prepaid expenses and other assets	207,029	(125,682)
Increase (decrease) in operating liabilities:		
Accounts payable	(693,681)	432,365
Accrued expenses	123,711	123,545
Grants payable to athletes	(18,168)	(7,000)
Deferred revenue	322,447	(112,199)
Operating lease liability	(59,121)	(58,074)
Net cash flows from operating activities	665,506	197,242
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>		
Purchases of investments	(75,009)	(64,772)
Purchases of property and equipment	(2,224)	(1,405)
Proceeds from sale of investments	251,894	234,032
Net cash flows from investing activities	174,661	167,855
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>		
Collection of pledges receivable	-	60,500
Net cash flows from financing activities	-	60,500
Net change in cash and equivalents	840,167	425,597
Cash and equivalents, beginning of year	1,388,405	962,808
Cash and equivalents, end of year	\$ 2,228,572	\$ 1,388,405

The accompanying notes and independent auditor's report should be read with these financial statements.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

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### 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Organizations

United States Fencing Association ("Association") is the national governing body for fencing in the United States. The Association's mission and principal activities are to be responsible for the promotion and development of the sport of fencing in the United States. The Association's revenues and other support are derived principally from membership dues and event registration fees.

The United States Fencing Foundation ("Foundation") was incorporated as a Colorado nonprofit Foundation in 1986. The purpose of the Foundation is to provide financial support to the Association and other organizations.

#### Principles of consolidation

The consolidated financial statements include the operations of the Association and the Foundation. Material transactions and balances between these entities have been eliminated. Unless otherwise noted, these consolidated entities are hereinafter referred to as the "Organization."

#### Basis of accounting

The financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

#### Use of estimates

The preparation of financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect certain amounts and disclosures. Accordingly, actual results could differ from these estimates.

#### Cash and equivalents

For purposes of the financial statements, the Organization considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

See independent auditor's report.



# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

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### Accounts receivable and allowance for credit losses

Accounts receivable are unsecured and reported at the amount management expects to collect. The Organization maintains an allowance for credit losses resulting from the inability of its customers to make required payments. Management considers the following factors when determining the collectability of specific customer accounts: customer creditworthiness, past transaction history with the customer, current economic industry trends, and changes in customer payment terms. If the financial conditions of the Organization's customers were to deteriorate, adversely affecting their ability to make payments, additional allowances would be required.

The allowance for credit losses amounted to \$1,000 as of July 31 and 2024.

### Promises to give

Promises to give consist of unconditional promises to give and are recorded at net realizable value. Unconditional promises to give expected to be collected beyond one year are initially recorded at fair value using present value techniques. The discount on those amounts is computed using estimated risk-free rates and amortization of the discount is included in contribution revenue in the accompanying statements of activities. The Organization also maintains an allowance for uncollectable promises to give, determined based on historical experience, an assessment of economic conditions, and a review of subsequent collections. Promises to give are written off when deemed uncollectable.

Promises to give were discounted using a risk-free rate of 4.19% as of July 31, 2024.

The allowance for uncollectable promises to give totaled \$2,801 as of July 31, 2024.

### Inventories

Inventories consist of clothing and apparel. Inventories are recorded at the lower of cost or net realizable value using the average cost method of accounting.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

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### Investments

Investments having a readily determinable fair value are carried at fair value. Interest and dividends are recorded on the accrual basis. Gains and losses are recognized when incurred and included in the statements of activities. Donated investments are recognized at the estimated fair value on the date of the donation.

### Property and equipment

Acquisitions of property and equipment with an original cost of \$2,000 or greater and useful lives exceeding one year are capitalized and recorded at cost, or fair value, if donated. Property and equipment are depreciated using the straight-line method over estimated useful lives, or in the case of capitalized leased assets or leasehold improvements, the shorter of the useful life of the assets or the lease term as follows:

Tournament equipment	5 years
Furniture and fixtures	5 years
Computer equipment	3 years

### Leases

Management determines if an arrangement is a lease at inception of the arrangement. Right-of-use assets represent the Organization's right to use an underlying asset for the lease term, and lease liabilities represent the Organization's obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized at the commencement of the lease based on the present value of lease payments over the lease term. The right-of-use assets also include any lease payments made and exclude lease incentives. The Organization's lease terms may include options to extend or terminate the lease at management's discretion. Such options are included in the calculation of the right-of-use asset and lease liability, and are included in the future maturities of lease liabilities, if management determines they are reasonably certain to exercise the options. Operating lease expense for lease payments is recognized on a straight-line basis over the lease term.

For leases that do not state or imply an interest rate, the Organization elected to use a risk-free rate based on asset composition.

The Organization elected to account for all leases with original terms of 12 months or fewer as short-term leases, which are expensed over the term of the lease and do not require recognition of right-of-use assets or lease liabilities.

### Deferred revenue

Membership dues are deferred and recognized over the periods to which the fees relate. In addition, other funds received in advance are deferred and recognized when earned as conditions are met.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

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### Net assets

The financial statements present information regarding the financial position and statements of activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions. Net assets without donor restrictions consist of resources available for use in operations, those resources invested in property and equipment, and resources restricted by the board of directors as to future use. Net assets with donor restrictions consist of resources restricted by donors as to purpose or by the passage of time. As of July 31, 2025 and 2024, board-designated net assets consist of investments held with the USOPF to be used to support the Association's athletes and teams.

### Revenue recognition

#### *Contributions and grants*

In accordance with US GAAP, contributions received are recorded as without donor restrictions or with donor restrictions depending on the existence and/or nature of donor restrictions, if applicable. Contribution revenue is recognized when cash is received, when unconditional promises are made, or when ownership of contributed assets is transferred to the Organization. The Organization reports contributions restricted by donors as increases in net assets without donor restrictions if the restrictions expire (that is, when a stipulated time restriction ends or purpose restriction is accomplished) in the reporting period in which the revenue is recognized. All other donor-restricted contributions are reported as increases in net assets with donor restrictions, depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities as net assets released from restrictions.

#### *Donated services and materials*

Donated services and materials are recorded as both contributions and expenditures in the accompanying statements of activities at their estimated fair values. Contributions of services are recognized if the services received (a) create or enhance nonfinancial assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donations.

#### *Program revenues*

The Organization receives revenue from membership dues, club insurance, registration fees, merchandise sales, events, and magazine and advertisement sales. Revenue from these sources is considered to be contracts with customers under ASC Topic 606. The Organization has elected to use a portfolio approach as a practical expedient to account for contracts with customers as a group rather than individually since the financial statement effects are not expected to materially differ from an individual contract approach. Revenue is recognized as performance obligations are met. The transaction price is equal to the fee agreed upon within the fixed price contracts.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

For annual membership dues and club insurance, revenue is recognized over the one-year term of the membership. The Organization performs an analysis of membership payments and allocates the amounts that do not relate to the annual membership. Management expects to recognize revenue from the deferred transaction price in the year for which the control of goods and services are rendered to the member as this is when the performance obligation is satisfied.

For lifetime membership dues, revenue is recognized ratably over the membership's fixed 10-year term. The portion of the unrecognized revenue remains deferred revenue until the performance obligations are met. Management believes this is the most faithful depiction of the Organization's performance as it most closely reflects the value transferred to the member.

For events during the year, revenue includes registration fees, sponsorships, ticket sales, and other incentives. The revenue is recognized as a point-in-time sale when the event occurs.

For all other revenues, performance obligations are met when services are rendered or when goods are exchanged.

The timing of revenue recognition, billings, and cash collections results in accounts receivable (contract assets) and deferred revenue (contract liabilities). Accounts receivable are recorded when the right to consideration becomes unconditional. Changes in the contract asset and liability balances during the years ended July 31, 2025 and 2024 were not materially impacted by other factors.

Contract balances consist of the following for the years ended July 31,:

	<u>2025</u>	<u>2024</u>	<u>2023</u>
Accounts receivable, net	\$ 439,434	\$ 546,370	\$ 407,498
Deferred membership dues and tournament fees	2,482,013	2,171,523	2,171,523

### Functional expenses

The costs of providing the various program services and supporting activities have been summarized on a functional basis in the statements of activities and functional expenses. These expenses require allocation on a reasonable basis that is consistently applied. Any costs that could be directly assigned to a specific function are allocated to that function. The expenses that are allocated include payroll, which is allocated based on time and effort. All remaining expenses are allocated based on the purpose of the expense.

### Marketing

Marketing costs are expensed as incurred and totaled \$318,115 and \$153,464, respectively, for the years ended July 31, 2025 and 2024.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

### Income taxes

The Association and Foundation are exempt from income tax under Section 501(c)(3) of the Internal Revenue Code ("Code"). The Organization evaluates the effect of uncertain tax positions, if any, and provides for those positions in accordance with the provisions of FASB ASC Topic 450, *Contingencies*. No tax accrual for uncertain tax positions has been recorded as management believes there are no uncertain tax positions for the Organization.

### Subsequent events

Management has evaluated subsequent events through the date of the independent auditor's report, the date on which the financial statements were available to be issued.

## 2. LIQUIDITY AND AVAILABILITY OF RESOURCES

Financial assets available to meet cash needs for general expenditures, that is, without donor or other restrictions limiting their use, within one year of the statement of financial position date comprise the following as of July 31,:

	<u>2025</u>	<u>2024</u>
Financial assets at year end:		
Cash and equivalents	\$ 2,228,572	\$ 1,388,405
Accounts receivable, net	439,434	546,370
Promises to give, net	-	50,998
Investments	<u>5,597,130</u>	<u>5,362,437</u>
Total financial assets at year end	8,265,136	7,348,210
Less amounts unavailable for general expenditures within one year due to:		
Net assets with donor restrictions	(762,487)	(511,648)
Board-designated net assets	<u>(5,219,638)</u>	<u>(5,017,277)</u>
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 2,283,011</u>	<u>\$ 1,819,285</u>

As part of the Organization's liquidity management plan, it has a policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

### 3. PROMISES TO GIVE

Promises to give consist of the following as of July 31, 2024:

Weapons Specific	\$	19,562
Other		<u>40,000</u>
		59,562
Less discount on promises to give		(672)
Less allowance for uncollectable promises		<u>(2,801)</u>
Promises to give, net	\$	<u><u>56,089</u></u>

Amounts due:

Within one year	\$	50,998
In one to five years		<u>8,564</u>
Promises to give, net	\$	<u><u>59,562</u></u>

During the year ended July 31, 2025, all promises to give were either collected or deemed uncollectable and written off.

### 4. INVESTMENTS AND FAIR VALUE MEASUREMENT

#### USOPE investment pool

The Organization's investments are held in an investment pool owned and maintained by the United States Olympic and Paralympic Endowment ("USOPE"). All investments are in the name of the USOPE. The USOPE invests in investment securities that are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that change in the values of investments will occur in the near term and that such changes could materially affect the recorded amount of investments in the Organization's financial statements.

The Organization may terminate its investment agreement with the USOPE effective at the end of any calendar month upon providing at least a 90-day written notice or upon shorter notice acceptable to the USOPE if the USOPE determines that adequate liquidity exists in the portfolio to permit early termination.

US GAAP defines fair value and establishes a framework for measuring fair value and disclosure regarding fair value measurements.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Therefore, the term "price" refers to the exit price as opposed to the entry price, which is the price paid to acquire the asset or received to assume the liability. US GAAP also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs when measuring fair value.

US GAAP describes three levels of inputs that may be used to measure fair value:

**Level 1** - Quoted prices in active markets for identical assets or liabilities

**Level 2** - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities that are based on inputs not quoted in active markets that can be corroborated by observable market data

**Level 3** - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying statements of financial position, as well as the general classification of such instruments pursuant to the valuation hierarchy:

The Association's investment in the USOPE investment pool is stated at the fair value provided by the USOPE. Certain alternative investments in the USOPE investment pool are stated at the estimated net asset values of the underlying investments. The Association's investment in this portfolio is classified as Level 2.

Fair value of assets measured on a recurring basis is as follows as of July 31,:

	Level 2	
	2025	2024
USOPE pooled investment	\$ 5,597,130	\$ 5,362,437

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

The allocation of the USOPE investment pool to the Organization consisted of the following as of July 31,:

	2025	2024
Alternative investments*	36%	39%
Domestic equity securities	17%	36%
International equities	37%	15%
Domestic bonds	8%	8%
Cash and equivalents	2%	2%
	<u>100%</u>	<u>100%</u>

\*Alternative investments include hedge equity funds, private equity funds, real estate funds, and limited partnerships.

Total investment income consists of the following for the years ended July 31,:

	2025	2024
Interest and dividends	\$ 75,733	\$ 96,567
Net realized and unrealized gains (losses)	<u>411,578</u>	<u>506,072</u>
Investment income, net	<u>\$ 487,311</u>	<u>\$ 602,639</u>

### 5. PROPERTY AND EQUIPMENT

Property and equipment consist of the following as of July 31,:

	2025	2024
Tournament equipment	\$ 172,310	\$ 172,310
Computer equipment	18,679	16,454
Furniture and fixtures	<u>4,425</u>	<u>4,425</u>
	195,414	193,189
Accumulated depreciation	<u>(186,766)</u>	<u>(176,568)</u>
Property and equipment, net	<u>\$ 8,648</u>	<u>\$ 16,621</u>

Depreciation and amortization expense related to property and equipment totaled \$10,197 and \$13,952 for the years ended July 31, 2025 and 2024, respectively.

See independent auditor's report.



# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

### 6. LEASES

The Organization leases office facilities and equipment under long-term, non-cancelable operating lease agreements. The leases expire on various dates through December 2026. The lease agreements require monthly payments ranging from \$477 to \$5,027. The leases also require the Organization to pay other costs as defined in the lease agreements, which are not included in the operating lease right-of-use asset and lease liability.

Operating lease expense is included in rent and equipment expenses in the accompanying consolidated statements of functional expenses and totaled \$64,297 and \$61,592 for the years ended July 31, 2025 and 2024, respectively. Short-term lease expense and totaled \$569,647 and \$638,947 for the years ended July 31, 2025 and 2024, respectively.

Future maturities of operating lease liabilities are as follows for the years ending July 31,:

2026	\$	59,587
2027		25,133
		<hr/>
Total minimum lease payments		84,720
Less amount representing interest		(2,278)
		<hr/>
Present value of lease liabilities	\$	82,442
		<hr/>

Other information with respect to leases is as follows as of and for the years ended July 31,:

#### Operating

	2025	2024
Right-of-use assets obtained for lease liabilities	\$ -	\$ 165,548
Weighted-average remaining years in lease terms	1.42	2.36
Weighted-average discount rate	4.09%	4.04%

### 7. DEFERRED REVENUE

Deferred revenue consists of the following as of July 31,:

	2025	2024
Membership dues	\$ 2,127,377	\$ 1,936,504
USOPC grants	198,465	186,508
Tournament fees and other	354,636	235,019
		<hr/>
Total	\$ 2,680,478	\$ 2,358,031
		<hr/>

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

### 8. LINE OF CREDIT

The Organization has available a revolving line of credit with a financial institution in the amount of \$500,000. The line of credit expires in May 2026, unless extended. Borrowings under the line of credit bear interest at the financial institution's prime rate. Borrowings are collateralized by all assets of the Organization. As of and for the years ended July 31, 2025 and 2024, there was no activity or outstanding balance due on the line of credit.

### 9. NET ASSETS

Net assets with donor restrictions consist of the following as of July 31,:

	2025	2024
Women's Sabre	\$ 35,493	\$ 35,720
Men's Sabre	2,376	2,592
Women's Foil	142,776	99,709
Men's Foil	61,504	10,167
Women's Epee	34,996	29,032
Men's Epee	14,534	20,497
Parafencing	33,320	34,608
Other	60,000	-
Endowment-corpus	197,000	197,000
Endowment-accumulated earnings	180,488	82,323
	<u>\$ 762,487</u>	<u>\$ 511,648</u>

### 10. ENDOWMENTS

The Organization's endowment consists of funds received for men's, women's and paralympic disciplines.

The Organization has interpreted the state Uniform Prudent Management of Institutional Funds Act ("UPMIFA") as requiring the preservation of the fair value of the original gift as of the date of the donor-restricted endowment funds, unless there are explicit donor stipulations to the contrary. As of July 31, 2025 and 2024, there were no such donor stipulations. As a result of this interpretation, the Organization retains in perpetuity (a) the original value of initial and subsequent gift amounts donated to the endowment and (b) any accumulations to the endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added. Donor-restricted amounts not retained in perpetuity are subject to appropriation for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by UPMIFA.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

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In accordance with UPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- 1) The duration and preservation of the fund
- 2) The purpose of the Organization and the donor-restricted endowment fund
- 3) General economic conditions
- 4) The possible effect of inflation and deflation
- 5) The expected total return from income and the appreciation of investments
- 6) Other resources of the Organization
- 7) The investment policies of the Organization

As required by US GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions. All endowment net assets were donor restricted as of July 31, 2025 and 2024.

From time to time, certain donor-restricted endowment funds may have fair values less than the amount required to be maintained by donors or by law (underwater endowments). The Organization has interpreted UPMIFA to permit spending from underwater endowments in accordance with prudent measures required under law. As of July 31, 2025 and 2024, there were no funds with deficiencies.

The Organization has adopted investment and spending policies for the endowment that attempt to provide a predictable stream of funding for operations while seeking to maintain the purchasing power of the endowment assets. Over time, long-term rates of return should be equal to an amount sufficient to maintain the purchasing power of the endowment assets, to provide the necessary capital to fund the spending policy, and to cover the costs of managing the endowment investments. The target minimum rate of return is the Consumer Price Index plus 5 percent on an annual basis. Actual returns in any given year may vary from this amount. To satisfy this long-term rate-of-return objective, the investment portfolio is structured on a total-return approach through which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). A significant portion of the funds are invested to seek growth of principal over time.

The Organization uses an endowment spending-rate formula to determine the maximum amount to spend from the endowment each year as determined by the board of directors. In establishing this policy, the Organization considers the long-term expected return on the endowment and sets the rate with the objective of maintaining the purchasing power of the endowment over time.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

As required by US GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions. Changes in endowment assets are as follows for the years ended July 31,:

	<u>2025</u>	<u>2024</u>
Endowment assets, beginning of year	\$ 279,323	\$ 251,416
Investment return, net	<u>98,165</u>	<u>27,907</u>
Endowment assets, end of year	<u><u>\$ 377,488</u></u>	<u><u>\$ 279,323</u></u>

### 11. CONTRIBUTED NONFINANCIAL ASSETS

For the years ended July 31, 2025 and 2024, contributed nonfinancial assets recognized within the statements of activities included the following:

	<u>2025</u>	<u>2024</u>
Tournament equipment	\$ 415,200	\$ 1,062,500
Merchandise	137,546	-
Air travel, room, and board	<u>-</u>	<u>48,877</u>
	<u><u>\$ 552,746</u></u>	<u><u>\$ 1,111,377</u></u>

The Organization recognized the above contributed nonfinancial assets in the accompanying statements of activities and functional expenses for the years ended July 31, 2025 and 2024. None of the contributed nonfinancial assets were received with donor restrictions.

Contributed equipment and merchandise are valued using estimated U.S. wholesale prices of identical or similar products using pricing data under a "like-kind" methodology considering the goods' condition and utility for use at the time of the contribution. Contributed equipment is used for the Organization's national events. Contributed merchandise is used for the Organization's employees and athletes associated with the Organization.

Contributed air travel, room and board, are utilized for the Association's international and national programs, in which the Association sponsors various teams and tournaments, preparing athletes for Olympic, Paralympic, and world championship level competition.

In addition to the contributed nonfinancial assets recognized in the accompanying financial statements, the Organization received donated services during the years ended July 31, 2025 and 2024 that are not reflected in the accompanying financial statements as they do not meet the criteria for recognition under US GAAP.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

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### 12. CONCENTRATIONS

#### Cash and equivalents

The Organization maintains its cash and equivalents in bank deposit accounts in which the deposits are guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. At certain times during the year the Organization had deposits in excess of FDIC limits. This risk is managed by maintaining deposits with high-quality financial institutions. The Organization does not anticipate nonperformance by these institutions.

#### Accounts receivable

Two customers accounted for 46% of accounts receivable as of July 31, 2025. Two customers accounted for 57% of accounts receivable as of July 31, 2024.

### 13. COMMITMENTS AND CONTINGENCIES

#### Retirement plan

The Organization sponsors a 401(k) retirement plan ("Plan") covering all eligible employees. Employees may make contributions to the Plan up to the maximum allowed by the Internal Revenue Code and the Organization matches 100% of contributions up to 4% of employee earnings. The Organization's contributions to the Plan for the years ended July 31, 2025 and 2024 totaled \$53,783 and \$58,000, respectively.

#### Litigation

The Association is party to litigation from time to time. The Association maintains insurance to cover certain actions and management believes that resolution of such litigation will not have a material adverse effect on the Association.

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2025 AND 2024

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### 14. RELATED PARTIES

The Organization is a member of the USOPC. The USOPC serves as the National Olympic Committee and National Paralympic Committee for the United States and was formed to support the US Olympic and Paralympic athletes. The Organization is dependent upon grants from the USOPC in order to maintain its programs at current levels. The USOPC provides grants to the Organization for sports development, international competition, and team preparation. During the years ended July 31, 2025 and 2024, the Organization recognized grant funding from the USOPC in the amount of \$1,182,815 and \$990,000, respectively, and provided in-kind contributions totaling \$0 and \$48,877, respectively. As of July 31, 2025 and 2024, \$0 and \$122,616, respectively, was included in accounts payable to the USOPC.

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See independent auditor's report.

## **SUPPLEMENTARY INFORMATION**

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## CONSOLIDATING STATEMENT OF FINANCIAL POSITION

JULY 31, 2025

	Association	Foundation	Pre-Consolidated Total	Eliminations	Consolidated Total
<b>ASSETS</b>					
Cash and equivalents	\$ 1,899,239	\$ 329,333	\$ 2,228,572	\$ -	\$ 2,228,572
Accounts receivable, net	403,434	36,000	439,434	-	439,434
Inventory	144,721	-	144,721	-	144,721
Prepaid expenses and other assets	863,396	-	863,396	-	863,396
Investments	2,731,912	2,865,218	5,597,130	-	5,597,130
Property and equipment, net	8,648	-	8,648	-	8,648
Operating lease right-of-use asset	80,709	-	80,709	-	80,709
Due (to) from other Organization	128,380	(128,380)	-	-	-
Total assets	\$ 6,260,439	\$ 3,102,171	\$ 9,362,610	\$ -	\$ 9,362,610
<b>LIABILITIES AND NET ASSETS</b>					
Liabilities:					
Accounts payable	\$ 735,795	\$ -	\$ 735,795	\$ -	\$ 735,795
Accrued expenses	438,467	205	438,672	-	438,672
Grants payable to athletes	12,676	-	12,676	-	12,676
Deferred revenue	2,675,353	5,125	2,680,478	-	2,680,478
Operating lease liability	82,442	-	82,442	-	82,442
Total liabilities	3,944,733	5,330	3,950,063	-	3,950,063
Net assets:					
Without donor restrictions:					
Equity in property and equipment, net	8,648	-	8,648	-	8,648
Board-designated	2,731,908	2,487,730	5,219,638	-	5,219,638
Operating	(424,850)	(153,376)	(578,226)	-	(578,226)
Total net assets without donor restrictions	2,315,706	2,334,354	4,650,060	-	4,650,060
With donor restrictions	-	762,487	762,487	-	762,487
Total net assets	2,315,706	3,096,841	5,412,547	-	5,412,547
Total liabilities and net assets	\$ 6,260,439	\$ 3,102,171	\$ 9,362,610	\$ -	\$ 9,362,610

See independent auditor's report.



# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## CONSOLIDATING STATEMENT OF FINANCIAL POSITION

JULY 31, 2024

	Association	Foundation	Pre-Consolidated Total	Eliminations	Consolidated Total
<b>ASSETS</b>					
Cash and equivalents	\$ 1,152,034	\$ 236,371	\$ 1,388,405	\$ -	\$ 1,388,405
Accounts receivable, net	496,163	50,207	546,370	-	546,370
Promises to give, net	-	56,089	56,089	-	56,089
Prepaid expenses and other assets	1,070,425	-	1,070,425	-	1,070,425
Investments	2,497,950	2,864,487	5,362,437	-	5,362,437
Property and equipment, net	16,621	-	16,621	-	16,621
Operating lease right-of-use asset	140,558	-	140,558	-	140,558
Due (to) from other Organization	466,942	(466,942)	-	-	-
Total assets	\$ 5,840,693	\$ 2,740,212	\$ 8,580,905	\$ -	\$ 8,580,905
<b>LIABILITIES AND NET ASSETS</b>					
Liabilities:					
Accounts payable	\$ 1,429,476	\$ -	\$ 1,429,476	\$ -	\$ 1,429,476
Accrued expenses	314,756	205	314,961	-	314,961
Grants payable to athletes	30,844	-	30,844	-	30,844
Deferred revenue	2,352,906	5,125	2,358,031	-	2,358,031
Operating lease liability	141,563	-	141,563	-	141,563
Total liabilities	4,269,545	5,330	4,274,875	-	4,274,875
Net assets:					
Without donor restrictions:					
Equity in property and equipment, net	16,621	-	16,621	-	16,621
Board-designated	2,497,950	2,519,327	5,017,277	-	5,017,277
Operating	(943,423)	(296,093)	(1,239,516)	-	(1,239,516)
Total net assets without donor restrictions	1,571,148	2,223,234	3,794,382	-	3,794,382
With donor restrictions	-	511,648	511,648	-	511,648
Total net assets	1,571,148	2,734,882	4,306,030	-	4,306,030
Total liabilities and net assets	\$ 5,840,693	\$ 2,740,212	\$ 8,580,905	\$ -	\$ 8,580,905

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## CONSOLIDATING STATEMENT OF ACTIVITIES

### JULY 31, 2025

	Association	Foundation	Pre-Consolidated Total	Eliminations	Consolidated Total
<b>SUPPORT AND REVENUE</b>					
Registration fees	\$ 8,774,939	-	\$ 8,774,939	\$ -	\$ 8,774,939
Membership dues	3,205,187	-	3,205,187	-	3,205,187
Royalties and sponsorship	974,900	-	974,900	-	974,900
Club insurance	270,339	-	270,339	-	270,339
Merchandise sales, net	376,310	-	376,310	-	376,310
USOPC support	1,182,815	-	1,182,815	-	1,182,815
Contributions and grants	44,380	308,587	352,967	-	352,967
Contributed nonfinancial assets	552,746	-	552,746	-	552,746
Investment income	234,686	252,625	487,311	-	487,311
Other income	297,140	264,142	561,282	-	561,282
Special event income	-	10,000	10,000	-	10,000
Triomphe event income	-	5,231	5,231	-	5,231
Total support and revenue	15,913,442	840,585	16,754,027	-	16,754,027
<b>EXPENSES</b>					
Program services:					
International	3,729,882	-	3,729,882	-	3,729,882
National	6,857,270	-	6,857,270	-	6,857,270
Membership	917,590	-	917,590	-	917,590
Total program services	11,504,742	-	11,504,742	-	11,504,742
Supporting activities:					
General and administrative	1,789,524	-	1,789,524	-	1,789,524
Board of directors and committees	579,007	-	579,007	-	579,007
Marketing and communications	1,295,611	-	1,295,611	-	1,295,611
Development	-	478,626	478,626	-	478,626
Total supporting activities	3,664,142	478,626	4,142,768	-	4,142,768
Total expenses	15,168,884	478,626	15,647,510	-	15,647,510
Change in net assets	744,558	361,959	1,106,517	-	1,106,517
Net assets, beginning of year	1,571,148	2,734,882	4,306,030	-	4,306,030
Net assets, end of year	\$ 2,315,706	\$ 3,096,841	\$ 5,412,547	\$ -	\$ 5,412,547

See independent auditor's report.

# UNITED STATES FENCING ASSOCIATION AND FOUNDATION

## CONSOLIDATING STATEMENT OF ACTIVITIES

### JULY 31, 2024

	Association	Foundation	Pre-Consolidated Total	Eliminations	Consolidated Total
<b>SUPPORT AND REVENUE</b>					
Registration fees	\$ 8,830,874	-	\$ 8,830,874	-	\$ 8,830,874
Membership dues	2,668,294	-	2,668,294	-	2,668,294
Royalties and sponsorship	857,668	-	857,668	-	857,668
Club insurance	285,608	-	285,608	-	285,608
USOPC support	990,000	-	990,000	-	990,000
Contributions and grants	362,418	200,696	563,114	(100,773)	462,341
Contributed nonfinancial assets	1,111,377	-	1,111,377	-	1,111,377
Investment income	296,993	305,646	602,639	-	602,639
Other income	566,188	61,172	627,360	-	627,360
Special event income	-	231,497	231,497	-	231,497
Tromphe event income	-	628,707	628,707	-	628,707
Total support and revenue	15,969,420	1,427,718	17,397,138	(100,773)	17,296,365
<b>EXPENSES</b>					
Program services:					
International	4,808,023	-	4,808,023	-	4,808,023
National	6,858,323	100,773	6,959,096	(100,773)	6,858,323
Membership	790,859	-	790,859	-	790,859
Total program services	12,457,205	100,773	12,557,978	(100,773)	12,457,205
Supporting activities:					
General and administrative	2,035,469	-	2,035,469	-	2,035,469
Board of directors and committees	185,438	-	185,438	-	185,438
Marketing and communications	842,093	-	842,093	-	842,093
Development	-	1,159,023	1,159,023	-	1,159,023
Total supporting activities	3,063,000	1,159,023	4,222,023	-	4,222,023
Total expenses	15,520,205	1,259,796	16,780,001	(100,773)	16,679,228
Change in net assets	449,215	167,922	617,137	-	617,137
Net assets, beginning of year	1,121,933	2,566,960	3,688,893	-	3,688,893
Net assets, end of year	\$ 1,571,148	\$ 2,734,882	\$ 4,306,030	\$ -	\$ 4,306,030

See independent auditor's report.



# USA Fencing Committee & Resource Team Report

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**Committee Name:** *Parent Council*

**Date of Report:** *12/16/2025*

**Period Covered or Date of Last Report:** December 2025

**Committee Chair / Reporter(s):** *Heather Shankwiler*

Attendees: Heather, Alison, Brad, Maria, Greg, Lina, Will

## 1. Overview / Purpose / What Must the Board or Staff Know:

- *Discussion of key concerns and topics from the perspective of USA Fencing parents. Specific topic for this month:*
  - **Junior Olympics edition** – How to get fencers & parents to think about JOs and beyond
    - Prepare for JOs
      - Sharing that fencer actions extend far beyond bouts and Des
      - ***The FULL fencer is considered***
        - RESPECT
          - For fellow fencers, families, referees, coaches and our fencing community
        - Behaviors – and how that can follow you in your fencing career and beyond
          - Preparation
          - Attitude
          - Respect
          - Academics
          - Role models?
        - Performance
        - Packing
          - What do you need to have with you, what should be strip-side (packing checklist – Greg's)
        - Fencing beyond JOs: College Connect profile, know schools of interest

- **Role play of good ref/fencer interaction** vs. bad ref/fencer interaction?
  - Social? Reel/TikTok – Good fencers perform on the strip and in life
  - Connect with club owners/coaches
  - Referee townhall – parents, club owners, coaches & fencers
- Parents
  - Fencing past high school
  - *Behavior carries long past the fencing strip*
- NCAA update for freshmen & sophomores to think ahead
- At IOs
  - College fair (only juniors and seniors)
  - How to be successful
    - Maximize time with coaches
  - NCAA and Club options
- Also reuse Summer Nationals
  - College fairs
  - Know about Dos and Don'ts with NCAA coaches/prospects
- **Tournament schedule**
  - JOs are early for 2026 and 2027
    - In January for 2026 & 2027 due to FIE
    - Open to shift in 2028?
    - Conflicts with World Cups – shifting based on points and supports senior and junior fencers
  - Considerations
    - Prioritize to minimize school days?
    - Share with parents: efforts to minimize school absences *(for juniors & cadets)*
      - Priorities – International calendar, college calendars
      - Accessibility in regions
      - Rotate events/times
      - Manage strips and refs available
      - Ask tournament committees about plans – if available.
        - Early plans/locations/schedules have been helping
    - Contact with school systems?
  - Tournament committee – sharing points system
    - How to best share what points and opportunities to fence

- Balance qualifications, events, limiting events
- Encourage local, regional and NAC – should be a portfolio of options for your fencer to grow
- And that kids must have **academics** plus fencing!
- Event to showcase fencing?
  - How to prepare clubs to join, attend and also capitalize on the event? Half-time performance
  - Collaborating with professional teams
    - Nuggets, Celtics, Bucks...
    - Email blasts to clubs (check with your club!)
    - Group tickets and a great social?
- Lead generation for clubs – and radio spots
  - Usafencing.org/tryfencing
  - Find a club feature

## 2. Strategic Plan Key Indicator (KPI) Update, if applicable:

Strategic Initiative	Red, Amber, Green	KPI Number	Notes
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**Request:** *Could the Parent Council review a list of KPIs?*

N/a – we provide input as available and collaborate as needed and requested.

## 3. Requests or Actions Needed from the Board or Staff:

- Review comments above for:
  - **Potential content and activities** prior to and including Junior Olympics and Summer Nationals 2026
  - **Collaboration with Referees:** Referee townhall – parents, club owners, coaches & fencers
  - Tournament scheduling and parental education: Share with parents: efforts to minimize school absences (for juniors & cadets)

## 4. Upcoming Priorities / Next Steps:

- Review and contribute to content and events as requested

## 5. Current Activities and Highlights:



*Continually working to educate, enlighten and engage parents on topics near and dear to their hearts and families, as well as serve as a listening post for USA Fencing:*

- Review and contribute to content and events as requested

## **6. Issues, Concerns, or Challenges:**

- Review and contribute to content and events as requested

## **7. Ongoing Activities with Other Committees or Areas of Fencing:**

- Parent education sessions (topics provided earlier this year)
- Summer Nationals/JO panel preparations?
- College and club discussions

## **8. Requests or Actions Needed from the Board or Staff:**

- Parent education sessions (topics provided earlier this year)
- Summer Nationals/JO panel preparations
- 

## **9. Upcoming Priorities / Next Steps:**

*See above.*

## **10. Additional Notes or Attachments:**

Attendee tracking

### **Present**

- Heather Shankwiler
- Brad Suchorski
- Will Chang
- Lina G
- Maria Panyi



- Greg Husisian
- Allison Wade

### Absent

- Julien Beasley
- Phil Andrews

## 11. Sub-Committee or Sub-Group Notes:

*Include updates from sub-groups or working groups.*

### General Meeting Notes:

- Future discussions:
  - Request for panel participation at Capital Clash?
  - Social media, bullying?

### Meeting schedule:

- Tuesday, November 18, 2025, 3pm ET
- Tuesday, December 16, 2025, 3pm ET
- **Tuesday, January 20, 2026, 3pm ET**
- Tuesday, February 17, 2026, 3pm ET
- Tuesday, March 17, 2026, 3pm ET
- Tuesday, April 21, 2026, 3pm ET
- Tuesday, May 19, 2026, 3pm ET
- Tuesday, Jun 16, 2026, 3pm ET
- Tuesday, July 21, 2026, 3pm ET
- Tuesday, August 18, 2026, 3pm ET
- Tuesday, September 15, 2026, ET

Heather Shankwiler is inviting you to a scheduled Zoom meeting.

Topic: USA Fencing: Parent Council 2025-2026 season

**Time: Jan 20, 2026 03:00 PM Eastern Time (US and Canada)**

Every month on the Third Tue, until Dec 15, 2026, 12 occurrence(s)

Please download and import the following iCalendar (.ics) files to your calendar system.

Monthly: [https://us06web.zoom.us/meeting/tZcuc-muqj4rGtJFnuHKG6lmdVgMJ1cxN9ew/ics?icsToken=DIs2hT4KFvSTAF5JPgAALAAAAE2B](https://us06web.zoom.us/join/https://us06web.zoom.us/meeting/tZcuc-muqj4rGtJFnuHKG6lmdVgMJ1cxN9ew/ics?icsToken=DIs2hT4KFvSTAF5JPgAALAAAAE2B)





WbPGiDsa2spTFMxGFV6DYJSaoqtnX7ZOxoHjnbamdIY2YCysY5KMmus4uMDEKDB7-3P0g3WGXdkzXTAwMDAwMQ&meetingMasterEventId=IUdE5RKwSd2wh0pVDgJblg

Join Zoom Meeting

<https://us06web.zoom.us/j/83340645106?pwd=KvG3c3iagFBahqS88ZdZAAcqv99wzF.1>

Meeting ID: 833 4064 5106

Passcode: 031614

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One tap mobile

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+13126266799,,83340645106#,,, \*031614# US (Chicago)

Join instructions

<https://us06web.zoom.us/join/83340645106/invitations?signature=g0LOphtFD1ih8qBnIOrp3sX4kBkZL8R3CjUDNbvRZJc>

**Nominating Committee Report  
Week Ending 1-16-2026  
At-Large Nomination Process Report.**

**Administrative Matters**

Harrison Hue was elected Chair of the USA Fencing Nominating Committee.

**Independent Timeline 2026**

The following timeline was agreed for the Independent Director nominations.

March 2 - Solicitation Open for Independent Nominations to the Board of Directors.

March 30 - Solicitation closed for Independent Nominations to the Board of Directors.

April 1 to May 31 - NomCom review process and, if required, multiple interview rounds.

June 1 - NomCom to provide recommended candidates to Board of Directors

June 27 - Board to appoint candidates.

**Board Request:**

The Nominating Committee request the Board seat an alternative member of the Nominating Committee meeting the relevant criteria in place of Andrea Pagnanelli prior to the start of the Independent Director search, since Ms. Pagnanelli is up for re-appointment and therefore cannot participate in this search.

**Board Request:**

The Nominating Committee requests an updated GAP analysis to aid in their process no to be completed no later than 3/30/2026; but after the appointment to the Board of Directors to take place on 2/14/2026.

**Board & Membership Request:**

Please provide any nominations of suitable individuals to be considered for appointment to the Nominating Committee via [nominations@usafencing.org](mailto:nominations@usafencing.org) at any time between now and the close of nominations on 3/30/2026.

**2026 At-Large Nominations**

The Nominating Committee received some 27 nominations for positions on the USA Fencing Board of Directors, of which one was made by a 3rd party and a balance of their materials were not received in time to be considered, a second was withdrawn by the nominee significantly before the deadline.

A number of nominations faced challenges with respect to items surrounding membership, background checks, SafeSport Training; the Nominating Committee, and staff, made several attempts to remedy this with each individual; and gave each individual until the last moment the Committee had to declare the nominees

**Sitting Board Members**

The Nominating Committee resolved that sitting board members ought to be given the right to defend their duly elected seat, therefore Damien Lehfeltdt and Abdel Salem were advanced to the ballot. The nominating committee recognizes this is a change from previous nominating committee decisions, and hopes that this practice will be maintained for future

nomination rounds.

#### **Number of Nominees**

The Nominating Committee decided to follow recent practice of advancing 3 names per position for a total of 9 nominees, therefore, a balance of 7 nominees were to be advanced.

It was further resolved that the Board should at this time have the choice of nominated candidates to choose from in terms of the appointed position.

#### **Process**

The nominating committee reviewed objective scoring against the GAP analysis of USA Fencing as well as recognizing other published criteria such as USA Fencing governance experience, outside board experience, leadership academy graduation and related matters. Committee members split nominations between them to re-check accurate scoring - recognizing the objective scoring is simply a guideline to assist the Nominating Committee in their work.

The Nominating Committee then chose to advance the top 3 individuals based upon this scoring subject to one individual's background check being returned in time; unfortunately such a background check was not received, and that individual therefore was withdrawn.

The Nominating Committee then engaged in ranked choice voting to determine the remaining individuals.

Unfortunately, several individuals who scored objectively high enough to be considered did not receive one or more of their background check, Safe Sport training or membership in time for the deadline for the Nominating Committee to provide their nominees to the Board and membership.

The Nominating Committee were mindful of advice from the USA Fencing Ethics Committee in respect of Conflict of Interest, and serving Board Members did not vote on sitting board members or those involved in either litigation or the fundraising for litigation against the organization.

#### **Nomination Result**

The USA Fencing Nominating Committee therefore moves forward the following individuals, ranked in order.

*Existing Directors - Moved forward without Rank, displayed in Alphabetical Order*

Damien Lehfeldt

Abdel Salem

*Nominees - Ranked in Order*

Jeremy Sirota

Timothy Ringel

Nona Lim

Bruno Cheron

Gregory Husisian

Caterina Rovati  
Heather Shankwiler

### **Short Biography Summaries of Nominees**

For the ease of use of the Board of Directors.

#### ***Jeremy Sirota (New York City NY - Fencers Club / Metropolitan NYC)***

A member of Fencers Club Board of Directors and a dedicated parent of a Fencers Club Foil fencer, Sirota led worldwide music industry membership organization Merlin for the last 7 years, where he was CEO and sat as a non-voting member of the Board of Directors. Sirota also sits on a tech advisory board, and serves as a mentor for TechStars. Prior to Merlin, Sirota worked at Meta and Warner Music Group, after starting his career as a lawyer in New York after completing his JD in California.

#### ***Timothy Ringel (New York City NY - Manhattan Fencing Center / Metropolitan NYC)***

A childhood Fencer himself in Germany, Ringel encouraged all of his kids to try Fencing, and is parent to two young Saber fencers at Manhattan Fencing Center. Ringel is the CEO of Meet the People, an independent holding group for multiple companies in marketing, branding, public relations and related industries. Ringel founded InGood Company, an investment and family office; while he sits or has sat on multiple Boards including AdLedger, Smify, NetBooster and freeyou, and serves as a juror at Cannes Lions and The Drum and has spoken on both governance and marketing subjects for United Nations, Meta, Google, Forbes and FastCompany.

#### ***Nona Lim (Oakland CA - United Fencers of Oakland / Northern California)***

A vet Saber fencer, Lim has also fenced internationally for Singapore before a successful Fast-Moving-Consumer-Goods (FMCG) career with Monitor and Anglysis; Lim founded two start ups - Cook! SF, a meal delivery service and the Nona Lim brand, with the latter winning multiple industry awards, after an exit she now serves as a fractional CFO & COO. Lim is currently chair of the Speciality Food Association, founding Chair of Included CPG and as an advisory board member of Real Food Real Stories, Working Solution Microloans and the StART up Art Fair.

#### ***Bruno Cheron (McKinney TX - Globus Fencing Academy / North Texas)***

A lifelong athlete, and Vet Saber fencer, Cheron is the CEO of Bell Supply Company in the Oil & Gas sector, and is also a Founding Partner of both Reaction and Draco Enterprises; and has spent a significant career in industrial leadership in both the US and Europe. Cheron serves on the board of the Samaritan Inn and is a prior board member of PMV Automation, Clarke Valve and YKV.

#### ***Gregory Husisian (Oakton VA - Unattached / Virginia)***

Father of Olympian Hadley Husisian, Chair of the USA Fencing Ethics Committee and member of the USA Fencing Parent Council, Husisian's professional life leads International Trade & National Security for the law firm Foley & Lardner LLP. As part of this, Husisian regularly advises boards on matters of corporate governance and international regulation; while he is also a contributor to Bloomberg, the New York Times and the Wall Street Journal on related matters.

**Caterina Rovati (Orlando FL - Orlando Fencing Sports Center / Central Florida)**

A fencer in her youth in Italy, her family sport, Rovati is now a Vet Epee fencer. Professionally, Rovati leads Strategy for Hilton Grand Vacations at the Senior Vice President level having spent significant time with Marriott and with global consultancy Bain & Company. She is also a member of Women Leading Hospitality and Travel.

**Heather Shankwiler (Atlanta GA - Nellya Fencers / Georgia)**

A parent of a Saber fencer, Shankwiler is Chair of the USA Fencing Parents Council, and a board member of WFencing and the OnGuard Georgia Fencing High School League. She is also a former Chair of the Georgia Tech Business Network. Professionally, Shankwiler is a senior executive for ADP in product development and marketing and has a career including Deloitte, Ernst & Young and Connecture in various product and project management roles.

# USA Fencing Committee & Resource Team Report

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**Committee Name:** *Parent Council*

**Date of Report:** *01/20/2026*

**Period Covered or Date of Last Report:** *January 2026*

**Committee Chair / Reporter(s):** *Heather Shankwiler*

*Attendees:* Heather, Alison, Julien, Maria, Greg, Brad, Will

## 1. Overview / Purpose / What Must the Board or Staff Know:

- *Discussion of key concerns and topics from the perspective of USA Fencing parents. Specific topic for this month:*

Topics for discussion:

- Potential points and tournament qualification restructuring
  - Making sure that all members for the parent council are able to weigh in
  - Areas of concern
    - Strength of tournaments, international
    - National coaches to weigh in?
    - Concerns of quality of points and timing for national teams
    - Not all tournaments are equal
      - More tournaments = more costs, more school absences (now pay to play)
    - Impact on college fencers – many are having issues getting to NACs; how to stretch NCAA fencers?
      - Collegiate events, international, NACs
      - Flag: Specify NCAA fencers versus on collegiate clubs (USCFC = local competition)
      - Need clarification on NCAA athletes; how to account NCAA in the sport (and after college)
      - How can the use of SPI into this model help? (Existing SPI rating – to help with college)
    - Regional and local tournaments – where are they?



- Divisions will sanction qualifiers – how do you police this? Hold “good” sanctioned events?
- Timing of implementation
  - Roll out in August? Can this be revisited after LA2028?
- Where are the calculations?
- Analytics – do not have impact on senior elite fencers; big impact on juniors
  - Group 2 points – how to address leverage, strength and support
  - Letter, regional and national rankings
- Must work for all levels
  - Equalize points
- Must share calculations
- How do we keep developing fencers without having clubs to game it, making it more expensive and more exclusive
- Concern of supporting students in public schools
  - Top 6 results – does that limit pay to play
- Positives
  - Goals: easier for administration, tracking, multiple tracks at the same time at the same tournament
- Points
  - World Cup points – double NAC points?
  - Need to have WC, NAC differentiation points
    - World Cup needs to be higher than NAC (how incorporated with point and difficulty)
- Event caps – has that had any of the effects that we want to see at events?
  - Do the results meet the goals that this new structure are to achieve?
- Can we track the results in parallel with current events and experiences?
  - Do we see the data compared to what is being used today?
  - Can we see a baseline vs. projected results?

**Recommendation:** Please have all members of the Parent Committee to submit comments via the requested form before the end of the week (1/23/2026).

#### Other topics for future discussion

- American Fencer: request for topics and writers
- 2026 upcoming calendar
  - Movement of JOs
  - Timing of SJCC, January NAC
- Items overheard at 2026 JOs
  - Difficulty of training



- Short duration and “clustering” of events
- Coaches – lack of women for 2026, 2027 recruiting (need a new message for them, their parents?)
- Like: both club and NCAA team banners for awareness (but club banner was “hidden”)

## 2. Strategic Plan Key Indicator (KPI) Update, if applicable:

Strategic Initiative	Red, Amber, Green	KPI Number	Notes
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**Request:** *Could the Parent Council review a list of KPIs?*

N/a – we provide input as available and collaborate as needed and requested.

## 3. Requests or Actions Needed from the Board or Staff:

- Review comments above for:
  - **Key concerns discussed by members of the Parent Council.** Please note that each member of the council provides a unique perspective: from Olympic, international and NCAA parents (and hoping to be NCAA parent), to those starting and growing within the sport. Each member was encouraged to provide feedback, concerns, worries and perceptions as we all have a different take – and that’s the benefit of this council!

## 4. Upcoming Priorities / Next Steps:

- Determine any additional discussion or exploration required with the Parent Council for perspective (we are all happy to collectively or individually provide our perspective). If so, **our next meeting is Tuesday, February 17 at 3pm ET (immediately after the conclusion of February NAC).**

## 5. Current Activities and Highlights:

*Continually working to educate, enlighten and engage parents on topics near and dear to their hearts and families, as well as serve as a listening post for USA Fencing:*

- Review and contribute to content and events as requested

## 6. Issues, Concerns, or Challenges:





- Regarding the topic of event realignment, please review the notes earlier for any and all concerns raised.
- Additional concerns will be provided individually by each member via the requested form.

## 7. Ongoing Activities with Other Committees or Areas of Fencing:

*- Parent education sessions (topics provided earlier this year)*

## 8. Requests or Actions Needed from the Board or Staff:

*- Parent education sessions (topics provided earlier this year)*

*- Further discussions regarding the event alignment, points calculations, and the potential effects:*

- *On current Cadet and Junior rankings that may affect team placement for Worlds and other international tournaments (GP, Zonals, etc.)*
- *Consideration for college fencing (NCAA) and other post-high school and early adulthood participation at the elite and national level*
- *Potential cooling effect on development and growth (as fencers only improve when they are able to experience fencing with elite fencers)*
- *Potential manipulation by divisions and clubs*
- *Confusion 2 years prior to the Olympics for placement (this should be a post LA2028 introduction)*

## 9. Upcoming Priorities / Next Steps:

*See above.*

## 10. Additional Notes or Attachments:

Attendee tracking

### Present

- Heather Shankwiler
- Brad Suchorski
- Will Chang
- Julien Beasley



- Maria Panyi
- Greg Husisian
- Allison Wade

### Absent

- Phil Andrews
- Lina G

## 11. Sub-Committee or Sub-Group Notes:

*Include updates from sub-groups or working groups.*

### General Meeting Notes:

*- College and club discussions*

#### Other topics for future discussion

- *American Fencer: request for topics and writers*
- *2026 upcoming calendar*
  - *Movement of JOs*
  - *Timing of SJCC, January NAC*
- *Items overheard at 2026 JOs*
  - *Difficulty of training due to holidays, exams*
  - *Short duration and "clustering" of events*
  - *Coaches – lack of women for 2026, 2027 recruiting (need a new message for them, their parents?)*
  - *Like: both club and NCAA team banners for awareness (but club banner was "hidden")*

### Meeting schedule:

- Tuesday, November 18, 2025, 3pm ET
- Tuesday, December 16, 2025, 3pm ET
- Tuesday, January 20, 2026, 3pm ET
- **Tuesday, February 17, 2026, 3pm ET**
- Tuesday, March 17, 2026, 3pm ET
- Tuesday, April 21, 2026, 3pm ET



- Tuesday, May 19, 2026, 3pm ET
- Tuesday, Jun 16, 2026, 3pm ET
- Tuesday, July 21, 2026, 3pm ET
- Tuesday, August 18, 2026, 3pm ET
- Tuesday, September 15, 2026, ET

Heather Shankwiler is inviting you to a scheduled Zoom meeting.

Topic: USA Fencing: Parent Council 2025-2026 season

Time: Feb 17, 2026 03:00 PM Eastern Time (US and Canada)

Every month on the Third Tue, until Dec 15, 2026, 11 occurrence(s)

Please download and import the following iCalendar (.ics) files to your calendar system.

Monthly: [https://us06web.zoom.us/meeting/tZcuc-muqj4rGtJFnuHKG6ImdVgMJ1cxN9ew/ics?icsToken=DEGDNcY7QgLJenUvuQAALAAAKqbL4YLU\\_Kv7UL0PV2NFS7krmxSXYgzyY1tgOoMspsRFtflE43ivMSXUOTOQzOPIH21KH-aPG3FKLKxNDAwMDAwMQ&meetingMasterEventId=IUdE5RKwSd2wh0pVDgJblg](https://us06web.zoom.us/join/83340645106?pwd=KvG3c3iagFBahqS88ZdZAAcqv99wzF.1)

Join Zoom Meeting

<https://us06web.zoom.us/j/83340645106?pwd=KvG3c3iagFBahqS88ZdZAAcqv99wzF.1>

Meeting ID: 833 4064 5106

Passcode: 031614

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Join instructions

[https://us06web.zoom.us/meetings/83340645106/invitations?signature=g0LOphtFD1ih8qBnIOrp3sX4kBkZL8R3CjUDNbVrZJc](https://us06web.zoom.us/join/83340645106?pwd=KvG3c3iagFBahqS88ZdZAAcqv99wzF.1)



**DRAFT**

**USA Fencing Audit Committee Report - January 27, 2026**

**Summary of January 22, 2026, Committee Meeting**

The Audit Committee met remotely to review the audited financial statements and receive a detailed presentation of the audit results at 5:08pm Central time on January 22, 2026.

Committee Chair Charles (Chuck) Wemple conducted the meeting and facilitated discussion of the following topics.

- Review and consideration of the consolidated financial statements ending July 31, 2025, and the associated audit report provided by USAF Fencing's independent auditor, BiggsKofford.
- Consideration of recommending an audit firm to conduct next year's audit.

Attendance was light and the Committee did not achieve a quorum. I am pleased to report that the meeting participants were highly engaged and contributed to the conversation and determined that we needed to poll the remaining committee members via email and seek consensus on recommending the consolidated financial statements and audit report to the Board for acceptance. We completed the email poll on January xx, 2026 and are pleased to offer our recommendation of acceptance.

It is important to note that the auditor's have presented an unmodified opinion (often referred to as a clean opinion) and this is an excellent outcome for our organization.

With regards to recommending an audit firm for our next audit, the committee continued our discussion from last year about balancing the need for continuity with seeking fresh perspectives. It is a common business practice to secure a new auditing firm every few years and we have been with BiggsKofford for several cycles. The committee recommends staying with BiggsKofford for another year, with an option to renew for an additional second year based on performance, and then to conduct an open procurement for future audit cycles.

**Attendees**

- Committee Chair, Charles Wemple
- Board Treasurer, Emily Bian
- USA Fencing Chief Finance Officer, Tabitha Chamberlain
- USA Fencing CEO, Phil Andrews
- Independent auditor - BiggsKofford, Tyler Atkins

Report prepared by Charles (Chuck) Wemple, Audit Committee Chair, January 27, 2026

# USA Fencing Division Resource Team Report

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<b>Committee Name:</b>	Division Resource Team
<b>Date of Report:</b>	January 28, 2026
<b>Date of Last Report:</b>	June 29, 2025
<b>Committee Chair / Reporter(s):</b>	Brad Suchorski (Staff Liaison)

## 1. Overview:

The Division Resource Team has been focused on the following items throughout the first half of the 2025/26 Season:

- Assisting Divisions with completing the annual officer and financial forms
- Resolving Division related challenges and assisting with grassroots resolutions
- Review Division Boundaries and clarify boundaries throughout the country

## 2. Strategic Plan Alignment:

The Division Resource Team completed this work to resolve inconsistencies, overlaps, and gaps in division boundary definitions by standardizing jurisdictions using clear county and state lines. This effort improves clarity, fairness, and administrative efficiency across divisions and directly supports the USA Fencing Strategic Plan's Organizational Effectiveness priority by strengthening governance consistency, reducing operational complexity, and improving the member experience through transparent and easily understood division alignment.

## 3. USA Fencing Division Boundary Analysis

*Analysis led by Dan Berke and supported by the Division Resource Team*

### Detailed Overview

In the 2022-2023 season, the Division Resource Team was tasked with drafting a common set of bylaws to be adopted by all USA Fencing divisions. These bylaws were to be customized by each division to include their official division name and the geographic area they had jurisdiction over.

It quickly became apparent that the division boundaries were, in many cases, ill-defined. Some divisions did not clearly state their boundaries, while others used boundaries such as highways, "imaginary lines" connecting two points, or topographical features.

It is desirable to define all divisions using existing political boundaries such as state and county lines. In some rare cases, city boundaries may also be used. In the spreadsheet that accompanies

this document, I have made recommendations for clarified division jurisdictions that use such boundaries.

While analyzing the division boundaries, a number of issues were discovered – primarily, overlapping territory claimed by two divisions. The proposed changes resolve these conflicts by allocating the conflicting area to the most logical division. Usually, this was determined by locating a club with an address in the conflicting area and noting which division the club and its members were affiliated with.

Additionally, several areas of the country were identified as not being claimed by any division. These areas were assigned to the most logical adjacent division so that the entire country is claimed by existing divisions.

### **Divisions with Clear Boundaries**

The following divisions have clear boundaries that utilize state or county borders in their bylaws. No changes are necessary to these division boundaries:

- |                            |             |
|----------------------------|-------------|
| 1. Alabama                 | 30. Wyoming |
| 2. Alaska                  |             |
| 3. Arizona                 |             |
| 4. Capitol                 |             |
| 5. Colorado                |             |
| 6. Georgia                 |             |
| 7. Gold Coast Florida      |             |
| 8. Harrisburg              |             |
| 9. Hawaii                  |             |
| 10. Iowa                   |             |
| 11. Long Island            |             |
| 12. Metropolitan NYC       |             |
| 13. Michigan               |             |
| 14. Minnesota              |             |
| 15. Nevada                 |             |
| 16. New Jersey             |             |
| 17. North Carolina         |             |
| 18. North Coast            |             |
| 19. Northeast              |             |
| 20. Northeast Pennsylvania |             |
| 21. Northern California    |             |
| 22. Oklahoma               |             |
| 23. San Diego              |             |
| 24. South Carolina         |             |
| 25. South Jersey           |             |
| 26. Tennessee              |             |
| 27. Virginia               |             |
| 28. Western New York       |             |
| 29. Wisconsin              |             |



### Divisions with Clarified Territory

The bylaws of the following divisions currently do not define clear (or any) boundaries or use boundaries that do not fall along state or county lines. Using the territory claimed by adjacent divisions, as well as the division map on the USA Fencing website, the boundary definitions document (located at the end of this report) clarifies the borders using county and state lines. While doing this, it was attempted to preserve the existing territory of each division as best as possible. The report recommends the proposed boundaries be adopted as the official boundary definition by USA Fencing and in each division's bylaws.

1. **Ark-La-Miss:** Specified the constituent counties from Arkansas, Louisiana, and Mississippi.
2. **Central FL:** Specified the counties based on counties claimed by adjacent divisions.
3. **Central PA:** Specified the counties based on counties claimed by adjacent divisions.
4. **Columbus:** Specified the counties based on counties claimed by adjacent divisions.
5. **Connecticut:** Changed the definition to use counties instead of cities/towns.
6. **Gateway FL:** Changed the definition to use counties instead of an imaginary line.
7. **Gulf Coast:** The existing definition uses a complex imaginary line defined by highways, lines of latitude, state and country borders, and a river. This is replaced by a list of counties that attempt to approximate the same line as closely as possible.
8. **Illinois:** Specified the counties based on the defined jurisdiction of the adjacent St. Louis division.
9. **Indiana:** Specified the boundaries based on the definition of the Southwest Ohio division.
10. **Inland Empire:** Specified the counties based on counties claimed by adjacent divisions.
11. **Louisiana:** Specified the parishes/counties based on counties claimed by adjacent divisions.
12. **New England:** Clarified the counties claimed in "Eastern Massachusetts"
13. **New Mexico:** Specified the counties based on counties claimed by adjacent divisions.
14. **North Texas:** Specified the counties based on counties claimed by adjacent divisions.
15. **Plains Texas:** Replaced borders currently defined by roads, state lines, and a river with counties that approximate the same area.
16. **South Texas:** Specified the counties based on counties claimed by adjacent divisions.
17. **St. Louis:** Replaced boundaries defined by lines with counties approximating the same area.
18. **Utah-Southern ID:** Replaced boundary using imaginary lines with county lines approximating the same area.
19. **Westchester-Rockland:** Specified the counties based on counties claimed by adjacent divisions.
20. **Western PA:** Specified the counties based on counties claimed by adjacent divisions.





## Divisions with Altered Territory

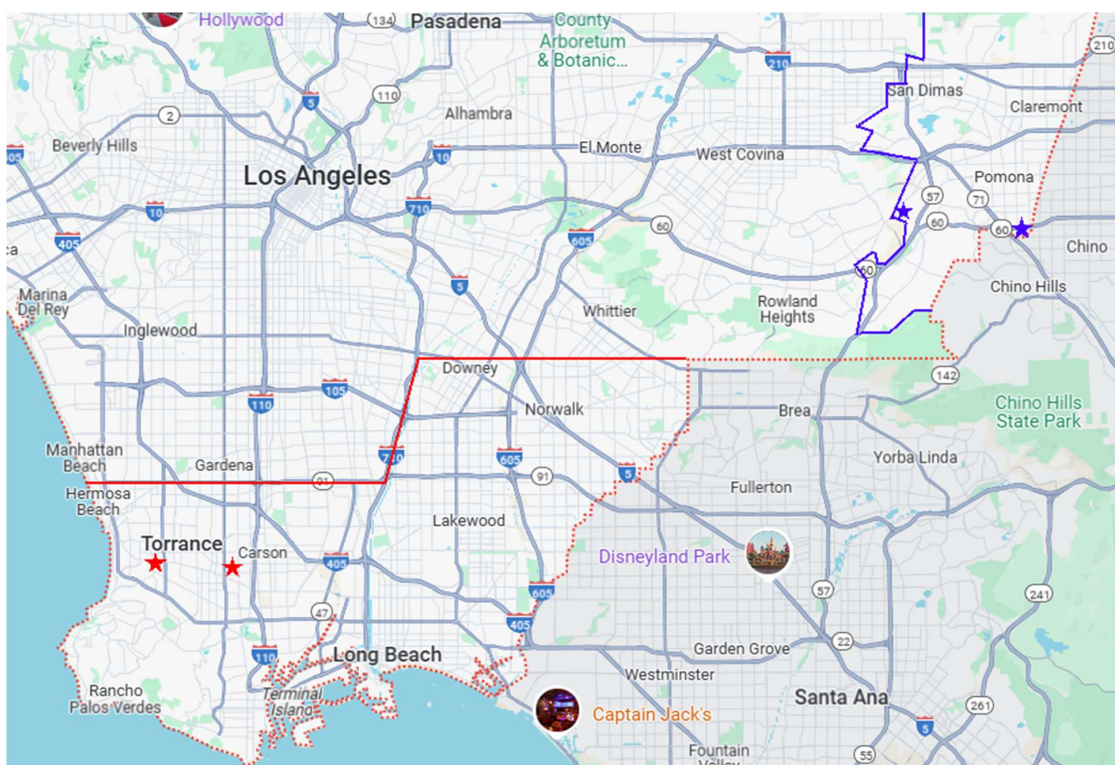
The territory of the following divisions needed to be altered. This was done to resolve conflicts with territory claimed by multiple divisions, as well as the addition of unclaimed adjacent territory into the division.

1. **Border Texas:** Gave Catron County (mainly open space) to New Mexico and took Sierra County (Truth or Consequences) from New Mexico to form a more logically contiguous territory.
2. **Green Mountain:** Excluded Clinton and Essex counties in New York and Bennington County in Vermont, as these counties are claimed by the Hudson-Berkshire Division.
3. **Hudson-Berkshire:** Added Broome County to the list of counties, as it appears to have been overlooked.
4. **Kansas:** Current bylaws only claim three Missouri counties around Kansas City. Changed to include all territory in western Missouri that was unclaimed by any division.
5. **Kentucky:** Current bylaws only claim four counties in Kentucky. Changed to include the entire state except for the three counties claimed by the Southwest OH division.
6. **Maryland:** Added the unclaimed territory of Kent and Sussex counties in southern Delaware.
7. **Mountain Valley:** Added ten unclaimed counties in central California.
8. **North Dakota:** Added the formation of a new division for the state of North Dakota. The territory was unclaimed prior to this.
9. **Northern Ohio:** Added Allen County (rural northwest Ohio), which appears to have been overlooked in the current list of enumerated counties.
10. **Oregon:** Changed the territory currently defined by a "fifty-mile radius extending from Portland Oregon into a portion of the State of Washington" to specific counties in Washington.
11. **Philadelphia:** Added two counties unclaimed by adjacent divisions: Berks County (Reading, PA) and New Castle County (Wilmington, DE.)
12. **Southern California:** Excluded San Luis Obispo County, which is claimed by the Central CA division. (See next section for more information)
13. **Southwest Ohio:** Added eight counties around the current division apparently not claimed by adjacent divisions.
14. **Western WA:** Defined counties on the eastern boundary instead of using the "Cascade Crest," and excluded counties claimed by the Oregon division.

## Challenges in Southern California

The Southern California area encompassing the greater Los Angeles area, Orange County, and the Inland Empire (Riverside/San Bernardino) is covered by three divisions with boundaries defined by city borders and major freeways. These cities and freeway boundaries cross county lines, so changes would need to be made to align division borders with county lines. The current division territories are as follows:

1. **Orange Coast:** Defined as Orange County plus a portion of Los Angeles County bounded by lines including freeways.
2. **San Bernardino:** Defined as San Bernardino County plus several cities within the eastern portion of Los Angeles County. Unclaimed Inyo County should be added to the division.
3. **Southern CA:** Borders with the Orange Coast and San Bernardino divisions are defined by cities and freeways rather than the eastern border of Los Angeles County.



Red dotted line is the LA county line.

Blue line indicates the territory within LA county claimed by the San Bernardino Division.

Red line indicates the territory within LA county claimed by the Orange Coast Division

### Proposed Southern California Solution

After analyzing the current division boundaries and speaking to the club owners within the problem area, the recommended solution is to leave the division boundaries as-is. While this is a departure from the goal of aligning division boundaries with county lines, the situation in Southern California is unique and changes would negatively impact the region.

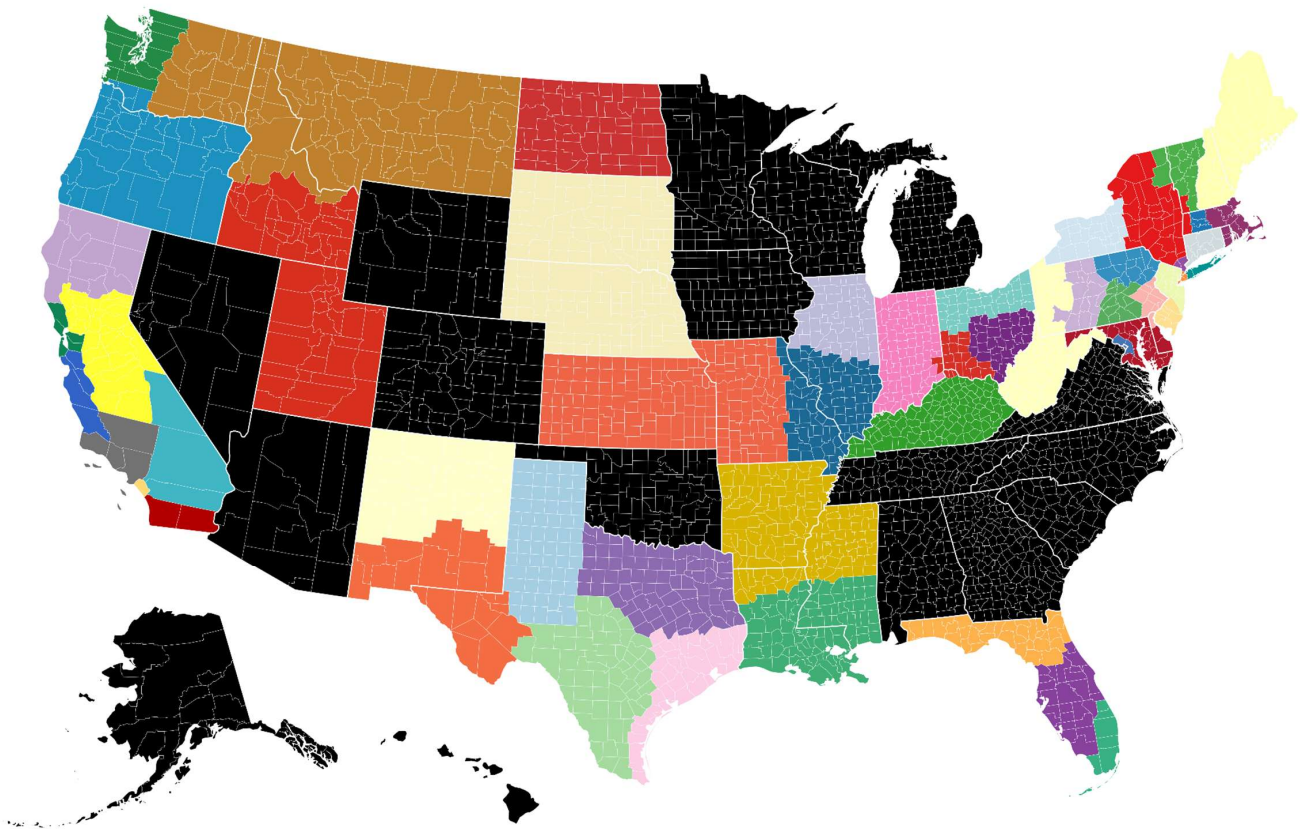
Moving the clubs to a different division would decrease the rebate revenue of the Southern California division, which, while not a huge amount of money, still may have a financial



impact. Additionally, it would change which division the club would represent on the division executive committee.

If leaving the current Southern California division boundaries as-is proves to be problematic, the issue can always be revisited in the future.

**Final proposed division-county map:**



**Boundary Definitions Documents starting on the next page**

Action	Division	Geographic Boundaries from Bylaws	Notes	Proposed boundaries
OK	Alabama	State of Alabama		
OK	Alaska	State of Alaska		
OK	Arizona	State of Arizona		
Clarified	Ark-La-Miss	The ARK-LA-MISS division shall include those parts of the states of Arkansas, Louisiana and Mississippi as those currently designated by the United States Fencing Association.		The entire State of Arkansas, the parishes of Caddo, Bossier, Webster, Claiborne, Union, Morehouse, West Carroll, East Carroll, Richland, Ouachita, Lincoln, Jackson, Bienville, Red River, and De Soto in Louisiana, and all counties in Mississippi north of (but not including) Warren, Hinds, Rankin, Scott, Newton and Lauderdale.
Altered	Border Texas	§ Texas Counties: El Paso, Hudspeth, Culbertson, Jeff Davis, Presidio, Reeves, Loving, Winkler, Ward, Pecos, Brewster § New Mexico Counties: Catron, Chaves, Eddy, Lea, Otero, Lincoln, Dona Ana, Luna, Grant, Hidalgo	Give Catron County to NM, add Sierra County from NM	§ Texas Counties: El Paso, Hudspeth, Culbertson, Jeff Davis, Presidio, Reeves, Loving, Winkler, Ward, Pecos, Brewster § New Mexico Counties: Sierra, Chaves, Eddy, Lea, Otero, Lincoln, Dona Ana, Luna, Grant, Hidalgo
OK	Capitol	§ THE DIVISION is an administrative unit of the USFA, with jurisdiction over the following geographic areas: the District of Columbia and Montgomery and Prince Georges Counties in the State of Maryland.		
OK	Central California	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporations, Bylaws and policies of the USFA, with jurisdiction over the following geographic areas: the counties of Santa Clara, Santa Cruz, San Benito, San Luis Obispo and Monterey in the State of California.	Clarify that San Luis Obispo county is part of Central CA and not Southern CA.	
Clarified	Central Florida	No Note of Geographic Boundaries in Bylaws		All counties in the State of Florida south of (but not including) Levy, Marion, Putnam and St. Johns counties, excluding Monroe, Dade, Broward, Palm Beach, Martin, and St Lucie counties.
Clarified	Central Pennsylvania	No Note of Geographic Boundaries in Bylaws		The counties of McKean, Potter, Elk, Cameron, Clinton, Clearfield, Centre, Cambria, Blair, Huntingdon, Mifflin, Westmoreland, Somerset, Bedford and Fulton
OK	Colorado	State of Colorado		
Clarified	Columbus	The geographic boundaries of the Division are defined as the area within a radius of 50 miles of the city limits of Columbus, Ohio, and such other areas as may be assigned by the USFA and approved by the Board of Directors of the Division.		The counties of Marion, Morrow, Knox, Holmes, Tuscarawas, Carroll, Jefferson, Harrison, Coshocton, Union, Delaware, Franklin, Madison, Fayette, Pickaway, Ross, Licking, Muskingum, Guernsey, Belmont, Monroe, Noble, Morgan, Perry, Fairfield, Hocking, Athens, Washington, Meigs, Vinton, Jackson, Gallia, and Lawrence in the State of Ohio
Clarified	Connecticut	The State of Connecticut, and an area in Massachusetts on either side of the Connecticut River to include such Towns and Cities as Springfield, Holyoke, and Amherst and their environs.		The state of Connecticut and the counties of Franklin, Hampshire and Hampden in Massachusetts
Clarified	Gateway Florida	The territory of the Division shall include all territory within the recognized borders from an East West Line originating at the southern most boundary of Marion County, extending North to the Florida Georgia state line and West to the Florida Alabama state line.		All counties in the State of Florida north of and including Levy, Marion, Putnam and St. Johns counties.
OK	Georgia	State of Georgia		
OK	Gold Coast Florida	THE DIVISION is a duly chartered subordinate, constituent body of the USA Fencing, exercising powers given by, performing duties directed under, and subject to, the Charter and By-Laws of the USA Fencing, with jurisdiction over the following geographic area: in the State of FLORIDA: area designated as "SOUTHERN FLORIDA" by the USA Fencing (Monroe, Dade, Broward, Palm Beach, Martin, St Lucie Counties).		
Altered	Green Mountain	The geographic boundaries of the division shall comprise the state of Vermont plus Clinton and Essex Counties in New York. Inclusion of the NY counties is provisional; pending acceptance of their petition to the national office, which will be acted on at the 2009 summer meeting.	Clinton and Essex in NY and Bennington in VT claimed by H-B	All counties in the state of Vermont except Bennington, and the counties of Clinton and Essex in the state of New York.
Clarified	Gulf Coast	Beginning at the mouth of the Sabine River, at the Texas-Louisiana border, thence extending west down the Texas Gulf Coast to the Mexican Border, thence west following the Mexican-Texas border to the junction of US Highway 77, thence northward following US Highway 77 to the point where it is intersected by the 31st parallel of latitude, thence east following the 31st parallel to the Texas-Louisiana border, thence southward following the Texas-Louisiana Border to the mouth of the Sabine River. The foregoing geographic area is the historic and approved area for the Division. It shall not exclude any offshore developments in the Gulf of Mexico nor waive any claim to jurisdiction thereto.	Roads	Texas counties of Cameron, Willacy, Kenedy, Kleberg, Nueces, San Patricio, Aransas, Refugio, Calhoun, Victoria, Jackson, Matagorda, Lavaca, Wharton, Brazoria, Galveston, Fort Bend, Colorado, Fayette, Austin, Waller, Harris, Chambers, Jefferson, Orange, Liberty, Newton, Jasper, Hardin, Tyler, Polk, San Jacinto, Walker, Grimes, Washington, Brazos, Burleson, Lee and Milam.
OK	Harrisburg	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the following geographic areas (counties) within the Commonwealth of Pennsylvania: Adams, Cumberland, Perry, Schuylkill, Union, Snyder, Dauphin, York, Lancaster, Lebanon, Northumberland, Franklin and Juniata.		
OK	Hawaii	State of Hawaii		
Altered	Hudson-Berkshire	The DIVISION is a duly chartered subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, By-Laws, and policies of the USFA, with jurisdiction over the following geographic area: the counties of Albany, Chenango, Clinton, Columbia, Delaware, Dutchess, Essex, Franklin, Fulton, Greene, Hamilton, Herkimer, Jefferson, Lewis, Madison, Montgomery, Oneida, Orange, Otsego, Putnam, Rensselaer, St. Lawrence, Saratoga, Schenectady, Schoharie, Sullivan, Ulster, Warren and Washington in the State of New York; the county of Berkshire in the Commonwealth of Massachusetts; and the county of Bennington in the State of Vermont.	Added Broome county.	The counties of Albany, Broome, Chenango, Columbia, Delaware, Dutchess, Franklin, Fulton, Greene, Hamilton, Herkimer, Jefferson, Lewis, Madison, Montgomery, Oneida, Orange, Otsego, Putnam, Rensselaer, St. Lawrence, Saratoga, Schenectady, Schoharie, Sullivan, Ulster, Warren and Washington in the State of New York; the county of Berkshire in the Commonwealth of Massachusetts; and the county of Bennington in the State of Vermont.
Clarified	Illinois	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the geographic areas outlined by the USFA.		State of Illinois from the counties of Hancock, McDonough, Fulton, Mason, Menard, Logan, Macon, Piatt, Douglas and Edgar and all counties north, inclusive.
Clarified	Indiana	The geographic boundaries of the Division are defined as the area within the state limits of Indiana, and such other areas as may be assigned by US Fencing and approved by the Board of Directors of the Division.	Franklin & Dearborn Counties are claimed by SW OH	The State of Indiana excluding the counties of Franklin and Dearborn, which are claimed by the Southwest Ohio Division.

Clarified	Inland Empire	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the following geographic areas: Eastern Washington, Northern Idaho, and Montana.		The entire State of Montana, the counties of Boundary, Bonner, Kootenai, Shoshone, Benewah, Latah, Nez Perce, Lewis, Clearwater, Idaho, Adams, Washington, Valley, Lemhi, and Clark in the State of Idaho, and the counties of Okanogan, Ferry, Stevens, Pend Oreille, Chelan, Douglas, Lincoln, Spokane, Grant, Kittitas, Adams, Whitman, Yakima, Klickitat, Benton, Franklin, Walla Walla, Columbia, Garfield and Asotin in the State of Washington.
OK	Iowa	State of Iowa		
Altered	Kansas	Entire state of Kansas and Jackson, Clay and Platte Counties in Missouri	Add unclaimed part of Missouri	The entire State of Kansas and all counties in Missouri west of Clark, Lewis, Marion, Ralls, Pike, Montgomery, Gasconade, Crawford, Dent, Shannon and Oregon counties.
Altered	Kentucky	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, INC., exercising powers given by, performing duties directed under, and subject to, the Charter and By-laws of the USFA, INC., with jurisdiction over the following geographic areas: The counties of Adams, Monroe, Jackson, and Jefferson in the State of Kentucky.		The entire State of Kentucky excluding the counties of Boone, Kenton and Campbell, which are claimed by the Southwest Ohio Division
OK	Long Island	The Division is a chartered, subordinate body of the USFA, Inc., and exercises and performs duties and is subject to the Charter and By-Laws of the USFA, Inc., with jurisdiction over the following geographic area: Nassau and Suffolk Counties (Long Island, New York).		
Clarified	Louisiana	No Note of Geographic Boundaries in Bylaws		All parishes south of (and including) Sabine, Natchitoches, Winn, Caldwell, Franklin and Madison in the State of Louisiana, and all counties south of (and including) Warren, Hinds, Rankin, Scott, Newton and Lauderdale in the State of Mississippi.
Altered	Maryland	The name of the division shall be THE MARYLAND DIVISION of the UNITED STATES FENCING ASSOCIATION, INC. THE MARYLAND DIVISION shall hereinafter be referred to as the "THE DIVISION," and the UNITED STATES FENCING ASSOCIATION INCORPORATED shall hereinafter be referred to as "USFA". THE DIVISION is a duly chartered subordinate, constituent body of the USFA, exercising powers given by performing duties directed under, and subject to the Charter and By-Laws of the USFA, with jurisdiction over the following geographic area; the entire State of Maryland, with the exception of Montgomery and Prince George's counties of Maryland.	Add Kent and Sussex counties in Delaware	The entire State of Maryland, with the exception of Montgomery and Prince George's counties of Maryland, and the counties of Kent and Sussex in the State of Delaware.
OK	Metropolitan NYC	The jurisdiction of the Division and Section shall be the geographical area consisting of the five boroughs of the City of New York (The "Territory")		
OK	Michigan	State of Michigan		
OK	Minnesota	State of Minnesota		
Altered	Mountain Valley	The Division is an administrative unit of the USFA, Inc. and is subject to general supervision and control under the provisions of the USFA, Inc. By-Laws and Operations Manual. The Division has jurisdiction over the following geographic areas: the counties of Alpine, Colusa, El Dorado, Fresno, Lake, Napa, Nevada, Placer, Sacramento, San Joaquin, Sierra, Solano, Sutter, Yolo and Yuba in the State of California.	Add Tulare, Kings, Madera, Merced, Stanislaus, Amador, Calaveras, Tuolumne, Mariposa, and Mono	The counties of Alpine, Colusa, El Dorado, Fresno, Lake, Napa, Nevada, Placer, Sacramento, San Joaquin, Sierra, Solano, Sutter, Yolo, Yuba, Tulare, Kings, Madera, Merced, Stanislaus, Amador, Calaveras, Tuolumne, Mariposa, and Mono in the State of California.
OK	Nebraska - South Dakota	Entire state of Nebraska and the entire state of South Dakota		
OK	Nevada	Jurisdiction over the geographic area contained within the boundaries of the State of Nevada		
Clarified	New England	The Division has jurisdiction over the areas of eastern Massachusetts and Rhode Island or as defined by the USFA.		The state of Rhode Island and all counties in Massachusetts east of and including Worcester County.
OK	New Jersey	The Division has jurisdiction over the following geographic areas: the counties of Essex, Morris, Hudson, Somerset, Hunterdon, Union, Bergen, Passaic, Sussex, Middlesex, Monmouth, Warren, Mercer and Ocean in the State of New Jersey (the "Division Jurisdiction Area").		
Altered	New Mexico	n/a	Add Catron from Border TX	The state of New Mexico except for the following counties claimed by the Border TX Division: Sierra, Chaves, Eddy, Lea, Otero, Lincoln, Dona Ana, Luna, Grant, Hidalgo
OK	North Carolina	State of North Carolina		
OK	North Coast	THE DIVISION is an administrative unit of the USFA and is subject to general supervision and control under the provisions of the USFA By-Laws and Operations Manual. The fiscal year of the Division will be that of the USFA. The division encompasses the following counties in the state of California: Butte, Del Norte, Glenn, Humboldt, Lassen, Mendocino, Modoc, Plumas, Shasta, Siskiyou, Tehama, Trinity in the State of California.		
Modified	North Dakota	New division (approval pending)		
Clarified	North Texas	The geographic boundaries of this Division shall be as set forth and approved by the Board of Directors of US Fencing.		Texas counties of Hardeman, Foard, Wilbarger, Wichita, Clay, Montague, Cooke, Grayson, Fannin, Lamar, Red River, Bowie, Knox, Baylor, Archer, Delta, Rockwall, Rains, Camp, Gregg, Wood, Upshur, Harrison, Marion, Cass, Morris, Titus, Franklin, Hopkins, Hunt, Kaufman, Van Zandt, Smith, Rusk, Panola, Shelby, Sabine, San Augustine, Nacogdoches, Angellina, Cherokee, Trinity, Houston, Anderson, Henderson, Madison, Leon, Robertson, Freestone, Navarro, Limestone, Falls, Bell, Coryell, McLennan, Hill, Bosque, Hamilton, Comanche, Erath, Somervell, Hood, Johnson, Ellis, Eastland, Callahan, Taylor, Jones, Shackelford, Stephens, Palo Pinto, Parker, Tarrant, Dallas, Haskell, Throckmorton, Young, Jack, Wise, Denton, and Collin.
OK	Northeast	This division will include all of New Hampshire and Maine. It will hereinafter be referred to as "the Division".		
OK	Northeast Pennsylvania	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, INC., exercising powers given by, performing duties directed under, and subject to, the Charter and By-laws of the USFA, INC., with jurisdiction over the following geographic areas: The counties of Tioga, Bradford, Susquehanna, Wayne, Lycoming, Sullivan, Wyoming, Lackawanna, Pike, Montour, Columbia, Luzerne, Carbon and Monroe in the State of Pennsylvania.		



OK	Northern California	The territory of the Division shall be all of that territory in the state of California contained within the geographic boundaries of the counties of Sonoma, Marin, San Francisco, San Mateo, Alameda, and Contra Costa.		
Altered	Northern Ohio	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the following geographic areas: the counties of Cuyahoga, Williams, Fulton, Defiance, Paulding, Van Wert, Mercer, Auglaize, Shelby, Putnam, Henry, Lucas, Wood, Hancock, Hardin, Logan, Ottawa, Sandusky, Seneca, Wyandot, Crawford, Huron, Erie, Lorain, Richland, Ashland, Medina, Wayne, Summit, Stark, Portage, Geauga, Lake, Ashtabula, Trumbull, Mahoning, and Columbiana. in the State of Ohio.	Add Allen county	The counties of Allen, Cuyahoga, Williams, Fulton, Defiance, Paulding, Van Wert, Mercer, Auglaize, Shelby, Putnam, Henry, Lucas, Wood, Hancock, Hardin, Logan, Ottawa, Sandusky, Seneca, Wyandot, Crawford, Huron, Erie, Lorain, Richland, Ashland, Medina, Wayne, Summit, Stark, Portage, Geauga, Lake, Ashtabula, Trumbull, Mahoning, and Columbiana in the State of Ohio.
OK	Oklahoma	State of Oklahoma		
Altered	Orange Coast	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, By-Laws, and policies of the USFA, with jurisdiction over the following geographic area located in the state of California: The county of Orange, and those portions of Los Angeles County south of a line formed by the northern border of Orange County in La Habra extended west to the I-710 freeway, then south along the I-710 to Hwy 91; and west along Hwy 91/Artesia Blvd. to the Pacific Ocean.	Cede territory in LA county defined by freeways/lines (Downey, Long Beach, Torrance, RPV) to the Southern CA division	The county of Orange County in California
Altered	Oregon	The Division is a duly chartered, subordinate, constituent body of the United States Fencing Association, Inc. ("USFA"), exercising powers given by, performing duties directed under, and subject to, the Charter and Bylaws of USFA, with jurisdiction over the State of Oregon and a fifty-mile radius extending from Portland Oregon into a portion of the State of Washington (the "Territory").	Acquired Clark, Cowlitz, Skamania, and Wahkiakum counties in WA	State of Oregon and the counties of Clark, Cowlitz, Skamania, and Wahkiakum in the State of Washington
Altered	Philadelphia	The jurisdiction of the division shall be the geographical area consisting of the seven S.E. Pennsylvania counties of Philadelphia, Bucks, Montgomery, Chester, Lehigh, Northampton and Delaware.	Include Berks county in PA and New Castle in DE.	The counties of Philadelphia, Bucks, Montgomery, Chester, Lehigh, Northampton and Delaware in the state of Pennsylvania, and the county of New Castle in the state of Delaware.
Clarified	Plains Texas	The official boundaries of the Plains Texas Division, as noted in USFA Records, are as follows: North boundary is the Texas - Oklahoma border. East boundary is the eastern border of the panhandle extended south to US Highway 190. West boundary is the western border of the panhandle extended south to the Pecos River. South boundary is US Highway 190 west to the Pecos River.	Roads	The following counties in the State of Texas: Dallam, Sherman, Hansford, Ochiltree, Lipscomb, Hartley, Moore, Hutchison, Roberts, Hemphill, Oldham, Potter, Carson, Gray, Wheeler, Deaf Smith, Randall, Armstrong, Donley, Collingsworth, Parmer, Castro, Swisher, Briscoe, Hall, Childress, Bailey, Lamb, Hale, Floyd, Motley, Cottle, Cochran, Hockley, Lubbock, Crosby, Dickens, King, Yoakum, Terry, Lynn, Garza, Kent, Stonewall, Gaines, Dawson, Borden, Scurry, Fisher, Andrews, Martin, Howard, Mitchell, Nolan, Ector, Midland, Glasscock, Sterling, Coke, Crane, Upton, Reagan, Irion and Tom Green
Altered	San Bernardino	By-Laws of the USFA, with jurisdiction over the geographic area contained within the boundaries of the San Bernardino and Riverside Counties and the cities of La Verne, San Dimas, Pomona and Diamond Bar of the state of California.	Add Inyo county, cede cities in LA county to the Southern CA division.	The counties of San Bernardino, Riverside, and Inyo in the state of California
OK	San Diego	The Division is a duly chartered, subordinate, constituent body of the of the USFA, a non profit organization, with jurisdiction over the geographic region of the San Diego and Imperial counties of the State of California and is subject to the general supervision and control under the provisions of The USFA Bylaws and Operations Manual		
OK	South Carolina	The division is a duly chartered, subordinate, constituent body of the USFA, Inc., exercising powers given by, performing duties directed under, and subject to, the Charter and By-Laws of the USFA, Inc., with jurisdiction in the State of South Carolina.		
OK	South Jersey	The Division has jurisdiction over the following geographic areas: The counties of Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester and Salem in the State of New Jersey (the "Division Jurisdiction Area").		
Clarified	South Texas	n/a		State of Texas counties of Runnels, Coleman, Brown, Concho, McCulloch, San Saba, Mills, Lampasas, Williamson, Burnet, Llano, Mason, Menard, Schleicher, Crockett, Sutton, Kimble, Gillespie, Blanco, Travis, Hays, Bastrop, Caldwell, Comal, Kendall, Kerr, Bandera, Real, Edwards, Val Verde, Terrell, Kinney, Uvalde, Medina, Bexar, Guadalupe, Gonzales, Wilson, Karnes, DeWitt, Goliad, Bee, Live Oak, Atascosa, McMullen, Duval, Jim Wells, Frio, Zavala, Maverick, Dimmit, La Salle, Webb, Zapata, Jim Hogg, Brooks, Starr, and Hidalgo.
Altered	Southern California	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, INC., exercising powers given by, performing duties directed under, and subject to, the Charter and by-laws of the USFA, INC., with jurisdiction over the following geographical areas in California: Kern County, San Luis Obispo County, Santa Barbara County, Ventura County and Los Angeles County except for the cities of La Verne, San Dimas, Pomona, and Diamond Bar, which belong to the San Bernardino Division, and that part of Los Angeles County which lies south of the 91 freeway and east of the 710 freeway, which belongs to the Orange Coast Division.	Claim the entirety of Los Angeles County without exceptions for the cities named. Clarify that San Luis Obispo county is part of the Central CA division.	The counties of Los Angeles, Kern, Santa Barbara and Ventura.
Altered	Southwest Ohio	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, INC., exercising powers given by, performing duties directed under, and subject to, the Charter and By-Laws of the USFA, INC., with jurisdiction over the following geographic areas: the counties of Hamilton, Butler, Preble, Montgomery, Greene, Warren, Clinton, Clermont, and Brown in the State of Ohio; the counties of Franklin and Dearborn in the State of Indiana; and the counties of Boone, Kenton and Campbell in the State of Kentucky.	Add counties of Darke, Miami, Champaign, Clark, Highland, Pike, Adams, and Scioto	The counties of Darke, Miami, Champaign, Clark, Highland, Pike, Adams, Scioto, Hamilton, Butler, Preble, Montgomery, Greene, Warren, Clinton, Clermont, and Brown in the State of Ohio; the counties of Franklin and Dearborn in the State of Indiana; and the counties of Boone, Kenton and Campbell in the State of Kentucky.

Clarified	St. Louis	THE DIVISION is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA, with jurisdiction over the following geographic areas: the state of Missouri, east of an extension of the Western boundaries of Clark and Lewis counties; and the State of Illinois, south of a line drawn between Keokuk, Iowa and Terre Haute, Indiana as designated by the USFA.	MO counties: Clark, Lewis, Marion, Ralls, Pike, Lincoln, Montgomery, Warren, St. Charles, St. Louis Co, St. Louis, Gasconade, Franklin, Jefferson, Crawford, Washington, St. Francois, Sainte Genevieve, Dent, Iron, Reynolds, Madison, Perry, Bollinger, Cape Girardeau, Shannon, Wayne, Oregon, Ripley, Carter, Butler, Stoddard, Scott, Mississippi, New Madrid, Dunklin, Pemiscot IL Counties: Adams, Schuyler, Cass, Sangamon, Christian, Shelby, Moultrie, Coles, Clark and all counties south
OK	Tennessee	State of Tennessee	
Clarified	Utah-Southern Idaho	The division is a fully chartered subordinate, constituent body of the USFA, exercising powers given by, performing duties under, and subject to the charter and bylaws of the USFA, with jurisdiction over the following geographic areas: All of the state of Utah and Southern Idaho south of the northern Payette County line, across the north Boise County line, to the northern line of the Sawtooth National Recreation Area, across the Jefferson County line, and straight across just south of Ashton and Marysville to the eastern border of Idaho. Everything south of this line is geographically included in the USID.	The entire state of Utah and the following counties in the State of Idaho: Payette, Gem, Boise, Custer, Butte, Jefferson, Fremont, Madison, Teton, Bonneville, Bingham, Blaine, Camas, Elmore, Ada, Canyon, Owyhee, Gooding, Twin Falls, Lincoln, Jerome, Minidoka, Cassia, Power, Oneida, Bannock, Caribou, Franklin and Bear Lake
OK	Virginia	State of Virginia	
Clarified	Westchester-Rockland	n/a	The counties of Westchester and Rockland in the State of New York
OK	Western New York	Jurisdiction over the following geographic area: All counties in western New York state from the eastern boards off the following counties: Oswego, Onondaga, Cortland and Tioga	
Clarified	Western Pennsylvania	The Division's jurisdiction, wherein it is empowered to exercise its duties, shall be limited to the following geographic area: <div> <div>☐ north, to the northern border of the state of Pennsylvania,</div> <div>☐ south, to include the entirety of the state of West Virginia,</div> <div>☐ east, to the western borders of the city of Altoona, PA and the Central Pennsylvania Division, and</div> <div>☐ west, to the western borders of the states of Pennsylvania and West Virginia.</div> </div> The Pennsylvanian counties of Cambria, Somerset, and Westmoreland shall be excluded from the Division's jurisdiction. All directions and distances are given in reference to the city of Pittsburgh, PA.	The entire State of West Virginia and the counties of Erie, Crawford, Warren, Mercer, Venango, Forest, Jefferson, Clarion, Lawrence, Butler, Armstrong, Indiana, Beaver, Allegheny, Washington, Greene, and Fayette in the State of Pennsylvania
Altered	Western Washington	Jurisdiction. The jurisdiction of the WWD extends over that portion of the State of Washington lying west of the Cascade Crest.	Ceded Clark, Cowlitz, Skamania, and Wahkiakum counties to Oregon The following counties in the State of Washington: Clallam, Grays Harbor, Island, Jefferson, King, Kitsap, Lewis, Mason, Pacific, Pierce, San Juan, Skagit, Snohomish, Thurston, and Whatcom
OK	Wisconsin	State of Wisconsin	
OK	Wyoming	State of Wyoming	

**Nominating Committee Report  
Week Ending 1-16-2026  
At-Large Nomination Process Report.**

**Administrative Matters**

Harrison Hue was elected Chair of the USA Fencing Nominating Committee.

**Independent Timeline 2026**

The following timeline was agreed for the Independent Director nominations.

March 2 - Solicitation Open for Independent Nominations to the Board of Directors.

March 30 - Solicitation closed for Independent Nominations to the Board of Directors.

April 1 to May 31 - NomCom review process and, if required, multiple interview rounds.

June 1 - NomCom to provide recommended candidates to Board of Directors

June 27 - Board to appoint candidates.

**Board Request:**

The Nominating Committee request the Board seat an alternative member of the Nominating Committee meeting the relevant criteria in place of Andrea Pagnanelli prior to the start of the Independent Director search, since Ms. Pagnanelli is up for re-appointment and therefore cannot participate in this search.

**Board Request:**

The Nominating Committee requests an updated GAP analysis to aid in their process no to be completed no later than 3/30/2026; but after the appointment to the Board of Directors to take place on 2/14/2026.

**Board & Membership Request:**

Please provide any nominations of suitable individuals to be considered for appointment to the Nominating Committee via [nominations@usafencing.org](mailto:nominations@usafencing.org) at any time between now and the close of nominations on 3/30/2026.

**2026 At-Large Nominations**

The Nominating Committee received some 27 nominations for positions on the USA Fencing Board of Directors, of which one was made by a 3rd party and a balance of their materials were not received in time to be considered, a second was withdrawn by the nominee significantly before the deadline.

A number of nominations faced challenges with respect to items surrounding membership, background checks, SafeSport Training; the Nominating Committee, and staff, made several attempts to remedy this with each individual; and gave each individual until the last moment the Committee had to declare the nominees

**Sitting Board Members**

The Nominating Committee resolved that sitting board members ought to be given the right to defend their duly elected seat, therefore Damien Lehfeltdt and Abdel Salem were advanced to the ballot. The nominating committee recognizes this is a change from previous nominating committee decisions, and hopes that this practice will be maintained for future



nomination rounds.

#### **Number of Nominees**

The Nominating Committee decided to follow recent practice of advancing 3 names per position for a total of 9 nominees, therefore, a balance of 7 nominees were to be advanced.

It was further resolved that the Board should at this time have the choice of nominated candidates to choose from in terms of the appointed position.

#### **Process**

The nominating committee reviewed objective scoring against the GAP analysis of USA Fencing as well as recognizing other published criteria such as USA Fencing governance experience, outside board experience, leadership academy graduation and related matters. Committee members split nominations between them to re-check accurate scoring - recognizing the objective scoring is simply a guideline to assist the Nominating Committee in their work.

The Nominating Committee then chose to advance the top 3 individuals based upon this scoring subject to one individual's background check being returned in time; unfortunately such a background check was not received, and that individual therefore was withdrawn.

The Nominating Committee then engaged in ranked choice voting to determine the remaining individuals.

Unfortunately, several individuals who scored objectively high enough to be considered did not receive one or more of their background check, Safe Sport training or membership in time for the deadline for the Nominating Committee to provide their nominees to the Board and membership.

The Nominating Committee were mindful of advice from the USA Fencing Ethics Committee in respect of Conflict of Interest, and serving Board Members did not vote on sitting board members or those involved in either litigation or the fundraising for litigation against the organization.

#### **Nomination Result**

The USA Fencing Nominating Committee therefore moves forward the following individuals, ranked in order.

*Existing Directors - Moved forward without Rank, displayed in Alphabetical Order*

Damien Lehfeltdt

Abdel Salem

*Nominees - Ranked in Order*

Jeremy Sirota

Timothy Ringel

Nona Lim

Bruno Cheron

Gregory Husisian

Caterina Rovati  
Heather Shankwiler

#### **Short Biography Summaries of Nominees**

For the ease of use of the Board of Directors.

##### ***Jeremy Sirota (New York City NY - Fencers Club / Metropolitan NYC)***

A member of Fencers Club Board of Directors and a dedicated parent of a Fencers Club Foil fencer, Sirota led worldwide music industry membership organization Merlin for the last 7 years, where he was CEO and sat as a non-voting member of the Board of Directors. Sirota also sits on a tech advisory board, and serves as a mentor for TechStars. Prior to Merlin, Sirota worked at Meta and Warner Music Group, after starting his career as a lawyer in New York after completing his JD in California.

##### ***Timothy Ringel (New York City NY - Manhattan Fencing Center / Metropolitan NYC)***

A childhood Fencer himself in Germany, Ringel encouraged all of his kids to try Fencing, and is parent to two young Saber fencers at Manhattan Fencing Center. Ringel is the CEO of Meet the People, an independent holding group for multiple companies in marketing, branding, public relations and related industries. Ringel founded InGood Company, an investment and family office; while he sits or has sat on multiple Boards including AdLedge, Smify, NetBooster and freeyou, and serves as a juror at Cannes Lions and The Drum and has spoken on both governance and marketing subjects for United Nations, Meta, Google, Forbes and FastCompany.

##### ***Nona Lim (Oakland CA - United Fencers of Oakland / Northern California)***

A vet Saber fencer, Lim has also fenced internationally for Singapore before a successful Fast-Moving-Consumer-Goods (FMCG) career with Monitor and Anglysis; Lim founded two start ups - Cook! SF, a meal delivery service and the Nona Lim brand, with the latter winning multiple industry awards, after an exit she now serves as a fractional CFO & COO. Lim is currently chair of the Speciality Food Association, founding Chair of Included CPG and as an advisory board member of Real Food Real Stories, Working Solution Microloans and the StART up Art Fair.

##### ***Bruno Cheron (McKinney TX - Globus Fencing Academy / North Texas)***

A lifelong athlete, and Vet Saber fencer, Cheron is the CEO of Bell Supply Company in the Oil & Gas sector, and is also a Founding Partner of both Reaction and Draco Enterprises; and has spent a significant career in industrial leadership in both the US and Europe. Cheron serves on the board of the Samaritan Inn and is a prior board member of PMV Automation, Clarke Valve and YKV.

##### ***Gregory Husisian (Oakton VA - Unattached / Virginia)***

Father of Olympian Hadley Husisian, Chair of the USA Fencing Ethics Committee and member of the USA Fencing Parent Council, Husisian's professional life leads International Trade & National Security for the law firm Foley & Lardner LLP. As part of this, Husisian regularly advises boards on matters of corporate governance and international regulation; while he is also a contributor to Bloomberg, the New York Times and the Wall Street Journal on related matters.

**Caterina Rovati (Orlando FL - Orlando Fencing Sports Center / Central Florida)**

A fencer in her youth in Italy, her family sport, Rovati is now a Vet Epee fencer. Professionally, Rovati leads Strategy for Hilton Grand Vacations at the Senior Vice President level having spent significant time with Marriott and with global consultancy Bain & Company. She is also a member of Women Leading Hospitality and Travel.

**Heather Shankwiler (Atlanta GA - Nellya Fencers / Georgia)**

A parent of a Saber fencer, Shankwiler is Chair of the USA Fencing Parents Council, and a board member of WFencing and the OnGuard Georgia Fencing High School League. She is also a former Chair of the Georgia Tech Business Network. Professionally, Shankwiler is a senior executive for ADP in product development and marketing and has a career including Deloitte, Ernst & Young and Connecture in various product and project management roles.